

**BYLAWS OF
ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF SILICON VALLEY**

A California Nonprofit Mutual Benefit Corporation

ARTICLE I - NAME AND PURPOSE

1.1 Name. The name of this organization shall be “Asian Pacific American Bar Association of Silicon Valley” (the “Association”). The complete name of the Association, or its abbreviation (“APABA-SV” or “APABA Silicon Valley”), shall be used in all transactions of official business of the Association.

1.2 Purpose. The purposes of the Association shall be to:

- (a) promote cooperation among and advancement of among Asian American legal professionals in Silicon Valley and throughout Northern California;
- (b) advance the interests of the Asian American communities;
- (c) promote justice and equality for all;
- (d) support those who value diversity in the legal profession;
- (e) assist law students, and those interested in the law, with developing contacts with practitioners;
- (f) provide students and graduates with financial assistance through law-related scholarships, awards, grants, fellowships or other similar measures, which may be distributed through the Asian Pacific American Bar Association of Silicon Valley Charity (a California Nonprofit Public Benefit Corporation);
- (g) provide information to Members on careers, professional development and the legal market in Silicon Valley; and
- (h) provide an avenue for professionals and other community leaders in the Silicon Valley to take an interest in matters of concern to Asian American attorneys.

The Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described above, and the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

1.3 Nondiscrimination. The Association shall not discriminate by reason of race, creed, age, color, sex, religion, national or ethnic origin, political belief, sexual orientation, disability, or any other status protected by law.

ARTICLE II - MEMBERS

2.1 Availability. Membership shall be open to all attorneys, law school graduates who are not admitted to practice law in the State of California, government officials, professionals in the legal industry, and law students, each of whom agree to be bound by the rules stated herein.

2.2 Qualifications. Members of the Association shall be those individuals who are current in their payment of annual dues. The amount and method of payment are to be set by the Board of Directors. Upon payment of such dues, the Association shall convey Membership privileges to the Member for the one-year period following such payment.

2.3 Expulsion, Censure and Suspension from Membership. Any Member may be expelled, censured or suspended from the Membership, for cause, by a vote of a majority of the Board of Directors at a meeting. Written notice of the intention to expel, censure or suspend and reasons therefor shall be provided to the Member at least thirty (30) days prior to such meeting. An email to the last known email address as it appears on the Membership rolls, shall constitute such notice.

ARTICLE III - BOARD OF DIRECTORS

3.1 Management. The business and affairs of the Association shall be managed by the Board. The powers of the Association shall be exercised by the Board except as otherwise authorized by these Bylaws or a resolution duly adopted by the Board.

3.2 Qualifications of Directors. Each Director shall be a Member and an attorney in good standing with the bar of those states where the Director is licensed to practice.

3.3 Number of Directors. The Board is to be comprised of no fewer than ten (10) and no more than twenty (20) Directors (or as otherwise fixed by resolution of a majority of the Board), including the President, the Secretary, the Treasurer, the Vice President of External Affairs, the Vice President of Internal Affairs, the Vice President of Finance and Development, and such other Executive Officers as the Board may appoint. All such Directors shall hold office until such person's successor shall have been elected and qualified or until the earlier of his or her death, resignation or removal.

3.4 Term of Office. Each Director shall serve for one (1) fiscal year following election of the Director. The term of each Director shall be subject to such director's earlier death, resignation, or removal.

3.5 Removal of Directors. Any Director may be removed from office, for cause, by a vote of a majority of all of the other Directors at a meeting of the Board. A Director's failure to attend two consecutive meetings without prior written notification to the Board more than 48 hours in advance of the applicable meeting shall constitute "cause" for the purposes of this

subsection. Written notice of the intention to consider removal of a Director shall be provided to the Director at least thirty (30) days prior to the meeting date. An email, to the last known email address as it appears on the Membership rolls, shall constitute such notice. No Director shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.6 Board Actions. All Board actions shall require a majority vote of the Directors present at a Board meeting or unanimity in the case of a written consent. No action may be taken at a meeting at which a quorum is not present.

3.7 Quorum. A majority of the then current Directors shall constitute a quorum for the transaction of business at any meeting; provided, however, that a quorum may not be less than one-fifth (1/5) the number of Directors authorized in Section 3.3 above. An act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by this division, the articles or the bylaws.

3.8 Meetings. Meetings of the Board shall be held as determined by the President of the Association. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the bylaws or by the Board. At least one (1) day written notice stating the time, place and purpose of any meeting shall be given to the Directors. An email or electronic calendar appointment, sent to the last known email address as it appears on the Membership rolls, shall constitute such notice. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by a corporation (as defined by California Corporations Code § 20).

3.9 Attendance at Meetings. The Board may establish appropriate guidelines regarding attendance in person at meetings of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3.10 Meetings by Telephone, etc. Any one or more Directors or any committee thereof may participate in a meeting of such Board or committee by means of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (as defined by California Corporations Code § 20) allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.11 Number of Votes. Each Director in good standing shall be entitled to one (1) vote. No Director may exercise more than one (1) vote. Directors may not vote by proxy.

3.12 Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, including electronic mail, to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board of

Directors. Any action by written consent shall have the same force and effect as a unanimous vote of Directors.

3.13 Insurance. The Association shall purchase and maintain a liability insurance policy with an amount of coverage of at least the amounts specified in California Corporations Code § 5047.5. Directors shall be protected from causes of action for monetary damages on account of any negligent act or omission occurring (1) within the scope of that person's duties as a director acting as a Board member, or within the scope of that person's duties as an Executive Officer acting in an official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the Association; and (4) is in the exercise of his or her policymaking judgment. Per California Corporations Code § 5047.5, the liability of a Director or an Executive Officer shall not be limited for any of the following:

- (a) Self-dealing transactions, as described in Sections 5233 and 9243.
- (b) Conflicts of interest, as described in Section 7233.
- (c) Actions described in Sections 5237, 7236, and 9245.
- (d) In the case of a charitable trust, an action or proceeding against a trustee brought by a beneficiary of that trust.
- (e) Any action or proceeding brought by the Attorney General.
- (f) Intentional, wanton, or reckless acts, gross negligence, or an action based on fraud, oppression, or malice.
- (g) Any action brought under Chapter 2 (commencing with Section 16700) of Part 2 of Division 7 of the Business and Professions Code.

ARTICLE IV - OFFICERS

4.1 Number of Executive Officers. The Executive Officers of the Association shall include a President, one or more Vice Presidents (as the Board deems fit to appoint), a Secretary, a Treasurer and such other Executive Officers whose positions may be created from time to time by the Board without amendment to these Bylaws or action by the Members. Those officers deemed to be Executive Officers shall also be a Director as described in Article III. The Executive Officers may appoint other officers or assistants to aid in the discharge of their duties. Such appointments shall not operate to place the appointed person in the role of a Director or an Executive Officer. Any such appointed officers or assistants shall serve at the pleasure of the Executive Officers and may be removed with or without cause.

4.2 Qualifications. Each Executive Officer of the Association shall be a Member and an attorney in good standing with the bar of those states where the Executive Officer is licensed to practice.

4.3 Term of Office. Executive Officers shall serve for a term of one (1) fiscal year and until their successors are elected and qualified or until the earlier of his or her death, resignation or removal. Executive Officers may be elected for consecutive terms.

4.4 Removal of Officers. Any Executive Officer, officer, appointed officer or assistant, or agent thereof may be removed by the Board whenever, in its sole judgment, the interests of the Association will be served thereby.

4.5 Duties of Officers. The Executive Officers shall take such action necessary or desirable to conduct the business of the Association, as authorized by the Board. A majority of the Executive Officers shall constitute a quorum for the transaction of business at any meeting of the Executive Officers. The Executive Officers shall take action by a majority vote of the members present. Special meetings of the Executive Officers may be called by or at the request of the President or any three (3) Executive Officers. The Executive Officers may not, however;

- (a) amend, adopt or repeal any provision of the Bylaws;
- (b) fix compensation for the Board or any member thereof; or
- (c) amend or repeal any resolution of the Board, except with the express prior consent of the Board.

4.6 President. The President shall oversee and guide the Association, subject to the direction and control of the Board. Subject to the direction and control of the Board and the policies established from time to time by the Board, he/she shall be in charge of the business and affairs of the Association; he/she shall see that the resolutions and directives of the Board are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board; and in general he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. He/she shall preside at all meetings of the members and of the Board and the Executive Officers. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of these Bylaws, he/she may execute for the Association any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. In the absence of the President or in the event of his/her inability or refusal to act, then the duties of the President shall be performed by one of the other officers, in the order in which they are named in Sections 4.6 to 4.11 of this Article (Officers).

4.7 Vice President of External Affairs. The Vice President of External Affairs shall be responsible, under the direction of the Board, for coordinating outreach to peer organizations, such as other affiliates of NAPABA, other local bar associations, and local community service organizations, in order to build connections between such peer organizations and the Association. The Vice President of External Affairs shall also perform such duties as from time to time may be assigned to him/her by the President or the Board.

4.8 Vice President of Internal Affairs. The Vice President of Internal Affairs shall be responsible, under the direction of the Board, for coordinating the programs and operations of committees of the Association. The Vice President of Internal Affairs shall also perform such duties as from time to time may be assigned to him/her by the President or the Board.

4.9 Vice President of Finance and Development. The Vice President for Finance and Development shall be responsible, under the direction of the Board, for considering the financial resources of the Association, making recommendations to the Board, for seeking corporate and other institutional funds. The Vice President for Finance and Development shall also perform such duties as from time to time may be assigned to him/her by the President or the Board.

4.10 Secretary. The Secretary shall record the minutes of the meetings of the members and of the Board, see that all notices are duly given in accordance with the provision of these Bylaws or as required by applicable law, be custodian of the Association records and of the seal of the Association, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

4.11 Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association. He/she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all funds and securities of the Association, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE V - ELECTIONS AND VACANCIES

5.1 Nominations. Before each Fiscal Year-End, the Strategic Advisory Committee shall provide a recommended slate of candidates for the following year's Directors and officers to the current Board of Directors.

5.2 Elections. Before each Fiscal Year-End, the current Board of Directors shall consider the recommended slate of candidates provided by the Strategic Advisory Committee and vote to elect the following year's Directors and officers.

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

5.4 Filling Vacancies. If the office of any Director or officer becomes vacant, by an increase in the number of Directors or officers, or by reason of death, resignation, disqualification or otherwise, the remaining Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired terms.

ARTICLE VI - COMMITTEES

6.1 The Board may establish one or more committees to consist of one or more Members. Any such committee, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no committee shall have power or authority as to the following:

- (a) the filling of vacancies in the Board;
- (b) the adoption, amendment or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board; or
- (d) action on matters committed by the Bylaws or by resolution of the Board.

6.2 Strategic Advisory Committee. There shall be an advisory committee (the "Strategic Advisory Committee" or "SAC"), consisting of a number of individuals to be set by the Board, comprised of the current and former presidents of the Association and other individuals with significant contributions to the Association, as the SAC may select. The SAC shall take such action necessary or desirable to advise the Board on an ongoing basis, as well as on an informal basis at the President's or Board's request. The SAC shall have the right to appoint a non-voting observer to attend any Board meetings. Special meetings of the SAC may be called by or at the request of the President or any member of the SAC. The SAC shall:

- (a) appoint at least one co-chair to act as a liaison for the SAC to the Directors and officers;
- (b) evaluate candidates for the Board as well as candidates for executive officers of the Association; and
- (c) at least one month prior to a Fiscal Year-End, propose nominees for Director and officer positions for the following year.

6.3 The President may appoint one or more co-chairs for each of the committees, except for the SAC.

6.4 Removal. Any committee chair, committee member or agent thereof for any committee other than SAC may be removed by the Board whenever, in its sole judgment, the interests of the Association will be served thereby.

ARTICLE VII - MISCELLANEOUS

7.1 Amendment of Bylaws. These Bylaws may be amended only by a super-majority two-thirds (2/3) vote of all Directors then in office.

7.2 Authorization for Expenditures by Executive Officer(s). Any Executive Officer may authorize expenditures of up to Five Hundred Dollars (\$500.00) in any single transaction. Expenditures in any single transaction of over Five Hundred Dollars (\$500.00) but less than Two Thousand Dollars (\$2000.00) must be jointly authorized by the President and at least one other Executive Officer. Expenditures in any single transaction of over Two Thousand Dollars (\$2000.00) must be approved in advance by a majority of the Board. The Board, in its absolute discretion, shall determine what constitutes a “single transaction” and its determination shall be final and binding on all concerned. Any expenditures authorized without approval by a majority of the Board shall be filed with the minutes of the proceedings of the Board of Directors.

7.3 Authorization for Expenditures by Committee Co-Chair. Each committee shall submit a budget proposal for Board approval within 30 days after commencement of the Fiscal Year for any expenditures of Association funds during the Fiscal Year. Any budget proposal exceeding \$1000.00 shall include a detailed breakdown of budget lineitems. Any request for expenditure of Association funds beyond or outside of a Board-approved budget shall be submitted to the Board for approval. Any duly appointed committee co-chair may authorize expenditures within a budget for their committee when the budget has been pre-approved by the Board for purposes within those authorized by the Board.

7.4 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year (“Fiscal Year-End”).

7.5 Distribution of Assets Upon Dissolution. Upon a dissolution or liquidation of this Association, and after all of the known debts and liabilities of this Association have been paid or adequately provided for in accordance with Section 8713 of the California Nonprofit Corporation Law, the Board of Directors shall: (a) return to the Members any unused portions of dues paid by Members for any particular fiscal year; and (b) thereafter, transfer remaining assets and/or intellectual property rights of the Association which are not appropriate for transfer to the general public, such as any trademarks or logos of the Corporation, to another Section 501(c)(6) or to a 501(c)(3) organization, as determined by the Board whose purposes are similar to the Association. Any such assets not disposed of in accordance with the aforementioned procedures shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes. No part of the Association's net earnings will inure to the benefit of any Member, Director or any third person.

ARTICLE VIII -

RECORDS AND REPORTS

8.1 Maintenance and Inspection of Articles and Bylaws

The Association shall make available on a publicly-available website an electronic copy of the Articles of Incorporation and bylaws as amended to date.

8.2 Maintenance of Other Corporate Records

The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form on a physical (e.g., paper) or electronic medium, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

8.3 Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

8.4 Inspection by Members

Upon written demand on the Association, every Member of the Association shall have the right at any reasonable time, for a purpose reasonably related to such person's interests as a Member, to inspect the accounting books, records, and official minutes of proceedings of the Members and the Board of Directors and committees of the Board.

Annex I

[Form]

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
APABA SILICON VALLEY**

Appointment of Officer

WHEREAS, the Board of Directors (the “ Board ”) of Asian Pacific American Bar Association of Silicon Valley (the “ Association”) has determined that it is advisable and in the best interests of the Association and its Members to create a new officer position of [•];

WHEREAS, the [•], who may hold additional officer positions with the Association, shall have certain duties, which include, but are not limited to: [DUTIES DESCRIPTION];

WHEREAS, the [•] will report to [REPORTING RELATIONSHIP].

WHEREAS, the Board desires to appoint [APPOINTEE] to the position of [•], and that following his appointment, [APPOINTEE] will continue serving in all of his other officer positions with the Association.

NOW, THEREFORE, BE IT RESOLVED : That [APPOINTEE] is hereby appointed as the Association’s [•], to serve until his successor has been duly appointed and qualified or until his earlier departure, disability or death.