

# THE HISPANIC EMPLOYEES COUNCIL OF FOREIGN AFFAIRS AGENCIES BYLAWS

## **Article I - Name and Location**

The name of the organization is the Hispanic Employees Council of Foreign Affairs Agencies (HECFAA). It is located in the metropolitan area of Washington, D.C.

## **Article II - Purpose and Objective**

HECFAA is an organization of Hispanic employees that seeks to enhance the contribution of Hispanics to the mission of the Department of State.

HECFAA seeks to advocate career opportunities and the advancement of Hispanics in the Department of State.

HECFAA supports and mentors Hispanics for senior leadership positions through hiring, promoting, training, mentoring, and sustaining an invaluable Hispanic workforce in the Department of State.

### Vision

Our vision is to ensure that Hispanic employees are given a fair and unbiased opportunity to make a meaningful contribution and for advancement in the workforce in the Department of State.

### Mission

The mission of HECFAA is to enhance awareness of the contributions of Hispanic employees to U.S. foreign affairs agencies; to assist in the recruitment, retention and promotion of Hispanics; and, to develop the leadership abilities of Hispanics at U.S. foreign affairs agencies.

More diverse and representative Civil and Foreign Services contribute to and strengthen the ability of the United States to advance key foreign policy goals such as protecting our national security; respecting human and civil rights; and, expanding political, social, and economic inclusion overseas. By cultivating diverse Civil and Foreign Services, the Department of State demonstrates to key foreign audiences, not only in word but also in deed, the promise of a liberal democracy and equal opportunity.

Activities of HECFAA may include:

- Sponsorship of an annual program in the Department coinciding with Hispanic Heritage Month to include guest speaker(s).
- Advocating for fair and equal opportunities for Hispanics within the Department.
- Promoting the career development of Hispanics by mentoring and supporting professional opportunities and networking.

### **Article III – Organization**

The administrative activities of HECFAA are carried out by the total membership which consists of the Executive Board and the General Assembly. The Board is comprised of elected members from the total membership and includes the President, two Vice-Presidents (one representing the Civil Service and the other the Foreign Service), the Secretary, and the Treasurer (see Article IV). Permanent or special committees are established by the Board at their own initiative or at the initiative of the General Assembly.

The General Assembly is the principal governing body. It approves, by a simple majority vote, all policies related to the purpose and objectives and to the administration of HECFAA. Meetings of the General Assembly are called not less than one week before the chosen day for the following reasons.

- Every year to elect officers; and,
- At least biannually to deal with policy and administration
- At will and called by the President, Vice-Presidents, or by three or more members of the General Assembly and one member of the Executive Board.

A quorum for a General Assembly meeting is a simple majority of the membership in good standing (see Article V for definition). Members may vote in absentia through written proxy held by any attending member in good standing.

The Board shall implement the programs of HECFAA and also transact routine business between meetings and act in emergency situations. The Board meets at least monthly. Any two members of the Board may call for a special meeting not less than one week before the chosen date by informing the General Assembly via e-mail or in other written communication.

Permanent Committees are established to carry out the activities of permanent functions. Committees include, but are not limited to, the Social Activities/Networking Committee; the Community Relations Committee; the Recruitment Committee; the Hispanic Heritage Month Committee; the Mentoring Committee; the Speaker Series Committee; and any other committees that maybe assembled as needed. The Chairpersons of the committees are appointed by the Executive Board and other members of the Committees are selected from volunteer members or designated by the President.

Special Committees necessary to satisfy sudden and/or temporary needs may be established by the Board.

#### **Article IV – Officers**

Officers of the Executive Board are elected by the General Assembly and consist of the President, two Vice-Presidents (one representing the Civil Service and the other the Foreign Service), the Secretary, and the Treasurer. Elections are held during a General Assembly and the term of office for each elected officer is two years; their terms may be staggered to provide leadership continuity. Vacancies may be filled on an acting basis at the recommendation of the Executive Board and with unanimous consensus of the General Assembly. Approval will be sought at the next scheduled meeting. Removals of officers are made by the General Assembly at the recommendation of the Executive Board and with the written support of at least ten (10) members in good standing. Grounds for removal are any actions found by the Executive Board to be contrary to the purpose and objective of HECFAA or the unexcused absence of any board member for three consecutive Executive Board meetings. The President shall have the sole authority to excuse Executive Board members' attendance.

#### **Article V - Membership**

Membership in HECFAA is open to all active and retired federal employees as Personal Services Contractors (PSCs) as well as active contracted staff of the U. S. Department of State who endorse and wish to support its purpose and objectives. Members may contribute to the HECFAA fund on a voluntary basis for the privilege of voting during General Assemblies; however, contributions are not mandatory to be a member of HECFAA.

Any member running for an officer position on the Board MUST be a member in good standing. A member in good standing is one who actively contributes to the HECFAA fund. Below are suggested yearly contributions at each grade level; these are merely suggested amounts. Any contribution to the HECFAA by a member will constitute a member in good standing. Contracted staff should consider contributing according to their salary alignment with the federal pay scale.

- Suggested contribution for GS09 and below (FS09 to FS05): \$20
- Suggested contribution for GS11-GS13 (FS04 and FS03): \$40
- Suggested contribution for GS14 (FS02) and higher: \$60

Associate membership is open to anyone outside of the U.S. State Department who endorses and wishes to support HECFAA's Mission and Vision. Associate members may contribute to the HECFAA fund but are not afforded voting privileges and cannot hold elected offices of the Board.

Honorary membership is granted by the General Assembly to individuals selected by HECFAA in recognition of their support of HECFAA's Mission and Vision. Honorary members do not contribute to the HECFAA fund, are not afforded voting privileges, and cannot hold an elected office of the Board.

### **Article VI - Amendments**

Proposals for amendments to these by-laws shall be submitted in writing to the General Assembly through the Executive Board and may be initiated by any of the following.

- The Executive Board; or,
- A group of no less than 10 % of the membership.

### **Article VI – Dissolution Provision Clause**

Any action to dissolve HECFAA must be approved by a two-thirds vote of the General Assembly present at a meeting called to specifically consider such action for which meeting written notice has been issued to all members in good standing in accordance with the provisions of these bylaws.

All financial assets and unexpended donations, upon dissolution, shall be distributed back to their relevant sources or donated to an appropriate and eligible

Hispanic non-profit, 501(c)(3) organization. All unexpended contributions in the HECFAA fund and personal donations will be donated to an eligible tax-exempt organization. All unexpended grant or contract money shall be returned to the relevant grantor, or parties the grantor chooses, upon initiation of the contract.

### **Article VII – Conflict of Interest Clause**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern, or any immediate family member of a HECFAA member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

Whenever a board member, general member, or immediate family member has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest; and, b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a two-thirds majority of disinterested board members determine that it is in the best interest of HECFAA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.