



BY-LAWS

OF

THE IRANIAN-AMERICAN
BAR ASSOCIATION

(As amended and restated by First Amendment, dated October 10, 2001, by Second Amendment, dated June 23, 2003, by Third Amendment, dated June 1, 2005, and by Fourth Amendment, dated November 7, 2007, by Fifth Amendment, dated February 1, 2008, by Sixth Amendment, dated September 13, 2008, Seventh Amendment, dated May 9, 2009, Eighth Amendment, dated January 11, 2013, Ninth Amendment, dated June 11, 2013 and the Tenth Amendment, dated February 7, 2020)

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ARTICLE I
NAME

The name of this organization is “The Iranian-American Bar Association” (the “Association”).

ARTICLE II
PURPOSE

Section 2.1. As provided in Article III.A. of the Articles of Incorporation of the Association (the “Articles of Incorporation”), the Association is organized for charitable and educational purposes, including providing a forum for any natural person who is interested in promoting the social, economic, professional and educational advancement of the Iranian-American community or the community at large. The Association is a non-religious, independent organization.

Section 2.2. As provided in Article VII.D. of the Articles of Incorporation, the Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

Section 2.3. As provided in Article III.C. of the Articles of Incorporation, no part of the earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that the Association shall be authorized to pay reasonable compensation for services rendered other than to its directors as provided in Section 7.7 of these By-Laws (these “By-Laws”), and to make payments and distribution in furtherance of the purposes and powers of the Association.

Section 2.4. As provided in Article VII.A. of the Articles of Incorporation, the Association shall not possess or exercise any power or authority, whether express, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986 (as may be amended from time to time, the “Code”), contributions to which are deductible for federal income tax purposes, nor shall the Association engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(6) of the Code.

Section 2.5. As provided in Article VII.B. of the Articles of Incorporation, at no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where any of its activities are carried on.

Section 2.6. As provided in Article III.D. of the Articles of Incorporation, in furthering the foregoing purposes, the Association may exercise all powers of corporations formed under the District of Columbia Non-Profit Corporation Act which are necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money, property (whether real or personal) or any interest therein, wherever situated, or any other thing of value.

ARTICLE III
OFFICES AND REGISTERED AGENT

Section 3.1. PRINCIPAL OFFICE. The principal office of the Association shall be located in such place where it is qualified to do business, as its business and activities may require and

the Board of Directors of the Association (the “Board of Directors”) may from time to time determine.

Section 3.2. OTHER OFFICES. The Association may also have offices other than its principal office in such places where it is qualified to do business, as its business and activities may require and the Board of Directors may from time to time determine.

Section 3.3. AGENT. The Association shall continuously maintain within the District of Columbia a registered agent as may from time to time be designated by the Board of Directors, except that the registered agent of the Association shall initially be as designated in the Articles of Incorporation.

Section 3.4. CHANGE OF PRINCIPAL OFFICE OR AGENT. Any change in the registered office or registered agent of the Association shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.

ARTICLE IV MEMBERSHIP

Section 4.1. AVAILABILITY. Membership shall be open to all natural persons who (i) meet the requirements set forth in Section 4.4 hereof, (ii) support the purposes of the Association as stated in these By-Laws and in the Articles of Incorporation, and (iii) agree to be bound by the rules stated in these By-Laws, the Articles of Incorporation and as may be enacted from time to time by the Board of Directors.

Section 4.2. ADMISSION TO MEMBERSHIP. Other than for Honorary Members, all applicants for membership shall file with the Secretary, or such other Officer of the Association as the Board of Directors may from time to time designate, a written application in such form as the Board of Directors may from time to time determine. Membership shall be effective upon acceptance of the application by the Board of Directors and upon payment of the applicable dues.

Section 4.3. CLASSES OF MEMBERS. There shall be three (3) classes of Members in the Association:

1. Attorney Members
2. Student Members
3. Honorary Members

Section 4.4. MEMBERSHIP REQUIREMENTS. The membership requirements for each class of Members are as follows:

1. An Attorney Member is a person who has graduated from a law school, who is admitted to practice and is in good standing before the highest court of any state or jurisdiction of the United States; provided, however, that any person who is or has at any time been subject to a disciplinary action by any state bar administration shall not be eligible for Attorney Membership unless otherwise decided by an affirmative vote of two thirds (2/3) of the Directors of the Association.

Judges who apply for membership to the Organization shall be Honorary Members of the Organization and will not be required to pay membership dues while they hold judicial office.

2. A Student Member is a person who is currently enrolled in law school in the United States;

3. An Honorary Member is a person so designated by a resolution of the Board of Directors upon a determination thereby that such person is of such distinction as to be awarded Honorary Membership in the Association. The length of an individual's Honorary Membership in the Association shall be determined by the Board of Directors at such time as the Honorary Member is so designated.

Section 4.5. SUSPENSION OR TERMINATION OF MEMBERSHIP.

(a) The Board of Directors, by an affirmative vote of two third (2/3) of the Directors then in office, may suspend or terminate the membership of any Member for cause after an appropriate hearing.

(b) The Board of Directors, by an affirmative vote of a majority of the Directors then in office, may suspend or terminate the membership of any Member who is not in good standing within the meaning of Section 4.7 of these By-Laws.

Section 4.6. WITHDRAWAL OF MEMBERSHIP. Any Member may withdraw his or her Membership in the Association by submitting a letter of resignation to the Secretary. Such withdrawal shall be effective as of the date of such letter of resignation.

Section 4.7. MEMBERS IN GOOD STANDING. A Member of the Association in good standing is a Member whose annual dues are not more than sixty (60) days in arrears. A Member not in good standing may be reinstated by payment of the current annual dues and any and all assessments which were levied by the Association or became due while such person was a Member in good standing.

Section 4.8. MEMBERSHIP DUES.

(a) The Board of Directors shall determine the membership dues for each class of Members from time to time and shall notify the Members of the amount of such dues by written notice no less than sixty (60) days before the due date thereof.

(b) Membership dues shall be payable upon admission to Membership of the Association, and annually thereafter by the anniversary of such admission to membership.

(c) The Board of Directors may by resolution remit or waive dues of any Member in whole or in part in its sole discretion.

Section 4.9. TRANSFER OF MEMBERSHIP. Membership in the Association is not assignable or transferable.

Section 4.10. NON-MEMBER SUPPORTERS. In order to recognize members of the public at large who make financial or in kind contributions to the Association, the Board of Directors, by an affirmative vote of the majority of Directors then in office, may from time to time designate one or more categories of non-Member supporters of the Association and confer certain benefits, if any, on each such category of supporters; provided, however, that such supporters of the Association who are not Members shall in no event be entitled to any of the Membership rights and benefits set forth in Article V of these By-Laws.

ARTICLE V RIGHTS OF MEMBERS

Section 5.1. VOTING RIGHTS OF MEMBERS. Only Attorney Members in good standing shall have voting rights, which entitle each such Attorney Member to cast a single vote at each Annual or Special Membership Meeting for (i) the election of the Board of Directors, including the election of the Student Director, (ii) the alteration, amendment, repeal or adoption of the By-Laws and/or the Articles of Incorporation of the Association, as more fully set forth in Article XII of these By-Laws, and (iii) such other matter as the Board of Directors may in its discretion put to the vote of the Members. Notwithstanding the foregoing, each Student Member shall be entitled to cast a single vote at each Annual or Special Membership Meeting for the election of the Student Director, as more specifically provided in Section 7.2(d), but shall not have any other voting rights.

Section 5.2. OTHER MEMBERSHIP RIGHTS AND BENEFITS. Only Members in good standing may attend and participate in Annual or Special Membership Meetings. Only Members in good standing during their tenure may be Directors or Officers of the Association. The Board of Directors may, in its discretion, confer such additional rights and benefits not otherwise provided in these By-Laws on the Members as it sees fit.

ARTICLE VI MEMBERSHIP MEETINGS

Section 6.1. ANNUAL MEMBERSHIP MEETINGS. Annual Membership Meetings shall be held at least once each year at such time as designated by a resolution of the Board of Directors, for the purpose of electing the Board of Directors and transacting such other business as may come before the meeting. Not less than thirty (30) days prior to such meeting, the President or such other Officer or person as may be designated by the Board of Directors shall call the Annual Membership Meeting by serving a notice of such meeting, by regular or electronic mail, upon each Member in good standing at his/her last known address. Such notice shall be in writing and shall include the time, place and agenda for such Annual Membership Meetings.

Section 6.2. SPECIAL MEMBERSHIP MEETINGS. In addition to the Annual Membership Meetings, Special Membership Meetings may be called by a resolution of the Board of Directors or an affirmative vote of two thirds (2/3) of the Attorney Members in good standing at the time of such vote for any and all purposes deemed necessary and proper by the person(s) calling such Special Membership Meeting. Not less than fifteen (15) days prior to such meeting, the person(s) calling the meeting or, on behalf of the Board of Directors, the Secretary or such other Officer or person as may be designated by the Board of Directors shall serve a notice of such meeting upon each Member in good standing at his/her last known address. Such notice shall be in writing and shall include the time, place and agenda for such meeting.

Section 6.3. QUORUM. At any Annual or Special Membership Meeting, twenty-five percent (25%) of the Attorney Members in good standing shall constitute a quorum for the transaction of business. A quorum shall be required only in those meetings in which a vote of the Membership will be taken. If a quorum of the Attorney Members in good standing is not present at any Annual or Special Membership Meeting, a majority of the Attorney Members in good standing present at such meeting may adjourn the meeting at any time without further notice. Withdrawal of Members from any Annual or Special Membership Meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.4. FIXING RECORD DATE FOR VOTING. For the purpose of determining voting Attorney Members or Student Members, as the case may be, or in order to make a determination of Members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination of Members. Such date shall be not more than ten (10) days immediately preceding any Annual or Special Membership Meeting for purposes of determining voting Attorney Members or Student Members, as the case may be, or sixty (60) days for the determination of Members for any other purpose. If no record date is fixed for the determination of voting Attorney Members or Student Members, as the case may be, the date on which notice of an Annual or Special Membership Meeting is mailed shall be the record date for such determination.

Section 6.5. RESOLUTION OF MEMBERS. Unless otherwise stated herein or required under the District of Columbia Non-Profit Corporation Act, resolutions of the Members of the Association shall be by an affirmative vote of the majority of all voting Members present at an Annual or Special Membership Meeting where such resolution is to be adopted. A voting Member must be present in order to cast a vote and no proxy voting will be allowed. A voting Member will be allowed to cast a paper ballot only if a ballot has been distributed at the meeting by the person presiding at the meeting or in advance of the meeting by the person(s) calling such meeting. The paper ballot must be returned to the designated person in order to be a valid vote.

Section 6.6. CONDUCT OF MEMBERSHIP MEETINGS. Annual and Special Membership Meetings shall be conducted in accordance with procedures to be agreed upon from time to time by a resolution of the Board of Directors. Each Annual or Special Membership Meeting shall be chaired by one of the Directors. The Secretary shall take regular minutes of, and maintain records with respect to, the proceedings at each Annual or Special Membership Meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. GENERAL POWERS AND DUTIES. The affairs and property of the Association shall be managed, controlled and directed by the Board of Directors. It shall be the duty of the Board of Directors to formulate and establish policies for the Association. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, these By-Laws, or the District of Columbia Nonprofit Corporation Act which are necessary or convenient to carry out the purposes of the Association.

Section 7.2. QUALIFICATION, NUMBER AND ELECTION OF DIRECTORS. Only Members in good standing during their tenure may serve on the Board of Directors. The Board of Directors shall consist of the following:

(a) One (1) Director (a “Chapter Director”) to be elected by each Chapter (as defined below) of the Association, by a majority vote of the Chapter’s board of directors or as otherwise set forth in the Chapter’s bylaws or governing documents; provided, however, that only Attorney Members in good standing of a Chapter may be elected as Chapter Directors by such Chapter of the Association, and, subject to Section 7.4, each such Chapter Director shall be elected to serve a term of two (2) years (unless such two (2) year term is not permissible under the Chapter’s bylaws or governing documents); and

(b) Two (2) or three (3) Directors (“At-Large Directors”), as needed to constitute an odd-numbered Board of Directors, to be elected at large by a majority vote of all voting Attorney Members of the Association in good standing; provided, however, that in no event shall there be more than four (4) Directors that are Members of the same Chapter of the Association; and

(c) One (1) Student Director (“Student Director”) to be elected at large by a majority vote of all voting Attorney Members and Student Members of the Association.

For purposes of this Section 7.2, (i) a “Chapter” of the Association means a group of Members who reside and/or are employed in or around a major metropolitan area or other geographical area in the United States, as the same may be designated from time to time by a resolution of the Board of Directors, and (ii) a “Chapter” is so designated when it has ten (10) or more Attorney Members in good standing. All eligible elections for Chapter Directors, At-Large Directors, and the Student Director must be conducted during a one month period designated by the Board of Directors.

Notwithstanding any of the foregoing provisions, the Board of Directors may, in their discretion and by an affirmative vote of two thirds (2/3), increase the number of Board of Directors serving the Association; provided, however, that any such increase will automatically expire at the conclusion of that board year.

Section 7.3. TERM OF DIRECTORS. The term of each Chapter Director shall be for two calendar years or until his or her successor has been elected and installed in office, whichever occurs later. The term for each At-Large and Student Director shall be for one calendar year or until his or her successor has been elected and installed in office, whichever occurs later. No Director shall serve on the Board of Directors for more than six (6) consecutive years. Any such Director who serves on the Board of Directors for six (6) consecutive years may serve on the Board of Directors only after a two (2) year hiatus. Any partial year of service by a Director shall not count toward the six (6) year term limit set forth in this Section. Notwithstanding the foregoing, the Board of Directors may, by an affirmative vote of two thirds (2/3) of the Board of Directors in office, waive the term limitation for any Director for one year increments; provided, however, that no more than two consecutive waivers under this provision are permissible for any specific Director. Upon two consecutive waivers, such Director may again serve on the Board of Directors only after a two (2) year hiatus.

Section 7.4. RESIGNATION. A Director may resign from the Board of Directors at any time by giving notice thereof in writing to the Board of Directors or the President. A resignation of a Director will be effective immediately unless otherwise stated in the notice of resignation. Three (3) successive absences by a Director from a meeting of the Board of Directors and/or an Annual or Special Membership Meeting shall be construed as a resignation by such Director from the Board of Directors.

Section 7.5. REMOVAL.

(a) A Director may be removed at any time by an affirmative vote of two thirds (2/3) of the other Directors in office whenever in their judgment the best interests of the Association will be served by such removal.

(b) A Local Board Representative (as described more fully in Article XIV below) may be removed at any time by an affirmative vote of two thirds (2/3) of the Board of Directors in office whenever in their judgment the best interests of the Association will be served by such removal. The Local Board of Directors upon which the Local Board Representative at issue resides may advise the Board of Directors in its deliberations and vote on the removal of the Local Board Member.

Section 7.6. VACANCY ON THE BOARD OF DIRECTORS. Whenever any vacancy shall occur on the Board of Directors due to the resignation or removal of one or more Directors or otherwise, the vacancy may be filled by a resolution of the Board of Directors, even though the number of Directors remaining in office may not constitute a quorum. A Director appointed to fill a vacancy on the Board of Directors shall serve for the unexpired term of his/her predecessor Director.

Section 7.7. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors actual expenses incurred by a Director in the performance of his or her duties as a Director of the Association may be reimbursed thereto by the Association.

ARTICLE VIII
MEETINGS OF THE BOARD OF DIRECTORS

Section 8.1. NUMBER OF MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly upon advance notice at such time and place as designated by resolution of the Board of Directors. In addition to the regular meetings of the Board of Directors, special meetings of the Board of Directors may be called by the President, any two (2) other Officers of the Association, or any two (2) Directors of the Association upon advance notice of such meeting to the Directors at such time and place as indicated in such notice.

Section 8.2. NOTICE OF MEETINGS. Notice of any regular or special meeting of the Board of Directors shall be in writing and shall be given at least two (2) days prior to the date of such meeting to each Director, by regular or electronic mail, at his or her last known address. The attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened in accordance with the provisions of these By-Laws. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting, and no other business may be transacted at such meeting unless a majority of the Directors then in office agree to conduct such other business at such meeting.

Section 8.3. QUORUM. At any meeting of the Board of Directors prior to the initial Annual Membership Meeting of the Association, three (3) Directors or more shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may

adjourn the meeting to a future time. At any meeting of the Board of Directors thereafter, two-thirds (2/3) of the Directors shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may adjourn the meeting to a future time. Withdrawal of Directors from any meeting of the Board of Directors shall not cause failure of a duly constituted quorum at that meeting.

Section 8.4. RESOLUTION OF THE BOARD OF DIRECTORS. Unless otherwise stated in these By-Laws or required under the District of Columbia Non-Profit Corporation Act, resolutions of the Board of Directors shall be by an affirmative vote of the majority of all Directors present at the meeting of the Board of Directors where such resolution is to be adopted and at which a quorum is present. No proxy voting by any Director is allowed.

Section 8.5. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be conducted in accordance with procedures to be agreed upon from time to time by a resolution of the Board of Directors. The Secretary shall take regular minutes of, and maintain records with respect to, the proceedings at each meeting of the Board of Directors.

Section 8.6. TELECONFERENCING. Meetings that occur through teleconferencing or that include teleconferenced Directors shall be permitted when reasonably needed. At such meetings involving teleconferenced Directors, such Directors shall have all the same privileges, voting rights, and other powers they would have if physically present at the meeting. For all other purposes, such as determining a quorum or attendance, teleconferenced Directors shall be treated as if physically present at the meeting.

Section 8.7. EMAIL MEETINGS. Meetings that occur through email communication shall be permitted when reasonably needed. At such meetings involving emailing Directors, such Directors shall have all the same privileges, voting rights, and other powers they would have if physically present at the meeting. For all other purposes, such as determining a quorum or attendance, emailing Directors shall be treated as if physically present at the meeting. In an email meeting, each Director shall have 48 hours to respond to the written action. If a Director does not respond to the email and a call for vote is being requested, the Director's vote shall be counted in absentia. Therefore, quorum shall be met for taking a vote, but the absent Director's vote shall be recorded as having abstained from the vote.

Section 8.8. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, provided that all members of the Board of Directors consent in writing or by electronic transmission to such action, and the writing or writings or electronic transmission or transmissions are filed with the minutes or proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 8.9. COMMITTEES. By an affirmative vote of the majority of all Directors in office, the Board of Directors may from time to time create one or more committees consisting of Directors or other persons. Except as otherwise required by law or these By-Laws, each such committee shall have such authority as the Board of Directors shall grant to it from time to time for the management of the Association and the conduct of its activities. Each such committee shall keep

regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in each such committee shall be filled by a resolution of the Board of Directors.

Section 8.10. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE IX BOARD OF ADVISORS

Section 9.1. GENERAL POWERS AND DUTIES. The President or the President's designee shall provide a written annual report concerning the affairs of the Association to the Board of Advisors, and the members of the Board of Advisors (each, an "Advisor") may be consulted from time to time by the Board of Directors, the President or other Officers of the Association concerning the affairs of the Association. The Board of Advisors shall function only in an advisory capacity, and shall not have any other powers or duties with respect to the formulation or establishment of policies for the Association or managing or conducting the affairs of the Association.

Section 9.2. QUALIFICATION, NUMBER AND ELECTION OF ADVISORS. Only prominent members of the legal community or the Iranian-American community, as determined by the Board of Directors in its discretion, and Attorney Members in good standing who have served on the Board of Directors for at least one full term may serve on the Board of Advisors. Officers, local chapter board members (as described more fully below in Article XIV), or Directors of the Association may not concurrently serve on the Board of Advisors. The Board of Directors shall nominate an individual to the Board of Advisors by majority vote. An individual nominated to the Board of Advisors may not be seated until such nomination is approved by the Board of Advisors by two thirds (2/3) vote. The number of Attorney Members on the Board of Advisors shall be determined from by a resolution by the Board of Directors.

Section 9.3. TERM OF ADVISORS. The term of each Advisor shall be for three years, but has no term limits and may be renewed indefinitely until such time when he or she resigns or is removed from the Board of Advisors pursuant to these By-Laws.

Section 9.4. RESIGNATION. An Advisor may resign from the Board of Advisors at any time by giving notice thereof in writing to the Board of Directors or the President. A resignation of an Advisor will be effective immediately unless otherwise stated in the notice of resignation.

Section 9.5. REMOVAL. An Advisor may be removed at any time by an affirmative vote of two thirds (2/3) of the Directors in office whenever in their judgment the best interests of the Association will be served by such removal.

Section 9.6. COMPENSATION. Advisors shall not receive any stated salaries for their services, but by resolution of the Board of Directors actual expenses incurred by an Advisor in the

performance of his or her duties as an Advisor of the Association may be reimbursed thereto by the Association.

Section 9.7. MEETINGS OF THE BOARD OF ADVISORS. Meetings of the Board of Advisors may be called from time to time by the President, any two (2) other Officers or Directors of the Association, or any two (2) Advisors of the Association upon advance notice of such meeting to the Advisors at such time and place as indicated in such notice. Notice of any meeting of the Board of Advisors shall be in writing and shall be given at least ten (10) days prior to the date of such meeting to each Advisor, by regular or electronic mail, at his or her last known address.

Section 9.8. CONDUCT OF MEETINGS. Meetings of the Board of Advisors shall be conducted in accordance with procedures to be agreed upon from time to time by the Advisors. The Secretary shall take regular minutes of, and maintain records with respect to, the proceedings at each meeting of the Board of Advisors. Meetings that occur through teleconferencing or that include teleconferenced Advisors shall be permitted when reasonably needed. For all purposes, such as determining attendance, teleconferenced Advisors shall be treated as if physically present at the meeting.

ARTICLE X OFFICERS OF THE BOARD OF DIRECTORS

Section 10.1. OFFICER POSITIONS. The Officers of the Association shall consist of a President, Secretary and a Treasurer. The President, Vice-President (as described below in this Section), and/or Student Directors may concurrently serve as Secretary. As established by a resolution of the Board of Directors, the Officers of the Association may also consist of an President Emeritus, Executive Director, Marketing Director, one or more Vice-Presidents, and additional Secretaries including a Membership Secretary, the duties of each of which shall be established by a resolution of the Board of Directors.

Section 10.2. APPOINTMENT AND TERM OF OFFICERS. As soon as practicable following the annual election of the Board of Directors, Officers of the Association shall be elected during a duly-called meeting of the Board of Directors by a resolution of the Board of Directors from among the Directors then in office or any other Attorney Members then in good standing. Each of the Officers shall hold his/her office for one calendar year or until his or her successor has been appointed and installed in office by the Board of Directors following an Annual Membership Meeting, whichever occurs later. Any vacancy in any office shall be filled by a resolution of the Board of Directors for the unexpired portion of the term of such office. The election of an Officer shall not of itself create contract rights.

Section 10.3. RESIGNATION AND REMOVAL. An Officer may resign from his/her office at any time by giving notice thereof in writing to the Board of Directors or the President. Resignation of an Officer will be effective immediately unless otherwise stated in the notice of resignation. Any Officer appointed by the Board of Directors may be removed by a resolution of the Board of Directors whenever in the Director's judgment the best interests of the corporation will be served by such removal.

Section 10.4. POWERS AND DUTIES OF OFFICERS. The Officers of the Association shall exercise such powers and perform such duties as set forth in this Section 9.4 of these By-Laws and as shall be determined from time to time by the Board of Directors.

(a) President. The President shall have such powers and duties as are usually exercised by such Officer. Without limiting the generality of the foregoing, the President or the President's designee shall be responsible for:

(i) handling all official correspondence for the Association, except as may otherwise be designated by a resolution of the Board of Directors;

(ii) presiding at all meetings of the Board of Directors;

(iii) generally conducting the day to day affairs of the Association, having absolute discretion in doing so, in accordance with resolutions of the Board of Directors on such affairs; and

(iv) submitting an annual report on the operations of the Association to the Members at the Annual Membership Meeting.

(b) Treasurer. The Treasurer shall be the principal accounting and financial Officer of the Association. Without limiting the generality of the foregoing, except as may be otherwise decided by the President and the Treasurer, the Treasurer or its designee shall be responsible for:

(i) taking custody of all funds, gifts received or other assets of the Association and placing them, in the name of and on behalf of the Association, in such bank accounts and depositories as the Board of Directors may from time to time direct;

(ii) collecting membership dues for the Association;

(iii) paying, or arranging for the payment of, all routine bills and expenses of the Association;

(iv) maintaining complete financial records for the Association and providing a written quarterly report on the financial condition of the Association to the Board of Directors;

(v) preparing an annual financial report for the Association and presenting the same to Members at each Annual Membership Meeting or more frequently as requested by the President, the Board of Directors or a majority of the voting Members; and

(vi) obtaining and thereafter maintaining the Association's tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

(c) Secretary. Except as may be otherwise decided by the President and the Secretary, the Secretary shall be responsible for:

- (i) taking minutes of Board of Director Meetings and Annual and Special Membership Meetings, and developing and maintaining archives for the Association;
- (ii) coordinating membership recruitment on behalf of the Association, and maintaining a current membership list, brochure and application form;
- (iii) taking custody of the corporate seal and corporate book of the Association; and
- (iv) maintaining the Association's files and filing reports on behalf of the Association.

Section 10.5. COMPENSATION. By resolution of the Board of Directors, any Officer of the Association may be paid a stated salary for its services, and the Association may reimburse any Officer of the Association for the actual expenses incurred by such Officer in the performance of its duties as an Officer of the Association.

ARTICLE XI INDEMNIFICATION

Section 11.1. The Association shall, to the maximum extent legally permissible, indemnify each Director, Officer and former Director and Officer of the Association (each such person, an "Indemnified Person"), against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director or Officer.

Section 11.2. The indemnification obligation provided for in this Article XI shall include amounts paid or incurred by an Indemnified Person in connection with reasonable settlements if made with a view to the curtailment of the costs of any pending or threatened litigation.

Section 11.3. The indemnification obligation provided for in this Article XI shall include amounts paid or incurred by an Indemnified Person in connection with acts of negligence on the part of such Indemnified Person, whether such liability exists as to the Association, its Directors, Officers, agents or employees or as to third parties, including the Association's creditors.

Section 11.4. The indemnification obligation provided for in this Article XI shall extend to any criminal action, suit, investigation or proceeding against an Indemnified Person, provided that the same is dismissed against such Indemnified Person or that he or she has been found not guilty. Such indemnification shall likewise extend to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere or its equivalent and to a charge of misdemeanor, provided that the conduct of the Indemnified Person complained of was done in good faith, in the belief that it was in the best interest of the Association and on the reasonable assumption of its legality.

Section 11.5. The indemnification obligation provided for in this Article XI shall not extend to or include expenses incurred in connection with any matter as to which an Indemnified Person has been adjudged to be liable for extreme or gross negligence or misconduct in the performance of his or her duty to the Association, exclusive of issues or matters not related to the conduct on which the

judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication or liability and in view of all the circumstances, such Indemnified Person is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 11.6. The indemnification provided for in this Article XI shall not be deemed exclusive of any other rights which an Indemnified Person may have under any agreement, vote of the Board of Directors or otherwise.

Section 11.7. Every provision of this Article XI is intended to be severable, and if any term or provision of this Article XI is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XI.

ARTICLE XII AMENDMENTS

Section 12.1. AMENDMENT OF BY-LAWS AND/OR ARTICLES OF INCORPORATION. These By-Laws and/or the Articles of Incorporation may be altered, amended or repealed, or new By-Laws or Articles of Incorporation may be adopted, if such alteration, amendment, repeal or adoption (i) is approved at a meeting of the Board of Directors by at least two thirds (2/3) of the Directors then in office, or (ii) is approved by two thirds (2/3) of the voting Attorney Members present at an Annual or Special Membership Meeting, as the case may be, called by the Board of Directors; provided, however, that, in each case, at least thirty (30) days' prior written notice of the intention to take such action at such meeting is given to each Member in good standing at his/her last known physical or email address; and provided, further, that upon request each Member in good standing be provided with a copy of such proposed alteration, amendment, repeal or adoption, and that the Members in good standing be given an opportunity to discuss such alteration, amendment, repeal or adoption at such meeting or upon another opportunity provided by the Board of Directors before a vote is taken thereon.

Section 12.2. WAIVERS. Under special or extraordinary circumstances, wherein following the foregoing requirements for alteration, amendment, repeal or adoption is not feasible as determined by the Board of Directors, the provisions of these By-Laws may be temporarily waived by an affirmative vote of two thirds (2/3) of the Directors then in office, subject to a requirement that within thirty (30) days of any such waiver the Board of Directors will submit the applicable proposed changes for formal alteration, amendment, repeal or adoption in accordance with Section 12.1. Any waiver, which is not formally approved under this Article within sixty (60) days, shall be rendered null and ineffective and no other waiver(s) can be sought on the same grounds.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 13.1. CHECKS. All checks, drafts or other orders for the payment of money by the Association shall be signed by the Treasurer or such other Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 13.2. FISCAL YEAR. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

Section 13.3. WAIVER OF NOTICE. Notwithstanding any other provision of these By-laws, whenever any notice is required to be given to any person for any purpose, a waiver thereof in writing, signed by the person entitled to such notice shall be equivalent to the giving of such notice, whether it is executed before or after the time by which the notice should normally have been provided.

Section 13.4. SEAL. The corporate seal of the Association shall have inscribed thereon the name of the Association and the words "Corporate Seal".

Section 13.5. BOOKS AND RECORDS. The Association shall keep correct and complete books and records and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of the Directors, and shall keep at the principal office of the Association a record giving the names and addresses of the Members in good standing. All books and records of the Association may be inspected by any Member in good standing, or their agent or attorney for any proper purpose and at any reasonable time.

Section 13.6. RELIANCE UPON BOOKS, REPORTS AND RECORDS. Each Director, each member of any committee designated by the Board of Directors, and each Officer of the Association shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Association and upon such information, opinions, reports or statements presented to the Association by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Association.

ARTICLE XIV CHAPTERS

Section 14.1. A "Chapter" of the Association means a group of Members who reside and/or are employed in or around a major metropolitan area or other geographical area in the United States, as the same may be designated from time to time by a resolution of the Board of Directors, and (ii) a "Chapter" is so designated when it has ten (10) or more Attorney Members in good standing. The purpose of a local chapter is to enhance a better integrate the mission of the Association in local communities.

Section 14.2. Each local Chapter must have a Representative to the Board of Directors to remain an active chapter.

Section 14.3. Each election cycle, regardless of whether the local chapter will be voting for a new representative to the Board of Directors, must have ten (10) active members to remain a chapter. Notwithstanding the foregoing, the Board of Directors may waive, in one year increments, the requirement of a local chapter having ten (10) active members by an affirmative majority vote of the Directors then in office.

Section 14.4. A Chapter must have local bylaws. These bylaws must be submitted by the Chapter in question to the President of the Association, and must be uploaded by the Chapter Representative Chapter to its respective IABA sanctioned Chapter website. The provisions of these

By-Laws govern and take priority over any conflicting Chapter bylaws, governing documents, resolutions, policies or practices.

Section 14.5. If a Chapter partakes in activities that violate the mission of the Association, Articles of Incorporation or By-Laws of the Association, the Chapter will receive a written notice from the Board of Directors that a meeting will be held to discuss the Chapter's infractions. Should the Board of Directors find that despite the discussions had during the abovementioned meeting, the Chapter remains in violation of any of the aforementioned By-Laws, mission, or Articles of Incorporation of the Association, by a vote of 2/3 of the Board of Directors, a Chapter may be designated, financially reprimanded, or have its local Chapter Board of Directors removed from the Association's membership roles.

Section 14.6. If a Chapter would like to partake in activity that effects the policy stance of the Association, the Chapter must first bring a request to the Board of Directors for a vote prior to partaking in the activity.

ARTICLE XV LIMITATION OF POLITICAL ACTIVITIES UNDER 501(C)(6) STATUS

Section 15.1. The political activities of the Association, as allowed under section 501(c)(6) of the Code, will be limited to the endorsements of judicial and legal-political candidates per the Association's endorsement guidelines. The Association will not use any funds to partake, fund, or donate to any political activity. The foregoing does not limit the Association's ability to engage in advocacy consistent with these By-Laws, the Association's Mission Statement, and section 501(c)(6) of the Code.