

SECOND AMENDED BYLAWS

OF

**HISPANIC BAR ASSOCIATION
OF ORANGE COUNTY,**

a California Nonprofit Mutual Benefit Corporation

ARTICLE 1

Section 1. Name. The name of this Corporation shall be “HISPANIC BAR ASSOCIATION OF ORANGE COUNTY”.

ARTICLE 2

Section 2. Principal Office. The principal office for the transaction of business for the Corporation shall be located in Orange County, California. The Board may from time to time change the principal office from one location to another provided such is located within Orange County, California. Any change of this location shall be noted by the Secretary in these Bylaws or this Section may be amended to state the new location.

ARTICLE 3

Section 3. Objectives and Purposes. The purposes for which this Corporation is formed are:

Section 3.1 General Purpose. The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit Corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 3.2 Specific Purposes. The specific purpose of this Corporation is the promotion of excellence in providing legal services with a social conscience by:

- (a) Promoting education, unity and excellence in the Hispanic legal community;
- (b) Expanding the business and professional opportunities available to its members;
- (c) Enhancing its business and professional stature in the Hispanic community;
- (d) Increasing the participation of Hispanic leaders in civic affairs; and
- (e) Enhancing the quality of life for its members and the community.

ARTICLE 4

Section 4. Membership and Dues.

Section 4.1 Membership Classifications. The memberships in this Corporation shall consist of the following: (a) attorney members, (b) affiliate members, (c) judicial members, (d) law student members, and (e) honorary members, as those terms are hereinafter defined.

(1) Attorney Members. All attorneys in good standing under the State Bar of any state in the United States are eligible for regular membership in the Corporation. Attorney members shall have all rights and privileges of regular membership in the Corporation.

(2) Affiliate Members. All paralegals, court reporters, legal secretaries, and other persons employed in the legal profession or who are providers of goods and services to the legal profession are eligible for membership in the Corporation as affiliate members. Affiliate members shall not have voting rights nor hold elected office in the Corporation. Except as provided herein, affiliate members shall have the rights and privileges of regular membership in the Corporation.

(3) Judicial Members. All judicial officers in good standing of any local, state or federal tribunal are eligible for judicial membership in the Corporation. Judicial members shall not hold elected office in the Corporation. Except as provided herein, judicial members shall have all the rights and privileges of regular membership in the Corporation.

(4) Law Student Members. All students actively enrolled in any organized law school in any state in the United States are eligible for law student membership in the Corporation. Law student members shall not have any voting rights, nor shall they hold elected office in the Corporation. Except as provided herein, law student members shall have all other rights and privileges of regular membership in the Corporation.

(5) Honorary Members. Persons distinguished for public service or eminence in the law may be elected to honorary membership by vote of the majority of the members of the Board. Honorary members shall not pay any admission fee or dues and shall neither vote nor hold office in the Corporation. Except as provided herein, honorary members shall have all of the rights and privileges of regular membership in the Corporation.

Section 4.2 Fees, Dues and Assessments. Each member in good standing must pay, within the time and on the conditions set by the Board, any initiation fee and the annual dues in amounts to be fixed from time to time by the Board. Annual dues are payable in advance on January 1, of each year and are delinquent on March 1, of each year. Those members whose dues are not paid, nor satisfactory arrangements made with the Chief Financial Officer and approved by the Board shall be subject to involuntary termination from membership as set forth in Section 4.4 of Article 4 of these Bylaws. Membership Committee shall be responsible for

communicating with those whose dues have not been paid pursuant to Section 4.4.

Section 4.3 Voluntary Termination of Membership.

(a) A member may resign from membership at any time by delivery of written notice thereof to the Secretary of the Corporation.

(b) A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

Section 4.4 Involuntary Termination of Membership. No member may be terminated, no membership or membership rights may be terminated except according to the following procedures which the Membership Committee will be responsible for executing:

(a) A thirty (30) day written notice of the termination and the reasons therefore must be given by first class or registered mail sent to the last address of the member shown on the Corporation's records.

(b) A member shall be given the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the member's termination by the Board or a committee designated to make such determination of the proposed termination, or the termination shall not take place.

(c) If a member subject to involuntary termination cannot be contacted by written notice as set out in Section 4.4(a) hereof, and the Board makes a good faith effort to contact such member, in such instance, involuntary termination of the member shall become final sixty (60) days after the initial delivery of written notice to such member as set out in this Section.

(d) Any action challenging termination of membership, including any claims alleging defective notice, must be commenced within one (1) year after the date of termination.

ARTICLE 5

Section 5. Meetings of Members.

Section 5.1 Place of Meeting. Meetings of the membership shall be held at any place designated by the Board.

Section 5.2 Annual Meeting of Members. The Corporation shall hold an annual meeting of members in December of each year on a date to be fixed by the Board and shall be for the purpose of announcing the results of the election of the Board of Directors and for conducting any other business that may arise.

Section 5.3 Special Meeting.

(a) Authorized Persons Who May Call. A special meeting of the members may be called at any time by any of the following: (1) the Board of Directors, (2) the President, or (3) twenty-five percent (25%) or more of the members.

(b) Calling Special Meetings by Members. Upon request in writing to the President, President-Elect, Vice President or Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than ten (10) nor more than ninety (90) days after the receipt of the request. The notice shall specify the place, date and hour of the meeting and the general nature of the business to be transacted, and no other business may in that case be transacted. The manner of giving such notice shall be in accordance with the provisions of Sections 5.4(c) of Article 5 of these Bylaws. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when a meeting is called by action of the Board.

Section 5.4 Notice of Members' Meeting.

(a) General Notice Contents. All notices of meetings shall be sent or otherwise given in accordance with subsection (c) hereof not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting.

(b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board of Directors by the members;
- (3) Amending the Articles of Incorporation; and
- (4) Voluntarily dissolving the Corporation.

(c) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no other has been given, notice shall be deemed given if either (1) notice is sent to that member by first class mail or telegraphic or other written communication to the Corporation's principal executive office, or (2) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Secretary, Assistance Secretary or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 5.5 Quorum.

(a) Majority Quorum. A number of attorneys equal to fifteen percent (15%) of the members, representing in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members.

(b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5.6 Voting.

(a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 5.8 of Article 5 of these Bylaws, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

(b) Manner of Casting Votes. Voting may be by voice or ballot.

(c) Majority Vote. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter other than the election of directors shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

(d) One Member One Vote. Each member shall be entitled to a single vote.

Section 5.7 Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, either regular or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and a written waiver need not be obtained from members not present at such meetings.

Section 5.8 Record Date for Member Notice and Proxies.

(a) Record Date to be Determined by Board of Directors. For the purpose of determining which members are entitled to receive notice of any meeting, to vote or to give consent to corporate action without a meeting, the Board may fix, in advance, a "record date", which shall not be more than sixty (60) nor less than ten (10) days before

the date of the meeting or lawful action. Only members of record on the date so fixed are entitled to notice, to vote or to give consent, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Public Benefit Corporation Law.

(b) No record date fixed. If no record date is fixed by the Board:

(1) The record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) The record date for determining members for any other purpose shall be at the close of business on the day in which the Board adopts a resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 5.9 Proxies. Every member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member who had executed it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the member executing the proxy; or (b) written notice of the death or incapacity of the maker of that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its fact that it is irrevocable shall be governed by the provisions of Section 6513 of the Nonprofit Corporation Law of California.

ARTICLE 6

Section 6. Election of Directors and Officers.

Section 6.1 Selection of the Nominating Committee. At the September Board of Directors meeting, a Nominating Committee of five (5) members shall be selected. The chairperson of the Nominating Committee shall be the President-Elect. The remaining four (4) Nominating Committee members shall each be elected by majority vote of the Board of Directors present at such meeting.

Section 6.2 Duties of the Nominating Committee. The Nominating Committee shall meet prior to the Board of Directors meeting in October and nominate a slate for President-Elect, Vice President, Secretary, Chief Financial Officer and new directors. The President-Elect shall automatically become the President of the Corporation effective upon the expiration of the President's term. Members may nominate themselves or other members for any of the above-referenced positions, except for the position of President, by notifying the Nominating

Committee in writing of any such nominations prior to the last Board of Directors meeting in October.

It shall be the duty of the Nominating Committee to interview each of the candidates thus selected prior to placing their names on the ballot to secure their permission for such action. Each candidate should be made fully aware of duties involved and term of office for which the member is being nominated.

It shall be the duty of the Nominating Committee to file the list of nominees with the Secretary no later than the November Board meeting. It shall also be their duty to supervise the preparation of the ballot which shall contain clear instructions for voting.

Section 6.3 Notification of Slate to Membership. The slate of candidates together with notice that election will be by ballot, shall be sent through the mail to Members in good standing. Results of the election will be announced at the annual meeting in December.

Section 6.4 Election. Ballots shall be returned to the chairperson of the Nominating Committee no later than 5:00 p.m. on the day prior to the December meeting or such earlier date the Nominating Committee determines. Ballots will be counted by a Tellers Committee appointed, by the President which shall consist of the Nominating Committee chairperson and no more than two (2) other members. Final results of the election will be reported to the membership at the December meeting.

Section 6.5 Vote Required to Elect Directors and Officers. Candidates receiving the highest, number of votes shall be elected as directors and officers of the Corporation for the ensuing year. There shall be no cumulative voting.

ARTICLE 7

Section 7. Directors.

Section 7.1 Number of Directors. The authorized number of directors shall be at least nine (9) and not more than twenty-one (21). The number of authorized directors may be increased or decreased by approval of the Board. The directors shall be as follows:

The Board of Directors - the Corporation shall have a Board of Directors consisting of:

(a) The President, the President-Elect, the Vice President, the Secretary, the Chief Financial Officer and the chair of any standing committee appointed pursuant to Section 9.2.

(b) The immediate past President shall have the option to serve as a director for a one (1) year term.

(c) Three (3) directors elected for two (2) year terms who have been members of the State Bar or otherwise duly licensed to practice law in any American Jurisdiction-

This number shall be increased to four (4) if the immediate past President elects not to serve as a director.

Section 7.2 Powers of Directors. Subject to the powers of the members as provided by law as herein set forth, the activities and affairs of the association shall be conducted and all corporate powers shall be exercised by and under the direction of the Board. Without limiting the generality of the foregoing, the Board shall have the following powers:

(a) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore as are not inconsistent with the law, or with, the Articles of Incorporation or the Bylaws, as they may deem best.

(b) To change the principal office for the transaction of business of the Corporation from one location to another within the same county; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal, and to alter the form thereof from time to time, as in their judgment they may deem best, provided such seal at all times complies with the provisions of law.

(c) To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(d) To adopt, amend and repeal bylaws except as limited by Section 12 of Article 12 of these Bylaws.

(e) To make donations' for the public welfare or for charitable, educational, civic or similar purposes.

(f) To appoint an Executive Committee and other committees, to delegate to the Executive Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the power to prescribe the manner in which proceedings of the Executive Committee and other committees shall be conducted.

Section 7.3 Election and Term of Office. With the exception of the President, the President-Elect, the Vice President, the Secretary, the Chief Financial Officer and Past-President who will serve for a term of one (1) year and hold office until the next annual meeting on which their term expires, all directors shall be elected every other year at the annual meetings of the Corporation for a term of two (2) years. The term of office for officers and directors shall begin January 1 to coincide with the start of the Corporation's fiscal year. Election of the directors shall be by ballot mailed by the Nominating Committee in accordance with Section 6 of Article 6 of these Bylaws.

Section 7.4 Vacancies. Any vacancy on the Board may be filled by a majority of the remaining directors then in office, even though less than a quorum, or by the sole remaining director. A director so elected shall hold office until the expiration of the term of the

vacated office. The members may elect a director at any time to fill any vacancy not filled by the directors.

Section 7.5 Resignation. A director may resign upon giving thirty (30) days written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. Except upon notice to the Attorney General, no director may resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 7.6 Place of Meeting. Regular meetings of the Board shall be held any place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 7.7 Meeting of the Board of Directors.

(a) A regular meeting of the Board of Directors may take place without notice immediately following a meeting of the membership.

(b) Regular meetings of the Board of Directors shall be held at least once monthly. If a regular meeting is not scheduled to immediately follow a meeting of the membership, the President shall so notify the Board of the date, time and place of the regular meeting at least three (3) days before the date of the meeting. Notice shall contain copy of the agenda and all proposals and other matters to be acted on by the Board. The notice shall be given either personally or by first class mail, telegraphic or other written communication, charges prepaid, addressed to each director either at the address of that director appearing on the books of the Corporation or the address given by the director to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telecopy or other means of written communication.

(c) The December meeting of the Board of Directors shall include the newly elected, holdover and retiring members of the Board. The retiring officers and directors shall function through the month of December and the new Board shall take up its duties on January 1.

Section 7.8 Special Meeting.

(a) Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or any three (3) directors.

(b) Written notice of the time and place of the special meeting shall be delivered personally to each director by telephone, telecopy, in person or by first class mail at least five (5) business days before such meeting is scheduled to take place. Notice shall be addressed to the director at his/her address as shown upon the records of the Corporation, or if it is not so shown on such record or is not readily ascertainable, at the place in which the meeting of the directors is regularly held. The notice shall specify the purpose of the special meeting. Notice need not be given to any director who attends any meeting without protesting the lack of notice prior to the meeting or at its commencement.

Section 7.9 Validation of Meeting. The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, whether before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records.

Section 7.10 Participation by Telephone. Members of the Board may participate at the meeting through the use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 7.11 Quorum. At least 2/3 of the directors shall constitute a quorum of the Board for the transaction of business.

Section 7.12 Action Without Meeting. Any action required or permitted to be taken by the Board, may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 7.13 Adjournment.

(a) Notice of the time and place of holding an adjourned meeting need not be given to absent directors if time and place be fixed at the meeting adjourned.

(b) A quorum of the directors may adjourn any directors' meeting to meet again on a stated day and hour. If a quorum does not exist, a majority of the directors present, may adjourn such meeting to meet again at a stated day and hour up to, but not including, the time fixed for the next regular meeting of the Board.

(c) In the absence of a quorum at a meeting of the Board, the majority of the directors present may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment. Such notice need not comply with the time in which notice must be given prior to a meeting, as required by Sections 7.7 and 7.8 of Article 7 of these Bylaws, but should be given as far in advance as is reasonably practical under all of the circumstances existing at the time of the adjournment.

Section 7.14 Compensation and Reimbursement of Expenses. The directors shall receive no compensation for their services. A director may be reimbursed for actual expenses incurred up to Five Hundred Dollars (\$500) by approval of the than current Chief Financial Officer. All other reimbursements must first be authorized by a majority of the Board.

Section 7.15 Non-attendance of Directors. Non-attendance of a director for three (3) consecutive regular meetings of the Board of Directors without approval of the President Shall be the equivalent of a tender of resignation. Any such resignation shall take

effect upon acceptance by the Board.

ARTICLE 8

Section 8. Officers.

Section 8.1 Officers. The officers of this Corporation shall be a President, a President-Elect, a Vice President, a Secretary, a Chief Financial Officer and such other officers as shall be determined by the Board.

Section 8.2 Election and Term of Office. The officers of the Corporation shall be chosen by the members as set forth in Section 6 in Article 6 of these Bylaws.

Section 8.3 Removal and Resignation. Any officer may be removed, either with or without cause, by a two-thirds (2/3rds) vote of the Board and may resign at any time upon thirty (30) days written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 8.4 Vacancies. A vacancy in any office because of death, resignation and removal of any officer may be filled by the Board.

Section 8.5 Compensation and Reimbursement of Expenses. Officers shall receive no compensation for their services. An officer may be reimbursed for actual expenses incurred up to Five Hundred Dollars (\$500) by approval of the then current Chief Financial Officer. All other reimbursements must first be authorized by a majority of the Board.

Section 8.6 Powers and Duties. The following shall be the officers of the Corporation with the powers and duties hereinafter set forth:

(a) President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. The President shall serve as chairperson at all meetings of the Board. With the exception of Finance Committee chair and the chairperson of the Nominating Committee, the President shall appoint all committee chairpersons subject to the Board's approval. The President shall present an annual report on the state of the Corporation to the membership at the annual meeting. The President shall be an ex-officio member of all the standing committees, excluding the Nominating Committee and shall have the general powers and duties of management usually vested in the office of the president of a Corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(b) President Elect. The President-Elect shall, in the absence of the President, perform the duties and exercise the functions of the President. The President-Elect shall be a member of the Board. The President-Elect shall perform all duties incident to the office of President-Elect and such other duties as may from time to time be assigned by the Board. The President-Elect shall automatically become President upon the expiration of the President's term.

(c) Vice-President. The Vice President shall, in the absence of the President and President-Elect, perform the duties and exercise the functions of the President. The Vice President shall be a member of the Board. The Vice President shall perform all duties incident to the office of the Vice President and such other duties as may from time to time be assigned by the Board.

(d) Secretary. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors and members with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof. The Secretary shall be a member of the Board and give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given. The Secretary shall ensure that all notices are duly sent in accordance with the provisions of these Bylaws or as required by law or requested by the President or Board. The Secretary shall be responsible for all correspondence pertaining to the Corporation, or as requested by the Secretary or Board. The Secretary shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

(e) Chief Financial Officer. The Chief Financial Officer shall be the custodian for all funds of this Corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this Corporation shall be disbursed only on checks or other withdrawal orders of this Corporation signed by such officers or other persons as may be specifically authorized by these Bylaws or the Board. The Chief Financial Officer shall prepare and mail annual dues, statements, receive dues and maintain records of all dues paid by members. The Chief Financial Officer shall generally supervise the accounting and bookkeeping of this Corporation, shall be a member of the Board, shall regularly report to the Board and the members as to the financial condition and results of operations of this Corporation, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Chief Financial Officer shall be authorized to execute documents on behalf of this Corporation requiring the signature of the Treasurer and is designated Treasurer for such purpose.

(f) Other Officers. Such other officers as may be appointed by the Board to meet the business requirements of the Corporation, shall have such authority and shall perform such duties as the Board of Directors may from time to time determine.

ARTICLE 9

Section 9. Committees.

Section 9.1 Creation of Committees. The Board may, by appropriate resolution create one or more committees, to serve at the pleasure of the Board. Meetings and actions of committees shall be governed by the provisions of the Bylaws applicable to directors, with such changes in the context of these Bylaws as are necessary to substitute the committee

and its members for the Board and its members.

Section 9.2 Standing Committee. The standing committees of the Corporation shall be the Program Committee, the Membership Committee, the Finance Committee and Newsletter Committee. The President shall appoint chairs and the members of each standing committee and shall submit such appointments to the Board of Directors for approval. The chairs and members of the committees shall serve until the next annual meeting. The chairs of any standing committee shall also serve as a director on the Board.

Section 9.3 Size of Committees. The size of the standing committees, except as the Bylaws may otherwise provide, may be increased or decreased from time to time by the President or the Board.

Section 9.4 Powers of Committees. Each committee, however composed, shall exercise such powers as may be lawfully delegated to it by the Board provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 9.5 Program Committee. The Program Committee shall be responsible for arranging all programs for the pleasure and education of the membership with the approval of the Board.

Section 9.6 Membership Committee. The Membership Committee shall be responsible for processing all new memberships, having all required documentation prepared before presenting potential members to the Board for approval and administering procedures as set forth by Section 4.4 of Article IV of these Bylaws.

Section 9.7 Finance Committee. The Finance Committee shall be chaired by the Chief Financial Officer and shall be responsible for preparing the annual budget for approval by the Board and ratification by the membership. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year if deemed necessary.

Section 9.8 Newsletter Committee. The Newsletter Committee shall be responsible for preparing and publishing a quarterly newsletter.

ARTICLE 10

Section 10. Contracts, Checks, Deposits and Funds.

Section 10.1 Contracts, etc., How Executed. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority so bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or in any amount.

Section 10.2 Checks, Drafts and Notes. All checks, drafts or orders for the payment of money, notes or evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments shall be signed by the Chief Financial Officer and countersigned by the President, President-Elect or Vice President of the Corporation.

Section 10.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board may designate

Section 10.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, devise or governmental or other subsidy or scholarship grant for the general purpose of the Corporation, or for any special purpose within its general purposes.

ARTICLE 11

Section 11. Amendments to Bylaws. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members or by the vote of a majority of the Board, provided, however, that the members must approve any action that would:

- (a) Materially or adversely affect the rights of members as to voting or dissolution;
- (b) Decreases the number of Board members to less than five (5) or increase the number of Board members to more than thirty (30); and
- (c) Amend or repeal this Section 11

No bylaw shall be adopted, amended or repealed unless the substance of the proposed adoption, amendment or repeal shall have been stated in the notice of the meeting.

ARTICLE 12

Section 12. Indemnification.

Section 12.1 Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 12.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations

Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 12.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 12.1 and 12.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 12.4 Insurance. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors and other agents, against any liability asserted against or incurred by any officer, director or agent in such capacity or arising out of the officers', director's or agent's status as such.

ARTICLE 13

Section 13. Miscellaneous.

Section 13.1 Reports. The Board shall cause proper and timely reports to be filed with such federal and state regulatory and reporting agencies as may be required by law.

The Corporation shall furnish any member who so requests a copy of any report filed by the Corporation pursuant to Article 7 (commencing with Section 12580) of Chapter 69 of Part 2 of Division 3 of the Government Code. The Corporation may impose reasonable charges for copying and mailing such report.

Section 13.2 Annual Statement of General Information. The Corporation shall, during the period commencing five (5) calendar months prior to the date its Articles were filed and ending during the month its Articles were filed each year, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or resident addresses of the President, Secretary and Chief Financial Officer and the street address of its principal office, together with a designation of the agent of the Corporation for the purpose of service of process, all in compliance with Section 8210 of the Corporations Code.

Section 13.3 Inspection of Records. The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon the written demand on the Corporation of any member at any reasonable time, for a purpose reasonably related to such person's interest as a member.

Every director shall have, the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 13.4 Rules of Order. Robert's Rules of Order, revised, shall govern the proceedings of the Corporation upon parliamentary questions not covered by these Bylaws.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Hispanic Bar Association of Orange County, a California nonprofit mutual benefit Corporation, hereby certifies that the foregoing is a full, true and correct copy of the Second Amended Bylaws of the Corporation with all amendments to date of this Certificate.

WITNESS the signatures of the undersigned this _____ day of _____ 2005.

Secretary

SECOND AMENDED BY LAWS

OF

**HISPANIC BAR ASSOCIATION
OF ORANGE COUNTY**

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