

Third Amended and Restated Bylaws

of the

Dallas Asian American Bar Association

Effective October 18, 2012

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Third Amended and Restated Bylaws of the Dallas Asian American Bar Association

A Texas Nonprofit Corporation

PREAMBLE

This Third Amended and Restated Bylaws (the “**Bylaws**”) amends, restates, and supersedes in its entirety the Second Amended and Restated Bylaws of the Dallas Asian American Bar Association (the “**Association**”) dated effective September 10, 2009, as amended effective December 9, 2010, and governs the affairs of Association effective October 18, 2012 (the “**Effective Date**”), except that (a) none of the terms of the Directors in office as of the Effective Date shall be affected by Section 5.2 herein, and (b) the Directors in office as of the election of the 2013 Officers shall appoint the first set of At-Large Directors and Advisory Directors, whose one-year terms shall commence on January 1, 2013.

ARTICLE 1. OFFICES

The principal office of the Association shall be the business office of the President (defined below). The Association will have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may, but need not be, identical to the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board (defined below).

ARTICLE 2. PURPOSES

The purposes of the Association are to represent and to advocate the interests of Asian American attorneys and their communities; to foster fellowship between the members of the Association and between Association members and other members of the legal profession; to encourage and promote the professional growth and good standing of the members of the Association; to develop and encourage cooperation with other organizations of minority attorneys; and to engage in any other activity not otherwise prohibited to it by law or regulation. These activities shall be carried out to the extent and in such manner that they further business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or superseded from time to time.

ARTICLE 3. MEMBERSHIP AND DUES

Section 3.1. Classes of Members. The membership of the Association shall consist of general members, judicial members, student members, associate members and affiliate members.

- 3.1.1. General Members. Attorneys who are admitted to practice and are in good standing before the highest court of the State of Texas are eligible to apply for general membership.
- 3.1.2. Judicial Members. Attorneys who are members of the federal judiciary or of the judiciary of the State of Texas are eligible to apply for judicial membership.
- 3.1.3. Student Members. Students who are engaged in the study of law in an institution accredited by the American Bar Association are eligible to apply for student membership.

- 3.1.4. Associate Members. Individuals are eligible to apply for associate membership who (i) are admitted to practice and are in good standing before the highest court of any state in the United States other than the state of Texas; or (ii) are active members in good standing of any national or local association of legal assistants or paralegals; or (iii) are any other applicant approved by the Board.

Section 3.2. Admission to Membership. Except in the initial election of members, all applicants for membership shall file with the Secretary (defined below) or Treasurer (defined below) a written application in such form as the Board or Treasurer shall from time to time determine. Membership shall be effective upon acceptance of the application by the Board and upon payment of the applicable dues.

Section 3.3. Rights and Privileges. All members in good standing are entitled to all rights and privileges of membership except that only general and judicial members of the Association (collectively referred to in these Bylaws as, the “**Voting Members**”) shall have the right to vote as a member of the Association and to hold office as an Officer (as defined below) or a voting Director (as defined below) of the Association. Nothing herein shall be construed as prohibiting the appointment of an Advisory Director (as defined below) from among the membership of the Association, including, but not limited to, from among the student members, pursuant to Section 5.2.4. All matters before the Association shall pass by vote of a majority of the Voting Members present and voting, either in person or by proxy, unless a higher percentage is required by these Bylaws or by law.

Section 3.4. Suspension or Termination of Membership.

- 3.4.1. The Board by affirmative vote or two-thirds (2/3) may suspend or terminate the membership of any member for cause after an appropriate hearing.
- 3.4.2. The Board by a majority vote may suspend or terminate the membership of any member who is not in good standing within the meaning of Section 3.6 of Article III of these Bylaws.

Section 3.5. Withdrawal from Membership. Any member may withdraw from his or her membership in the Association by submitting a letter of resignation to the Secretary, provided, however, that such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges heretofore accrued and unpaid.

Section 3.6. Members in Good Standing. A member in good standing is a member of the Association whose annual dues are not more than sixty (60) days in arrears. A member whose annual dues are more than sixty (60) days in arrears is subject to suspension or termination pursuant to Section 3.4.2 above. A member not in good standing may be reinstated by payment of the current annual dues and any and all assessments which were levied or became due while such person was a member in good standing.

Section 3.7. Membership Dues.

- 3.7.1. The Board shall determine from time to time the membership dues or each class of members and shall notify the members of the Association by not less than sixty (60) days before the due date.
- 3.7.2. Dues shall be payable upon admission to membership in the Association, and annually thereafter at such time as the Board may provide.

- 3.7.3. The Board may remit or waive dues of any member, in whole or in part, in its sole discretion.

Section 3.8. Transfer of Membership. Membership in the Association is not transferrable or assignable.

ARTICLE 4. MEMBERSHIP MEETINGS

Section 4.1. Annual Meeting. An annual meeting of the members shall be held each calendar year at a time and place prescribed by the Board for the purpose of nominating Directors (defined below) and Officers (defined below) and for the transaction of such other business as may come before the meeting. At the discretion of the Board, the nomination and election process may instead be conducted by electronic mail or any other means of communication now known or developed in the future.

- 4.1.1. Nominations for the respective offices (Directors and Officers) then to be filled may be made not more than sixty (60) days prior to the annual meeting.
- 4.1.2. In the event any candidate should be nominated without opposition, such candidate shall, upon a vote being cast for him or her at the time of such nomination, be declared elected.
- 4.1.3. In the event two (2) candidates are nominated for any office, they shall constitute the nominees of that office and be placed upon the ballot.
- 4.1.4. In the event three (3) or more candidates are nominated for any office, a vote of the Voting Members present shall be taken at the time of such nomination (or if such nomination is via email instead of at an annual meeting, then at the first membership meeting following such nomination) and the two (2) candidates with the highest number of votes shall constitute the nominees of that office and be placed upon the ballot.
- 4.1.5. Within ten (10) days from the day of such nominations, the Secretary shall prepare a ballot containing the names of such nominees and shall communicate such ballot to all members of the Association eligible to vote. Said ballots shall be returned to the office of the Association by the tenth (10th) day following the communication of said ballots.
- 4.1.6. Within three (3) days of the date on which the ballots must be returned to the office of the Association, the ballots shall be canvassed by a committee consisting of four (4) members, the chair of which is the Secretary and with the other three (3) members to be appointed by the President (defined below).

Section 4.2. Special Meetings. Special meetings of the members may be called by the President, the Board, or upon written request to the Board by not less than one-third (1/3) of the Voting Members.

Section 4.3. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by the Secretary to each voting member not less than ten (10) nor more than sixty (60) days before the date of such meeting.

Section 4.4. Unanimous Consent in Lieu of Meeting. Any action to be taken at any annual or special meeting of the Voting Members, or any other action which may be taken at a meeting of the Voting Members, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the Voting Members.

Section 4.5. Quorum. Ten (10) Voting Members, represented in person or by proxy, shall constitute a quorum for consideration of any matter at a meeting of the members. If a quorum is not present at any meeting of the members, a majority of the Voting Members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 4.6. Proxies. Each Voting Member may authorize another Voting Member to act for him or her by proxy, but no such proxy shall be voted or acted after eleven (11) months from its date.

Section 4.7. Fixing Record Date For Voting. For the purpose of determining voting members, or in order to make a determination of members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, for a meeting of members, not less than ten (10) days, immediately preceding such meeting. If no record date is fixed for the determination of voting members, the date on which notice of the meeting is sent shall be the record date for such determination of Voting Members. A determination of the Voting Members at any meeting of members has been made as provided in this Section 4.7 of Article IV of these Bylaws, such determination shall apply to any adjournment thereof.

ARTICLE 5. BOARD OF DIRECTORS

Section 5.1. General Powers. The corporate powers, business, and property of the Association shall be exercised, conducted and controlled by the Board of Directors of the Association (the "**Board**").

Section 5.2. Number, Qualifications, Term, and Election or Appointment of Directors. The Board shall consist of a total of fourteen (14) directors (the "**Directors**") as follows:

- 5.2.1. Four (4) Directors who shall be the President, the President-Elect, the Secretary, and the Treasurer of the Association, all of whose terms shall be concurrent with their term of office.
- 5.2.2. Five (5) Directors from among the Voting Members, who shall be elected by the Voting Members for a term of two (2) years.
- 5.2.3. Two (2) at-large Directors (the "**At-Large Directors**") from among the Voting Members, who shall be appointed by the prior year's Board for a term of one (1) year.
- 5.2.4. Three (3) advisory Directors (the "**Advisory Directors**") from among the membership of the Association, one (1) of whom shall be a student member, and each of whom shall be appointed by the prior year's Board for a term of one (1) year. Advisory Directors shall have all of the privileges of a Director of the Association, except for the right to vote and the right to be counted for purposes of establishing a quorum.

Section 5.3. Regular Meetings. A regular annual meeting of the Board shall be held without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of Voting Members, or with notice if held at a different time or place than the annual meeting of Voting Members. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) other Officers of the Association. The person or persons authorized to call

special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5.5. Notice. Notice of any regular or special meeting of the Board shall be given at least two (2) days previously thereto by any means provided by these Bylaws. Notice of any special meeting of the Board may be waived in writing signed by the person or persons 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.6. Quorum. A majority of the Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of such Directors are present at said meeting, a majority of such Directors present may adjourn the meeting to another time without further notice.

Section 5.7. Manner of Acting. The act of a majority of the Directors entitled to vote present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 5.8. Resignation, Removal, and Reinstatement of Directors.

- 5.8.1. A Director may resign at any time by written notice delivered to the Board or to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date. The office of such Director will be considered vacated and the Board may fill the vacancy for the unexpired term.
- 5.8.2. One or more of the Directors may be removed for cause.
- 5.8.3. If any Director shall fail to attend a majority of Board and membership meetings (in the aggregate), the Board may, in its discretion, deem the office held by such Director to be vacated, and the Board may fill the vacancy for the unexpired term.
- 5.8.4. A removed Director may be reinstated at the discretion of the Board and by petition of the removed Director to the Board through at least attendance in person at the first meeting following removal of the Director.

Section 5.9. Vacancies. A vacancy in the office of a Director shall be filled (1) by election by the remaining Directors entitled to vote, or (2) by appointment of the President as approved by at least two-thirds (2/3) of the Directors then in office who are entitled to vote. A new Director elected or appointed pursuant to this section shall be effected for the unexpired term of his or her predecessor in office.

Section 5.10. Unanimous Consent in Lieu of Meeting.

- 5.10.1. Unless specifically prohibited by the Certificate of Formation or these Bylaws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter.

5.10.2. The consent shall be evidenced by the written approval of the Directors entitled to vote, in one or more counterparts, each of which sets forth the action taken and bears the signature of one or more of the Directors or committee members. All the approvals evidencing consent shall be delivered to the Secretary to be filed in the Association records. The action taken shall be effective when all of the Directors entitled to vote or the committee members, as the case may be, have approved the consent, unless the consent specifies a different effective date.

Section 5.11. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board actual expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, and actual expenses incurred by Officers, Directors or members may be reimbursed under a policy to be determined by the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE 6. OFFICERS

Section 6.1. Officers. The officers of the Association shall be a President, a President-Elect, a Treasurer, and a Secretary (individually, an “**Officer**” and collectively, the “**Officers**”). Any two (2) or more offices may be held by the same person, except that the same person shall not be President and Secretary.

Section 6.2. Election and Term of Office. The Officers shall be elected annually by the Voting Members and shall hold office until such Officer’s successor shall have been duly elected and shall have qualified or until such Officer’s earlier death, resignation, or removal as provided in these Bylaws. Vacancies may be filled at any meeting of the Association. The President-Elect shall become President after one (1) year. Election of an Officer shall not by itself create contract rights.

Section 6.3. Resignation, Removal and Reinstatement of Officers. Any Officer may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors entitled to vote, excluding the vote of the Officer to be removed.

6.3.1. An Officer may resign at any time by written notice delivered to the Board or the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date. The office of such Officer will be considered vacated and the Board may fill the vacancy for the unexpired term.

6.3.2. One or more of the Officers may be removed for cause.

6.3.3. If any Officer shall fail to attend a majority of Board and membership meetings (in the aggregate), the Board may, in its discretion, deem the office held by such Officer to be vacated, and the Board may fill the vacancy for the unexpired term.

6.3.4. A removed Officer may be reinstated at the discretion of the Board and by petition of the removed Officer to the Board through at least attendance in person at the first meeting following removal of the Officer.

Section 6.4. Vacancies. A vacancy in the office of an Officer shall be filled (1) by election by the Directors entitled to vote and then in office, or (2) by appointment of the President as approved by at least two-thirds (2/3) of the Directors entitled to vote and then in office. Such new Officer shall be effected for the unexpired term of his or her predecessor in office.

Section 6.5. President. The president of the Association (the “**President**”) shall be the principal executive officer of the Association. The President shall preside at all meetings of the members and of the Board. The President shall have general and active management of the business and affairs of the Association and shall see that the resolutions and directives of the Board are carried into effect; and, in general, the President shall discharge all duties incident to the office of the President. 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 or these Bylaws, the President may execute for the Association any contracts or other instruments which the Board has authorized to be executed. Upon authorization by the Board, President shall have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of another issuer that may be held or owned by the Association and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

Section 6.6. President-Elect. The president-elect of the Association (the “**President-Elect**”) shall assist in the discharge of the President’s duties and shall perform such other duties as from time to time may be assigned to the President-Elect by the President or the Board. In the absence of the President or in the event of the President’s inability or refusal 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. 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 or these Bylaws, the President-Elect may execute for the Association any contracts or other instruments which the Board has authorized to be executed.

Section 6.7. Treasurer. The treasurer of the Association (the “**Treasurer**”) shall be the principal accounting and financial officer of the Association. The Treasurer shall: (a) have charge and custody 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 the Treasurer by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties as the Board shall determine.

Section 6.8. Secretary. The secretary of the Association (the “**Secretary**”) shall (a) record the minutes of the meetings of the members and of the Board, (b) give all notices in accordance with the provisions of these Bylaws or as required by law, (c) have custody of the Association records and of the seal of the Association, (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

ARTICLE 7. COMMITTEES

The Association shall provide, through the action of the Board, for the creation and dissolution of such committees as the Board may authorize or deem necessary or helpful to carry out the express purposes of the Association or for such organizational functions as the Board may determine. Unless otherwise authorized by Board action, any committee created hereunder shall act solely in an advisory capacity to the Board and shall have no executive authority.

ARTICLE 8. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1. Contracts. The Board may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 8.2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by (i) the Treasurer and countersigned by the President or President-Elect, or (ii) such Officer or Officers, or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. Notwithstanding the foregoing, the Treasurer may sign such instruments without a countersignature for amounts less than \$1,500.

Section 8.3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 8.4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association. The Board may adopt any convenient means to receive, hold, administer, and dispose of gifts, donations, bequests, and devises from members and others to be used in furthering the activities and objects of the Association.

Section 8.5. Net Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, members or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Section 8.6. Dissolution of the Association. Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all assets of the Association in such manner and to such organization or organizations organized or operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) as the Board shall determine.

ARTICLE 9. INDEMNIFICATION OF OFFICERS AND DIRECTORS, EMPLOYEES AND AGENTS

Section 9.1. Authority to Indemnify. The Association shall have the authority to and shall indemnify and advance expenses to the Directors, Officers, employees, and agents of the Association or any other persons serving at the request of the Association in such capacities in a manner and to the maximum extent permitted by applicable state or federal law. The Association may purchase and maintain liability insurance or make other arrangements for such obligations to the extent permitted by the TBOC and other applicable state laws.

Section 9.2. Notice of Indemnification. If the Association has paid to indemnify or has advanced expenses under this Article to a Director, Officer, employee, or agent, the Association shall report the indemnification or advance in writing to the Voting Members or before the notice of the next meeting of the Voting Members.

ARTICLE 10. MISCELLANEOUS

Section 10.1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the office of the Secretary a record giving the names

and addresses of the Voting Members. All books and records of the Association may be inspected by any member, or their agent or attorney for any proper purpose and at any reasonable time.

Section 10.2. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise fixed by resolution of the Board.

Section 10.3. Corporate Seal. The corporate seal, if any is used, shall have inscribed thereon the name of the Association and the words "Corporate Seal, Dallas Asian American Bar Association".

Section 10.4. Notice. Any notice required under these Bylaws or otherwise may be delivered by postal mail, facsimile, electronic mail, or any other communication means now known or developed in the future. Notice will be provided using the most current applicable addresses on file with the Association. If mailed, the notice shall be deemed delivered when deposited in the United States mail with first class postage thereon prepaid, and if faxed, the notice shall be deemed delivered upon receipt of a transmittal confirmation.

Section 10.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.6. Electronic Voting. Electronic and other means of communication may be permitted in accordance with these Bylaws or rules and verification procedures established from time to time by the Board to conduct the election process, including, but not limited to, the nomination of respective offices to be filled, the casting of votes, and the canvassing of votes.

Section 10.7. Amendments. The power to alter, amend, or repeal these Bylaws or adopt new bylaws shall be vested in the Board and subject to a majority vote unless otherwise provided in the Certificate of Formation or these Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Certificate of Formation.

Section 10.8. Invalid Provisions. If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.9. Headings; Table of Contents. The headings and table of contents used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

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SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of the Dallas Asian American Bar Association, hereby certifies that the foregoing Third Amended and Restated Bylaws of the Dallas Asian American Bar Association were adopted by the Board of Directors of the Dallas Asian American Bar Association by unanimous consent, effective October 18, 2012.



Kelly Chen, Secretary

Date: 10/18/12

**FIRST AMENDMENT TO
THE THIRD AMENDMENT RESTATED BYLAWS OF
THE DALLAS ASIAN AMERICAN BAR ASSOCIATION**

This **FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED BYLAWS OF THE DALLAS ASIAN AMERICAN BAR ASSOCIATION** (this “**Amendment**”) is made effective as of November 11, 2015. Unless otherwise indicated, capitalized terms used herein shall have the meanings ascribed to such terms in the Third Amended and Restated Bylaws of the Dallas Asian American Bar Association (the “**Bylaws**”).

Section 5.2 of the Bylaws is hereby amended and replaced in its entirety to read as follows:

5.2 Number, Qualifications, Term, and Election or Appointment of Directors. The Board shall consist of a total of thirteen (13) directors (the “Directors”) as follows:

5.2.1 Officer Directors. Four (4) Directors who shall be the President, the President-Elect, the Secretary, and the Treasurer of the Association, all of whose terms shall be concurrent with their term of office

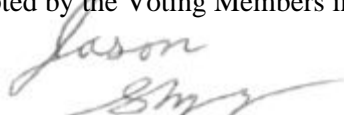
5.2.2 Non-Officer Directors. Six (6) Directors from among the Voting Members, who shall be elected by the Voting Members for a term of two (2) years, with a set of three (3) each up for election in alternating calendar years.

5.2. Advisory Directors. Three (3) advisory Directors from among the membership of the Association, one (1) of whom shall be a student member, and each of whom shall be appointed by the prior year’s Board for a term of one (1) year following the completion of the prior year’s elections. Advisory Directors shall have all of the privileges of a Director of the Association, except for the right to vote and the right to be counted for the purposes of establishing a quorum.

The Bylaws, as amended by this Amendment, shall are and shall remain unchanged and in full force and effect, except that the Advisory Directors for 2016 shall be appointed by the 2016 Directors.

SECRETARY’S CERTIFICATION

The undersigned, being the Secretary of the Dallas Asian American Bar Association, hereby certifies that the foregoing First Amendment to the Third Amended and Restated Bylaws of the Dallas Asian American Bar Association were duly adopted by the Voting Members in accordance with the Bylaws on November 11, 2015.



Jason Shyung
Secretary