

BYLAWS OF THE LATIN AMERICA AND CARIBBEAN
CHAPTER OF THE
AMERICAN IMMIGRATION LAWYERS ASSOCIATION

**ARTICLE I.
NAME AND OBJECTS**

Section 1.1 - Name

The name of this organization shall be the LATIN AMERICA AND CARIBBEAN CHAPTER of the AMERICAN IMMIGRATION LAWYERS ASSOCIATION (hereinafter referred to as the "Chapter" and "Association" respectively).

Section 1.2 - Objectives

The objectives of this Chapter shall be the same as those set forth in the Bylaws of the Association, as amended from time to time (hereinafter referred to as the "Association's Bylaws").

**ARTICLE II.
JURISDICTION AND AUTHORITY**

Section 2.1 - Jurisdiction

The geographic area of jurisdiction of this Chapter shall encompass that area covered by the District Office of the U.S. Citizenship and Immigration Service (hereinafter referred to as "USCIS"), which is located in Mexico City and includes Mexico, the Caribbean, South America and Central America, and any other jurisdiction determined by the Board of Governors of the Association (hereinafter referred to as the "Board of Governors").

Section 2.2 - Authority

The authority of this Chapter in the conduct of its affairs shall be set forth in the Association's Bylaws, which are incorporated herein by reference.

**ARTICLE III.
MEMBERSHIP**

Section 3.1 - Eligibility

(a) Attorneys whose principal place of business, or if retired whose principal place of residence, is within the geographic jurisdiction of this Chapter and who possess the qualifications set forth in the Association Bylaws, shall be eligible to be a Member of this Chapter. All Chapter Members must be Members of the Association.

(b) In addition, an AILA member who neither has a principal place of business, nor principally resides as a retiree in the geographic jurisdiction of this Chapter (hereinafter referred to as "out-of-jurisdiction" Member) is permitted Chapter membership, provided such

attorney is and remains in good standing as a Member of another chapter or is and remains in good standing as a Member-at-Large of the Association.

Section 3.2 - Special Members

The Chapter may also have Special Members as set forth in the Association's Bylaws and pursuant to the rules and procedures established by the Board of Governors.

Section 3.3 - Applications and Election

(a) Applications for National and Chapter membership shall be submitted to the National Office of the Association. All applications shall be uniform and shall be on such forms as approved by the Board of Governors.

(b) Application for National and Chapter membership shall be as set forth in the Bylaws of the Association and pursuant to the rules and procedures established by the Board of Governors. In accordance with the Association's Bylaws, the National Office shall submit notification of all accepted applicants to the Chapter, a list of which shall be published in the next available Chapter mailing or by electronic communication or posting to the Chapter's website, or shall be otherwise distributed to the Chapter membership in a timely manner. The Chapter membership has the option to submit comments or objections, with relevant evidence, to the Chapter's Executive Committee, which shall make a recommendation regarding any objections raised to an applicant.

(c) The Chapter shall have ninety (90) days from the time it receives notification of accepted applicants from the National Office to submit to the National Office, in writing with documentation and by a Chapter officer, an objection to any applicant. Any objection by the Chapter shall be forwarded by the National Office to the National Membership Committee, which shall bear the burden of fact-finding and decision-making with regard to the application.

(d) The Chapter shall generally extend comity to the consideration of applications for Chapter membership by Association Members in good standing who are transferring their principal place of business or principal residence as a retiree to the geographic jurisdiction of the Chapter.

Section 3.4 - Chapter Dues

(a) Chapter dues shall be in the amount established from time to time by the Chapter by a majority of the Chapter members present and voting at a regularly scheduled meeting of the Chapter, provided that at least 15 days advance notice of such a vote shall be given by a mailing or electronic communication to the Chapter.

(b) Proration of Chapter dues and Chapter dues for Special Members and Members employed by non-profit organizations shall be in accordance with the rules and procedures established by the Board of Governors.

(c) Chapter dues, together with Association dues, shall be billed and received on behalf of the Chapter by the National Office. The Treasurer of the Chapter shall communicate with the Treasurer of the Association of the National Office to provide information regarding Chapter dues and shall receive remittances of Chapter dues collected by the National Office.

Section 3.5 - Fiscal Year

The fiscal year of the Chapter shall be the same as the fiscal year of the Association, unless otherwise determined by the Board of Governors.

Section 3.6 - Governance of the Association's Bylaws

The Association's Bylaws, as they relate to the payment of and default in dues, maintenance of Chapter and Association membership status, resignation, loss of membership, censure, suspension, expulsion, reinstatement of property interest, good standing, and certificates of membership, shall be applicable to and govern these Bylaws. No provision of these Bylaws shall be in conflict with the Association's Bylaws, as constructed from time to time by the Board of Governors, and in the event of any such conflict, the Association's Bylaws shall govern.

**ARTICLE IV.
OFFICERS**

Section 4.1 - Officers

The Officers of this Chapter, also known as the Executive Committee, shall be:

- (a) A Chair
- (b) A Vice-Chair
- (c) A Second Vice-Chair
- (d) A Secretary
- (e) A Treasurer

Section 4.2 - Qualifications of Officers

Only Members of the Chapter in good standing immediately preceding an election shall be eligible to be Officers of the Chapter. To remain in office, Officers must maintain full, unrestricted membership in the Association and the Chapter.

Section 4.3 - Election of Officers

The Officers of the Chapter shall take office at its Annual Meeting, which may be held telephonically or electronically. The election process for the Chapter shall include:

- (a) Each election year, **between March 1 through March 31**, the Secretary shall send to all members notice soliciting names for nomination to the offices to be filled at the Annual Meeting. Members may nominate themselves. All nominations must be received by the Chapter Chair by April 15.
- (b) The Secretary shall contact nominated candidates to confirm that the candidate has accepted the nomination.
- (c) **Not later than April 30 of each election year**, ballots listing the positions to be filled in the election and the names of the candidates for each position shall be distributed by e-mail to all Members in good standing and shall clearly authorize voting over the course of fourteen (14) days.

(d) The candidates nominated shall be listed on a ballot in alphabetical order as to each office concerned.

(e) No person shall be a nominee for office unless that person's Association and Chapter dues are current; provided that, in the event any nominee is challenged by notice to the Secretary on the grounds of delinquency in dues, that nominee shall be given five (5) days within which to correct such delinquency.

(f) No nominations shall be considered or voted unless made as herein provided. However, no election shall be invalidated because of a deviation from the dates above as long as reasonable time frames for nomination and voting occur. Reasonable time shall be defined as not less than seven (7) days.

(g) Each Member of the Chapter whose Association and Chapter dues are current shall be entitled to electronically cast one secret vote for each office to be balloted on. Balloting shall be electronic.

(h) The Chair of the Chapter shall designate at least two judges of election prior to the Annual Meeting. The candidates receiving a majority of the votes for their respective offices shall be declared elected and the results announced at the Annual Meeting. The results of the balloting as found by the judges of the election shall be announced by the Chairperson of the Chapter and reported to the Secretary of the Association and the National Office.

(i) In the event of a tie vote, a run-off vote shall immediately be held between the candidates in the same manner herein above provided, and the candidate who receives the highest number of votes shall be declared elected.

Section 4.4 - Term of Office for Officers

(a) The Officers shall serve for two years beginning with the adjournment of the Annual Meeting at which they take office and ending with the adjournment of the Annual Meeting of the second year, or until their successors take office, whichever is later. If any office becomes vacant, the Board of Directors of the Chapter shall appoint a replacement for the remainder of the unexpired term.

(b) Any Officer can be removed from office prior to completion of the two-year term for failure to meet the duties described herein by a majority vote of the Board of Directors.

Section 4.5 - Duties of Officers

(a) The Chair of the Chapter shall be the Chapter's chief presiding officer; shall preside at any meetings of the Chapter and of the Executive Committee; shall be the representative and directive head in the general conduct of Chapter affairs; shall appoint the members and chairs of all committees; shall be ex-officio member of all committees; and shall perform whatever other duties as may be necessary to fulfill the responsibilities prescribed by these Bylaws and the Association's Bylaws.

(b) The Vice-Chair of the Chapter shall, as called upon by the Chair, assist and advise the Chair in the conduct of that office; shall succeed to the duties of the Chair in the absence or incapacity of the latter; and shall perform whatever other duties these Bylaws of the Association's Bylaws may prescribe and shall publish electronic news for the Chapter.

(c) The Second Vice-Chair of the Chapter shall, as called upon by the Chair, develop and/or monitor a Chapter website and listserv, shall succeed to the duties of Vice-Chair in the absence or incapacity of the latter, and shall perform whatever other duties these Bylaws of the Association's Bylaws may prescribe.

(d) The Treasurer of the Chapter shall receive the dues and other monies payable to the Chapter; shall maintain all the financial records of the Chapter; shall promptly record all Chapter receipts and shall deposit same within fourteen (14) days of receipt in a banking or financial institution approved by the Chapter; shall endorse checks for deposit only in a bank or financial account of the Chapter; shall issue and sign checks for the withdrawal of said receipts in payment of Chapter obligations; shall in communication with the Treasurer of the Association and the National Office maintain a current record of the standing of all persons in respect to the payment of dues and shall report to the Chapter meeting the names of those who have been notified of their delinquency in the payment of dues; shall submit a report to the Chapter and the Treasurer of the Association on or before the date of the Annual Meeting of the Chapter covering all receipts and expenditures for the preceding year, together with a report of the Chapter's Budget and Audit Committee; shall report to the Chapter meetings on the financial condition of the Chapter at least quarterly; and shall perform whatever other duties these Bylaws or the Association's Bylaws may prescribe.

(e) The Secretary of the chapter shall record and permanently maintain the minutes of all Chapter meetings; shall maintain an inventory of Chapter property, including all papers, addresses, and reports, other than bank deposits and cash on hand; shall serve in the procedure governing elections and amendments of Bylaws; shall send all required notices to Members; shall conduct whatever other correspondence the Chapter Chair may require; shall manage and distribute publications of the Chapter; shall maintain a current mailing list of the Members and others designated to receive Chapter publications; shall have general charge of files of Chapter correspondence; and shall perform whatever other duties these Bylaws or the Association's Bylaws may prescribe.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 – Composition of Board of Directors

(a) The Board of Directors (also referred to as the “Board”) is comprised of the Chair, Vice-Chair, Second Vice-Chair, Secretary, Treasurer, elected Directors, and all former Chairs of the Chapter who served their full term.

(b) Provided a Chair completes his or her full term and remains a member of the Chapter, the past Chairs of the Chapter shall be Directors of the Chapter upon completion of his or her term as Chair. The post as a Director by past Chapter Chairs shall be in addition to, and not counted in determining, the complement of Directors set forth in Section 5.2(b), below.

(c) The complement of Directors of the Chapter to be elected to serve during any Chapter term shall be 1% of the number of members in good standing as of January 1 of the election year, rounded upward or downward to the nearest whole number. However,

in the event that membership falls below 500, the complement of Directors of the Chapter to be elected shall be four (4).

Section 5.2 - Qualifications of Directors

Only Members of the Chapter in good standing immediately preceding an election shall be eligible to be Directors of the Chapter.

(a) To remain in office, Directors must maintain full, unrestricted membership in the Association and the Chapter.

(b) For currently serving Directors to stand for re-election, they must have participated in fifty percent of regular Board meetings for the Chapter term, figured up to the time that nominations opened for the following term's elections. In the case that fifty percent of the meetings is not a whole number, then the minimum number of meetings required of incumbent Directors to stand for re-election shall be rounded down to the nearest whole number. Before nominations are announced, the outgoing Secretary shall certify to the Chair-Elect the names of all current Directors qualified to seek re-election.

(c) Where an incumbent Director would be disqualified from re-election under Section 5.2(b), he or she may ask the Board of Directors of the Chapter, in advance of the opening of the election nominating period, to consider waiving the restriction of Section 5.2(b). Such a waiver may be approved by the Board of Directors in its sole discretion upon a showing of compelling circumstances. There is no appeal.

Section 5.3 - Election of Directors

The Directors of the Chapter shall take office at its Annual Meeting, which may be held telephonically or electronically. The election process for the Chapter shall include:

(a) Each election year, **between March 1 through March 31**, the Secretary shall send to all members notice soliciting names for nomination to the offices to be filled at the Annual Meeting. Members may nominate themselves. All nominations must be received by the Chapter Chair by April 15.

(b) The Secretary shall contact nominated candidates to confirm that the candidate has accepted the nomination.

(c) **Not later than April 30 of each election year**, ballots listing the positions to be filled in the election and the names of the candidates for each position shall be distributed by e-mail to all Members in good standing and shall clearly authorize voting over the course of fourteen (14) days.

(d) The candidates nominated shall be listed on a ballot in alphabetical order as to each office concerned.

(e) No person shall be a nominee for office unless that person's Association and Chapter dues are current; provided that, in the event any nominee is challenged by notice to the Secretary on the grounds of delinquency in dues, that nominee shall be given five (5) days within which to correct such delinquency.

(f) No nominations shall be considered or voted unless made as herein provided. However, no election shall be invalidated because of a deviation from the dates above as long

as reasonable time frames for nomination and voting occur. Reasonable time shall be defined as not less than seven (7) days.

(g) Each Member of the Chapter whose Association and Chapter dues are current shall be entitled to electronically cast one secret vote for each office to be balloted on. Balloting shall be electronic.

(h) The Chair of the Chapter shall designate at least two judges of election prior to the Annual Meeting. The candidates receiving a majority of the votes for their respective offices shall be declared elected and the results announced at the Annual Meeting. The results of the balloting as found by the judges of the election shall be announced by the Chairperson of the Chapter and reported to the Secretary of the Association and the National Office.

(i) In the event of a tie vote, a run-off vote shall immediately be held between the candidates in the same manner herein above provided, and the candidate who receives the highest number of votes shall be declared elected.

(j) The number of elected Director positions will vary over the years according to the number of members of the Chapter. That number of candidates receiving the top number of votes shall be declared duly elected.

Section 5.4 - Term of Office for Board of Directors

(a) The Board shall serve for two years beginning with the adjournment of the Annual Meeting at which they are elected and ending with the adjournment of the next Annual Meeting, or until their successors take office, whichever is later. If any office becomes vacant, the Board of Directors of the Chapter shall appoint a replacement for the remainder of the unexpired term.

(b) Any elected Director can be removed from office prior to completion of the two-year term for failure to meet the duties described herein by a majority vote of the Board of Directors.

Section 5.5 - Duties of the Board of Directors

(a) The Board of Directors shall determine the policies of the Chapter and carry on all the business thereof.

(b) The Board shall have original jurisdiction to hear charges brought against an Officer, Director or a Member and shall look into the Officer's, Director's or Member's removal from his or her position or from membership.

(c) In the event of a vacancy in any Office, the Board of Directors may fill the vacancy, as provided by these Bylaws.

Section 5.5 - Voting Rights

All Officers, the elected Directors and, if a Director, the Past Chairs have voting rights for the purposes of votes of the Board of Directors. Active former Chairs shall be allowed to vote as members of the Board of Directors. Active former Chairs are those who: (1) completed their terms in office; and (2) attended at least fifty percent of the regular Board meetings in the immediate preceding Chapter term (including telephonic or

electronic meetings). In the case that fifty percent of the number of regular Board meetings is not a whole number, then the minimum number of meetings required of active former Chairs shall be rounded down to the nearest whole number. At the Annual Meeting during the election year, the outgoing Chair shall certify to the incoming Chair the names of those former Chairs who are allowed to vote at Board meetings during the coming Chapter term.

ARTICLE VI. MEETINGS

Section 6.1 - Annual Meeting

There shall be an Annual Meeting of the Chapter, which may be held in person, electronically or telephonically as designated by the Chapter Chair. The Annual Meeting shall take place in the month of **June** at the Annual Conference of the Association. The business of the Annual Meeting shall include, along with other matters as deemed appropriate by the Chair, the following:

- (a) installation of officers;
- (b) annual membership report;
- (c) annual fiscal reports;
- (d) annual reports of committees.

Section 6.2 - Regular Meetings of the Board of Directors

Regular meetings. The Board of Directors shall meet at least **once every two months** in person, electronically or telephonically, as convened by the Chair. The Chair shall determine the time and location of each meeting. Fifty percent (50%) of the number of current Officers, elected Directors, and the immediate past Chair, if a Director, rounded down to the nearest whole number, shall comprise a **quorum** for the transaction of business at all Board of Directors meetings. The Secretary shall maintain a permanent record of the proceedings and the Chair shall be the presiding officer.

Section 6.3 - Special Meetings

Upon not less than three days written notice to the Chapter, excluding Saturdays, Sundays, and U.S. legal holidays, the Chapter Chair may call special meetings of the Chapter; and, on similar notice and upon written petition signed by not less than seven (7) Members of the Chapter in good standing while setting forth the need therefore and the special business to be transacted thereat, the Chapter Chair shall call a special meeting of the Chapter. All written notices of all special meetings of the Chapter shall contain notice of the specific matters to be considered or acted upon at such special meetings.

Section 6.4 - Transaction of Emergency Business

Where issues arise between Board of Directors' meetings that require action by the Board of Directors before the date of the next meeting, emergency actions can be taken by the Board of Directors via email vote provided:

- (1) The Chair certifies that the emergency is bona fide and not the result of intentional or negligent delay to create the emergency;
- (2) The quorum for a vote is fifty percent (50%) of the number of current Officers, elected Directors, and immediate past Chair, if a Director, rounded down to the nearest whole number; and
- (3) The emergency issue and decision (including the votes for, against and abstaining) are reported at the next meeting of the Board of Directors and reflected as having been decided under these provisions in the minutes of that Board of Directors meeting.

Section 6.5 - Quorum at Membership Meetings

Five (5) Members of this Chapter in good standing shall be sufficient to constitute a quorum to transact business at any membership meetings of this Chapter. The presiding officer at any of the meetings of the Chapter may vote only to break a tie.

Section 6.6 - Resolutions, Motions and Other Actions

Except as otherwise specifically prescribed by these Bylaws or the Association's Bylaws, all resolutions, motions, and other action of this Chapter shall be deemed approved by the affirmative vote of the majority of valid votes cast in all instances.

Section 6.7 - Meeting Procedures

Except as otherwise provided by these Bylaws or the Association's Bylaws or by agreement of the Members present, all meetings of this Chapter and of its committees shall be conducted in accordance with Robert's Rules on Parliamentary Procedure.

Section 6.8 - Who May Attend Meetings

Only Members, Special Members of the Chapter, Members of the Board of Governors and other persons designated by the Board of Governors, and guests invited by the Chapter Chair may attend meetings of the Chapter, provided, however, that a majority of Chapter Members present at a meeting may vote to exclude such invited guests for good cause.

ARTICLE VII. COMMITTEES

Section 7.1 - Appointment of Committees

The Chapter Chair shall appoint such committees as are necessary for the purpose of realizing the objectives and transacting the business of the Chapter, including but not limited to the following standing committees:

- (a) Membership Committee
- (b) USCIS Liaison Committee
- (c) Consular Practice Liaison Committee
- (d) CBP Liaison Committee
- (e) CLE Committee

Section 7.2 - Appointment and Tenure of Committees

The members of the committee shall be appointed by the Chapter Chair to serve for the ensuing term and until their respective successors are appointed by the succeeding Chapter Chair. The Chapter Chair shall designate the Chair of the committees and notify the other members of such committees of their appointment. The Chapter Chair shall be an ex-officio member of all committees.

Section 7.3 - Committee Vacancies

The Chapter Chair shall have the power to fill vacancies in any committee.

Section 7.4 - Quorum in Committees

A majority of the members of any committee shall constitute a quorum thereof at any of its meetings.

Section 7.5 - Functions of Committees

General Functions. All committees shall report on their activities to the Chapter from time to time, and they shall make a final summary report at the Annual Meeting of the Chapter on their progress and accomplishments for the preceding year as requested by the Chapter Chair.

(a) The Membership Committee shall perform all of the necessary functions preliminary to the election of the applicants to membership as prescribed by these Bylaws; and study and recommend membership policies; shall reach out and invite prospective members of the association.

(b) The USCIS Committee shall plan and arrange meetings and conferences with the officials of the Service's offices to mutually improve their relationship with the Chapter and to obtain information helpful to the Chapter Members in their practice of immigration and nationality law.

(c) The Consular Practice Committee shall plan and arrange meetings and conferences with the members of consular posts to mutually improve their relationship with the Chapter and to obtain information helpful to the Chapter Members in their practice of immigration and nationality law.

(d) The CBP Committee shall plan and arrange meetings and conferences with the officials of Customs and Border Protection offices to mutually improve their relationship with the Chapter and to obtain information helpful to the Chapter Members in their practice of immigration and nationality law.

(e) The Continuing Legal Education Committee shall plan, organize and implement legal education seminars for the Chapter with emphasis on the legal practice in the jurisdiction.

**ARTICLE VIII.
ADOPTION AND AMENDMENT OF BYLAWS**

Section 8.1 - Methods

Subject to the approval of the Board of Governors, these Bylaws may be adopted, amended or rescinded at any meeting of the Chapter upon the affirmative vote of two-thirds (2/3) of the Members of the Chapter in good standing, present and voting. Proposed amendments shall be submitted to the Chapter Secretary at least thirty (30) days before such Chapter meeting. Proposed action, which may be filed by one or more Chapter Members with the Chapter Secretary, shall have been given by said Secretary of the Chapter in writing at least fifteen (15) days before the meeting at which such action is proposed to be taken.

Section 8.2 - Effective Date

These Bylaws shall take effect immediately upon adoption by the Chapter membership and approval by the Board of Governors.

Section 8.3 - Savings Provision

All of the Officers, Directors, and committee persons of the Chapter at the time these Bylaws take effect shall continue to hold office thereunder and in accordance therewith.

Submitted this _____ day of _____, 20____.

Chapter Chair

Approved by the AILA Board of Governors this _____ day of _____, ____
