



**~~SECOND~~~~THIRD~~ AMENDED AND RESTATED BYLAWS OF THE
ASIAN AMERICAN BAR ASSOCIATION**

NAME AND PURPOSE

1.1. Name

The name of the corporation is the Asian American Bar Association (the “Association”).

1.2. Purpose

In addition to the purposes set forth in Article Four of the Association’s Articles of Incorporation (the “Articles of Incorporation”), the Association is organized and shall be operated exclusively for non-profit purposes, including, but not limited to, promoting the professional development and advancement of Asian American attorneys, promoting fellowship among Asian American attorneys and between Asian American attorneys and other members of the legal profession, promoting the entry of Asian Americans into the legal profession, promoting equality and justice for Asian Americans, participating in and contributing to charitable endeavors for the benefit of the Houston community and beyond, and engaging in any other activity not otherwise prohibited to it by law in furtherance of the above purposes.

MEMBERSHIP, DUES, AND MEETINGS

2.1. Definition of Membership

The membership of the Association (individually, “Member”; collectively, “the Membership” or “Members”) shall consist of: (1) “General Members”; and (2) “Student Members.”

2.1.1 General Members

Any person licensed to practice law in any jurisdiction in the United States and in good standing in such jurisdiction is eligible to apply to be a General Member of the Association.

2.1.2 Student Members

Any person engaged in the study of law in an institution in the United States accredited by the American Bar Association is eligible to apply to be a Student Member of the Association.

2.2. Admission to Membership

2.2.1 Requirements for Admission

All eligible persons seeking to apply for membership or renewal of membership in the Association shall submit to the Vice President of Membership a written application in such form as the Vice President of Membership shall determine. Establishment of and renewal of membership shall be effective upon satisfaction of the requirements for membership, full payment of any applicable dues, and the acceptance of the application by the Vice President of Membership.

2.2.2 Review of Admission Decisions

Any decision by the Vice President of Membership to accept or reject an application for membership or renewal of membership in the Association shall be subject to review by the Officers upon the request of any Officer, any Director, or the applicant. Any admission decision by the Vice President of Membership may be overturned by a majority vote of the Officers.

2.3. Term

Each Member's membership in the Association shall automatically expire on December 31st of each calendar year unless: (1) such membership is renewed in accordance with these Bylaws; or (2) the Officers, by majority vote, agree to extend a Member's term of membership beyond December 31st of the calendar year.

2.4. Membership Dues

The annual membership dues for General Members shall be determined by a majority vote of the Officers. The Officers may specify different dues to be paid by a Member based on: (1) the number of years such Member has been licensed to practice law; (2) the residency of such Member; (3) the status of such Member as a private law firm practitioner, solo practitioner, in-house counsel, government lawyer, and/or judge; or (4) such other basis as a majority of the Officers may deem appropriate. No dues shall be required for Student Members or General Members who are retired attorneys.

2.5. Rights and Privileges

All Members are entitled to all rights and privileges of membership in the Association except: (1) only General Members shall be eligible to vote on any Association matters, to be an Officer or a Director of the Association, or to be the chairperson or co-chairperson of any Standing or Ad Hoc Committee; and (2) as otherwise provided in these Bylaws.

2.6. Annual Meeting

The annual meeting of the Membership ("Annual Meeting") shall be held on such date and at such time and place as the President shall designate and for the transaction of such business as may lawfully come before the meeting. Annual Meetings shall not be held by

electronic means. The failure to have an Annual Meeting of the Membership due to the failure to achieve a quorum or for other good cause shall not result in the dissolution of the Association.

2.6.1 Notice of Annual Meeting

Written notice stating the date, time, and place of the Annual Meeting shall be given to each Member not later than ten (10) days and not earlier than sixty (60) days prior to the date of such meeting.

2.6.2 Order of Business

The order of business at the Annual Meeting shall be as follows:

- (a) Approval of the minutes of the preceding Annual Meeting and action thereon;
- (b) Reports of the Officers or the Board, if appropriate; and
- (c) Any other business to be determined by the President.

2.7. Special Meetings

- (a) Special Meetings of the Membership (individually, “Special Meeting”; collectively, “Special Meetings”) may be called by the President, the Chairperson of the Board, a majority vote of the Officers, a majority vote of the Board, or by no fewer than one-tenth (1/10) of the General Members.
- (b) The date, time, and place of Special Meetings shall be determined by the President. Absent exigent circumstances (as reasonably determined by the President), Special Meetings shall be held not later than thirty (30) days after such meeting is called. Special Meetings shall not be held by electronic means.
- (c) Written notice stating the date, time, place, and purpose(s) of any Special Meeting shall be given to each Member not later than ten (10) days prior to the date of such meeting.

2.8. ~~quorum~~Quorum

One-tenth (1/10) or more of the General Members (attending in person or telephonically) shall constitute a quorum for the transaction of business at any meeting of the Membership, unless the question is one upon which a different quorum is required by law, the Articles of Incorporation, or these Bylaws. If less than a quorum is present at any meeting of the Membership, a majority of the General Members present may adjourn the meeting to another time, subject to the notice requirements provided in these Bylaws.

2.9. Voting at Annual Meetings and Special Meetings

- (a) Each General Member shall be entitled to one (1) vote on each matter submitted to a vote of the General Members. Matters submitted to a vote of the General

Members (and for which a quorum exists, if applicable) shall be decided by a majority of the votes cast, unless the matter is one upon which a different vote is required by law, the Articles of Incorporation, or these Bylaws. A General Member may cast his or her vote at Annual Meetings and Special Meetings of the Membership by voice, writing, telephone, facsimile, or electronic means to the President. In the event of a tie vote of the General Members, the tie shall be broken by a majority vote of the Officers except as otherwise provided in these Bylaws.

- (b) Voting by proxy at Annual Meetings and Special Meetings of the Membership shall not be permitted, and proxies shall not be considered in determining whether a quorum is present at any such meetings.

2.10. Method of Notice

Notice for any Annual Meetings or Special Meetings of the Membership or for any other purpose of the Association may be given by publication in the Association's newsletter, by any other reasonable means (including, but not limited to, facsimile or electronic mail), or as provided in these Bylaws.

OFFICERS

3.1. Definition of Officers

The ~~Officers~~officers of the Association (individually, "Officer"; collectively, the "Officers") shall consist of: (1) a President; (2) a President-Elect; (3) a Vice President of Membership; (4) a Vice President of Programs; (5) a Vice President of Community Relations; (6) a Vice President of Development; (7) a Treasurer; ~~and~~ (8) a Secretary; and (9) and any other officer positions created (and not dissolved) pursuant to Section 3.11.

3.2. Term of Office

Each Officer shall hold office for a one (1) year term except as provided in these Bylaws. Each Officer shall hold office until such Officer's successor is duly elected or until such Officer's death, resignation, or removal as provided in these Bylaws. Election of an officer shall not of itself create contract rights.

3.3. Requirements

The Officers shall be General Members of the Association residing in the Greater Houston area at the time they are nominated and elected and during their term of office. The President-Elect shall have ~~previously satisfied one of the following conditions:~~ (a) served at least one (1) full term as an Officer of the Association; (b) served two (2) full terms as a committee co-chair (with one (1) such term on the Gala committee) and one (1) full term as a Director; or (c) served three (3) full terms as a committee co-chair (with one (1) such term on the Gala committee).

3.4. Authority

The Officers shall have the authority to perform all functions and duties in connection with and incident to the management of the Association as provided in these Bylaws or as granted by resolution of the Board. The principal functions and duties of the Officers include, but are not limited to, the following:

3.4.1 President

- (a) The President shall be the principal executive officer of the Association. Subject to the law, the Articles of Incorporation, and these Bylaws, the President shall have principal responsibility for the management of the Association, shall be authorized to implement the resolutions and directives of the Board, and shall perform all the duties incident to that office and such other duties as may be assigned to him or her by these Bylaws or the Board. The President shall preside at all meetings of the Officers and the Membership.
- (b) The President, with the approval of a majority of the Officers, shall execute any contracts or other instruments for and on behalf of the Association.

3.4.2 President-Elect

The President-Elect shall assist the President in the performance of his or her functions and duties as the President may direct and shall perform such other functions and duties as may be assigned to him or her by the President or the Board. In the President's absence or in the event of the President's inability to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President as provided in these Bylaws.

3.4.3 Vice President of Membership

The Vice President of Membership shall maintain a register of the names, affiliations, telephone and/or facsimile numbers, physical and/or mailing addresses, and/or electronic mail addresses of the Members. The Vice President of Membership shall be responsible for approving all applications for membership and renewal of membership in the Association as well as monitoring and enforcing Members' compliance with the requirements for membership and renewal of membership. The Vice President of Membership shall be responsible for all programs directly relating to the Membership, including, but not limited to, any mentorship programs for Members. The Vice President of Membership shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.4.4 Vice President of Programs

The Vice President of Programs shall be responsible for organizing all programs of the Association except for programs that are the responsibility of the Vice President of Membership or the Vice President of Community Relations as provided in these Bylaws. The Vice President of Programs shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.4.5 Vice President of Community Relations

The Vice President of Community Relations shall be responsible for organizing all community service and pro bono programs of the Association. The Vice President of Community Relations shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.4.6 Vice President of Development

The Vice President of Development shall be responsible for coordinating all fundraising, sponsorship, and public relations activities of the Association. The Vice President of Development shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.4.7 Treasurer

The Treasurer shall be the principal accounting and financial officer of the Association. The Treasurer shall have charge of and be responsible for: (1) maintaining adequate books of account for the Association; (2) managing all funds and securities of the Association, including, but not limited to, the receipt and disbursement thereof; (3) preparing quarterly reports on the financial status of the Association for distribution to the Officers and Board; (4) preparing the Association's annual budget (which shall be approved by a majority vote of the Officers and Board); and (5) preparing and filing any papers required by law relating to the Association's tax and non-profit status. The Treasurer shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.4.8 Secretary

The Secretary shall be responsible for: (1) recording the minutes of the meetings of the Officers, the Board, and the Membership; (2) serving as custodian of the records and seal of the Association; and (3) preparing the Association's newsletter. The Secretary shall perform all the duties incident to that office and such other duties as may be assigned to him or her by the President or by the Board.

3.5. Quorum

Four or more of the Officers (attending in person or telephonically) shall constitute a quorum for the transaction of business at any meeting of the Officers, unless the question is one upon which a different quorum is required by law, the Articles of Incorporation, or these Bylaws. If less than a quorum of the Officers is present at said meeting, a majority of the Officers present may adjourn the meeting to another time without further notice.

3.6. Meetings

Any Officer may call a meeting of the Officers. Meetings of the Officers may be held by telephone. The President shall preside over any meeting of the Officers.

3.7. Manner of Acting

Any act approved by a majority vote of the Officers present at a meeting of the Officers (at which a quorum is present) shall be the act of the Officers, unless the act of a greater number of Officers is required by law, the Articles of Incorporation, or these Bylaws. An Officer may cast his or her vote by voice, writing, telephone, facsimile, or electronic mail. In the event of a tie vote of the Officers, the President's vote shall be the deciding vote.

3.8. Resignation and Removal of Officers

3.8.1 Resignation

An Officer may resign at any time by written notice delivered to the President. A resignation is effective upon delivery of the notice to the President unless the notice specifies a future date.

3.8.2 Removal

An Officer may be removed from his or her office for cause, including, but not limited to, any grounds for expulsion or suspension set forth in Article VIII of these Bylaws. Absent exigent circumstances (as reasonably determined by the President or Chairperson of the Board), the President or Chairperson of the Board, after consultation with the other Officers and Board, shall provide the Officer written notice of the Officers' and Board's intent to remove the Officer no fewer than thirty (30) days prior to the final vote to remove that Officer. Such written notice shall identify any and all applicable ground(s) for the Officer's removal. The Officer shall be permitted to submit a written response to the Officers and Board addressing any such ground(s) not later than fourteen (14) days after receipt of such written notice from the President or Chairperson of the Board. Any vote to remove an Officer shall require a two-thirds (2/3) vote of the Officers and a two-thirds (2/3) vote of the Board.

3.9. Vacancies

- (a) The President-Elect shall succeed automatically to the office of President upon the expiration of the President's term of office or upon a vacancy (by death, resignation, removal, or otherwise) existing in the office of President and shall hold that office for a one (1) year term or, in the case of a vacancy, for the unexpired term of his or her predecessor plus the regular one (1) year term.
- (b) With respect to a vacancy in any other office caused by death, resignation, removal, or otherwise, the President shall have discretion to: (a) in the case of any Officer other than the President-Elect, appoint a replacement Officer; and (b) in the case of the President-Elect, establish the timeline for nominating and electing the replacement President-Elect to fill that vacancy, except that the appointment or election, as the case may be, of an Officer to fill such vacancy shall be completed not later than thirty (30) days after such vacancy is created. An Officer appointed or elected to fill such vacancy must satisfy the eligibility requirements for that office pursuant to these Bylaws and shall hold that office only for the unexpired term of his or her predecessor.

3.10. Compensation

Officers shall not receive any salary or fees for their service to the Association. Officers, however, may be reimbursed for authorized expenses incurred for activities in furtherance of the Association's purposes.

3.11. Ad Hoc Officer Positions

By majority vote, the Board may create and dissolve Officer positions (other than the positions listed in clauses (1) through (8) of Section 3.1), and grant such Officer positions any authority the Board deems necessary or helpful to carry out the express purposes or functions of the Association.

COMMITTEES

4.1. Appointment and Removal

The Standing Committees and Ad Hoc Committees of the Association (individually, "Committee"; collectively, the "Committees") shall have and may exercise such powers as provided in these Bylaws, subject at all times to the control of the Officers. By majority vote, the Officers shall have the authority at any time to appoint and remove members, including the chairperson(s), of any Committee and to appropriate funds for the furtherance of the activities of any Committee.

4.2. Committee Membership and Leadership

The chairperson(s) of a Committee shall be a General Member(s) of the Association. Nothing in these Bylaws shall prohibit an Officer or Director from serving as a chairperson, co-chairperson, or member of any Committee.

4.3. Standing Committees

The Standing Committees of the Association are as follows:

4.3.1 Social Committee

The Social Committee is authorized to organize any social events for the Members of the Association.

4.3.2 Mentorship and Law School Relations Committee

The Mentorship and Law School Relations Committee is authorized to organize any mentorship program and programs for law students.

4.3.3 Gala Committee

The Gala Committee is authorized to organize the Association's Gala.

4.3.4 Corporate Counsel Committee

The Corporate Counsel Committee is authorized to organize any programs for in-house counsel Members of the Association and other in-house counsel.

4.3.5 Programs Committee

The Programs Committee is authorized to organize any programs of interest to the Members of the Association and in furtherance of the purposes of the Association.

4.3.6 Community Service and Pro Bono Committee

The Community Service and Pro Bono Committee is authorized to organize the Association's community service and pro ~~bona~~[bono programs](#).

4.3.7 Solo and Small Firm Committee

The Solo and Small Firm Committee is authorized to organize the Association's solo and small firm programs.

4.4. Ad Hoc Committees

By majority vote, the Officers and/or Board may create and dissolve an Ad Hoc Committee and grant such Ad Hoc Committee any authority the Officers and/or Board deem necessary or helpful to carry out the express purposes of the Association or such organizational function as the Officers and/or Board may determine.

DIRECTORS

5.1. General Powers

Except as expressly provided in these Bylaws, the corporate powers, business, and property of the Association shall be exercised, conducted, and controlled by a Board of Directors (individually, "Director; collectively, the "Board" or the "Directors").

5.2. Definition

The Board shall consist of no fewer than eight (8) Directors nor more than twelve (12) Directors (as may be determined by a majority vote of the Officers), each serving for a term of two (2) years. The Directors shall be appointed by a majority vote of the Officers, except one (1) Director each year shall be nominated and elected by the General Members in accordance with the nomination and election procedures for Officers provided in Article VI of these Bylaws. The Directors shall be General Members of the Association. The Directors shall serve in staggered terms. Each Director shall hold his or her position until such Director's successor is duly appointed or elected or until such Director's death, resignation, or removal as provided in these Bylaws.

5.3. Chairperson

- (a) A chairperson of the Board (the “Chairperson”) shall be selected by a majority vote of the Board at the annual meeting of the Board. The Chairperson shall serve as the Chairperson until the expiration of his or her term as Director or until the Chairperson’s death, resignation (as Director or Chairperson), or removal as provided in these Bylaws.
- (b) The Chairperson shall preside over any meetings of the Board and shall serve as the Board’s liaison with the Officers and the Membership. If the Chairperson is unable to attend any meeting of the Board, the Directors present at the meeting may appoint by majority vote a temporary presiding officer.

5.4. Regular Meetings

- (a) An annual meeting of the Board shall be held before or immediately after, and at the same place as, the Annual Meeting of the Membership of the Association (or at such other date, time, and place as agreed upon by the Board). The failure to have an annual meeting of the Board due to the failure to achieve a quorum or for other good cause shall not result in the dissolution of the Association.
- (b) The Board may provide by resolution the dates, times, and places for additional regular meetings of the Board without other notice than such resolution.
- (c) Any meeting of the Board may be held by telephonic means. The Secretary of the Association shall serve as the secretary of all meetings of the Board, but in the absence of the Secretary, the Board may appoint a substitute to serve as secretary of such meetings.

5.5. Special Meetings of the Board

- (a) Special meetings of the Board may be called by the Chairperson of the Board, any two (2) Directors, the President, or any two (2) Officers.
- (b) The date, time, and place of special meetings of the Board shall be determined by the Chairperson. Absent exigent circumstances (as reasonably determined by the Chairperson), special meetings of the Board shall be held not later than thirty (30) days after such meeting is called. Any special meetings of the Board may be held by telephonic means.

5.6. Notice of Meetings

- (a) Except as provided in these Bylaws, written notice of the time and place of any regular or special meeting of the Board shall be given: (1) at least three (3) days prior to such meeting by facsimile or electronic mail to each Director and the President at the facsimile number or electronic mail address shown in the Association’s records; or (2) at least seven (7) days prior to such meeting by regular mail to each Director and the President at the physical or mailing address

shown in the Association's records. If notice is provided by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

- (b) Notice of any regular or special meeting of the Board may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting 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. The purpose of and business to be transacted at any regular meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless specifically required by law, the Articles of Incorporation, or these Bylaws. The purpose of and business to be transacted at any special meeting of the Board shall be specified in the written notice of such meeting, and no other business may be transacted at such meeting.

5.7. Quorum

One-half (1/2) or more of the Directors of the Board (attending in person or telephonically) shall constitute a quorum for the transaction of business at any meeting of the Board, unless the question is one upon which a different quorum is required by law, the Articles of Incorporation, or these Bylaws. If less than a quorum of the Board is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

5.8. Manner of Acting

Any act approved by a majority vote of the Directors present at a meeting of the Board (at which a quorum is present) shall be the act of the Board, unless the act of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws. A Director may cast his or her vote by voice, writing, telephone, facsimile, or electronic mail. In the event of a tie vote of the Board, the Chairperson's vote shall be the deciding vote.

5.9. Resignation and Removal of Directors

5.9.1 Resignation

A Director may resign at any time by written notice delivered to the President and Chairperson of the Board. A resignation is effective upon delivery of the notice to the President and Chairperson of the Board unless the notice specifies a future date.

5.9.2 Removal

A Director may be removed from his or her position for cause, including, but not limited to, any grounds for expulsion or suspension set forth in Article VIII of these Bylaws. Absent exigent circumstances (as reasonably determined by the President or Chairperson of the Board), the President or Chairperson of the Board, after consultation with the Officers and other members of the Board, shall provide the Director written notice of the Officers' and Board's intent to remove the Director no fewer than thirty (30) days prior to the final vote to remove that Director.

Such written notice shall identify any and all applicable ground(s) for the Director's removal. The Director shall be permitted to submit a written response to the Officers and Board addressing any such ground(s) not later than fourteen (14) days after receipt of such written notice from the President or Chairperson of the Board. Any vote to remove a Director shall require a two-thirds (2/3) vote of the Officers and a two-thirds (2/3) vote of the Board.

5.10. Vacancies

Any vacancy in the Board caused by death, resignation, removal, or otherwise shall be filled by a General Member appointed by a majority vote of the Officers. A Director appointed to fill such vacancy shall be effective only for the unexpired term of his or her predecessor.

5.11. Increase or Decrease in Number

The number of Directors may be increased or decreased beyond the range provided in Article 5.2 of these Bylaws by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

5.12. Compensation

Directors shall not receive any salary or fees for their service to the Association. Directors, however, may be reimbursed for authorized expenses incurred for activities in furtherance of the Association's purposes.

ELECTION OF OFFICERS

6.1. Nomination

- (a) No fewer than fourteen (14) days prior to the scheduled date of the election of the Officers, the President shall solicit nominations from the General Members for candidates for the offices (other than the office of the President) set forth in Article 3.4 of these Bylaws. Any General Member may nominate or be nominated as a candidate for one of such offices. A General Member nominated for more than one office may run for one office only.
- (b) If no candidate is nominated for any such office, then the Officers shall nominate by a majority vote one or more candidates for that office.
- (c) Any nominations shall be submitted in writing, by facsimile, or by electronic mail to the President not later than the Friday before the ~~first~~second Monday in December.

6.2. Date of Election

The Officers (other than the President) shall be elected by an annual vote of the General Members. The annual vote shall commence on the ~~first~~second Monday of December of each calendar year.

6.3. Eligibility to Vote

Any General Member shall be eligible to vote for a candidate for the offices (other than the office of the President) set forth in Article 3.4 of these Bylaws.

6.4. Balloting Procedure

6.4.1 Distribution and Processing of Ballots

- (a) The President shall prepare a ballot listing the offices and candidate(s) nominated for such offices. The ballot shall contain no other information regarding the candidates except for their names and the offices for which they have been nominated.
- (b) On the ~~first~~second Monday of December, the President shall distribute the ballot to each General Member eligible to vote. The ballot may be distributed in person, by electronic mail, mail, or facsimile. To be counted, the ballot shall be returned by electronic mail or facsimile to (or, if returned by mail or messenger, received by) the President not later than the ~~second~~third Monday of December of the calendar year.

6.4.2 Tabulation of Votes

The President shall tabulate the votes.

6.5. Results

- (a) if a candidate for an office is unopposed, that candidate shall be elected to that office if a majority of the votes cast for that office are in favor of his or her election. If a candidate for an office is opposed by one or more candidates, the candidate receiving the largest number of votes cast shall be deemed the winner.
- (b) If an unopposed candidate fails to receive the required number of votes in favor of his or her election, the Officers and Board shall nominate one or more General Members as candidates for the office, and that Officer shall be elected by a majority vote of the Officers and a majority vote of the Board. If two or more candidates in a contested election receive the largest and the same number of votes, the winning candidate shall be elected by a majority vote of the Officers and a majority vote of the Board.
- (c) If any vote by the Officers and Board pursuant to Article 6.5(b) of these Bylaws results in a tie vote, the Officers and Board shall continue to vote until the tie is broken. Any vote by the Officers and Board pursuant to Article 6.5(b) or Article 6.5(c) of these Bylaws shall be completed by the ~~second~~third Friday of December of the calendar year.

- (d) The results of an election under this Article VI shall be announced to the Membership not later than the ~~second~~third Friday of December of the calendar year.
- (e) All ballots from elections under this Article VI shall be maintained by the Secretary for a period of not less than thirty (30) days after the results of the elections are announced to the Membership, unless a challenge to an election is made under Article 6.6 of these Bylaws. If a challenge to an election is made under Article 6.6 of these Bylaws, then the ballots for that election shall be maintained until that challenge is resolved.

6.6. Challenges to Results

- (a) Any candidate for an office may challenge the result of the election for that office. Any such challenge shall be submitted in writing to the President and the other candidate(s) for that office not later than seven (7) days after the results of such election are announced to the Membership and shall state the specific ground(s) for such challenge.
- (b) Any such challenge to the result of an election shall be resolved by the President at his or her sole discretion not later than thirty (30) days after such challenge is submitted in writing to the President.

INDEMNIFICATION

7.1. Right to Indemnification

Subject to the limitations and conditions as provided in Article VII of these Bylaws, each Officer, Director, or chairperson of a Committee who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, arbitral, or investigative (hereinafter, a “proceeding”), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he or she is or was serving at the request of the Association, shall be indemnified by the Association to the fullest extent permitted by the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than said law permitted the Association to provide prior to such amendment), against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements, losses, costs, liabilities, and reasonable expenses (including, but not limited to, attorneys’ fees) actually incurred by such person in connection with such proceeding, and indemnification under Article VII of these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder, except in the case of such person’s fraud, gross negligence, willful misconduct, or unlawful acts. The rights granted pursuant to Article VII of these Bylaws shall be deemed contract rights, and no amendment, modification, or repeal of Article VII of these Bylaws shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification, or repeal. **NOTWITHSTANDING ANYTHING HEREIN**

TO THE CONTRARY, IT IS THE INTENTION OF THE ASSOCIATION THAT EACH INDEMNIFIED PARTY BE INDEMNIFIED UNDER THIS ARTICLE VII IN THE CASE OF ANY STRICT LIABILITY IMPOSED ON SUCH INDEMNIFIED PARTY AND IN THE CASE OF ANY SUCH INDEMNIFIED PARTY'S OWN NEGLIGENCE (OTHER THAN FRAUD, GROSS NEGLIGENCE, WILLFUL MISCONDUCT, OR UNLAWFUL ACTS), REGARDLESS OF WHETHER SUCH NEGLIGENCE IS SOLE OR CONTRIBUTORY, ACTIVE OR PASSIVE, CONCURRENT, IMPUTED, JOINT, OR TECHNICAL.

7.2. Indemnification of Employees, Agents, and Others

The Association, by adoption of a resolution of the Board, may indemnify and advance expenses to an employee or agent of the Association to the same extent and subject to the same conditions under which it may indemnify Officers, Directors, and Committee chairpersons under Article VII of these Bylaws. The Association, by adoption of a resolution of the Board, may also indemnify persons who are not or were not Officers, Directors, Committee chairpersons, employees, or agents of the Association, but who are or were serving at the request of the Association, against any liability asserted against him or her and incurred by him or her in such capacity to the same extent that it may indemnify Officers, Directors, and Committee chairpersons under Article VII of these Bylaws.

7.3. Nonexclusivity of Rights

The right to indemnification conferred in Article VII of these Bylaws does not limit any right which an Officer, Director, Committee chairperson, or other person indemnified pursuant to Article 7.2 hereof may have or hereafter acquire under any law (common or statutory), or under any provision of the Articles of Incorporation or these Bylaws, or by written agreement, vote of the Membership, or otherwise.

7.4. Insurance

The Association may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as an Officer, Director, Committee chairperson, employee, or agent of the Association, or who is or was serving at the request of the Association, against any expense, liability, or loss, whether or not the Association would have the power to indemnify such person against such expense, liability, or loss under Article VII of these Bylaws.

7.5. Notification

Any indemnification in accordance with Article VII of these Bylaws shall be reported in writing to the Board with or before the notice or waiver of notice of the next regular meeting of the Board or with or before the next submission to the Board of a consent to action without a meeting pursuant to Article 6.201 of the Texas Business Organizations Code, and, in any case, within the twelve (12) month period immediately following the date of such indemnification or advance.

7.6. Savings Clause

If Article VII of these Bylaws or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Association shall nevertheless indemnify and hold harmless each Officer, Director, Committee chairperson, or any other person indemnified pursuant to Article VII of these Bylaws against any judgments, penalties, fines, settlements, losses, costs, liabilities, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with any action, suit, or proceeding, whether civil, administrative, arbitral, or investigative, to the full extent permitted by any applicable portion of Article VII of these Bylaws that shall not have been invalidated and to the fullest extent permitted by applicable law.

EXPULSION AND SUSPENSION

8.1. Grounds for Expulsion or Suspension

When it is called to the attention of the President or Chairperson of the Board that any Member: (1) no longer meets the qualifications for membership stated in these Bylaws; (2) has been disbarred or suspended from practice by any bar association of any state, territory, or federal court of the United States; (3) has been expelled or suspended from the study of law at an institution accredited by the American Bar Association; (4) has been convicted of a felony by a court of competent jurisdiction; and/or (5) has engaged in any misconduct so as to reflect discredit upon the Association, that Member may be subject to expulsion or suspension from the Association in accordance with this Article VIII.

8.2. Process for Expulsion or Suspension

Absent exigent circumstances (as reasonably determined by the President or Chairperson of the Board), the President or Chairperson of the Board, after consultation with the Officers and Board, shall provide the Member written notice of the Officers' and Board's intent to expel or suspend the Member no fewer than thirty (30) days prior to the final vote to expel or suspend the Member. Such written notice shall identify any and all applicable ground(s) for the Member's expulsion or suspension. The Member shall be permitted to submit a written response to the Officers and Board addressing any such ground(s) not later than fourteen (14) days after receipt of such written notice from the President or Chairperson of the Board. Any vote to expel or suspend a Member shall require a two-thirds (2/3) vote of the Officers and a two-thirds (2/3) vote of the Board.

AMENDMENTS, REPEALS, AND ADOPTION OF BYLAWS

Any General Member may submit a written proposal to the President to amend or repeal these Bylaws and/or to adopt new bylaws. Upon receipt of such proposal, the President: (1) may call a Special Meeting of the Membership to address such proposal within thirty (30) days of receipt of such proposal; or (2) may, at his or her discretion, reserve consideration of such proposal until the Annual Meeting of the Membership. A copy of such proposal shall be given to each General Member at least seven (7) days prior to the date of the meeting at which such proposal is addressed. Such proposal may be adopted in full, adopted as amended, or rejected in

full by a two-thirds (2/3) vote of a quorum of the General Members present at the meeting at which such proposal is addressed.

MISCELLANEOUS PROVISIONS

10.1. Manner of Voting, Notice, and Communication

10.1.1 Voting By Writing, Facsimile, or Electronic Mail

Except as provided in these Bylaws, voting by writing, facsimile, or electronic mail shall take place on the scheduled date(s) for the vote in question. Any votes cast by writing, facsimile, or electronic mail prior to the scheduled date(s) for the vote in question shall constitute that voter's waiver of any notice requirements provided in these Bylaws.

10.1.2 Manner of Notice and Communication

Except as provided in these Bylaws, any notice or communication required under these Bylaws may be given in person, by mail, by facsimile, or by electronic mail (unless, in the case of electronic mail, the person entitled to such notice or communication does not have an electronic mail address or informs the Secretary or the Vice President of Membership in writing that he or she does not wish to receive such notice or communication by electronic mail). A notice or communication shall be deemed received unless proven otherwise by the person complaining that the notice or communication was not received.

10.2. Fiscal Year

The fiscal year of the Association shall be the calendar year.

10.3. 10.3 Repeal of Previous Bylaws

Any and all previous bylaws of the Association are hereby repealed and replaced by these ~~Second~~Third Amended and Restated Bylaws as of the effective date provided in Article 10.4 of these Bylaws.

10.4. Effective Date

The effective date of these Bylaws shall be ~~January 11, 2007.~~December 1, 2018.

These ~~Second~~Third Amended and Restated Bylaws of the Asian American Bar Association were adopted by the Membership of the Association on January ~~11, 2007.~~1, 2019.

~~Emily T. Kuo~~Jennifer Fung, President of the
Asian American Bar Association

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