



**RESTATED BYLAWS**  
**ARTICLE I**  
**NAME OF ORGANIZATION; PRINCIPAL OFFICE**

**§1 Name.** The name of this organization shall be **VENEZUELAN AMERICAN NATIONAL BAR ASSOCIATION, INC.** (The "Association"). The Association may from time to time be referred to, or may refer to itself, by its acronym **VENAMBAR**.

**§2 Principal Office.** The principal office of the Association shall be located in the State of Florida. The Association may have such other offices as its Board of Directors may from time to time determine. The Association may conduct its business, carry on operations, have other offices and exercise its powers within or outside of the state of Florida as the Board may designate from time to time.

**ARTICLE II**  
**PURPOSES AND POWERS**

**§1 Purposes.** The purposes of the Association are:

- (a) To encourage, promote and defend freedom of thought, equality and fraternity among its members.
- (b) To advocate for the rights and values of the Venezuelan community in the United States.
- (c) To disseminate the values and principles of the Common Law system among the Venezuelan community in the United States.
- (d) To promote the study and research of American law and its interaction with Venezuelan law.
- (e) To group, in a single institution, lawyers (members of a bar association in the United States), law students, and Venezuelan and foreign lawyers linked to the United States who have an interest in Venezuelan issues.
- (f) To promote the interaction of Venezuelan lawyers with members of the judiciary in the United States.
- (g) To promote the interaction among Venezuelans lawyers, American lawyers and lawyers from other nationalities.
- (h) To develop relationships with American universities for the purpose of sponsoring professional development courses for members of the Association.



- (i) To take any action necessary or helpful to the accomplishment of the foregoing; and
- (j) Such other and further not-for-profit purposes as the Board of Directors shall determine from time to time, but the Association will not provide direct services to Members.

**1.1** The Association shall be operated exclusively in order to promote and defend the common interests of its members and according to the requirements and limitations of a not-for-profit corporation organized and operated under the laws of the State of Florida and within the requirements and limitations of Section 501(c)(3) of the Internal Revenue Code of the United States, including the regulations promulgated thereunder, as such provisions or regulations may be amended, or pursuant to the successor provisions or regulations.

**§2 Powers.** The Association shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of its purpose, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain such a purpose.

### **ARTICLE III MEMBERSHIP**

**§1 Classes of Membership.** The Association shall have six classes of members as follows:

(a) **Regular Members.** Any person admitted to practice law and in good standing with a bar of a state, commonwealth, territory, possession of the United States or the District of Columbia is eligible to be a member of the Association (hereinafter referred to as "Regular Member"). Regular Members in good standing shall have the right to vote, hold office, and otherwise participate in the affairs of the Association. A Regular Member belongs to the Region (as defined below) where he or she resides, It shall be the duty of a Regular Member to notify the Association about a change in residence.

(b) **Judicial Members.** Any person meeting the following criteria shall be eligible to be a judicial member of the Association (hereinafter referred to as "Judicial Member") under such conditions and with such rights, privileges, and limitations as the Bylaws may provide:

- (1) a judge or magistrate of the federal courts established under Article III of the Constitution of the United States of America;
- (2) a judge, magistrate, or commissioner of the courts of record of any state, commonwealth, territory or possession of the United States, or the District of Columbia;
- (3) an administrative law judge in any state, commonwealth, territory, or possession of the United States, or the District of Columbia; or
- (4) a judge, magistrate, or commissioner of any tribal court in any state, commonwealth, territory, or possession of the United States, or sovereign tribal nation.



Membership as a judicial Member shall continue so long as the judge, magistrate, commissioner, or administrative law judge serves in active, senior, or retired status,

(c) **Law Student Members.** Any law student actively enrolled in any law school and not admitted to practice law in the United States is eligible to become a law student member of the Association (hereinafter referred to as "Law Student Member") under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. A Law Student Member may not participate in nominating or electing a member of the Board of Directors or an officer of the Association except as provided in these Bylaws, but may participate in other activities of the Association as authorized by the Board of Directors,

(d) **Legal Professional Member.** Any legal assistant, paralegal, administrator, or other legal professional who is not admitted to practice law and is employed or retained by a lawyer, law office, corporate law department, governmental agency, or other entity engaged in the practice of law is eligible to become a legal professional member of the Association (hereinafter referred to as "Legal Professional Member") under such conditions and with such rights, privileges, and limitations as approved and authorized by the Board of Directors. A Legal Professional Member may not be a member of the Board of Directors, but may participate in nominating or electing a member of the Board of Directors or an officer of the Association, and in other activities of the Association as authorized by the Board of Directors.

(e) **Foreign Attorney Member.** Any person licensed or admitted to practice law in a country other than the United States of America is eligible to become a foreign attorney member of the Association (hereinafter referred to as "Foreign Attorney Member") under such conditions and with such rights, privileges, and limitations as approved and authorized by the Board of Directors. A Foreign Attorney Member may not be a member of the Board of Directors, but may participate in nominating or electing a member of the Board of Directors or an officer of the Association, and in other activities of the Association as authorized by the Board of Directors.

f) **Affiliate Organization Member.** Any organization having members comprised of attorneys, foreign attorneys, or legal professional employed or retained by a lawyer, law office, corporate law department, governmental agency, or other entity engaged in the practice of law is eligible as an affiliate organization member of the Association (hereinafter referred to as "Affiliate Member") under such conditions and with such rights, privileges, and limitations as are approved and authorized by the Board of Directors, provided such organization exists for purposes similar to those of the Association. Each Affiliate Member

(1) shall be governed by persons eligible for membership as a Regular Member;  
and

(2) shall designate one of its members to be its representative on the Board of Directors ("the Affiliate Member Representative").

(g) **Special Membership.** The Board of Directors may establish additional classes of membership from time to time and entitle the members of such classes to the benefits specified in the resolution that creates such class, including the creation of lifetime membership in the Association and corporate patron memberships.



**§2 Application for Membership and Register of Membership.**

(a) Application for Membership shall be in such form and manner as prescribed by the Board of Directors from time to time and shall be accompanied by the full amount of the dues prescribed by the Board of Directors from time to time.

(b) Each Member shall furnish and the Secretary of the Board of Directors shall keep records of the Members of the Association, including:

- (1) Residential address;
- (2) Principal office address, telephone number, and facsimile number;
- (3) Electronic mail address for receiving notices;
- (4) Date of admittance if any;
- (5) Class of membership; and
- (6) Such other data the Board of Directors may require from time to time,

(c) Each member shall promptly advise the Board of Directors of any change in the member's place of residence, principal office address, telephone number, facsimile number, or electronic mail address within 60 days of the change. Additionally each member shall promptly advise the Board of Directors of any change in their status whereby the member becomes eligible or ineligible for any of the classes of membership within 60 days of such change.

**§3 Dues.**

(a) The Board of Directors shall have the power from time to time to fix the amount of dues paid by the Members and to establish classifications for such purposes. Members who have paid their dues shall be in good standing.

(b) Written notice of non-payment of dues shall be sent by the Executive Director to a Member at the member's last known address by electronic or regular mail, The Treasurer shall strike from the Membership roll the name of any Member whose dues for any calendar year have not been paid by June 1 of that year; provided however, that the payment by a Member of all dues after June 1 shall result in the immediate reinstatement of such Member for that year. However, any Regular Member or Affiliate Organization Member failing to pay its dues by June 1 of any given calendar year shall not be allowed to vote in that year's election of Officers and Regional Presidents as prescribed in these Bylaws, The Treasurer shall identify to the Board a list of all names so stricken from the Membership roll.

**§4 Voting Rights.** Each Member of the Association in good standing as of the date of the holding of the annual or any special membership meeting shall be entitled to vote in person or by proxy on each matter coming before such meeting for a vote. Law Students Members and Judicial Members shall not have voting rights.

**§5 Qualification for Membership.** Any individual who meets the criteria established from time to time by the Board of Directors for membership in the Association, and who agrees to be bound by the Association's articles of incorporation and bylaws, and also by such rules and regulations as the Board of Directors may from time to time adopt, shall be eligible for membership in the Association.

**§6 Admission to Regular Membership.** The Board of Directors shall from time to time prescribe the form and manner in which any interested person or firm may make application for regular or other form of membership in the Association, and may, by resolution duly adopted,



delegate to the Membership Qualification Committee the responsibility for reviewing and taking action on all applications for membership.

§7 **Property Rights.** No member shall have any right, title, or interest in any of the property or assets of the Association, nor shall any of such property or assets be distributed to or inure to the benefit of any member upon the dissolution or winding up of the affairs of the Association.

§8 **Resignation and Reinstatement.** Membership in the Association shall be nontransferable. A member may resign by tendering his or her resignation to the Board of Directors, but such resignation shall not relieve the member for liability for any dues accrued and unpaid at the time when such resignation is tendered. A member who has resigned may apply for later reinstatement in the same manner as application is made for initial membership.

§9 **Membership Termination.**

(a) **Resignation.** A member's membership shall automatically terminate on the receipt of written resignation, or by the death of an individual member.

(b) **Failure to Pay Dues.** A member's membership may be terminated by the Board of Directors upon the member's failure to pay the required dues.

(c) **Misconduct.** If any member of the Association is found by the Board of Directors to have been guilty of misconduct or an act prejudicial either to the best interests of the Association or to the purpose for which it is formed, such member shall be notified in writing of the Board's intention to terminate his or her membership. Such member shall be given the opportunity to appear personally before the Board and be heard regarding such proposed termination. By a two-thirds (2/3rds) vote of all directors present at such hearing, the Board of Directors may terminate the Membership of such member in the Association.

**ARTICLE IV  
MEMBERSHIP DUES AND FEES**

§1 **Annual dues and Initiation Fee.** The Board of Directors may determine from time to time the amount of the initiation fee, if any, and annual dues payable to the Association by each member, or each class of members.

§2 **Payment of Annual Dues.** Annual dues shall be payable in advance on or before the member's anniversary date of membership in the Association each year.

§3 **Assessments.** At a special meeting of the Board or Directors, the Board may determine the need of additional funds necessary to protect the best interest of the Association. By a two-thirds (2/3rds) vote of all directors the Board may levy the membership for emergency funding.



## **ARTICLE V MEETING OF MEMBERS**

§1 **Annual Meeting.** An annual meeting of members shall be held each year on such date and such time as the Board of Directors may designate from time to time by resolution duly adopted. Appropriate for consideration at such meeting shall be the election of the Board of Directors and such other corporate business as may properly come before the meeting.

§2 **Special Meetings.** Special meetings of members may be called by the President, the Board of Directors, or not less than fifty-one percent (51%) of the members who are qualified and entitled to vote at such meeting.

§3 **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Florida as the place of meeting for any annual meeting of members.

§4 **Notice of Meeting.** Written notice stating the place day and hour of any annual or special meeting of members shall be delivered personally, by mail or by electronic mail to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, Secretary or such other officers or persons as are calling the meeting. In the case of special meetings, or when required by these bylaws, the purpose for which the meeting is called shall be stated in the notice.

§5 **Quorum.** Members holding fifty-one percent (51%) of the total vote which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting without further notice.

§6 **Voting by Mail; Proxies.** Voting by mail or proxy shall be allowed at any annual or special meeting of members.

§7 **Consent in Lieu of Meetings.** Any action required to be taken at any annual or special meeting of of member, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all memberships entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

## **ARTICLE VI DIRECTORS**

§1 **Scope of Authority; Delegation of Authority.** Except as otherwise provided in the articles of incorporation, the powers of the Association shall be exercised, its properties shall be controlled, and its business, affairs, activities and policies shall be conducted by, its Board of Directors. The Board may, however, delegate the performance of any duties or exercise of any powers to such officers and/or agents as the Board may from time to time designate by resolution duly adopted.



§2 **Number and Composition of the Board.** The authorized number of directors of the Association shall consist of nine (9) Directors as follows:

(a) **Officers.** The President, Vice-President, Treasurer and Secretary of the Association.

(b) **Past President.** The immediate Past President of the Association.

(c) **Directors.** Four individual Directors or such other number of individual Directors as may be determined by the Board of Directors from time to time.

§3 **Qualification of Directors.** Directors must be Regular Members of the Association in good standing as of the date of his or her election, and members in good standing of any state Bar of the United States.

§4 **Election and Term of Office.** The Directors shall be elected by the members and each director shall be elected for the term of three (3) years, and until her or his successor shall be elected or until her or his earlier resignation or removal. The procedure to elect Directors shall be as follows: each year the Board of Director shall send a notice to all the members indicating the numbers of open positions in the Board Directors. Members desiring to run for Director shall indicate so within fifteen (15) days after receiving this notice. Unless the Board of Directors decide to hold a meeting to vote on any nomination for Director, it shall prepare a ballot with the name of each member running for office as Director and distribute it to each member. The members shall return the ballot within fifteen (15) days of receiving the same. The candidates with the most votes shall fill the available number of Directors as indicated by the Board of Directors.

§5 **Replacement of Directors.**

(a) Whenever a vacancy exists on the Board of Directors because of death, resignation, or otherwise of the President, the Vice President, Treasurer or Secretary the vacancy shall be filled by majority vote of the Board of Directors for the unexpired portion of the term.

§6 **Compensation.** No member of the Board of Directors shall receive any compensation from the Association for his or her service. However, Directors may be reimbursed for ordinary and necessary Association expenses in carrying out their duties.

§7 **Meetings of Directors.**

(a) **In General.** Meetings of directors shall be held at such time and place as the Board of Directors may from time to time designate by resolution duly adopted.

(b) **Regular Meetings.** An organizational meeting of the Board of Directors shall be held as soon as possible after the annual meeting of members at which such directors were elected. Thereafter, a regular meeting of the Board shall be held no less than six times a year. Notice of such meeting shall be provided in writing to each director at the address last recorded on the books of the Association not less than ten (10) before the date of the meeting.





(c) **Special Meeting.** The President may, as he or she deems necessary, and the Secretary shall, if so required in writing by five (5) or one-third (2/3rd), whichever is the lesser number, of the Board of Directors, call a special meeting of the Board. In such event, three (3) calendar days written notice to each director shall be deemed sufficient notice.

(d) **Quorum for Transacting Business.** A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) **Action by Majority Vote.** Except as otherwise provided in these bylaws or in the articles of incorporation of the Association, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(f) **Means of Communication.** The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(g) **Action by Directors without a Meeting.**

(1) Action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

(2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## ARTICLE VII OFFICERS

§1 **Designation of Officers.** The officers of the Association shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. No two or more offices may be held by the same person.

§2 **Election and Term of Office.** The officers of the Association shall be elected by the voting of the Board of Directors at the annual meeting to serve for two (2) year terms.

§3 **Removal of Officers.** Any officer may be removed by majority vote of the Board of Directors whenever in its judgment the best interest of the Association would be served.





§4 **Vacancies.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

§5 **President.** He or she shall be the chief executive officer of the Association and subject to oversight by the Board of Directors, shall exercise general supervision and control over all activities of the Association. The President:

(a) shall preside at all meetings of members and directors;

(b) shall be the President of, and shall preside at, all meetings of the Executive Committee;

(c) shall be an *ex officio* (non-voting) member of all other committees of the Board;

(d) may appoint such other committees of members as he or she deems advisable and in the best interest of the Association, and may suspend and temporarily remove until the next regular meeting of the Board of Directors any committee member for neglect of duty, gross inefficiency, or violation of the bylaws or policies and procedures of the Association;

(e) may sign, with the Secretary or such other officer duly authorized by the Board of Directors, any contracts, or other instruments, the execution of which have been expressly delegated by the Board of Directors or by those bylaws to some other officer of the Association; and

(f) shall perform all other duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

§6 **Vice President.** In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned by the President or the Board of Directors.

§7 **Treasurer.** The Treasurer shall:

(a) have charge and custody of and be responsible for all financial records, funds, and securities belonging to the Association;

(b) disburse the funds of the Association and keep regular accounts which shall at all times be open to inspection by the members of the Board of Directors or Executive Committee;

(c) perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Directors;

§8 **Secretary.** The Secretary shall:

(a) have charge and keep the minutes of meetings of members, of the Board of Directors, and of the Executive Committee in one or more books provided for that purpose;



(b) keep a membership directory containing in alphabetical order the names and address of all members and directors in good standing of the Association;

(c) see that all notices are duly given in accordance with these bylaws;

(d) perform all duties generally incidental to the office of Secretary and such other duties as may from time to time be assigned by the President or by the Board of Directors;

(e) exhibit to any member, person or agency authorized by law to inspect the minutes of any meeting and any other records of the Association which are required to be open and available for inspection.

§9 **Compensation.** No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Association for his or her service as an officer. The Association may, however, pay compensation to employees or agents who are not members of the Association.

## **ARTICLE VIII COMMITTEES**

§1 **Executive Committee.** There shall be an Executive Committee of the Board of Directors consisting of the President, Vice President, Treasurer, Secretary, to which shall be delegated the responsibility during the periods of time between each The Executive Committee shall be elected by a majority of the Board of Directors. Board meeting for the direct supervision of administration and management of the affairs of the Association. This delegation of authority to the Executive Committee shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these bylaws. All action taken by the Executive Committee pursuant to this delegation of authority shall be reported in writing to the Board of Directors at its next regular meeting.

§2 **Other Committees.** Other Committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by majority of the Board of Directors. Members of such committees shall be voting members of the Association in good standing and shall be appointed by the President. Any member of such committee may be removed by the President whenever, in the judgment of the President, the interests of the Association would be best served by such removal. Such committees may include, but are not necessarily limited to, the following:

- a. Membership Committee
- b. Under 40 Committee,
- c. Judicial Committee,
- d. Foreign Attorneys Committee,
- e. Student Committee,



- f. Events Committee,
- g. Website Committee,

§3 **Term of Office.** The term of office of each committee member shall continue until the next annual meeting of members of the Association and until his or her successor is appointed, unless such committee is sooner abolished, or unless such member is removed or ceases to qualify as a member of the committee.

§4 **Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so appointed shall serve the unexpired term of his or her predecessor.

§5 **Quorum.** A majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

§6 **Rules.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, however, such rules and regulations shall be consistent with these bylaws, and regular minutes of all proceedings shall be kept and filed with the Secretary of the Association.

## **ARTICLE IX FINANCIAL REPORTS**

§ 1 **Interim Financial Reports.** The Board of Directors of the Association may require the Treasurer to present from time to time interim financial reports of the receipts and expenditures of the Association.

§2 **Annual Financial Reports.** Within sixty (60) days following the end of each fiscal year of the Association, the Treasurer, acting on behalf of the Board of Directors, shall prepare a complete financial report of the actual receipts and expenditures for the previous twelve (12) month period. At the annual meeting of the members of the Association, the Treasurer shall present a summary of such annual financial report.

## **ARTICLE X AMENDMENTS TO BYLAWS**

§1 **Power of Directors to Amend Bylaws.** The bylaws of the Association may be amended, repealed, or added to, or new bylaws may be adopted, by resolution adopted by majority vote of the Board of Directors at any regular or special Board meeting at which time a quorum is present. Written notice of said meeting shall have been mailed to the directors at least thirty (30) days prior to date of said meeting, which notice shall include the full text of the proposed bylaw amendment.

## **ARTICLE XI MISCELLANEOUS**



§ 1 **Books and Records.** The Association shall prepare and maintain correct and complete books and records of the accounts and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep a membership list, giving the names and address of all members. All books and records of the Association may be inspected by any director or member, or agent of either, at any reasonable time in accordance with the provisions of the Florida Not For Profit Corporation Act.

§2 **Fiscal Year.** The fiscal year of the corporation shall end on the 31<sup>st</sup> day of December of each year.

§3 **Corporate Seal.** The Board of Directors shall provide and maintain a corporate seal for the Association.

§4 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether executed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

§5 **Agent.** The Board of Directors is authorized to engage the services of (including, if necessary, the power to fix the compensation and other terms and conditions of any engagement of) such agent as it feels necessary to conduct the day-to-day affairs of the Association. If an Agent is engaged, he or she shall be responsible for: (1) conducting the day-to-day affairs of the Association under the strict supervision of the President and the direction of the Board of Directors; (ii) carrying out the policies and following the procedures established from time to time by the Board of Directors; and (iii) making such periodic reports and carrying out such other duties and responsibilities as are assigned by the Board of Directors.

## **ARTICLE XII APPROVAL**

§1 **Adoption by Board of Directors.** These bylaws were duly adopted by majority vote of the Board of Directors of the Venezuelan American National Bar Association, Inc. on 25th of January, 2016.

VENEZUELAN AMERICAN NATIONAL BAR ASSOCIATION, INC.,  
a Florida not-for-profit membership corporation.

By:

By:

Daniel E. Vielleville, President

Angel Valverde, Vice President

ATTEST:

Euyalit Adriana Konstecki, Secretary