

**BY-LAWS**  
**OF**  
**MAMAS UNIDAS LR**

**Article 1**

**Definitions**

Section 1.01 Name The “Corporation” shall mean: Mamas Unidas LR, its successors and assigns.

Section 1.02 Board The “Board” shall mean the Board of Directors of the Corporation.

**Article 2**

**Office and Registered Agent**

Section 2.01 Principal Office The principal office of Mamas Unidas shall be located at 33001 W. Pratt Rd Little Rock, Arkansas 72206.

Section 2.02 Registered Office and Agent The registered agent for mamas Unidas shall be Maria Alvarez 33001 West Pratt Rd Little Rock, Arkansas 72206.

**Article 3**

**Purposes, Objectives and Governing Instruments**

Section 3.01 Charitable, Educational, and Scientific Purposes and Powers The purposes of Mamas Unidas, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of Mamas Unidas shall include, but not be limited to:

- A. Informing and empowering Latino parents living in the United States to assist their children obtain higher education in the United States; and
- B. Helping Latino children learn about programs and opportunities that can support their aspirations to obtain higher education in the United States.

Section 3.02 Governing Instruments The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 3.03 Nondiscrimination Policy The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 3.04 Limitations on Activities No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

## **Article 4**

### **Membership**

Section 4.01 Membership The Corporation shall be open to any current resident, property owner, business operator, or employee of the United States that supports the purpose statement in Article 3, Section 3.01. Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the board.

Section 4.02 Rights of members Each member shall be eligible to cast a single vote in corporation elections and have access to corporation records upon written notice two days prior to the date of inspection.

Section 4.03 Resignation and Termination Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of any obligations, financially or otherwise previously accrued.

Section 4.04 Non-voting membership The board shall have the authority to establish and define non-voting categories of membership.

## **Article 5**

### **Directors**

Section 5.01 Meetings A meeting of the Board shall be held quarterly at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 5.02 Number The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall be an odd number not be less than three (3).

Section 5.03 Election and Term of Office The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office for a three year term after such time the Director may be re-elected or the Director's successor will be elected and qualified or until his or her death, resignation or removal. Directors shall serve for a three years term and shall be eligible for re-election.

Section 5.04 Powers and Duties Subject to the provisions of law, of the Certificate of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 5.04 Additional Meetings Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 5.05 Notice of Meetings No notice need be given of any established scheduled meeting of the Board. Notice of a special meeting of the Board shall be given by written notice at least one week before the date designated for such meeting specifying the place, date and hour of the meeting.

Section 5.06 Quorum At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 5.07 Voting At all meetings of the Board, each board member shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 5.08 Removal Any member of the board of directors may be removed for any acts, crimes of dishonesty or for cause by 2/3 vote of the board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 5.09 Resignation Any member of the board of directors may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation.

Section 5.10 Vacancies Any newly created board position and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any meeting. A new board member elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

## Article 6

### Officers

Section 6.01 Election and Qualifications; Term of Office The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the meeting of the Board and each Officer shall hold office for a term of three year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of Article V of this document. The same person may hold more than one office, except that the same person may not be both President and Secretary.

Section 6.02 Vacancies Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 6.02 Powers and Duties of the President The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 6.03 Powers and Duties of the Vice-Presidents The Vice-Presidents shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 6.04 Powers and Duties of the Secretary The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 6.05 Powers and Duties of the Treasurer The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6.06 Powers and Duties of the Public Affairs Officer The Public Affairs Officer is responsible for developing and maintaining a community relations program. In addition, the Public Affairs Officer shall have such powers and shall perform such duties as may from time to time be assigned to such Public Affairs Officer by the Board

Section 6.07 Delegation In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 6.08 Removal Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 6.09 Resignation Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## **Article 7**

### **Executive Director**

Section 7.01 Executive Director The Board of Directors may employ an Executive Director who shall:

- A. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written job description.
- B. Be responsible for the operation of the Corporation's corporate office.
- C. Employ, supervise and terminate such other staff as is deemed necessary by the Board of Directors to carry on the business of the Corporation.
- D. Assign a staff person to committees as requested by the President or Vice-Presidents.
- E. Provide Board of Directors with reports regarding current status of program and financial situations as requested, but not less frequently than quarterly.

## **Article 8**

### **Committees**

Section 8.01 Committees The Board of Directors, by a majority vote of the entire Board may designate and appoint one (1) or more committees of the Board of Directors, each of which shall consist of two (2) or more directors. Such committees, to the extent provided in the motion approved by the Board, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee or any officer of the Corporation may amend the Articles of Incorporation; restate the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter, or repeal any resolution of the Board of Directors. All decisions and actions of a committee shall be subject to review by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law.

## **Article 9**

### **Bank Accounts, Checks, Contracts and Investments**

Section 9.01 Bank Accounts, Checks and Notes The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 9.02 Contracts The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 9.03 Investments The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

## **Article 10**

### **Indemnification**

Section 10.01 Indemnity Under Law the Corporation shall indemnify any director, officer, or former director or officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

## **Article 11**

### **Dissolution**

Section 11.01 Dissolution Mamas Unidas may be dissolved only upon adoption of a plan of dissolution, by unanimous vote of the Board and distribution of assets by the Board to a non-profit approved by a majority plus one vote of the board, that is consistent with the Certificate of Incorporation and with Arkansas State law.

## **Article 12**

### **Amendments**

Section 12.01 Amendments These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

## **Article 13**

### **Construction**

Section 13.01 Construction In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of Mamas Unidas on \_\_\_\_\_, 2019.

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Maria Alvarez  
President and Director  
Mamas Unidas LR

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Date

\_\_\_\_\_  
Maria Huerta  
Vice President and Director  
Mamas Unidas LR

\_\_\_\_\_  
Date

\_\_\_\_\_  
Sandra Carmona Garcia  
Secretary and Director  
Mamas Unidas LR

\_\_\_\_\_  
Date

\_\_\_\_\_  
Carmen Gutierrez  
Treasurer and Director  
Mamas Unidas LR

\_\_\_\_\_  
Date

\_\_\_\_\_  
Eunice Montoya  
Public Affairs Officer and Director  
Mamas Unidas LR

\_\_\_\_\_  
Date