

BY-LAWS OF THE LATINA LAWYERS BAR ASSOCIATION
A California Nonprofit Public Benefit Corporation

ARTICLE 1
Purposes

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation, including, but not limited to:

- (1) promote the educational opportunities of Latinas to pursue careers in the legal profession;
- (2) enhance knowledge and skills of Latina attorneys;
- (3) create and/or promote leadership and advancement opportunities for Latinas in the legal profession and community; and
- (4) provide community service and outreach consistent with the purposes of the organization.

ARTICLE II
Powers

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation of these Bylaws.

ARTICLE III
Offices

The principal office for this Corporation shall be: 2727 Hermosita Drive, Glendale, CA 91208.

The Corporation shall have such other office or offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE IV
Members

In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval by the Board of Directors of this Corporation. All rights which would otherwise vest in the members shall vest in the Directors. By resolution, the Directors may create any advisory boards, councils, honorary memberships or other bodies as it

deems appropriate. The Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

- (a) for the election of a Director of Directors or an officer or officers; or
- (b) on a disposition of all or substantially all of the assets of the Corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes of the Corporation's Articles of Incorporation or Bylaws: all such voting rights are vested exclusively in the Board of Directors.

This Corporation may have Associate Members. Associate Members shall be non-voting Members. Associate Members shall pay dues as established by the Board of Directors.

ARTICLE V Board of Directors

Section 1. Number of Directors.

The Board of Directors shall consist of not fewer than nine (9) members.

Section 2. Independent Board Members

- (a) There shall at all times be a majority of independent Directors on the Board. For a Director to be deemed "independent," the Board must affirmatively determine the Director has no material relationship with the Corporation, either directly or indirectly, economic or non-economic. A Director shall be considered independent if the Director is not and has not for a period of least one (1) year, been an "interested" Director as defined in Corporations Code Section 5227. For purposes of this subsection, an interested person is any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for services as Director. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.
- (b) They shall not directly, or through another entity or person, have a material relationship with the Corporation or any of its affiliates.
- (c) They shall not directly, or through another entity or person, have a material relationship with any of the Corporation's executive officers or senior management employee.

- (d) They shall be independent for any other reason(s) as determined in good faith by the Board of Directors.
- (e) Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be "interested persons." Each Director serving on the Board of Directors shall be designed as either "independent" or "interested". In order for an interested Director to be re-identified as independent requires the absence of a material relationship with the Corporation for a period of one (1) year. The Board of Directors shall annually review, or more often as required, Directors' classifications and shall re-designate any Director as independent or interested dependent upon the circumstances at hand. The designation of Directors as interested or independent shall be set forth in the minutes of the Corporation at its annual organizational meeting and in the minutes of other meetings in the event of a newly elected Director or change in status of current Directors.

Section 3. Powers of Directors.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Terms.

Directors shall be elected at the annual meeting and their term shall become effective at the time designated by the Board. Approximately one-third of the total number of Directors shall be elected at each annual meeting. All Directors, shall serve a three (3) year term, except as provided in Section 5 below.

Section 5. Vacancies.

All vacancies on the Board of Directors shall be filled by majority vote of the Board of Directors. A person selected to fill a vacancy occurring other than by expiration of term shall serve only for the unexpired term of their predecessor, except that Directors elected to fill vacancies resulting from the creation of an additional Director position may be assigned initial terms of one, two, or three years as determined by the Board so as to maintain approximately equal numbers of directors' terms expiring in any year.

Section 7. Resignation and Removal.

Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors, unless a later effective date is specified in the resignation. The Board of Directors, by the vote of a majority of the Directors then in office, may remove any director, with or without cause.

Section 8. Obligations

All members of the Board of Directors shall participate in Board activities and meetings and fulfill other obligations as set forth by Board of Directors policy or resolution. All members of the Board of Directors shall pay dues in an amount set by the Board of Directors.

Section 9. Compensation.

No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 10. Annual Meeting.

There shall be an annual meeting of the Board of Directors held each year as scheduled by the Board. This meeting may be held concurrently with one of the regular meetings.

Section 11. Regular Meeting.

Regular meetings of the Board of Directors shall be called at any time by the President of the Board. The President shall be required to call a meeting upon the joint request of any two (2) members of the Board. At least six business meetings shall be held annually.

Section 12. Place of Meetings.

Meetings of the Board of Directors shall be held at a location within Los Angeles County, provided, however that not more than two (2) meetings per year may be held at a location anywhere within the greater Southern California region.

Section 13. Quorum

A quorum shall consist of 50% of the Directors plus one Director. Every action taken or decision made by a majority of the Directors presented at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 14. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 15. Notice of Adjourned Meeting.

Notice of the time and place for holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 16. Notice of Meetings.

- (a) Written notice of every meeting shall be given to each Director at least four (4) days before each meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as email.

- (b) Notwithstanding anything in this section to the contrary, the President of the Board may call an emergency meeting of the Board upon twenty-four (24) hours notice if such a meeting is necessary to discuss any unforeseen emergency condition. An emergency condition for the purposes of this subsection is any condition that, if not addressed promptly by the Board, may result in a significant detriment to this Corporation.

Section 17. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. The Secretary shall maintain a record of such votes.

Section 18. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with these Bylaws so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

ARTICLE VI Committees

Section 1. Standing Committees.

The Standing Committees of the Board of Directors shall be the Executive Committee, Finance Committee, Governance Committee, Fundraising Committee, Scholarship Committee and Education and Outreach Committee. Directors may serve on more than one Committee. The Standing Committees may establish sub-committees or working groups.

- (a) The Executive Committee shall consist of not less than five (5) members, of whom the President or one of the Co-Presidents shall be its presiding chair. The Officers of the Board shall be the other members of the Executive Committee. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at its subsequent meeting.
- (b) The Finance Committee shall consist of the Board Treasurer and two other Board members. The Treasurer shall serve as the Chairperson of the Committee. The Finance

Committee shall be responsible for auditing and maintaining the Corporations financial records.

- (c) The Governance Committee shall consist of at least three Board members. The Governance Committee shall be responsible for ensuring compliance with the Corporations by-laws and shall solicit and nominate individuals to serve on the Board of Directors and perform such other duties as may be assigned.
- (d) The Fundraising Committee shall consist of at least five Board Members. The Fundraising Committee shall be responsible for overseeing and organizing efforts to raise monies to support the goals of the organization.
- (e) The Scholarship Committee shall consist of at least three Board Members. The Scholarship Committee shall be responsible for administering the Scholarship program, if any.
- (f) Education and Outreach Committee shall consist of at least five Board Members. The Education and Outreach Committee shall be responsible for overseeing and administering educational and outreach programs.

Section 2. Advisory Committees

The Board may also create Advisory Committees and the members of the Advisory Committees may consist of Directors or Non-Directors and may be appointed by the Board or Board Committees.

ARTICLE VII Officers

Section 1. Numbers and Titles.

The officers of the Corporation shall be a President, a President-Elect, a Past-President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be chosen in accordance with the provisions of this article, including without limitation Co-President or Co-President Elect. The Board of Directors, at its discretion, may appoint such other officers, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed by the Board of Directors. Multiple offices may be held by the same person, except the offices of President and Secretary. All officers shall be voting members of the Board of Directors.

Section 2. Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting with an effective date of January 1, provided, however that the position of President (and Co-President) shall be assumed by the President-Elect (and Co-President-Elect, if any) elected in the previous year. President Elect (or Co-Presidents Elect) shall become President. New offices may be created and/or filled at any meeting of the Board of Directors. Each officer shall hold office until their successor has been elected, as applicable.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by a majority of the voting members of the Board of Directors whenever in their judgment the best interests of the Corporation would be served.

Section 4. President or Co-President.

The President or either Co-President shall be the chief executive officer of the Corporation and shall in general supervise and control all meetings of the Board of Directors. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice-President(s).

In the absence of the President (or both Co-Presidents), or in the event of their inability or refusal to act, the Vice-President(s), in the order of their designation, 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. The Vice-President shall perform such other duties as from time to time may be assigned to them by the President or Co-President or by the Board of Directors.

Section 6. Treasurer.

The Treasurer shall have charge and custody of, or cause to be kept and maintained and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions and Article V, Section 3 of these Bylaws. The Treasurer shall be the chairperson of the Finance Committee.

Section 7. Secretary.

The Secretary shall keep and maintain, or cause to be kept and maintained, minutes of all the proceedings of the Board of Directors and committees. They shall give notice of all meetings of the Board of Directors when notice is required. They shall be custodian of the corporate seal of the Corporation, and when so ordered by the Board of Directors shall affix this seal to deeds, bonds, contracts, and other obligations and instruments.

Section 8. Past President.

The Immediate Past President (or Past Co-Presidents) of the Board shall serve as Past Presidents for the year following their term as President or Co-President.

Section 9. President-Elect

The President-Elect (or Co-Presidents-Elect) shall be elected to assume the position of President (or Co-President) in the following year. The President-Elect (or Co-Presidents-Elect) shall be officers of the Board and members of the Executive Committee.

Section 10. Honorary Directors.

Any person whom the Board wishes to recognize for their service or beneficence to the Corporation may be elected an Honorary Officer or Honorary Director of the Corporation. Such recognition may be given upon the unanimous vote of the Directors present at any meeting duly called and held. The term shall be for life. A notice of intent to nominate an Honorary Officer or Honorary Director must be submitted to all members of the Board of Directors in writing at least seven (7) days preceding the meeting at which one is to be elected. Such an Honorary Officer and Honorary Director shall have no vote on the Board of Directors and perform only such duties as they may voluntarily undertake at the request of the Board of Directors.

ARTICLE VIII

Indemnification of Directors, Officers and Other Agents

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in Section 5238(a). "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses.

To the fullest extent permitted by law, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE IX

Contracts, Loans, Checks, Deposits and Gifts

Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or limited to specific instances.

Section 2. Loans.

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer unless approved by the Attorney General.

Section 3. Borrowing.

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 5. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts.

The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

ARTICLE X
Miscellaneous

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules.

The Board of Directors may adopt, amend, or repeal rules consistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records.

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Waiver of Notice.

Whenever notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person/s entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, provided that the amendment had been submitted in writing at the previous regular meeting or by United States Postal Service, electronic mail or facsimile to all Board members at least thirty (30) days prior to the meeting.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the LATINA LAWYERS BAR ASSOCIATION have been duly adopted by the Board of Directors of said Corporation at a meeting of said Board held on March 18, 2010

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of said Corporation, hereon this 4 day of May, 2010.