

AMENDED AND RESTATED
BYLAWS
OF
LOS ABOGADOS HISPANIC BAR ASSOCIATION

ARTICLE I
NAME AND PURPOSE

- 1.1** **Name.** The organization will be named Los Abogados Hispanic Bar Association.
- 1.2** **Doing Business As.** Los Abogados Hispanic Bar Association (the “Association”) may do business as Los Abogados.
- 1.3** **State of Incorporation.** The Association is incorporated in the State of Arizona.

ARTICLE II
OFFICES

- 2.1** **Principal Office.** The Association will maintain its principal office in Maricopa County, Arizona, in such a place as may be designated from time to time by the Board of Directors (the “Board”).
- 2.2** **Other Offices.** The Association may maintain offices at another place or places, either within or without the State of Arizona or within or without the United States of America, as may be designated from time to time by the Board. The business of the Association may be transacted at other offices with the same effect as that conducted at the principal office.

ARTICLE III
MEMBERSHIP

- 3.1** **Members of the Association.** The Association shall have one class of voting members and four classes of non-voting members (collectively, the “Members”) or individually, a “Member”), designated below. The classes of Members are as follows:
- a.** **Active Members.** Any member of the State Bar of Arizona who supports the goals of this Association may become an Active Member by payment of annual or periodic dues as may be from time to time determined by the Board.
- b.** **Affiliate Members.** Any business, or person for a business purpose, may become an affiliate member by payment of annual or periodic dues as may be from time to time determined by the board of directors. Affiliate Members will not be entitled to serve on the Board or vote but will otherwise have the right to participate in the activities of the Association.

Affiliate Members will be entitled to benefits as may be from time to time determined by the Board. An affiliate membership may be denied, in the discretion of the Board or a committee entrusted to oversee membership, if the goals, intentions, vision, actions or other considerations are inconsistent with those of the Association.

c. **Associate Members.** Any person who supports the goals of this Association may become an Associate Member by payment of annual or periodic dues as may be from time to time determined by the Board. Associate Members will not be entitled to serve on the Board or vote but will otherwise have the right to participate in the activities of this Association.

d. **Student Members.** Any person who supports the goals of this Association, is not licensed to practice law in any jurisdiction, and is actively enrolled in a college, university, or law school may become a Student Member by payment of annual or periodic dues as may be from time to time determined by the Board. Student Members will not be entitled to serve on the Board or vote but will otherwise have the right to participate in the activities of this Association.

e. **Honorary Members.** Honorary Members are those persons who have provided outstanding service to the Hispanic community and whose election as an Honorary Member is approved by the Board. Honorary Members will not be entitled to serve on the Board or vote. They will not be required to pay membership dues but will otherwise have the right to participate in the activities of this Association.

3.2 Additional Qualifications. Members shall conduct themselves with due regard to the public conventions and morals, consistent with the policies of the Association. Members shall not commit an offense involving moral turpitude or violence under Federal, state or local laws or ordinances. Members shall not do or commit any act that will degrade the Member in society or bring the Member into public hatred, public disrepute, contempt, scorn, or ridicule; or that will shock, insult or offend the community, public morals or decency; or prejudice the Association in general. The Board may set, change, amend, or adjust the qualifications of membership applicable to the classes of members enumerated in these Bylaws by resolution without amending the Bylaws, subject to Section 13 of this Article.

3.3 Annual Dues. Dues will be payable in an amount as may from time to time be determined by the Board. The Board will have the authority to set different dues structures for classes of members or exempt members from paying dues.

3.4 Suspension or Termination of Membership.

a. The failure of a Member to pay the dues applicable to the class of membership that he or she selects within thirty (30) days after payable, or to meet other qualifications required for membership, may result in the delinquent Member's membership being suspended or terminated.

b. Any Member may be expelled from membership for cause shown, including but not limited to, failure to abide by Section 3.2 above or any other policy of the

Association, by an affirmative vote of a majority of the Directors then in office. The Executive Committee may, for cause, suspend any Member from membership by an affirmative vote of a majority of the Executive Committee members. The Executive Committee shall inform the entire Board of a Member's suspension.

c. The membership of an individual shall terminate upon the death of the Member.

3.5 Transfer of Membership. A Member may not transfer a membership or any right arising from a membership.

3.6 Voting Rights. Active Members may vote only as to matters submitted by the Board for vote by Active Members. Each Active Member of this Association whose dues are current will have one vote in all matters submitted.

3.7 Annual Meeting. The Association is not be required hold an annual meeting of its members, but may hold an annual meeting or other general business meetings as determined by the Board of Directors.

3.8 Special Meetings. Special meetings of the Association may be called by the President, with the consent of the majority of the Board, for purposes not inconsistent with these Bylaws

3.9 Notice and Waiver of Notice

a. **Meetings of All Members.** Notice of any meeting shall be given by written notice delivered to each Active Member entitled to a vote, either personally or by mail or electronic mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. However, if notice is mailed by other than first-class or registered mail, notice must be mailed not less than thirty (30) days before the meeting date. The purpose of and business to be transacted at any special meeting of the Members shall be specified in the notice or waiver of notice of such meeting.

b. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.10 Fixing Record Date.

a **Record Date for Notice.** The Board may fix a future date as the record date for determining the Members entitled to notice of a Members' meeting; provided, however, the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the

determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

b. **Record Date for Voting.** The Board may fix a future date as the record date for determining the Members entitled to vote at a Members' meeting. Provided, however, the record date is not more than seventy (70) days before the action requiring a determination of the Members occurs. If no such record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

c. **Record Date for Exercise of Other Rights.** The Board may fix a future date as the record date for the purposes of determining the Members entitled to exercise any rights in respect of any lawful action if no such record date is fixed. Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day before the date of such other action, whichever is later, are entitled to exercise such rights.

3.11 Quorum. Those members present at a meeting of the Association's members will constitute a quorum if notice of the meeting has been properly sent to the members. Active Members who are unable to attend in person may submit written and written electronic signed proxy votes through any Active Member present or to the Recording Secretary as long as the proxy is received prior to the meeting.

3.12 Conduct of Meetings. The President, and in his or her absence, the Vice President, and in their absence any person chosen by the Members present shall call the meeting of the Members to order and shall act as chair of the meeting, and the Recording Secretary of the Association shall act as secretary of all meetings of the Members, but, in the absence of the Recording Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

3.13 Action by Written Ballot. With regard to any action that may be taken at the annual member meeting, including the election of Directors, at the discretion of the Board, members may vote electronically using an electronic voting system provided by the Association. Not less than thirty (30) days prior to the date set for such action, the Association shall email electronic voting instructions to each member eligible to vote at the member's email address of record with the Association. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The electronic ballot may not be revoked once cast. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to the Association in order to be counted, which time shall not be less than three (3) days after the date that the Association delivers the ballot. The Board may extend the time by which a ballot must be delivered to the Association if the number of responses do not meet the quorum requirement.

3.14 Action by Written Consent of Members. Any action required by the Articles of Incorporation or Bylaws of the Association, or any provision of the Arizona Nonprofit Association Act, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be

signed and dated by a majority (51%) of the Members entitled to vote with respect to the subject matter thereof and in determining whether the required number of Members have signed the consent, the date the first Member signs a consent is the record date for determining Members entitled to take action without a meeting. For the purposes of this section, "signature" includes an electronic signature as defined in Arizona Revised Statute ("A.R.S.") Section 44-7002.

3.15 Presumption of Assent. A Member of the Association who is present at a meeting of the Members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Member's dissent shall be entered in the minutes of the meeting or unless such Member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

3.16 Nondiscrimination. Membership will not be denied to any person otherwise qualified because of race, ethnicity, national origin, gender, age, religion, political affiliation, disability, or sexual orientation.

ARTICLE IV BOARD OF DIRECTORS

4.1 Board. The management of all the business and affairs of this Association will be conducted by the Board, which must consist of at least three but no more than seventeen members.

4.2 Term. The members of the Board will serve for one year, commencing January 1 and ending December 31 of the same year.

4.3 Eligibility. Only Active Members, in good standing, will be eligible to serve as members of the Board. Further, each Director shall be a person of experience and good reputation in the community, who abides by the policies set forth by the Association, who will actively support the goals and objectives of the Association, and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

4.4 Reserved Position. At least two (2) positions on the Board will be held by Active Members who have been licensed to practice law for a period of five (5) years or less ("Recent Admittees"). At least two (2) positions on the Board will be held by Active Members who reside outside of Maricopa County ("Non-Maricopa Members").

Membership of the Board must be determined in a manner that facilitates having at least two (2) Recent Admittees and at least two (2) Non-Maricopa Members as members of the Board. For this reason, an Active Member may not be counted as both a Recent Admittee and a Non-Maricopa Member for purposes of determining the composition of the Board.

A non-voting position will be held for the regional Hispanic National Bar Association President (Region XIV). Non-voting positions will also be held for a representative from a Hispanic student association at any American Bar Association accredited law school in the State of Arizona.

4.5 Election. Except for Officers, the members of the Board must be elected by plurality vote as determined by written or written electronic ballot distributed or made available once a year on an equal basis to all Active Members. All Director positions that are eligible to be filled and voted upon by Active Members must be made available for election at the time of the annual election. The ballot must advise that each voter may cast one vote per candidate up to the number of Directors being elected. Cumulative voting will not be permitted. Ballots and supporting information must be distributed and returned by mail or written electronic means to person(s) designated by the Board to oversee the election. Completed ballots must be forwarded within seven days after voting is closed to the Recording Secretary, who must store the ballots for at least one year, or a longer period as required by law.

All Active Members must be notified of the opportunity to become applicants for election to the Board. No later than November 1 of the year before the next term is scheduled to commence, applicants seeking to run for election to the Board must submit a letter of candidacy to person(s) designated by the President to oversee the election.

If less than two (2) Recent Admittees or Non-Maricopa Members run for election to the Board, the positions reserved for Recent Admittees and Non-Maricopa Members for which there are no Recent Admittees or Non-Maricopa Members running for election will be filled by any Active Member(s) receiving sufficient votes to be elected.

4.6 Appointment of Members. If insufficient Active Members run for election to fill all available positions on the Board, or if vacancies on the Board exist or arise, the President may appoint Active Members to the Board to serve on the Board until December 31 of the same year of the appointment. Each appointment to the Board must receive the approval of the majority of the members of the Board then in office. Active Members may be appointed without regard to whether the appointed Active Members are Recent Admittees or Non-Maricopa Members.

4.7 Automatic Removal. Any member of the Board who, within one calendar year, accumulates two consecutive absences or three total absences from duly held meetings of the Board will be removed automatically from the Board. Upon petition by a Director who has been automatically removed under this provision, and upon showing of good cause, as determined by a majority of the Board, the Board may reinstate the removed Director by a majority vote of its members.

4.8 Removal from Board of Directors. A Director may be removed from office with or without cause by a two-thirds (2/3) vote of the disinterested members of the Board either at a regular meeting or at any special meeting called for that purpose.

4.9 Resignation. Any member of the Board may resign after giving written notice to the President, the Recording Secretary, or the Board, provided however, that no Director may resign if the Association would be left without a Director in charge of its affairs.

4.10 Meeting. The Board will meet at times and places determined by the President or by the written request of three or more members of the Board.

4.11 Notice of Regular Meetings. Notice of time and place of all regular meetings of the Board must be provided by the Recording Secretary in writing or electronic written form to each member of the Board at least ten days prior to meeting. Timely notice by e-mail or fax to the last known e-mail address or fax number of a member of the Board will be proper notice of a regular meeting as to that member. Notice of regular meetings provided in accordance with this Section will be considered duly given.

4.12 Quorum. A majority of the members of the Board will constitute a quorum sufficient to conduct business. Once a quorum has been formed, members of the Board remaining in attendance at a meeting prior to its adjournment will continue to be able to transact business as if a quorum still existed.

4.13 Chairperson of Meetings. The President will chair and preside over all meetings of the Board. In the event the President cannot or does not attend a duly noticed meeting of the Board, or otherwise vacates the Chair, the Vice President will serve as Chair of the meeting. If the Vice President cannot or does not attend a duly noticed meeting of the Board, or otherwise vacates the Chair, the duty to chair the meeting will rest in the following order of succession: (1) Immediate Past President, (2) Recording Secretary, (3) Treasurer, (4) Communications Director, and (5) one of the remaining members of the Board of Directors, with priority accorded based on most continuous years of service on the Board.

4.14 Voting. Any matter submitted for action by the Board will be resolved by a majority of the votes cast by members of the Board. In the case of an equality of votes, the President, or the designated chairperson if the President is not present at the meeting or has vacated the Chair, may cast a deciding vote, but is limited in all instances to a single vote as to each matter submitted for vote.

4.15 Proxy. Members of the Board may vote by a written or written electronic proxy stating the name of the member to whom proxy is given, and provided to any member of the Board, with a copy to the Recording Secretary. The proxy must be provided to the member and the Recording Secretary before the vote for which the proxy is applicable if the vote is taken without a meeting or before the meeting for which the proxy is applicable. The proxy must unconditionally grant the member of the Board who is present at the meeting the right to cast the absent member's vote on any matter raised during the meeting. Any proxy will be effective for one vote without a meeting or one meeting only.

4.16 Special Meetings. Special meetings of the Board may be called by the President or may be called by a majority of the members of the Board. Only business for which notice has been duly given may be transacted during a special meeting.

4.17 Notice of Special Meeting. Written notice of a special meeting and the business to be transacted during that meeting must be given to members of the Board not less than two (2) days prior to the special meeting. Written notice of a special meeting of the Board and the business to be transacted during that meeting need to, but nonetheless may, be given to all

members of the Association. Timely notice by e-mail or fax to the last known e-mail address or fax number of a member of the Board or other member of the Association will be proper notice as to that member of a special meeting and the business to be transacted during that meeting. Notice of a special meeting and the business to be transacted during that meeting provided in accordance with this Section will be considered duly given.

4.18 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting provided that all of the members of the Board consent in writing to the action. The written consent(s) may be summarized and must be included with the minutes of the Board. Action by written consent will have the same force and effect as if the vote was taken at a meeting of the Directors.

4.19 Waiver of Notice. Attendance of a Director at a meeting or participation in an action without a meeting will constitute waiver of notice unless the Director objects at the commencement of the meeting or during the action that the meeting is not lawfully called or the action is not lawfully taken. Any Director may waive notice of any meeting by executing a written waiver of notice.

4.20 Duty to Follow Bylaws. All members of the Board must abide by and follow the Association's Bylaws. Acceptance of membership on the Board will constitute acknowledgement and affirmation of this duty and the content of the Bylaws.

ARTICLE V OFFICERS

5.1 Officers. The Officers of the Association are the President, Vice President, Recording Secretary, Treasurer, Communications Director, and Immediate Past President, who will serve as members of the Board in accordance with this Article. All Officers must be members of the Board.

5.2 Term. The Officers hold office for a term of one year, commencing January 1 and end December 31 of the same year.

5.3 Election. The Officers shall be elected by the Board annually from among the members of the Board of Directors, by nomination and vote, in advance of the election of the Board that will serve the subsequent term.

5.4 Election to More Than One Officer Position. A member of the Board may be elected to and may serve simultaneously in more than one Officer position during the same term.

5.5 Removal from Office. Any officer or agent elected or appointed by the Board may be removed by a two thirds (2/3) vote of the disinterested members of the Board, whenever in the Board's judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

5.6 Assumption of the Presidency. In the event that no nominations are received for the position of President, or if no member of the Board will serve as President at the time set for the election of the President, the Vice President for the existing term will automatically become President on January 1 of the subsequent term. If the Vice President cannot or will not assume the office of the President, the Board must by nomination and vote elect from among any of the members of the Board a President for the subsequent term.

5.7 Appointment of Officers. If no nominations are received for any Officer position, or if no member of the Board will serve in one of the Association's Officer positions at the time set for the election of Officers, or if vacancies among the Officer positions otherwise exist or arise, the sitting President may appoint Officers, with the approval of the majority of the Board then in office, to serve as Officers. Persons appointed as Officers in accordance with this Section do not need to be members of the Board at the time they are appointed. Appointment of Officers may be done without regard to whether the appointed persons are Recent Admittees or Non-Maricopa Members, except that at no time may the maximum number of members of the Board of Directors as designated in these Bylaws be exceeded. The sitting President may defer the appointment of Officers for the subsequent term to the President of the subsequent term, whose appointments will be subject to the procedure set forth in this Section.

5.8 Duties of the President. The President will be the Chief Executive Officer of this Association and Chair of the Board. The President must preside over all Board, Executive Committee, and membership meetings in which he or she serves as Chair and must appoint all standing or ad hoc committees, including the chairperson(s) of those committees. The President must perform other duties as may be required under these Bylaws.

5.9 Vacancy of the Presidency. In the event of the resignation, removal, or death of the President, the Vice President will succeed to the presidency for the remainder of the current term of office. If there is no other person serving as Vice President, the Recording Secretary will assume the presidency for the balance of the term. If there is no other person serving as Vice President or Recording Secretary, the Board of Directors will elect from among the members of the Board a President to assume the balance of the term.

5.10 Duties of the Vice President. The Vice President will perform the duties of the President in the President's absence or inability to discharge the duties of the office, and must perform other duties as may be required by the President or the Board. The Vice President must audit and, if appropriate, certify in writing the correctness of the annual financial report prepared by the Treasurer. Upon the occurrence of a vacancy in the office of President during the term of that office, the Vice President will become President and the Vice President office will become vacant.

5.11 Duties of the Recording Secretary. The Recording Secretary must keep minutes of all meetings of the Board and any other correspondence, documents, records, financial statements, or notices as required by law or as otherwise deemed necessary by the President.

5.12 Duties of the Treasurer. The Treasurer must collect and receive all monies due to the Association, deposit the same to the credit of the Association in a financial institution designated by the Board, and make disbursements therefrom only as directed by the Board. The

Treasurer must keep an itemized record of all monies received, by whom paid and for what purpose, and must submit to the Board, whenever requested by it and at the end of the fiscal year, a financial report in writing, itemizing all receipts and disbursements for the year. The Treasurer must keep all books, vouchers, statements, and records available to the Vice President and the Board. The Treasurer must perform all other duties as properly pertain to the office or as may be required by these Bylaws.

5.13 Duties of the Communications Director. The Communications Director must distribute the Association's communications to its members, which may include the provision of information through the Association's website, by e-mail or other electronic format, or by publication of an Association newsletter, as directed by the Board.

5.14 Duties of the Immediate Past President. The Immediate Past President must perform duties as may be designated by the President or the Board.

ARTICLE VI EXECUTIVE COMMITTEE

6.1 Executive Committee. The Executive Committee of the Board shall consist of the President, Vice President, Recording Secretary, Treasurer, Communications Director, and Immediate Past President.

6.2 Chairperson of Meetings. The President will preside over and chair all meetings of the Executive Committee.

6.3 Powers of Executive Committee. The Executive Committee will have the power to act on behalf of the Board in circumstances in which it is impossible or impractical to call a full meeting of the Board. Notwithstanding the foregoing, the Executive Committee will not have the power or authority to (a) fill vacancies on the Board or any committee with Board delegated powers; (b) adopt, amend or repeal the Bylaws; (c) fix compensation of the Directors; (d) amend or repeal any resolution of the Board; or (e) act on matters committed by the Bylaws or by resolution of the Board to another committee of the Board. Any action taken by the Executive Committee shall report to the Board at the next scheduled Board meeting.

6.4 Quorum; Voting. A majority of the members of the Executive Committee will constitute a quorum sufficient to conduct business. Any matter submitted for action by the Executive Committee will be resolved by a majority of the votes cast by members of the Executive Committee. In the case of an equality of votes the President may cast a deciding vote, but is limited in all instances to a single vote as to each matter submitted for vote.

6.5 Special Meetings. Special meetings of the Executive Committee may be called by the President or may be called by at least three members of the Executive Committee. Only business for which notice has been duly given may be transacted during a special meeting.

6.6 Notice of Special Meeting. Notice of a special meeting and the business to be transacted during that meeting must be given to members of the Executive Committee not less

than one hour prior to a special meeting. Timely notice by e-mail, voice mail, or fax to the last known e-mail address, telephone number, or fax number of a member of the Executive Committee will be proper notice as to that Officer of a special meeting and the business to be transacted during that meeting.

6.7 Action Without Meeting. Any action permitted to be taken by the Executive Committee may be taken without a meeting provided that all of the members of the Executive Committee consent to the action.

6.8 Waiver of Notice. Attendance of an Officer at a meeting of the Executive Committee or participation in an action of the Executive Committee without a meeting will constitute waiver of notice unless the Officer objects at the commencement of the meeting or during the action that the meeting is not lawfully called or the action is not lawfully taken. Any Officer may waive notice of any meeting by executing a written waiver of notice.

ARTICLE VII COMMITTEES

The President or Board may create committees and standing committees, as deemed appropriate, and may establish, modify, or amend the scope and purposes of committees, or may terminate committees. The terms of the committee chairperson(s) and the committee members will run concurrently with the term of office of the Officers.

ARTICLE VIII ELECTRONIC MEETINGS

Any meeting of the Board, the Executive Committee, or other Association committee may be held by conference telephone or other electronic means such as, but not limited to, videoconferencing, and web-based conferencing or any combination thereof. For in-person meetings of the Board, the Executive Committee, or Association committees that are held outside of Maricopa County, the option to participate via conference telephone or other real-time electronic means whereby all attendees can hear one another must be made available. Any member of the Board, the Executive Committee, or an Association committee participating in any meeting by conference telephone or other electronic means will be considered in attendance as if personally attending the meeting.

ARTICLE IX EXECUTIVE DIRECTOR AND STAFF

The Board may hire an Executive Director or other employees as determined necessary. The Executive Director must discharge the day-to-day responsibilities of the Association, including carrying out the Association's goals and policies. Upon request of the President of the Board, the Executive Director must attend all Board meetings, provide a report on the status and progress of the Association, and answer all questions of the members of the Board. The Executive Director must perform all duties detailed in the position's job description as well as those duties that may be designated by the Board.

ARTICLE X FISCAL YEAR

The fiscal year of the Association will begin on January 1 and end on December 31.

ARTICLE XI FINANCIAL MANAGEMENT

11.1 Annual Budget. The Board must approve an annual budget for the Association no later than March 1 of the fiscal year for which the budget is intended.

11.2 Fidelity Bond. The Board will require the Treasurer, and any other Office or employee as subsequently determined by the Board, to give a bond for the faithful performance of duties in a sum to be determined by the Board. The Association must pay the premium for any bond required under this Section.

11.3 Payments Requiring Joint Approval. No payment or outgoing transfer of money exceeding \$1,000 may be made from an Association account without the prior approval of both the Treasurer and the President. The Association's accounts must be held at a financial institution that is advised in writing of this requirement and that offers the opportunity to require the prior approval of both the Treasurer and the President for any payment or outgoing transfer exceeding \$1,000 from an Association account. The signature and approval of the President and Treasurer for the payment, transfer, or expenditure must be provided if the Board has approved the payment, transfer, or expenditure.

11.4 Statements, Trade Confirmations, and Correspondence. The Association's accounts must be structured so that copies of all of the Association's account statements, trade confirmations, and correspondence contemporaneously are sent directly from the financial institution(s) where the accounts are held to the President, Vice President and Treasurer.

11.5 Authorized Signers. Prior approval of the Board must be obtained before adding or removing any person as an authorized signer on any Association account.

11.6 Loans and Reimbursements. Prior approval of the Board must be obtained when making any loan by the Association exceeding fifty dollars (\$50) or when making any payment from an Association account that is expected to be reimbursed.

11.7 Investment of Funds. Prior approval of the Board must be obtained anytime that investment of Association funds is made into anything other than an interest-bearing account or money market fund with the financial institution where the Association's accounts are held.

11.8 Control on Admission Funds Received. Registration of attendees at Association meetings or events charging for admission must be performed by someone on behalf of the Association other than the individual receiving admission funds. After all admission funds have been paid and registrations taken, the persons responsible for registration and admission must shortly thereafter reconcile the number of registered attendees with the admission funds received. The Treasurer must obtain a report on the funds received, the registrations taken, and the

expenses associated with the Association meeting or event within a reasonable amount of time after the meeting or event occurs.

11.9 Treasurer Meeting and Event Reports. The Treasurer must provide a written or written electronic summary to the Board specifying the total funds received, the total registrations taken, and the total expenses of an Association meeting or event at the next regular meeting of the Board occurring after the Association meeting or event.

11.10 Treasurer Account Summaries. The Treasurer must provide a written or written electronic summary to the Board specifying the balances in all Association accounts as of the end date of the last statement period reported by the financial institution(s) where the accounts are held. The summary must be provided to the Board of Directors at the next regular meeting of the Board occurring after the statement period ends.

11.11 Treasurer's Annual Report. Within sixty days after the end of the fiscal year, the Treasurer must provide to the Board a written or written electronic annual report of the financial position of the Association. The annual report must include: 1) the actual balances of all Association accounts as of the last day of the fiscal year; 2) an income statement summarizing the revenues, expenses, and profit or loss for the Association for the previous fiscal year; 3) a balance sheet for the Association as of the last day of the fiscal year; and 4) a summary of budgeted versus actual revenues and expenditures for the prior fiscal year.

11.12 Audit and Certification of Treasurer's Annual Report. Audit by the Vice President, and if appropriate, certification of the Treasurer's annual report must be completed within sixty days of the date the annual report is presented to the Board of Directors.

11.13 Association Property. All accounting records, account statements, account agreements, trade confirmations, correspondence, reports, reimbursement forms, withdrawal slips, receipts, notes, memo, e-mails, credit cards, checks, and financial statements pertaining to Association accounts or the use of Association funds are the exclusive property of the Association, regardless of whether in written or electronic form, who generates the items, or who is authorized to use them. Upon written demand of the Board of Directors, all originals and copies of the items listed in this Section possessed, under custody, or controlled by any individual must be provided to the Board.

ARTICLE XII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, employee, member of a committee, person connected with the Association, or any other private individual may receive at any time any of the net earnings or pecuniary profit from the operation of the Association, provided that this will not prevent the payment of reasonable compensation to any person for services rendered to or for the Association in effecting any of its purposes as may be determined by the Board of Directors. No person will be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association. Upon dissolution or winding up of the affairs of the Association, the Board of Directors must, after paying or making provision for the payment of all of the liabilities of the Association, either dispose of all of the assets of the Association exclusively for

charitable, educational, or scientific purposes, or distribute the assets to one or more organizations that qualify as organizations described under Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States tax law. Any assets not disposed of must be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located. To the extent it is possible, any disposition or distribution of the Association's assets pursuant to this Article must primarily benefit the delivery of legal services to the Spanish-speaking community in the State of Arizona.

ARTICLE XIII EXEMPT ACTIVITIES; CONFLICT OF INTEREST

13.1 Exempt Activities. Notwithstanding any other provisions of the Bylaws, no Officer or member of the Association may take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization described in Section 501(c)(6) of the internal Code or the corresponding provision of any future United States tax law.

13.2 Conflict of Interest Procedure. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall conduct him or herself in a manner consistent with the Association's Conflict of Interest Policy as may be amended by the Board from time to time.

13.3 Disclosure of Conflicts. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the Association's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS

14.1 Indemnification. Except as provided in these Bylaws, the Association must hold harmless and indemnify a Director or Officer of the Association ("Indemnitee") against any and all liability and expenses incurred by Indemnitee in connection with any threatened or actual proceeding or legal action resulting from Indemnitee's service to the Association or to another entity at the Association's request.

14.2 Exclusions. Except insofar as require by law, the Association will not indemnify Indemnitee in the circumstances described in A.R.S. § 10-3851(D) and A.R.S. § 10-3856(A)(2).

14.3 Procedure. Indemnitee must notify the Association promptly of the threat or commencement of any proceeding or legal action with respect to which Indemnitee intends to seek indemnification. The Association will be entitled to assume Indemnitee's defense with counsel reasonably satisfactory to Indemnitee, unless Indemnitee provides the Association with an opinion of counsel reasonably concluding that there may be a conflict of interest between Indemnitee and the Association in the defense of the proceedings or legal action. If the Association assumes the defense, the Association will not be liable to Indemnitee for legal or other expenses subsequently incurred by Indemnitee.

14.4 Expense Advances. The Association will advance automatically expenses, including attorney's fees, incurred or to be incurred by Indemnitee in defending a proceeding or legal action upon receipt of notice of the expense. If required by law, before advancing any expenses the Association may require that Indemnitee or a representative promise to repay the advances if a final judicial decision determines (after expiration or exhaustion of any appeal rights) that Indemnitee is not entitled to be indemnified for those expenses.

14.5 Settlement of Claims. The Association will not be obliged to indemnify Indemnitee for any amounts incurred in settlement if settlement is made without the Association's prior written consent. The Association may not enter into any settlement that would impose any penalty or limitation on Indemnitee without Indemnitee's prior written consent. Neither the Association nor Indemnitee may unreasonably withhold consent to any proposed settlement.

14.6 Effect of Repeal. In order that Indemnitee may rely on the indemnification promised by this Article, no repeal or amendment of this Article may reduce the right of Indemnitee to payment of expenses or indemnification for acts of Indemnitee taken before the date of repeal or amendment.

ARTICLE XV REPEAL, ALTERATION, OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute bylaws may be adopted by the Board upon ten days advance written notice of the proposed amendment, distributed to each Board Member. Amendments to these Bylaws may only be made by the affirmative vote of two-thirds of the Board.

CERTIFICATION

The undersigned, Ashley Villaverde Halvorson, President of Los Abogados Hispanic Bar Association, certifies that the foregoing Amended and Restated Bylaws were approved and adopted at a duly noticed meeting of the Board of Directors of Los Abogados Hispanic Bar Association held on September 12, 2018.



Ashley Villaverde Halvorson, President