
AMENDED AND RESTATED BYLAWS

OF

THE DOMINICAN BAR ASSOCIATION, INC.



Effective January 7, 2017

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**AMENDED AND RESTATED BYLAWS
OF
THE DOMINICAN BAR ASSOCIATION, INC.**

Article 1. Offices; Corporate Seal

1.1 Name. The name of the corporation, formerly known as the American Society of Dominican Attorneys, Inc., is The Dominican Bar Association, Inc. (the “*Association*”).

1.2 Registered Office. The registered office of the Association is located at Canal Street Station, P.O. Box 203, New York, New York 10013.

1.3 Other Offices. The Association may have such other offices, within or without the State of New York, as the Board of Directors of the Association (the “*Board of Directors*” or the “*Board*”) may from time to time determine.

1.4 Corporate Seal. The Association may, but is not required to, have a corporate seal. The corporate seal, if any, (a) must have inscribed thereon the name of the Association, the year of its organization and the words “Corporate Seal, New York”; and (b) may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

Article 2. Purposes

The purposes of the Association are as follows:

(a) The purposes listed in the Certificate of Incorporation of the Association (the “*Certificate of Incorporation*”);

(b) To support Latino attorneys and law students, particularly attorneys and law students of Dominican ancestry, in their pursuit of higher posts in the legal profession and other facets of influence;

(c) To support Latino members of the Judiciary, particularly those of Dominican ancestry, in their pursuits within the profession, and to encourage such members to exert a positive influence in the Latino community;

(d) To assist with the selection of qualified jurists by participating on judiciary panels, among other functions;

(e) To encourage potential Latino law students, particularly those of Dominican ancestry, to strive for the betterment of their individual lives and to pursue a profession, preferably in the legal field, and to provide assistance to such students during their pursuit of admission to law school in the United States and during their law school tenures;

(f) To encourage graduates of law schools of the Dominican Republic to seek admission to the Bar of a state or states of the United States of America and to advise and assist them in the process;

(g) To encourage attorneys and law graduates of Dominican ancestry to become active in and remain responsive to the needs of the Dominican community, and to assist them in the process;

(h) To conduct research projects and prepare studies concerning general legal issues affecting the Dominican and at-large Latino community;

(i) To improve the public understanding of the function and importance of Latino lawyers, particularly lawyers of Dominican ancestry, and to encourage the respect thereof;

(j) To disseminate within the community information concerning free services made available by private and public entities working in areas affecting the Dominican and at-large Latino community;

(k) To coordinate with other organizations, groups and individuals efforts aimed at assisting the Dominican and at-large Latino community;

(l) To aid the Latino and other minority communities generally, and in particular, to aid the progress of Dominicans; and

(m) To do any and all other things appropriate for the furtherance of the foregoing purposes.

Article 3. Members

3.1 Categories of Members. The members of the Association (each, a “*Member*”, and collectively, the “*Members*”) are those natural persons interested in the purpose of the Association who satisfy the requirements of one of the following categories: (a) Regular Members, (b) Associate Members, and (c) Honorary Members.

3.2 Membership Eligibility; Rights of Members. To be eligible for membership with the Association, a person must satisfy the eligibility requirements under the category of membership for which she or he applies, as described below:

(a) **Regular Members.** A Person is a regular member of the Association (a “*Regular Member*”) if (i) he or she is in good standing with the court authorized to issue licenses to practice law in any state or territory of the United States of America, Washington, DC, or the Dominican Republic (a “*Qualified Jurisdiction*”) and (ii) is current on his or her Annual Dues payment (satisfying subsections (i) and (ii) hereto is referred to as being in “*Good Standing*” with the Association). A person is eligible to become a Regular Member if such person is in good standing with at least one Qualified Jurisdiction. Unless provided otherwise in these bylaws (these “*Bylaws*”), Regular

Members are entitled to all the privileges of the Association, including voting, holding office, and participating on committees.

(b) Associate Members. A Person is an associate member of the Association (an “*Associate Member*”) if he or she meets the eligibility requirements set forth in this Section 3.2(b) and is in Good Standing. Any person in the following categories is eligible to become an Associate Member and will be entitled to all the privileges afforded to Regular Members, except for voting, holding office or being appointed chairperson of any committee.

(i) **Foreign Attorneys.** A “*Foreign Attorney*” is a person who is not admitted to practice in any jurisdiction in the United States, but is licensed to practice in another country, other than the Dominican Republic.

(ii) **Law School Graduates.** A “*Law School Graduate*” is a person who has graduated from an accredited law school in the United States but who has not been admitted to practice law in any jurisdiction.

(iii) **Law Students.** A “*Law Student*” is a person enrolled at an accredited law school in the United States.

(c) Honorary Members. An “*Honorary Member*” is a former Regular Member who has obtained unusual distinction in the Latino community or in the legal profession, as determined in the sole discretion of the Board of Directors. Honorary Members will be entitled to all the privileges afforded to Regular Members, except for voting, holding office or being appointed chairperson of any committee.

3.3 Dues.

(a) Annual Membership Dues – Due Date. Annual membership dues (the “*Annual Dues*”) are due and payable, if applicable (i) with respect to new Members, upon their application for membership with the Association; and (ii) with respect to existing Members, on the anniversary of such Member’s last payment of his or her Annual Dues¹.

(b) Annual Dues – Structure. Effective the date of these Bylaws, Annual Dues are as follows²:

| | | |
|-------|--|----------------------|
| (i) | Regular Members: | \$75.00 |
| (ii) | Associate Members (except for Law Students): | \$35.00 |
| | (A) Law Students: | No cost |
| (iii) | Honorary Members: | No cost ³ |

¹ Existing Members who do not pay the Annual Dues in accordance with this bylaw will fall out of Good Standing and remain in such status until they pay their Annual Dues.

² Any member may apply for a waiver or reduction of dues for a given year upon a showing of good cause, including financial hardship and/or service to the Association.

(c) **Changes in Annual Dues.** The Board may change the Annual Dues structure pursuant to a vote of a minimum of two-thirds of the entire Board. The Board shall provide the Members with a minimum two-week notice before such change(s) is/are to take effect.

3.4 **Resignation.** A Member may withdraw at any time by giving notice to the President and/or the Secretary or by letting her or his membership lapse. The withdrawal of a Member is effective without acceptance when the notice is given to the President and/or the Secretary, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 3.15 satisfies the notice requirement.

3.5 **Removal.** Any Member may be removed for Cause from the Association by the affirmative act of a minimum of two-thirds of the entire Board.

3.6 **Annual Meeting.** The annual meeting of the Members of the Association (the “*Annual Meeting*”) is a meeting presided by the President for the purpose (a) facilitating the delivery by the Board and the officers of the Association of annual reports of the directors, officers and committees to the Members, and (b) transacting such other business as the Board may decide.

3.7 **Time, Place and Manner of Meetings.** The Secretary or the President shall send notification stating the date, time and place of the Annual Meeting to every Member at least 14 days prior to such meeting.

3.8 **Special Meetings.** Special meetings of the Members may be called by the Board or the President. No business other than that specified in the notice of the special meeting may be transacted at such special meeting without the consent of a majority of the Members eligible to vote present at such special meeting.

3.9 **Notice for Special Meetings.** The Secretary or the President shall mail a notice of a special meeting to each Member, addressed to the Member at his or her address according to the last available records of the Association at least seven days before the day on which the special meeting is to be held, or delivered personally or by telephone, facsimile transmission or electronic communication which meets the requirements of Section 3.15 at least two days before the day on which the special meeting is to be held. The notice regarding any special meeting must state the subject of the meeting, time, date, place and manner of the special meeting. Notice will be deemed waived by any Member who attends the special meeting in person or participates in the special meeting via remote communication, unless such Member objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the special meeting. Notice also may be deemed waived if the Member consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 3.15, before, after or during the meeting.

³ An Honorary Member will be exempt from paying dues unless she or he wishes to exercise members’ voting rights, in which case such Honorary Member would be required to pay the dues applicable to Associate Members at the time of such Honorary Member’s request.

3.10 Quorum. The presence of one-tenth of the Regular Members is required to constitute a quorum for the transaction of business at any meeting of the Members. Thereafter, a quorum will be deemed present for purposes of conducting business and determining the vote required to take action. In the absence of a quorum, the Members present may adjourn the meeting to a date not less than seven nor more than 21 days from the date scheduled. The Secretary or the President shall send notification of the rescheduled date to those Members who were not present at the meeting originally called. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even if the withdrawal of Members originally present at the meeting reduces the number of Members to a number that is lower than the number required for a quorum.

3.11 Voting Required. The vote of a majority of the Members entitled to vote who are present at a meeting at which a quorum is present constitutes the act of the Members.

3.12 Proxy Voting. Except as otherwise provided in the Certificate of Incorporation, every Member entitled to vote at a meeting of Members, including in connection with the election of directors, or to express consent or dissent without a meeting may authorize another Member to act for him or her by proxy. No proxy is valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy is revocable at the pleasure of the Member executing it. The authority of the holder of a proxy to act may not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the officer responsible for maintaining the list or record of Members. A Member may authorize another Member to act for the Member as proxy by providing such authorization by electronic mail to the Member who will be the holder of the proxy, provided that any such authorization by electronic mail either sets forth or is submitted with information from which it can be reasonably determined that the authorization by electronic mail was authorized by the Member. If it is determined that such authorization by electronic mail is valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the nature of the information upon which they relied.

3.13 Action Without A Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting, when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 3.15. The written action must be approved, in one or more counterparts, by every Member entitled to vote.

3.14 Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between the Association and any Member (or an organization in which a Member is a director, officer or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the Member's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or other transaction.

3.15 Electronic Records and Signatures. The Association recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which

the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Association, or to an officer or agent of the Association who is authorized by the Association to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Article 4. Board of Directors

4.1 General Powers. The property, business and affairs of the Association must be managed and all corporate powers must be exercised by or under the direction of the Board of Directors.

4.2 Qualification. Only Regular Members are eligible for nomination and election to the Board of Directors.

4.3 Nomination. Nominations for directors may be made by any Regular Member. If the nominee is qualified and accepts the nomination, he or she shall follow the elections rules prescribed by the Nomination and Election Committee, or the President, depending on who is administering the elections.

4.4 Number. The Board of Directors must consist of a minimum of 10 directors. This number may be changed from time to time by resolution of the Board of Directors with the approval of a majority of the entire Board.

4.5 Election. Directors must be elected by a plurality vote of Regular Members present at the annual meeting of elections of directors, President and President-Elect, which must be held in October/November of each year or, under exigent circumstances, as otherwise determined by the Board (the "*General Elections*"). The General Elections must be administered by the Nomination and Election Committee, if one has been created by the Board, or by the President. The Nomination and Election Committee or the President, as applicable, shall provide notice of the General Elections to the Members at least 45 days prior to the scheduled date of the meeting. The Nomination and Election Committee or the President, as applicable, with the approval of the Board, shall establish all other rules pertaining to the General Elections.

4.6 Term of Office The Board of Directors will be divided into four classes: Class I, Class II, President-Elect Class and President Class. Class I must be composed of a minimum of four directors and Class II must be composed of a minimum of five directors. Starting with the October/November 2017 General Elections, each set of Class I directors must be elected to two-year terms, and elections for that class of directors must be held biannually thereafter. Each set of Class II directors must be elected to two-year terms biannually. The President-Elect Class is composed solely of a President-Elect, if one is elected, who by being elected as President-Elect, is also automatically elected to serve as a director of the Board for a one-year term to be served concurrently with the term as President-Elect. The President Class is composed solely of the President, who by being elected as President or succeeding to the office of the President

immediately after serving his or her term as President-Elect, is automatically elected to serve as a director of the Board for a one-year term to be served concurrently with the term as President. Directors shall serve until the end of their terms or until their earlier death, resignation, or removal. For clarity, Exhibit A hereto describes the election structure for the period of October/November 2017 to October/November 2021.

4.7 General Duties and Authority.

(a) Immediately following the meeting designated for the purpose of electing the Board of Directors, the newly-elected Board will have the authority to nominate, elect and vote for the officers, except for the office of the President and the President-Elect, for the following calendar year. The newly-elected Board shall attend at least the last two remaining regularly scheduled meetings of the incumbent Board of Directors.

(b) Directors shall support, through attendance, financial contributions, and other means, the activities of the Association that have been approved by the Board.

(c) The Board shall identify the Association's primary activities for the upcoming year at the first Board meeting of the year in January. Directors shall indicate the activities/events with which they would like to assist; and

(d) While the Association will at times subsidize, in whole or in part, the cost of certain activities and events, directors must at times be willing and will be required to bear the cost of the aforementioned activities and events.

4.8 Resignation. A director may resign at any time by giving notice to the Board. The resignation of a director is effective without acceptance when the notice is given to the Board, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 4.22 may satisfy the notice requirement.

4.9 Removal. Any director may be removed for Cause from office by the affirmative vote of a majority of the entire Board. The Board may, at any of its regular meetings, declare vacant the office of any director who has been absent without excuse, *i.e.*, without communication stating the reason for the absence, from three consecutive meetings of the Board, provided that the Board has given such director notice of the Board's intent to declare such vacancy and that the director does not provide a satisfactory response.

4.10 Vacancies. Any vacancy in the Board of Directors must be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, and the term of the director filling the vacancy will expire (a) with respect to a vacancy created by the death, resignation or removal of a director, at the time that such term would have expired for the exiting director, or (b) with respect to a vacancy created by an enlargement of the Board, on December 31 of the year where such enlargement is approved by the Board or on the date when the term for the class of directors affected by the enlargement expires.

4.11 Time, Place and Manner of Meetings. The Board of Directors may hold its meetings at such time and place and in such manner as it may from time to time determine.

4.12 Meetings Conducted Through Means of Remote Communication. The Board of Directors may (a) authorize individual attendance and participation by Board members at meetings through one or more means of remote communication; or (b) specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 4.14 or Section 4.16, as applicable, and that the quorum requirements specified in Section 4.17 are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

4.13 Regular Meetings. Regular meetings of the Board of Directors must be held once a month, except for the months of June and July when no meetings need to be, but may be, held. The President shall preside at all meetings of the Board during which she or he is present and the President-Elect shall preside in the absence of the President.

4.14 Notice for Regular Meetings. The President shall designate the dates of regular meetings at the first Board meeting of the year.

4.15 Special Meetings. Special meetings of the Board of Directors may be called by the President or the President-Elect with the approval of at least three other directors to transact very important business the resolution of which requires a meeting prior to the following scheduled regular meeting, and must be held at such times and places and in such manner as the Board of Directors may determine.

4.16 Notice for Special Meetings. Notice of a special meeting must be mailed to each director, addressed to the director at his or her address according to the last available records of the Association at least two days before the day on which the special meeting is to be held, or delivered personally or by telephone, facsimile transmission or electronic communication which meets the requirements of Section 4.22, not later than 24 hours before the day on which the special meeting is to be held. However, notice need not be given if the date, time and place of the special meeting were announced at a previous Board meeting. The notice must state the purpose, time, place and manner of the special meeting. Notice will be deemed waived by any director who attends the special meeting in person or participates in the special meeting via remote communication, unless the director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the special meeting. Notice also may be deemed waived if the director consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 4.22, before, after or during the meeting.

4.17 Quorum. A majority of the entire Board is required to constitute a quorum for the transaction of business at any meeting. Thereafter, a quorum must be deemed present for purposes of conducting business and determining the vote required to take action. In the absence of a quorum, the directors present may adjourn the meeting without notice until a quorum is present, at which point the meeting may be held. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is

interrupted after a duly called or held meeting is convened, the directors present may continue to discuss business, but may not vote on any matter, until a quorum is restored.

4.18 Voting. The vote of a majority of the directors present at a meeting of the Board of Directors where quorum is present constitutes the act of the Board. Each person serving as a director on the Board is entitled to one vote.

4.19 Proxy Voting. Proxy voting is not permitted.

4.20 Action Without A Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 4.22. The written action must be approved, in one or more counterparts, by every member of the Board of Directors.

4.21 Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between the Association and any director (or an organization in which a director is a director, officer or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum at a meeting of the Board and may not vote.

4.22 Electronic Records and Signatures. The Association recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Association, or to an officer or agent of the Association who is authorized by the Association to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

4.23 Committees.

(a) Committees of the Board. The Board of Directors may act by and through such committees of the Board as may be set forth in these Bylaws or specified in resolutions approved by a majority of the entire Board in accordance with the law. Each committee of the Board (i) must consist of at least three directors and may include non-directors who are precluded from voting with respect to any business of the committee; (ii) may be authorized by the Board to legally bind the Board; (iii) must prepare minutes of its meetings and must furnish such minutes to the Board and to its members upon request by the Board; and (iv) must function as otherwise prescribed by the Board and as provided by law.

(b) Committees of the Association. Each year the Board of Directors may designate those committees of the Association as the Board deems necessary to accomplish the business of the Association. The Vice President, if one is in office, shall designate the chairperson(s) of the committees of the Association, except in the case of the Scholarship Gala Committee, which must be chaired by the Scholarship Gala Chairperson. If no Vice President is in office, the Board shall designate such chairperson(s). Each committee of the Association (i) must consist of a chairperson and as many members, who do not need to be Members of the Association, as the Board determines; and (ii) may not legally bind the Board. Each year the Board shall make reasonable efforts to create at least the following committees of the Association which will be charged with the duties described below:

(i) **Scholarship Gala Committee.** This committee shall be chaired by the Scholarship Gala Chairperson and shall be responsible for, among other duties specified by the Scholarship Gala Chairperson, (A) identifying and selecting candidates for the Association's scholarship awards, (B) identifying and selecting honorees for the Gala, (C) generally planning the Gala and (D) performing such other tasks as the Board may request.

(ii) **Membership Committee.** This committee shall (A) identify and recruit eligible candidates to join the Association, (B) keep track of and report on the status of the Association's membership and (C) perform such other tasks as the Board may request.

(iii) **Community Outreach Committee.** This committee shall (A) conduct activities aimed at implementing the purposes of the Association relating to community service, including the organization of legal workshops and (B) perform such other tasks as the Board may request.

(iv) **Youth Outreach Committee.** This committee shall (A) conduct activities aimed at implementing the purposes of the Association relating to youth outreach, including the organization of the Association's Law Day events and (B) perform such other tasks as the Board may request.

(v) **Professional and Business Development Committee.** This committee shall (A) create and/or strengthen relations between the Association and leaders in the business, government, legal and other communities, (B) generally focus on identifying and fostering relationships with individuals and entities that are in a position to help further the careers of Latino lawyers and, in particular, lawyers of Dominican heritage as well as the overall objectives of the Association and (C) perform such other tasks as the Board may request.

(vi) **Finance Committee.** This committee shall (A) assist the Treasurer with his or her duties generally, (B) keep track of and report to the Board on all of the Association's filings with government regulatory offices, including the Internal Revenue Service and (C) perform such other tasks as the Board may request.

(vii) **Committee for Professional Ethics and Responsibilities.** The duties of this committee include (A) confirming the admission and/or membership in good standing of Members in the jurisdiction(s) in which, according to such Members' initial membership applications or membership renewals, such Members are admitted, (B) reviewing cases of Members against whom grievances have been filed with the Association or any other forum and assisting the Board with taking proper actions in respect of the same, (C) developing and implementing procedures to educate Members on the rules of ethical conduct in the legal profession and (D) performing such other tasks as the Board may request.

(viii) **Nomination and Election Committee.** This committee shall (A) evaluate and nominate candidates for positions as directors of the Board and officers, (B) administer all elections held by the Association and (C) perform such other tasks as the Board may request. If no such committee has been created, the President shall administer all elections of the Association.

(ix) **Law Student Committee.** This committee shall (A) assist the Association with all functions undertaken by the Association which affect law students and (B) perform such other tasks as the Board may request.

(x) **Foreign Attorney Committee.** This committee shall (A) assist the Association with all functions undertaken by the Association which affect foreign attorneys and (B) perform such other tasks as the Board may request.

(xi) **Advisory Committee.** This committee, consisting of the immediate past president as chairperson and those former directors and officers of the Association as may volunteer to join the committee, shall (A) serve as a consultative and advisory body to the Board of Directors by providing valuable input on matters related to the purposes of the Association with respect to which the Board requests guidance, and (B) work closely with the Professional and Business Development Committee to further that committee's objectives.

(ix) **Women's Committee.** This committee shall (A) provide Latina women with a community dedicated to mentoring, leadership development and special events focused on promoting and supporting women within the legal and (B) perform such other tasks as the Board may request.

(x) **Young Lawyers Committee.** This committee shall (A) conduct activities aimed at implementing the purposes of the Association relating to creating strong connections between young attorneys, including the organization of the Association's social events, and (B) perform such other tasks as the Board may request.

4.24 **Rules and Regulations.** The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Association and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by a majority vote of the directors present and entitled to vote at a meeting of the directors where a quorum is present.

Article 5. Officers

5.1 Number, Qualifications. The Association is required to have a President, a Treasurer and a Secretary, who shall fulfill the duties of both the Reporting Secretary and the Corresponding Secretary if only one secretary is in office. The Association may have such other officers as may be elected by the Board of Directors, including those holding the other offices described in this Article 5. Any number of offices may be held by the same person, except that the offices of the President and Treasurer must be held by different persons.

5.2 Nomination. Nominations for officers may be made by any director and submitted to the Nomination and Election Committee, or the President, depending on who is administering the elections. If the nominee is qualified and accepts the nomination, he or she shall follow the elections rules prescribed by the party administering the elections.

5.3 Election. Except for the President and the President-Elect, officers must be elected by the Board of Directors after the election of directors each year (the “*Officers’ Elections*”), but no later than on the last day of November of each year, unless the Board determines otherwise due to exigent circumstances. The office of the President must be filled by the succeeding President-Elect, if one was in office the previous year, or at the General Elections pursuant to Section 4.5 hereof. The office of the President-Elect must be filled at the General Elections pursuant to Section 4.5 hereof. Officers must be natural persons and, except for the President and the President-Elect, do not have an obligation to serve on the Board of Directors. Elections of officers must be administered by the Nomination and Election Committee, if one has been created by the Board, or by the President. The Nomination and Election Committee or the President, as applicable, shall provide notice of the Officers’ Elections to the Members at least 45 days prior to the scheduled date of the meeting. The Nomination and Election Committee or the President, as applicable, with the approval of the Board, shall establish all other rules pertaining to the Officers’ Elections.

5.4 Term. Each officer shall hold office for a term of one calendar year beginning on January 1, or until the earlier death, resignation or removal of the officer. Subject to any exceptions of these Bylaws, an officer may be elected to the same or a different office after the expiration of his or her term.

5.5 General Duties.

(a) **Board Meetings.** All officers are required to attend the meetings of the Board of Directors. Other than the President and the President-Elect, officers may not vote on Board matters.

(b) **Transition Duties**

(i) **Transition Meetings.** For purposes of transition only, officers shall attend the last two regularly scheduled Board meetings of the year during which the officers are elected.

(ii) **Reports.** All officers shall deliver to the Board a report relating to their offices no later than on the date of the Annual Meeting or the last regular meeting, whichever is later, of the year when their duties as officers conclude.

(iii) **Delivery of Records.** By December 31 of the year when their term in office concludes, all officers shall deliver to their successors all records, equipment and other property belonging to the Association.

5.6 **Resignation.** An officer may resign at any time by giving notice to the Board. The resignation of an officer is effective without acceptance when the notice is given to the Board, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 4.22 satisfies the notice requirement.

5.7 **Removal.** Any officer may be removed for Cause from office by the affirmative vote of two-thirds of the entire Board. The Board may at any of its regular meetings declare vacant the office of any officer who has been absent without excuse, i.e., without communication stating the reason for the absence, from two consecutive meetings of the Association or the Board, provided that the Board has given such officer notice of the Board's intent to declare such vacancy and that the officer does not provide a satisfactory response.

5.8 **Vacancies.** Any vacancy in an office must be filled by the affirmative vote of a majority of the Board at a meeting where quorum is present and the term of the officer filling the vacancy will expire on December 31 of the year when the office is filled.

5.9 **President.** To be eligible for the office of the President, a person must have served as President-Elect during the year preceding the term for which he or she seeks election, or have otherwise served on the Board of Directors, and be a Regular Member as of the date that is at least 30 days before the date of election. A person succeeding to the office of the President after serving as President-Elect or being elected to the office of the President is automatically elected to serve as a director of the Board for a term of one year which must be served concurrently with the term as President. The President shall (a) serve as the chairperson of the Board; (b) have active management of the day-to-day business of the Association; (c) when present, preside at meetings of the Board of Directors and meetings of the Association and delegate a recording secretary for such meetings if the Recording Secretary is not present; (d) ensure that orders and resolutions of the Board of Directors are implemented; (e) sign and deliver in the name of the Association deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation or these Bylaws or by the Board of Directors to another officer or agent of the Association; (f) designate a director or directors to assist with activities or events for which an insufficient number (as determined by the President in his or her discretion) of directors has volunteered, provided that a majority of the Board agrees that the director(s) designated by the President is suitable for the assignment; (g) administer all elections of the Association if no Nomination and Election Committee has been created by the Board; (h) before assuming the office of the President, ensure a smooth transition period for the Board of Directors by collaborating with the outgoing president; (i) be the custodian of the Association's copy, if the Association has one, of the Robert's Rules of Order and produce the same as the need arises; and

(j) perform such other duties as are ordinarily incident to the office of the president, including such duties as may from time to time be prescribed by the Board of Directors.

5.10 President-Elect. To be eligible for the office of the President-Elect, a person must be a Regular Member as of the date that is at least 30 days before the date of election. A person elected to the office of the President-Elect is automatically elected to serve as a director of the Board of Directors for a term of one year which must be served concurrently with the term as President-Elect. The President-Elect shall (a) succeed the President upon the expiration of the President's term of office; (b) assume the duties of the President if the President is at any time unable to exercise such duties; (c) preside at meetings of the Association or the Board if the President is not present; and (d) perform such other duties as may from time to time be prescribed by the President or the Board.

5.11 Vice President. To be eligible for the office of the Vice President, a person must be a Regular Member as of the date that is at least 30 days before the date of election. The Vice President is an ex-officio, non-voting member of each committee created by the Board of Directors and shall (a) perform other such duties as the President may from time to time request; (b) act as the Board's liaison with all committee chairs; (c) periodically report to the President and the Board on the activities and initiatives of the committees; (d) preside at Association and Board meetings in the absence of the President and the President-Elect; and (e) perform such other duties as may from time to time be prescribed by the President or the Board.

5.12 Treasurer. To be eligible for the office of the Treasurer, a person must be a Regular Member as of the date that is at least 30 days before the date of election. The Treasurer shall (a) keep accurate financial records for the Association; (b) deposit money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks and drafts received by the Association as requested by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the Association, as requested by the Board of Directors; (e) upon request by the President and/or the Board of Directors, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the Association; and (f) perform such other duties as may from time to time be prescribed by the President or the Board.

5.13 Recording Secretary. To be eligible for the office of the Recording Secretary, a person must be a Regular Member as of the date that is at least 30 days before the date of election. The Recording Secretary shall (a) record and keep minutes of each meeting of the Board or the Association; (b) send out notices as requested by the President or the Board; and (c) perform such other duties as may from time to time be prescribed by the President or the Board.

5.14 Corresponding Secretary. To be eligible for the office of the Corresponding Secretary, a person must be a Regular Member as of the date that is at least 30 days before the date of election. The Corresponding Secretary shall (i) be the custodian of correspondence files and records of the Association; (b) act as administrative assistant to the President; (c) send out notices as requested by the Board or the President; (d) facilitate the Association's social media outreach; and (e) perform such other duties as may from time to time be prescribed by the President or the Board.

5.15 Scholarship Gala Chairperson. To be eligible for the office of the Scholarship Gala Chairperson, a person must be a Regular Member as of the date that is at least 30 days before the date of election. The Scholarship Gala Chairperson shall supervise the Scholarship Gala Committee and work with the Board to ensure that the responsibilities of that committee are successfully discharged by, among other duties, (a) timely identifying and recommending to the Board potential members of that committee, (b) ensuring the identification and selection of scholarship applicants, (c) ensuring the identification and selection of honorees, (d) securing in a timely manner a venue for the annual Scholarship Gala (the “*Gala*”), (e) ensuring that fund-raising and sponsorship efforts are successful, (f) successfully publicizing the Gala, (g) ensuring that the Gala is organized cost-effectively, and (h) performing such other duties as may from time to time be prescribed by the Board.

5.16 Other Officers. The Association may have such other officers and agents as the Board of Directors may consider necessary for the operation and management of the Association, each of whom shall have the powers, rights, duties, responsibilities and terms in office as may be determined by resolution of the Board of Directors.

Article 6. Cause

As used in these Bylaws, for Cause means (a) a person’s continued and knowing failure to carry out the lawful, material directions of the Board consistent with such person’s duties and responsibilities to the Association if such person has not cured such failure in all material respects within 30 days of receiving notice from the Board specifying such breach and indicating the requested cure (unless, given the circumstances, cure is not possible); (b) a person’s dishonesty, fraud or misconduct with respect to the business or affairs of the Association which materially and adversely affects or compromises the operations or reputation of the Association; (c) a person’s conviction of a crime involving a felony or an offense that reflects negatively and materially on the Association, as determined by the Board in its sole discretion; (d) a person’s misappropriation or intentional damage to material property of the Association; and (e) such other conduct of a person which the Board determines reflects negatively on the Association or interferes with the successful operation of the Association.

Article 7. Indemnification

7.1 Generally. The Association has the power to indemnify persons for expenses and liabilities, in such manner, under such circumstances and to such extent as permitted by applicable law.

7.2 Directors and Officers Duties. Each director and officer shall perform his or her duties as a director or officer in good faith and with that degree of care that an ordinarily prudent person in a like position would use under similar circumstances, and as otherwise specified in these Bylaws, the Certificate of Incorporation and in the New York Not-For-Profit Corporation Law (the “*NPCL*”). A director or officer who performs such duties in accordance with the preceding sentence will have no liability by reason of being or having been a director or officer of the Association. The personal liability of a director or officer to the Association for damages for any breach of duty in such capacity will be eliminated and limited to the fullest extent permitted by the NPCL.

7.3 Indemnification. The Association shall indemnify and hold harmless, and advance expenses to defend, any current or former director or officer (an “*Indemnitee*”) who was, is or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) (a “*Proceeding*”) by reason of the fact that the Indemnitee is or was a director or officer, against any and all expenses (including attorneys' fees), judgments, fines or amounts paid in settlement (“*Liabilities*”) actually and reasonably incurred by the Indemnitee in connection with a Proceeding if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal Proceeding, had no reasonable cause to believe the Indemnitee’s conduct was unlawful; provided, however, that no indemnification may be made to or on behalf of an Indemnitee if a judgment or other final adjudication adverse to the Indemnitee establishes (a) that the Indemnitee’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or (b) that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled. The termination of any action, suit or proceeding as a result of a judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent will not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the Indemnitee's conduct was unlawful.

7.4 Amendment, Modification, Repeal. Any right of an Indemnitee to indemnification or advancement of expenses hereunder is a contract right and no amendment or repeal of this section will adversely affect any right or protection of an Indemnitee with respect to events, actions or omissions that occurred before such amendment or repeal.

Article 8. Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to a specific instance or instances.

Article 9. Loans

No loans may be contracted on behalf of the Association and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to a specific instance or instances. The Association may not make loans to its officers, directors or employees. A loan made in violation of this section is a violation of the duty to the Association of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan is not affected thereby.

Article 10. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association must be signed by the President, the

Treasurer, or such other officer(s) or agent(s) of the Association and in such manner as may from time to time be determined by resolution of the Board of Directors.

Article 11. Deposits

All funds of the Association not otherwise employed must be deposited from time to time to the credit of the Association in such bank, trust company or other depositories as the Board of Directors may select.

Article 12. Grants

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Certificate of Incorporation is within the exclusive power of the Board of Directors. The Board of Directors has the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors.

Article 13. Compensation; Reimbursements

The Association may not compensate directors or officers for their services in their capacities as directors or officers, respectively, in the Association. However, directors and officers must be reimbursed for reasonable out-of-pocket expenses which they incur in order to fulfill their duties as directors or officers, so long as the Board has generally approved expenses in connection with such duties. All reimbursements for amounts in excess of \$100 must be approved in advance by the Board of Directors.

Article 14. Expenses

All expenses of the Association for amounts in excess of \$100 must be approved in advance by the Board of Directors.

Article 15. Books and Records

The Association shall keep at its registered office correct and complete copies of (a) its Certificate of Incorporation and these Bylaws; (b) accounting records; (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors; and (d) such other records and books of account as are necessary and appropriate to the conduct of the corporate business.

Article 16. Fiscal Year

The fiscal year of the Association will be determined by resolution of the Board of Directors.

Article 17. Annual Report

At the Annual Meeting, the President and the Treasurer shall present a report, verified by the President and the Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board of Directors, showing in appropriate detail the following: (a) the assets and liabilities of the Association as of the date that is 15 days before the Annual Meeting (the “*Reporting Cut-off Date*”); (b) the principal changes in the assets and liabilities during the period of January 1 of the year of the Annual Meeting and the Reporting Cut-off Date (the “*Reporting Period*”); (c) the revenue or receipts of the Association during the Reporting Period; and (d) the expenses or disbursements of the Association during the Reporting Period.

Article 18. Authority

Unless provided otherwise in these Bylaws, the proceedings of the Association must be governed by the rules contained in the current edition of Robert’s Rules of Order. The President shall make reasonable efforts to have the Book in her or his possession during meetings for reference.

Article 19. Order of Business

The order of business at any meeting of the Board of Directors must be as follows:

- (a) The presiding officer shall call the meeting to order;
- (b) At the request of the presiding officer, the Secretary, or the Secretary’s substitute, shall read the minutes of the preceding meeting;
- (c) The President shall provide her or his report;
- (d) The Treasurer shall provide her or his report;
- (e) The Vice President shall provide her or his report, and/or request that a representative of the applicable committees provide such committees’ reports;
- (f) The presiding officer shall lead the discussion about old and/or pending business;
- (g) The presiding officer shall lead the discussion on new business; and
- (h) The presiding officer shall adjourn the meeting.

Other meetings of the Association must follow the order established by the presiding officer or Member.

Article 20. Amendments

Amendments to these Bylaws must be adopted by a majority of the entire Board. Any bylaw adopted by the Board may be amended or repealed by the Regular Members and, unless

otherwise provided in the Certificate of Incorporation or the existing bylaws of the Association adopted by the Regular Members, any bylaw adopted by the Regular Members may be amended or repealed by a majority of the entire Board.

* * * * *

These Bylaws have been approved and adopted by a majority vote of the entire Board of Directors at a meeting of the Board where quorum was present on January 7, 2017, in accordance with the previous and then-governing bylaws of the Association.

Carla Taveras
Recording Secretary

Exhibit A

Election Structure for Elections Held from October/November 2017 to October/November 2021

| | <u>Election Date</u> | | | | | |
|---|----------------------|---|--|--|--|--|
| | | <u>October/November 2017</u> | <u>October/November 2018</u> | <u>October/November 2019</u> | <u>October/November 2020</u> | <u>October/November 2021</u> |
| <u>Class Eligible for Election & Term</u> | | Class I: Jan. 1, 2018 to Dec. 31, 2019 | Class II: Jan. 1, 2019 to Dec. 31, 2020 | Class I: Jan. 1, 2020 to Dec. 31, 2021 | Class II: Jan. 1, 2021 to Dec. 31, 2022 | Class I: Jan. 1, 2022 to Dec. 31, 2023 |
| Total # of Class I Directors Elected | | Min. of 4 | 0 | Min. of 4 | 0 | Min. of 4 |
| Total # of Class II Directors Elected | | 0 | Min. of 5 | 0 | Min. of 5 | 0 |
| Total Number of Class I and Class II Directors Elected | | Min. of 4 | Min. of 5 | Min. of 4 | Min. of 5 | Min. of 4 |
| Total Number of Directors Serving the following year⁴ | | Min. of 10 (min. of 4 from the Class I just elected + min. of 5 from Class II elected in April 2016 + min. of 1 from the President Class) | Min. of 10 (min. of 5 from the Class II just elected + min. of 4 from the Class I elected in October/November 2017 + min. of 1 from the President Class) | Min. of 10 (min. of 4 from the Class I just elected + min. of 5 from the Class II elected in October/November 2018 + min. of 1 from the President class) | Min. of 10 (min. of 5 from the Class II just elected + min. of 4 from the Class I elected in October/November 2019 + min. of 1 from the President Class) | Min. of 10 (min. of 4 from the Class I just elected + min. of 5 from the Class II elected in October/November 2020 + min. of 1 from the President Class) |

⁴ This number does not include a director from a potential President-Elect Class.