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**BY-LAWS OF
THE ASIAN AMERICAN BAR ASSOCIATION
OF NEW YORK**

**Article I.
NAME AND PURPOSE**

Section 1.01 Name. The name of this organization shall be “The Asian American Bar Association of New York” (the “Association”). The complete name of the Association, or its abbreviation (“AABANY”), shall be used in all transactions of official business of the Association.

Section 1.02 Purpose. AABANY was formed in 1989 as a not-for-profit corporation to represent the interests of New York Asian-American attorneys, judges, law professors, legal professionals, legal assistants or paralegals and law students. The mission of AABANY is to improve the study and practice of law, and the fair administration of justice for all by ensuring the meaningful participation of Asian-Americans in the legal profession.

Section 1.03 Nondiscrimination. AABANY shall not discriminate by reason of race, creed, age, color, sex, religion, national or ethnic origin, political belief, sexual orientation or disability.

**Article II.
MEMBERS**

Section 2.01 Categories of Membership.

(a) Active Member - (1) Any attorney in good standing of the New York State Bar or (2) any attorney in good standing of the Bar of any other state, the Commonwealth of Puerto Rico or the District of Columbia, and resides in or practices in the State of New York.

(b) Associate Member - (1) Any attorney in good standing admitted to the Bar of a foreign jurisdiction or (2) any law school graduate not admitted to practice law and resides in or is employed in the State of New York. Associate Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office, except that of student liaison.

(c) Student Member - Any individual attending an American Bar Association accredited law school and who is employed, resides, attends a law school in the State of New York, or intends to sit for the New York State Bar Examination. Student Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office, except that of student liaison. A Student Member may continue his/her membership for sixty (60) days after graduation or after sitting for a state bar exam, whichever is longer, but in no event for a period of more than two years after graduation from law school.

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(d) Honorary Members – Any distinguished person(s) in public service or eminence in the law selected by a majority of the Board of Directors (the “Board”). Honorary Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office and shall be exempt from the payment of dues.

(e) Life Members - Any present member of the Association who has been a member in good standing for twenty (20) years or longer may become a life member of the Association upon payment of a sum fixed by a majority vote of the Board. Such sum shall be payment in full of all further dues of the Association during the life of such member. Life Members shall be entitled to all privileges and rights of Active Members.

(f) Retired Members - Any attorney who has retired from the practice of law, has not practiced law for a period of three (3) years, previously practiced law in or currently resides in the State of New York, and has been a member of the Association in good standing prior to retirement from the practice of law. Retired Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office and shall be exempt from the payment of dues.

(g) Paralegal Members - Any person who within the State of New York: (1) contracts with or is employed by an attorney, law firm, corporation, governmental agency, or other entity or (2) performs substantive legal work under the supervision of a licensed attorney who assumes professional responsibility for the final work product. Paralegal Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office.

Section 2.02 Requirements for Membership.

Initial and maintenance of membership in good standing shall be conditioned upon the following:

(a) Application - Each prospective Member must complete an initial application for membership. The Membership Secretary shall review each application and shall have the right to reject any application for membership for cause, which reasons shall be set forth in writing in the records of the Board.

(b) Payment of Dues - Each Member must pay the required dues annually. All memberships requiring payment of dues expire at the end of the Fiscal Year (*see* § 8.02). If an annual membership is paid for with less than three (3) months remaining in the Fiscal Year, the membership will not expire at the end of that Fiscal Year, but will remain active until the end of the following Fiscal Year. If a Member fails to pay the required dues after receiving ninety (90) days notice from the Membership Secretary, such Member’s membership will be terminated and such Member may be removed from the membership rolls. Any Active Member who is in default in the payment of dues shall have no voting rights, for so long as such default continues.

(c) Student Membership Dues - Student Members must pay dues as determined by the Board.

Section 2.03 Removal or Suspension. Any Member of the Association who is suspended from the practice of law or disbarred by a bar of any state, the Commonwealth of Puerto Rico, or the District of Columbia shall automatically be suspended from membership in this Association. Any member may be suspended or expelled for misconduct in his/her relations to this Association or in the profession, both on adjudication thereof, in such manner as may be prescribed by these by-laws. Application for reinstatement may be made to the Board, which shall make such determination by majority vote..

Article III. MEETINGS

Section 3.01 Notice of Meetings.

(a) Notice of all meetings shall be in writing. Notice shall state the place, date, and hour of the meeting, and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called.

(b) A copy of the notice of any meeting shall be given, personally or by mail, to each Member entitled to vote at such meeting. If the notice is given personally or by first-class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his/her address as it appears on the record of Members, or, if he/she shall have filed with the Membership Secretary a written request that notices to him/her be mailed to some other address, then directed to him/her at such other address. All other notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 605 entitled Notice of Meeting of Members.

Section 3.02 Annual Meeting.

(a) Date - the Members shall have an Annual Meeting the second Tuesday of every January, or such date within thirty (30) days of the second Tuesday of every January as the Board may determine, for the purpose of electing Officers and Directors and transacting other business that may come before the meeting.

(b) Vote - only Active Members in good standing may vote at such Annual Meetings.

(c) Notice - written notice stating the date, time, place, and purpose of the Annual Meeting shall be sent to all of the Members, at least thirty (30) days prior to the date of the Annual Meeting. Amendments to such notice may be sent up to ten (10) days prior to the date of the Annual Meeting. Otherwise, notice shall be sent according to the provisions of section 3.01 above.

(d) Order of Business for Annual Meeting shall be as follows:

- (i) Calling of the roll
- (ii) Proof of notice of meeting
- (iii) Reading of minutes
- (iv) Receiving communications
- (v) Election of Officers and Directors
- (vi) Annual Reports of Officers
- (vii) Annual Reports of Directors
- (viii) Unfinished business
- (ix) New business

(e) Amendments – Any amendments to the order of business for the Annual Meeting shall be decided by the President.

Section 3.03 Place of Meetings. Meetings may be held at such place within the State of New York as the Board may from time to time determine or as may be designated in the notice of the meeting.

Section 3.04 Waiver of Notice. Notice of meeting need not be given to any Members who submit a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without, prior to the conclusion of the meeting, objecting to the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 3.05 Special Meetings. Special Meetings of the Members may be called by the President, the Board, or upon the written request of ten percent (10%) of the Active Members. All Active Members shall receive at least fifteen (15) days written notice, as designated by the New York Not-for-Profit Corporation Law, which shall provide the date, time, place, and purpose of the Special Meeting. No business other than that specified in the Special Meeting notice shall be transacted at any Special Meeting.

Section 3.06 Quorum. The lower of Ten (10%) percent of Active Members or 100 Active Members shall constitute a quorum for any Special Meeting and the Annual Meeting. A majority vote of Active Members present shall be required for the adoption of any resolution at either a Special Meeting or an Annual Meeting. Once quorum is present, withdrawal of Members from the meeting shall not negate quorum.

Section 3.07 Voting.

(a) Voting Rights - Every Active Member in good standing shall be entitled to one (1) vote.

(b) Voting by Proxy - Any absent Active Member eligible to vote at any meeting, including a Special Meeting and the Annual Meeting, may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must comply with the following:

- (i) the proxy grant must be in writing;
- (ii) the proxy must identify the matter with respect to which the proxy is granted;
- (iii) the proxy must contain the full name of the Active Member entitled to vote;
- (iv) the proxy must include the signature of the Active Member granting the proxy;
- (v) the proxy must indicate the date signed by Active Member granting the proxy;
- (vi) the proxy must be filed with the Secretary of the Association.

Article IV. BOARD OF DIRECTORS

Section 4.01 Management. The Board shall exercise general management of the affairs of the Association, and shall be charged with the duty of conducting such affairs in a manner consistent with the exclusively educational and charitable purpose of the Association, as well as in conformity with the policy that, in all the activities of the Association, the promotion of the public interest is to be primary and paramount. The Board may authorize contracts to be made on behalf of the Association by one or more of the Officers.

Section 4.02 Qualifications of Board Members. Each Director shall be an Active Member in good standing.

Section 4.03 Composition of Board Members. The Members of the Association shall elect seventeen (17) persons to constitute the Board, including eleven (11) Directors and such other Directors whose positions may be created from time to time by the Board without amendment to these by-laws or action by the Active Members. The resolution of the Board creating such new Director position(s) shall be annexed to these by-laws and deemed to be incorporated herein upon adoption by the Board. The remaining persons shall be the Officers of the Association (hereinafter "Officers") consisting of a President, President-Elect, Immediate Past President, Secretary, Membership Secretary, and Treasurer and such other positions as may be created by the Board. *See* § 5.01 below. All Directors and Officers are to be different individuals, who shall hold office until such person's successor shall have been elected and qualified, or until the earlier of his or her death, resignation or removal. The total number of Directors and Officers comprising the Board shall, at all times, be an odd number.

Section 4.04 Election of Directors and Terms. Directors shall be elected by a majority of the Active Members present at the Annual Meeting. Directors shall be elected for a term of two (2) years and shall serve until such person's successor is elected and qualified, or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen according to the procedure described in Section 7.04 of these by-laws to serve until the next Annual Meeting. No Director shall serve for more than two (2) successive terms. No Director shall be eligible for re-election earlier than one (1) year after the expiration of his or her second successive term.

Section 4.05 Staggering Board. The Directors shall be divided into two (2) classes. Five (5) Directors shall be elected every odd year while the remaining Directors shall be elected every even year.

Section 4.06 Removal of Directors.

(a) Any Director may be removed, with cause, by a two-thirds vote of the Active Members at a regular or Special Meeting, but the Board by two-thirds vote may suspend the authority of any Director to act on behalf of the organization, for good cause shown, whenever the Board determines that the interests of the Association will be served thereby. Written notice of the intention to remove or suspend and reasons therefore shall be provided to the Director at least ten (10) days prior to the meeting date. Mailing, by ordinary first-class mail, to the last known address as appears on the membership rolls, as well as by e-mail to the e-mail address on file shall constitute notice. In the event of an allegation of conversion of funds, the Director may be removed prior to written notice; however the opportunity to be heard shall be provided within fourteen (14) days. *See* § 4.06(b) below.

(b) No Director shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such meeting, but no formal hearing procedure need be followed. A suspended Director may appeal the decision of the Board to the Active Members. The membership rolls, including name, address, and telephone number shall be made available to such Director upon written request to the Membership Secretary, and shall be provided within three (3) business days.

Section 4.07 Quorum. Eight Board Members shall constitute a quorum for any regular or Special Meeting of the Board. A majority of those present shall be required for the adoption of any Board resolution at either, a Special Meeting or Annual Meeting. Once quorum is present, withdrawal of Board Members from the meeting shall not negate quorum.

Section 4.08 Action of the Board. Unless otherwise required by law or these by-laws, the vote of a majority of the Board Members present at a Board meeting shall constitute the action of the Board, provided quorum is present at the time of the vote. Each Board Member present shall have one (1) vote.

Section 4.09 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof setting forth the action so taken shall have been signed by all of the Board Members in office and filed with the Secretary within thirty (30) days from the date such action was taken.

Section 4.10 Annual Meeting of the Board. The Annual Meeting of the Board shall be held promptly after the Annual Meeting of the Members, provided that it shall be not more than thirty (30) days after the Annual Meeting of the Members.

Section 4.11 Regular Meetings of the Board. Except as otherwise determined by the Board, regular meetings of the Board shall be held on the first Tuesday of the month except if it is a

holiday, in which case the meeting shall be held on a date selected by the President, which shall be within seven (7) business days preceding or following the holiday.

Section 4.12 Special Meetings of the Board. The Board shall have the power to call Special Meetings of the Board for any purpose.

Section 4.13 Notice of Board Meetings. Notice of all Board meetings shall be in writing.

(a) Written notice shall state the place, date and hour of the meeting and, unless it is an Annual Meeting of the Board, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting of the Board shall also state the purpose or purposes for which the meeting is called.

(b) A copy of the notice of any meeting shall be given, personally or by mail, to each Board Member entitled to vote at such meeting. If the notice is given personally or by first-class mail, it shall be given not less than ten (10), nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30), nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Board Member at his/her address as it appears on the record of Members, or, if he/she shall have filed with the Secretary of the Association a written request that notices to him/her be mailed to some other address, then directed to him/her at such other address.

(c) Alternate notice of any Board meeting may be provided via e-mail, instant messaging, or similar electronic means if the notice adheres to the requirements of § 4.13(a) above.

(d) All other notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 711 entitled Notice of Meeting of the Board.

Section 4.14 Place of Board Meetings. Board meetings may be held at such place within the State of New York as the Board may from time to time determine or as may be designated in the notice of the Board meeting.

Section 4.15 Waiver of Notice. Notice of Board meeting need not be given to any Board Members who submit a signed waiver of notice whether before or after the Board meeting. The attendance of any Board Member at a Board meeting without, prior to the conclusion of the meeting, objecting to the lack of notice of such Board meeting, shall constitute a waiver of notice by him/her.

Section 4.16 Meetings by Telecommunication. Board Members and members of committees may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.17 Absence From Board Meetings. Should any Board Member absent himself or herself from three (3) Board meetings during the Fiscal Year, his or her seat on the Board may be declared vacant by the majority vote of the Board, and the vacancy shall be filled as provided in § 7.04 of these by-laws.

Section 4.18 Powers of the Board.

(a) The Board shall have the control of the custody, investment, expenditure and disposal of all property of the Association.

(b) The Board shall determine the annual dues to be assessed for each membership category. Any increase in dues shall take effect the Fiscal Year following the year in which the increase is approved by the Board.

Section 4.19 Liability and Indemnification Insurance. The Association shall purchase and maintain insurance: (1) to indemnify the Association for any obligation which it incurs as a result of the indemnification of Directors and Officers; (2) to indemnify Directors and Officers in instances in which they may be indemnified by the Association; and (3) to indemnify the Directors and Officers in instances in which they may not otherwise be indemnified by the Association, provided the contract of insurance covering such Directors and Officers provides, in a manner acceptable to the superintendent of insurance, for a retention amount and for co-insurance. All other issues concerning the liability, coverage, and protection of the Association's Directors and Officers shall be governed by the New York Not-for-Profit Corporation Law, including but not limited to §§ 719 – 726. It shall be the responsibility of the Treasurer to purchase said indemnification insurance, ensure that it is in effect each Fiscal Year, and provide the "Insurance Policy" documents to the Secretary of the Association for safekeeping.

Article V. OFFICERS

Section 5.01 Number of Officers. The Officers of the Association shall include a President, a President-Elect, a Secretary, a Membership Secretary, a Treasurer, and such other Officers whose positions may be created from time to time by the Board without amendment to these by-laws or action by the Active Members. The resolution of the Board describing the duties of such newly created Officer positions shall be annexed to these by-laws and deemed to be incorporated herein upon adoption by the Board. All Officers are to be different individuals, who shall hold office until such person's successor shall have been elected and qualified, or until the earlier of his or her death, resignation, or removal.

Section 5.02 Election and Term of Office. Officers shall be elected by a majority vote of the Active Members present at the Annual Meeting and shall serve for a term of one (1) year and until their successors are elected and qualified, or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen by the procedure described in § 7.04 of these by-laws to serve until the next Annual Meeting. No Officer shall serve for more than two (2) successive terms. No former Officer shall be eligible for re-election earlier than one (1) year after the expiration of his or her second successive term.

Section 5.03 Duties. The duties of the Officers shall include the following:

(a) The President shall be the chief executive officer of the Association, shall have general and active management of the business of the Association; and see that all orders and resolutions of the Board are carried out. The President shall appoint and/or remove the Chair(s) of each Committee and appoint Members of all committees created by the Board, all , with the advice and consent of the Board. All such appointments shall end upon the expiration of the President's term. The President shall have the power to create ad hoc committees as needed to fulfill specific functions. Upon the expiration of the President's term, the President shall succeed to the office of the Immediate Past President.

(b) The President-Elect shall succeed to the office of President upon the expiration of the President's term. The President-Elect shall assist the President in the performance of his or her duties, assist in relations with the general public, and draft and present fund-raising proposals for the consideration of the Association and of others. In the absence of the President, the President-Elect shall exercise the powers of the President.

(c) The Immediate Past President shall assist the President in the transition of administrations, continue the goodwill of the Association, and assist in the Association's relations with other organizations.

(d) The Secretary shall be the secretary of the Board, shall act as clerk, record all votes and prepare the minutes of all Board, Special and Annual meetings. The Secretary shall prepare all correspondence to inform the Members and the Board as to the status of all orders, votes and resolutions that call for some action or steps to be taken, give any required notice of all meetings, inform the Board of all mail received, keep the seal of the organization, safeguard the indemnity insurance of the Association (*see* §4.18 above), manage and review handbooks and manuals of the Association, and undertake such other tasks as may be assigned by the Board. The Secretary shall assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President. In the absence of the Secretary, the President (in the absence of both the President and the Secretary, the President-Elect) shall appoint a Board Member to assume the duties of the Secretary.

(e) The Membership Secretary shall create and maintain an accurate and up-to-date record of the membership of the Association (including categorizing the Members into their respective membership categories) and shall maintain mailing addresses for each Member and person or organization doing business with the Association. Seventy-five (75) days prior to the end of the Fiscal year, the Membership Secretary shall prepare a list of all Members (copy to be provided to the President) for whom membership is due to expire upon the end of the Fiscal Year and send out a letter to each Member advising the Member of the expiration. At the request of the President or Board, the Membership Secretary shall prepare a list of Members. If an Active Member in good standing seeks to run for office and has been qualified by the Nominations Committee, upon a written request to the Membership Secretary, she/he maybe provided with a copy of the membership list with addresses within five (5) days of receipt of the letter. The candidate for office must certify in his/her request that the membership list will be used only for campaign purposes. Upon receipt of a new/renewal application, the Membership Secretary shall

promptly notify the prospective Member whether his/her application has been received and accepted, and shall ensure that the Member is placed on the e-mail listserv, if accepted. If the application is rejected or action is unable to be taken, the Membership Secretary shall promptly (1) notify the applicant of the reason(s) why, and (2) take steps to ensure that a check is returned to the applicant immediately. The Membership Secretary shall copy the President on all correspondence, unless the President designates another person to receive such copies.

(f) The Treasurer shall keep current and accurate accounts of receipts and disbursements of the Association; shall collect all funds due to the Association and disburse funds as required to meet the obligations of the Association; shall keep the funds of the Association in a separate account to the credit of the Association, unless the Board directs otherwise; shall render to the President and the Board, as requested by them, but not less than once a year, regular accountings and reports of all transactions and of the financial condition of the Association; and shall ensure that the Association files the appropriate tax returns. The Treasurer is responsible for purchasing and keeping current Directors' and Officers' indemnification insurance as required under § 4.18 above and provide said insurance policy documents to the Secretary of the Association for safekeeping. The Treasurer is further responsible for supervising the Association's tax accountant. The Treasurer is designated the Chair of the Audit and Finance Committee.

(g) The Student Liaison shall be a Student Member in good standing, appointed by the President. The Student Liaison shall attend all Board meetings and shall serve as a liaison between the law student community and the Association. The Student Liaison shall be considered a Member of the Board, except that he or she cannot vote.

Section 5.04 Removal of Officers.

(a) Any Officer may be removed, with cause, by a two-thirds vote of the Active Members at a regular or Special Meeting, but the Board by two-thirds vote may suspend the authority of any Officer to act on behalf of the organization, for good cause shown, whenever, the Board determines that the interests of the Association will be served thereby. Written notice of the intention to remove or suspend and reasons therefore shall be provided to the Officer at least ten (10) days prior to the meeting date. Mailing, by ordinary first-class mail, to the last known address as it appears on the membership rolls, as well as by e-mail to the e-mail address on file shall constitute such notice. In the event of an allegation of conversion of funds, however, the opportunity to be heard shall be provided within fourteen (14) days. (*Cf.* § 4.06 (a)).

(b) No Officer shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such meeting, but no formal hearing procedure need be followed. A suspended Officer may appeal the decision of the Board to the Active Members. The membership rolls, including name, address, and telephone number shall be made available to such Officer upon written request to the Membership Secretary, and shall be provided within three (3) business days.

Article VI.
COMMITTEES

Section 6.01 Power to Appoint Committees. Except as otherwise provided by these by-laws, the Board or the President may establish one or more committees to consist of one or more Active Members. Any such committee, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following:

- (a) Fulfill vacancies on the Board,
- (b) Adopt, amend, or repeal the by-laws,
- (c) Adopt, amend, or repeal a resolution of the Board,
- (d) Act on matters specifically addressed by the by-laws or by resolution of the Board.

Section 6.02 Standing Committees. The standing committees of the Association shall be:

- (a) the Nominations Committee,
- (b) the Audit and Finance Committee, and
- (c) the Membership Committee

and such other standing committees as may be created from time to time by resolution of the Association. Such resolutions shall define the respective powers and duties of such committees. Except as otherwise provided herein, the President annually shall appoint the Members, designate the Chair and fill vacancies. Any standing committee, except the Nominations Committee, Audit and Finance Committee, and Membership Committee, may be abolished by resolution of the Association. Each standing committee shall have the specific powers and duties set forth in these by-laws or by resolution of the Board and such general powers and duties as may be prescribed for committees generally. When a standing committee is organized, it shall be the Chair's duty to submit to its Members such matters for the consideration of the committee as any Member may desire, or that the Chair may deem germane to the objectives for which the committee was appointed.

Section 6.03 Nominations Committee. The members of the Nominations Committee shall be appointed by the President with approval of the Board no later than October 1 of each year. The Immediate Past President shall be the Chair of the Nominations Committee. The Committee shall hold its first meeting ("Annual Nomination Meeting of the Nominations Committee") no later than October 15 of each year. The committee shall solicit and receive suggestions and recommendations for the offices to be filled throughout the year. While serving on the Nominations Committee, a Member shall not be eligible for nomination as any Officer or Director, and except for the Immediate Past President, shall not be a current Member of the Board. A Member may remove such ineligibility by resigning from the Nominations Committee in advance of the first Committee meeting in the Fiscal Year. However, outgoing Member(s) of the Board ineligible for re-election may serve on the Nominations Committee. The Nominations Committee shall make nominations for all the Officers and Directors required by Articles IV and V to fill positions that will be vacated at the end of the current Fiscal Year to serve during the

next Fiscal Year. Upon fifteen (15) days notice to the membership of the Association as to the meeting date, the Nominations Committee shall meet not less than thirty (30) days prior to the date of the Annual Meeting for the purpose of conducting an open meeting of receiving nomination recommendations and statements. The committee shall thereafter make nominations and give notice of such nominations to the President. Each nominee must signify a willingness to serve by a written statement. No person may be nominated for more than one (1) position as either an Officer or Director.

Section 6.04 Membership Committee. The Membership Committee shall consist of the Membership Secretary and at least three (3) Active Members appointed by the President. The Membership Committee shall develop recommendations for programs and services that will meet the needs of the membership and encourage new Members to join the Association. Upon acceptance of a membership application, the Membership Committee/Secretary shall provide the new Member with verification of membership and the date upon which said membership will expire.

Section 6.05 Audit and Finance Committee. The President shall appoint at least three (3) Board Members to serve on the Audit and Finance Committee. The Treasurer shall be the Chair of the committee. The duties of the Audit and Finance Committee shall be to: (i) supervise the financial affairs of the Association; (ii) annually prepare for submission to the Board a proposed income and expense budget of all activities of the Association for the Fiscal Year; (iii) meet with the Treasurer to discuss and review the system of internal controls and procedures; (iv) recommend to the Board the selection of independent auditors of the Association for the Fiscal Year; (v) meet with the Association's independent auditors to discuss the scope of the annual examination; (vi) review the annual report from the Association's independent auditors and any reports on any material recommendations made concerning management of funds or recommendations on internal control and recommend to the Board what actions should be taken with respect thereto; (vii) review with such auditors any material questions or problems with respect to accounting records, procedures or operations of the Association that have not been resolved to their satisfaction after having been brought to the attention of management and recommend to the Board what actions should be taken with respect thereto; (viii) review and recommend to the Board investments for the Association's assets; (ix) regularly review the existing investments of the Association's assets and recommend to the Board whether such investments should be terminated and recommend to the Board possible new investments for such assets; (x) report to the Membership at the Annual Meeting the status of all investments of the Associations; and (xi) perform such other duties as may be assigned by the Board.

Article VII. ELECTIONS AND VACANCIES

Section 7.01 Nominations. As soon as practicable following the Annual Nomination Meeting of the Nominations Committee, the Chair of the Nominations Committee shall advise the Secretary of such nominations. At least thirty (30) days prior to the date of the Annual Meeting of the Members, the Secretary shall mail a ballot, proxy, and a return envelope that shall be clearly marked "ELECTION MATERIALS ENCLOSED," along with the notice of the Annual Meeting to every Active Member of the Association. Active Members shall also be entitled to write in on their ballots votes for candidates not otherwise nominated.

Section 7.02 Election Procedure. Elections shall be held at the Annual Meeting of the Members. Any proxy sent or ballot cast by mail must be received by the Association no later than five (5) days before the Annual Meeting. Any ballot returned by hand must be received by the Association no later than the Annual Meeting. Ballots shall include appropriate space for write-in candidates. If a write-in candidate does not consent to election after the vote, the write-in votes are voided and no re-vote will be granted. Envelopes containing voting materials (ballots or proxies) shall be opened at the beginning of the Annual Meeting by the chair of the Nominations Committee.

Section 7.03 Resignations. Any Director or Officer may resign such position at any time. Such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other effective date is fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 7.04 Vacancies. To fill any Director/Officer vacancy, the Nominations Committee shall submit proposed candidates to the Board. A quorum of the remaining Board Members must be present in order to select the successor(s) to fill the vacancy. A majority vote of the quorum of the remaining Board Members is necessary to appoint the successor. The successor shall serve until a successor is elected at the next Annual Meeting. The Director/Officer filling the vacancy is not precluded from seeking an additional term of office.

Article VIII. MISCELLANEOUS

Section 8.01 Amendment of By-laws. These by-laws may be amended by a majority vote of all Active Members present at any duly convened Annual, regular, or Special Meeting of the Members.

Section 8.02 Fiscal Year. The Fiscal Year of the Association (the "Fiscal Year") shall begin on February 1 and continue until January 31 of the next year.

Section 8.03 Dates falling on weekends. Throughout these by-laws, if a date is selected and that date falls on a weekend or holiday, then the date shall be the next business day.

Section 8.04 Student Liaison. The President may appoint a Student Liaison. The Student Liaison shall be a Student Member in good standing, attend Board meetings and serve as a liaison between the law student community and the Association. However, the Student Liaison shall not be entitled to vote.

Section 8.05 Signatory Powers. Each of the following Officers of the Association, the President, President-Elect and Treasurer shall have the power to singly execute any check drawn on the Association's account for the purpose of paying authorized disbursements less than the sum of \$1,000.00 (One Thousand Dollars). For any authorized disbursement equal to or greater than the sum of \$1,000.00 (One Thousand Dollars), such check shall require at least two signatures of the aforesaid Officers. At the beginning of each Fiscal Year, the outgoing President, President-Elect and Treasurer shall cooperate with the incoming President, President-

Elect and Treasurer to ensure the proper changes to the signatory authority of the Association's accounts.

APPENDIX A of the By-Laws

At a regularly scheduled meeting of the Board of Directors and Officers on October 6, 2009, a quorum of the Board being present, the following resolution was presented and approved by the vote of the Board and recorded in the minutes of the Association:

BE IT RESOLVED that the office of Executive Director is created and shall be a Officer of the Association *ex officio*, and

BE IT FURTHER RESOLVED that Yang Chen shall be initially appointed as such an officer, and

BE IT FURTHER RESOLVED that the following description of the office is appended to and made a part of the By-Laws as required by Section 5.01 of the By-Laws:

5.03 (h) The Executive Director shall be an Officer of the Association *ex officio* while he or she is employed by the Association in that capacity. He or she shall be considered a Member of the Board, except that he or she cannot vote.

The foregoing is a true and correct copy of the resolution made by the Board of Directors and Officers on October 6, 2009:

/s/ Francis H. Chin, Secretary