2020-2021 HNBA Board of Governors Elections Guidelines

These Guidelines are issued pursuant to the HNBA Bylaws (amended July 13, 2019) and are intended to facilitate the participation of all HNBA members in the process of electing the HNBA leadership for the upcoming term. The Guidelines are developed with both leadership succession and sound governance in mind. The goal is to ensure that the HNBA continues to implement its mission and realize its goal of being a leader on issues of importance to the Hispanic community.

GUIDELINES FOR CANDIDATES AND VOTING MEMBERS

I. HNBA BYLAWS ELECTION DEADLINES

<table>
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<tr>
<th>Date</th>
<th>Event</th>
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<tbody>
<tr>
<td>June 1</td>
<td>HNBA issues call for nominations, distributes Self-Nomination Form and Questionnaire.</td>
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<tr>
<td>June 30</td>
<td>Deadline for candidates to submit Self-Nomination Form and Questionnaire to Nominations Committee.</td>
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<td>June 30</td>
<td>Deadline for Regular and Affiliate members to pay dues and otherwise be in good standing to be eligible to vote.</td>
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<tr>
<td>July 7</td>
<td>Nominations Committee completes evaluation of candidates and issues election slate.</td>
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<td>July 14</td>
<td>HNBA Secretary publishes election slate to all voting members.</td>
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<td>July 17</td>
<td>President-Elect candidate(s) to make their presentation to the Board of Governors at the July Board meeting.</td>
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<td>July 17</td>
<td>Ballots for President-Elect position issued to the Board of Governors electronically and voting period opens.</td>
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July 24  Deadline for Board of Governors to vote for President-Elect.

July 21  Ballots for Officer positions (except President-Elect) issued electronically. Voting concludes August 4.

August 4  Deadline to vote for all positions except President-Elect.

August 10  Deadline for National Office to request results of Election, and to communicate results to the President and the Elections Board.

August 12  Deadline to announce elections results to candidates.

August 17  Latest possible date for submission of election challenges or disputes to the Elections Board for resolution. Deadline is five days from announcement of results to candidates and thus may be sooner.

II. CANDIDATE SELF-NOMINATION STATEMENT AND CAMPAIGNING

A. **Statement Content.** Each candidate shall complete the Candidate Self-Nomination Form and Questionnaire, which should set forth the following information:

- Candidate’s professional CV and/or biography, including dates and jurisdictions of admission to the Bar;
- Prior service to the HNBA, affiliate organizations and other qualifications;
- Position sought and reasons for running for the desired office;
- With respect to the position sought, the candidate’s goals for the term in the desired office and overall goals for the HNBA;
- Discussion of the challenges and opportunities the candidate believes the HNBA will face in the coming year, relative to the office sought;
- Discussion of how the candidate anticipates accomplishing the stated goals, with respect to the office sought; and
- The statement of a candidate for the position of President-Elect should also address the criteria stipulated in Article XI, Section 4(c) of the Bylaws.
B. **Length of Statement.** A candidate statement must contain no more than 800 words, except a candidate statement for the position of President-Elect may contain no more than 1,500 words.

C. **Use of E-Noticias, HNBA Web Site, Etc.** The HNBA will post candidate statements on its website if so requested. If possible, the issue of E-Noticias published in mid-July will also include all candidate statements.

D. **Integrity in Campaigning.** It is prohibited for anyone to campaign (either on behalf of oneself or others) until the HNBA Nominations Committee announces the election slate. Campaigning is defined as actively advocating for an individual’s selection to an elected position for which he or she may be running or is running; seeking an endorsement, asking for someone’s commitment to vote, and/or otherwise requesting support for an individual’s candidacy or campaign for an elected position prior to the election slate being announced. Campaigning does not include expressing an intent or desire to run for an elected position generally, asking for an individual’s opinion or someone’s desire to run for elected office, or answering questions about an individual’s intent to run for an elected position generally.

Candidates must maintain the highest degree of integrity in their solicitation of votes for elected office (“campaign”). All election-related communications made by candidates must reflect the highest degree of honesty, candor and ethics in accordance with applicable legal ethics standards. All election related communications made by a candidate campaigning for office, including requests for endorsements, cannot be signed by the candidate in his or her capacity as an Officer of the HNBA or member of HNBA Board of Governors. However, candidates may identify their current and prior service to the HNBA as part of their qualifications for elected office. Use of the HNBA letterhead or logo for any campaign purpose is prohibited. Further, candidates may not use any social media or other method of communication to campaign in a manner which could lead voters to believe that the communications are sponsored, approved or endorsed by the HNBA or which could otherwise lead a voter to believe that the HNBA is issuing the communication.

*No candidate for office may issue any communication that uses the HNBA logo, trademarks or letterhead without the express written consent of the HNBA General Counsel and the National President.*

E. **Refusal to Publish:** The Elections Board, in its sole discretion, may refuse to accept any information for publication or posting on the HNBA website, if such communication is deemed to be offensive, derogatory or misleading by the Elections Board.
F. **Member Information:** The HNBA does not release contact information of its membership list for purposes of campaigning, but may send e-blasts of candidate materials to members, if appropriate and feasible.

G. **Presentation of President-Elect:** After the presentation of the President-Elect candidates at the July Board of Governors Meeting, the Board may deliberate confidentially on the qualifications of the candidates outside the presence of the candidates. Such deliberation shall be conducted fairly with decorum and respect with each Board member entitled to speak once about the qualifications of the candidates. In addition, Board members may be called upon by the President to answer questions about the candidates. Each Board member wishing to speak shall be allotted an equal amount of time to provide comments. Board members shall not discuss rumors or innuendo, but only verifiable facts personally known to the Board member. Any alleged misconduct by a Board member during the deliberations for President-Elect may be brought by any other Board member to the attention of the Elections Board, without violating any confidentiality obligation of the reporting Board member. The Elections Board shall have full authority to determine an appropriate response to any such complaint, and to communicate such response to the President.

III. **ENDORSEMENTS**

A. **General Policy.** The active participation of Regular and Affiliate Members in the elections process is essential to a vibrant and progressive organization. To assist rather than hinder the process, however, endorsements should be the result of careful and considered evaluation of competing candidates’ relative qualifications for the offices they seek. A person seeking elected office shall not seek any endorsements until the HNBA announces the election slate.

B. **Who May Endorse.** Any Regular Member or Affiliate Member in good standing may endorse any candidate, except that no member of the Nominations Committee or the Elections Board may officially or unofficially endorse any candidate, whether or not in a contested election, for a particular office. Candidate materials, including candidate statements, may contain a list of endorsements. Endorsement by individuals who are not HNBA members in good standing and by organizations, associations, and groups that are not HNBA Affiliates are prohibited. Candidates must provide written evidence of endorsements by Regular Members or Affiliate Members to the Elections Board before those endorsements can be listed on the HNBA website. Such evidence of endorsement must be submitted to elections@hnba.com.
C. **Endorsements by Affiliates:** To the extent Affiliates choose to endorse candidates, the HNBA requests that Affiliates use a neutral process and evaluate the qualifications of all candidates running for each contested office. The HNBA asks its Affiliates to consider a candidate’s endorsement request only after the elections slate is issued by the Elections Board. Affiliates endorsing candidates must notify the Elections Board in writing of its endorsement decisions via elections@hnba.com. No Affiliate endorsement should be announced by a candidate or the endorsing Affiliate before the election slate is announced.

D. **Factors to Consider in Evaluating Candidates.** As a national non-profit organization, the HNBA should be led by outstanding attorneys of high integrity and proven leadership skills. The following attributes, among others, including those listed in Article XI Section 4(c) of the Bylaws, may be considered in evaluating candidates seeking personal or Affiliate endorsements:

- **Leadership.** Candidates for HNBA officer positions must have demonstrated proven leadership skills in their work for the HNBA, local Affiliates or in their other community and professional activities.

- **Vision.** Candidates must have demonstrated through their previous contributions the ability and vision to preserve and enhance the HNBA’s performance as a national organization with the influence and stature to represent the interests of Hispanic attorneys nationwide and to advocate for the Latino community on important issues.

- **Commitment.** All candidates must have demonstrated a true commitment to the work of the HNBA. In addition, candidates for officer positions should have demonstrated prior significant involvement in the HNBA or one of its Affiliates.

- **Diversity.** The HNBA encourages broad diversity on its Board of Governors, including gender, ethnicity, sexual orientation, gender identity, disability, and cultural and geographic diversity, to best represent its membership.

- **Personal Integrity and Trust.** Candidates must have demonstrated the highest standards of personal integrity and trust in all their professional and personal activities.

- **Public Relations Skills.** A key objective of the HNBA is to advocate for and promote the interests of Hispanic legal professionals and the Latino community nationwide. Accordingly, all candidates for officer positions should have
demonstrated outstanding writing, public speaking, advocacy and public relations skills.

- **Flexibility, Availability and Resources.** The HNBA has a small staff. In order for the organization to be effective, all members of the Board of Governors must be prepared and able to make a significant investment of time to further the HNBA’s programmatic and advocacy goals. Because the HNBA does not have the budget to cover the travel expenses of Board members or to waive registration fees for events such as the Annual Convention and Corporate Counsel Conference, Board members and/or their employers must also be prepared to commit financial resources. All members of the Board of Governors are expected to participate in HNBA events such as Board meetings, the Annual Convention, the Corporate Counsel Conference and Advocacy Day, and to pay for their own travel expenses and registration fees. The time required of persons serving in Executive Committee positions (the President, President-Elect, Vice Presidents, Secretary, Treasurer, Finance Director, Chief Compliance Officer and General Counsel) is particularly significant. Affiliates should inquire about each candidate’s ability to make the significant time investment that is required to be an effective HNBA Officer. With respect to candidates for President-Elect, Affiliates should assess whether the candidate has the ability and resources to travel and the time to handle essentially another full-time job, and still be able to meet his or her professional responsibilities.

- **Allegiance to the HNBA.** Affiliates should inquire about the professional background of the candidates and examine whether a candidate’s allegiance, judgment, or ability to raise funds for the HNBA would be compromised or conflicted by duties or responsibilities owed to existing professional or business interests.

**IV. VOTING AND CHALLENGES**

A. **Record Date.** Only Regular Members or Affiliate Members whose membership dues have been received by the HNBA by June 30 shall be allowed to vote in the elections. See HNBA Bylaws, Article II, Section 4.

B. **Voting.**

1. **Voter Identification.** Ballots representing an individual’s vote must show the name of the individual voting in order to be counted.
2. **Receipt of Ballots.** Ballots must be electronically cast on or before August 4 (or in the case of ballots cast by the Board of Governors for President-Elect, on or before July 24 in order to be counted. See HNBA Bylaws, Article XI, Sections 5(c) and 6(c).

3. **Review and Certification of Electronic Ballots, Notification to Candidates, and Certification of Results.** No later than August 10, the National Office shall review and certify the electronically cast ballots. The National Office shall announce the results to the President and the Elections Board on the same day. Within two days of certifying the results of the cast ballots, candidates will be informed of the results of the election in accordance with the Bylaws. A public announcement of the election results will be made and the results will be certified by the Secretary as soon as practicable after the deadline for challenges.

C. **Challenges:** All challenges or disputes regarding the conduct of the election shall be submitted to the Elections Board in writing within five calendar days of the date on which the Elections Board provides notice to the candidates of the results, including any challenges to the process of electing any candidate for the position of President-Elect as described above in Paragraph II(G). The Elections Board shall make a decision on any challenges after reviewing all the evidence at a time and place designated by the Elections Board. The Elections Board shall adopt procedures that in its discretion will provide the highest level of fairness in the presentation of grievances and that provide for a speedy resolution of disputes. If the Elections Board does not receive a written grievance, dispute, or challenge in writing within five calendar days of announcement of the results, the Secretary shall certify the results of the elections and the candidates shall be eligible to be sworn into office at the HNBA Annual Convention or as provided in the Bylaws.

If any dispute extends beyond the date of the HNBA Annual Convention, the person declared the winner of an election by virtue of an Elections Board determination shall be deemed to be seated upon the release of a Certification by the Secretary. All candidates that were elected and whose positions are not the subject of a dispute or challenge, as covered by Article XI, Section 7, shall be seated as provided in the HNBA Bylaws.

D. **Post-Election Report.** The Elections Board and the Executive Director shall prepare a report to the Board within 30 days of the close of election summarizing the results of the election and making any appropriate recommendations for future elections.
E. **Effect of Guidelines.** As described above, these Guidelines, approve by the Board of Governors or the Executive Committee, are intended to help the HNBA build a strong leadership pipeline for the future and to provide a framework and guiding principles for the election process. The Guidelines do not, and cannot, anticipate every situation that may arise. The Elections Board or the Executive Committee may amend these Guidelines from time to time. Nothing in these guidelines is intended to, and does not, supersede, modify or change any applicable HNBA Bylaws.