

**BY-LAWS OF VABA OF
SOUTHERN CALIFORNIA**

BY-LAWS OF VABA OF SOUTHERN CALIFORNIA,
a non-profit mutual benefit corporation

Article I

NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this Corporation is VABA of Southern California.

Section 2. Principal Office. The principal office for the transaction of business of this Corporation shall be at such address in Southern California as maybe fixed from time to time by the Board of Directors.

Article II

OBJECTS

Section 1. The objects of this Corporation are to foster the exchange of ideas and information among and between Corporation members and other members of the legal profession, the judiciary and the community; to encourage and promote the professional growth of the members of the Corporation; to provide an opportunity for fellowship among the Corporation's members; to provide coordinated service to the general and local community; to develop and encourage inter-cooperation with other organizations of minority attorneys; and to provide a vehicle and forum for the unified expression of opinions and positions by the Corporation upon current social, political, economic, legal or other matters or events of concern to the members of the Corporation.

Section 2. This Corporation does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes within the meaning of Section 23701 of the California Revenue and Taxation Code.

Article III

MEMBERSHIP AND DUES

Section 1. Membership. The membership of the Corporation shall consist of active members, honorary members, and lawschool student members, as those terms are hereinafter defined.

Section 2. Active Members. To be eligible to become an active member, and to maintain active membership in this Corporation, an applicant must pay the dues established under Section 6 of this Article III for active members and must meet the requirements of one of the following categories:

- a. He or she must be admitted to practice before the Supreme Court of the State of California; or
- b. He or she must be a judge of a court of record located within the State of California.

Section 3. Honorary Membership. Persons distinguished for public service or eminence in the law may be elected to honorary membership by vote of the Board of Directors. Honorary members shall not pay any dues, shall not have the right to vote, and shall not be eligible to be officers of the Corporation, but shall have all other rights of membership.

Section 4. Law School Student Membership. Any person who is attending any law school is eligible for law student membership. Any person admitted to this Corporation as a law school student member may continue as such until the earlier to occur of (i) the date of admission to practice before the Supreme Court of the State of California, or (ii) one year following graduation from law school; provided, however, that if within said one year such member has taken a California bar examination the results of which have not been announced at the end of said one year, such member may continue as a law school member until the results of such examination are announced and, provided the member passes such examination, until the scheduled date of his or her admission to practice before the Supreme Court of the State of California. Law school student members must pay the dues established under Section 6 of this Article III for law school student members, and shall not have the right to vote, and shall not be eligible to be officers of the Corporation, but shall have all other rights of membership.

Section 5. Admission to Membership. Any person desiring to become a member of this Corporation shall file a written application for membership in such forms as may be prescribed by the Board of Directors. Upon presentation of application for membership, the applicant shall pay the annual dues as specified for his or her classification, if any.

Section 6. Admission Fee and Dues. There shall be no admission fee. Subject to the other provisions of this Section 6, the annual dues for each membership classification for which dues are not proscribed by the preceding sections of this Article III, shall be established by the Board of Directors. Should the Board of Directors fail to establish annual dues for any calendar year for any membership classification, the annual dues payable by members in such classification for such calendar year shall be the same as those payable by members in such classification during the preceding calendar year.

Section 7. Certificate of Membership. A certificate of membership or other evidence of membership, in such form as may be prescribed by the Board of Directors, shall be issued to each member upon payment of his or her annual dues.

Section 8. Failure to Pay Dues. All members who have not paid their dues before January 1 of each year shall be removed from membership in the Corporation effective January 1 of that year.

Article IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of members in Southern California on a date to be fixed in each case by the Board of Directors.

Section 2. Board of Director Meetings. The Corporation shall hold regular meetings of the Board of Directors, at least six times per year. The meetings shall be held on dates to be fixed by the Board of Directors.

Section 3. Special Meetings. The Corporation shall hold special meetings of members upon the call of the President or the Board of Directors. The President shall call a special meeting upon written request therefor, signed by a majority of the members of the Corporation.

Section 4. Presiding Officer. At all meetings of the Corporation, the President, or in his or her absence the Vice-President, or in the absence of both the President or Vice-President, any member selected by a plurality of the members of the Board of Directors present at such meeting and voting, shall preside.

Section 5. Adjournment. Any meeting of the Corporation may be adjourned to a future date by vote of a majority present at the meeting and voting.

Section 6. Place of Meetings. The place at which meetings of members shall be held shall be fixed from time to time by the Board of Directors, and in the absence of action by the Board of Directors, by the President.

Section 7. Notices. Notices of meetings of members shall be transmitted by the Secretary, or the designee of the Secretary, to each member of the Corporation at his or her address as it appears on the records of the Corporation at least five days before the date of the meeting.

Section 8. Quorum. 25% of the active members shall constitute a quorum for the conduct of business at any meeting of the Corporation.

Section 9. Rules of Order. Except as otherwise provided by these By-Laws, the meetings of the Corporation shall be conducted in accordance with "Robert's Rules of Order Revised." At all meetings of the Corporation, the order of business shall be as prescribed by the person presiding over the meeting.

Article V

OFFICERS AND DIRECTORS

Section 1. Officers. The Corporation shall have a President, a Vice-President, a

Treasurer, and a Secretary who shall be elected for a two-year term by the members of the Corporation. Officers shall be active members of the Corporation.

Section 2. Board of Directors. The Corporation shall have a Board of Directors, all of whom shall be active members of the Corporation. The members of the Board of Directors shall consist of no less than 7 members and no more than 14 members who shall include: (a) the President, (b) the Vice-President, (c) the Treasurer, (d) the Secretary, and other elected directors. Each director shall be elected for a two-year term. It is the goal of the Corporation to have a Board of Directors that reflects and represents the varying backgrounds of the membership.

Section 3. Vacancies. Vacancies in any office or in the position of director shall be filled by the Board of Directors, and each officer or director so selected shall hold office for the remainder of the term of his or her immediate predecessor.

Section 4. Indemnification of Directors and Officers. Except to the extent prohibited by then applicable law, the Corporation shall reimburse, indemnify, and hold harmless each present and future officer and director of the Corporation from and against all liabilities, fines, costs, and expense (including attorneys' fees) which may be imposed upon or reasonably incurred by him or her, including reasonable settlement payments, in connection with any claim, action, suit, or proceeding, or threat thereof, made or instituted, in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been an officer or director, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, if a disinterested majority of the Board of Directors of the Corporation (or, if a majority of the Board of Directors is not disinterested, then independent legal counsel) determines in good faith that such person was acting in good faith (a) within what he or she reasonably believed to be the scope of his or her authority; and (b) for a purpose which he or she reasonably believed to be in the best interests of the Corporation.

The right of indemnification provided in this section shall inure to each person referred to in this section, whether or not the claim asserted against him or her is based on matters which arose in whole or in part prior to the adoption of this section and in the event of his or her death shall extend to his or her legal representatives. The right of indemnification provided in this section shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, including, without limitation, his or her rights under the California Corporations Code.

The Corporation is specifically authorized to purchase insurance for its directors and officers protecting them against liabilities and expenses described herein, and the limitations on the payment of indemnification set forth above shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any director, officer or employee.

Article VI

ELECTIONS

Section 1. Time. The Corporation shall hold an election of officers and directors of the Corporation, which shall be completed by April 30th of every other year. The terms of the officers and directors shall begin on May 1st of the year in which the election was held.

Section 2. Nominations. On or after January 1st and before February 28th of an election year, the current President shall make a call to the membership for nominations for every officer and directorship to be filled at an upcoming election. Any member of the Corporation may make a nomination by filing with the President at any time on or before March 31st a written nomination.

Section 3. Ballots. A ballot containing the names of the nominees for each office with a blank "write in" space after each office and the names of all nominees for the position of director (the latter to be placed in alphabetical order with "write in" spaces equal to the number of directors to be elected immediately following the last named nominee) shall be transmitted to each member of the Corporation entitled to vote on or before April 7th of each year. Except as herein provided, the ballot shall be in such form and shall contain such instructions as may be prescribed by the current Board of Directors. Each member shall be entitled to a vote for a nominee or other member of the Corporation for each office and for each position of director to be filled at the election.

Section 4. Voting. All active members of the Corporation shall have the right to vote for nominees named on the ballot, or for any member of the Corporation holding a category of membership in the Corporation entitling him or her to hold an office by writing the person's name in the proper blank "write in" space on the ballot. Ballots must be returned to the current President in accordance with the instructions written on or furnished with the ballot.

Section 5. Counting. Immediately upon the close of the balloting, the votes shall be canvassed and counted by the President and the results shall be reported to the membership. The ballots shall at all times be open to the inspection of any member of the Corporation.

Section 6. Votes to Elect. A plurality of votes cast shall elect. The member who receives the greatest number of votes for an office and those members equal in number to position of director to be filled at the election who receive the greatest number of votes for, and who are qualified to hold, such position in each group of directors provided for in Section 2 of Article V shall be declared elected. In case of a tie, a run-off election between the tied candidates shall be held and the one securing the greatest number of votes shall be declared elected.

Article VII

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall manage the affairs of the Corporation subject to and in accordance with these By-Laws. All appropriations of funds of the Corporation must be made by the Board of Directors unless ordered by the membership of the Corporation by a two-thirds vote of those voting at a meeting. The Board of Directors shall have power to provide for and maintain offices for the use of the Corporation; provide for and employ such employees as may in its discretion seem proper; institute and maintain on behalf of the Corporation all necessary judicial, administrative, or other actions and proceedings directed by the Corporation or which in the discretion of the Board of Directors may be necessary or proper to carry out the will or objects of the Corporation; and perform such other duties as may be prescribed by these By-Laws or resolutions of the Corporation.

Section 2. Meetings. The Board of Directors shall meet at least six times in each year and shall keep a record of its proceedings. It shall make its own rules as to time, places, and notice of meetings and its own rules of procedure.

Section 3. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 4. Actions. Unless otherwise specified herein to the contrary, any action by the Board of Directors shall require the affirmative vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present.

Section 5. Reports. The Board of Directors shall report its proceedings at the annual meeting of the Corporation. It shall make such reports and present such matters for action at other meetings of the Corporation, as in its judgment may require the action of the Corporation.

Article VIII

OFFICERS

Section 1. President. It shall be the duty of the President to preside at all meetings of the Corporation and to appoint all committees, delegates, or representative of the Corporation provided for by the By-Laws or by action of the Board of Directors. The President shall have such other powers and perform such other duties not inconsistent with the By-Laws of the Corporation as are usually possessed or exercised by a president.

Section 2. Vice-President. It shall be the duty of the Vice-President to perform the duties of the President of the Corporation during his or her absence or inability to act. The Vice-President shall perform such other duties as shall be delegated to him or her by the President or the Board of Directors.

Section 3. Treasurer. The Treasurer shall collect and, under the direction of the Board of Directors, arrange for the care and distribution of all funds of the Corporation and the keeping of full and regular accounts, which shall at all times be open to the inspection of any officer or member of the Board. The Treasurer shall, with his or her annual report, submit for approval of the Board a proposed budget for the ensuing year and the Treasurer from time to time shall report to the Board the state of expenditures with reference to the budget. The Treasurer shall present to the Corporation at its annual meeting an annual report of the financial condition of the Corporation as of the end of the past calendar year and the financial results of its operations in such year.

All checks shall be drawn by the Treasurer or by another officer of the Corporation designated as Treasurer pro tem by the Board of Directors and shall be countersigned by a second officer of the Corporation or by a person authorized by the Board of Directors.

Section 4. Secretary. The Secretary shall be responsible for the preparation and dissemination of all correspondence of the Corporation and shall keep a record of the proceedings of all meetings of the Board of Directors and of the Corporation, and of such other matters as may be deemed worthy of record.

Article IX

TERMINATION OF MEMBERSHIP

Section 1. Resignation of Member. A member of the Corporation not in default in payment of dues, and against whom no complaint or charge is pending under Section 2 of this Article IX, may at any time file his or her resignation in writing with the Secretary, and it shall become effective as of the date it was filed.

Section 2. Censure, Suspension and Expulsion. Any member of the Corporation may be censured, suspended, or expelled by the Board of Directors, after hearing, by the affirmative vote of not less than two-thirds of the members of the Board of Directors, for any violation of the Code of Ethics of the Corporation as defined in Article XII of these By-Laws, any other applicable code of legal ethics, or for other good cause. Before any such action may be taken, written charges must be filed against the member and written notice of the proposed hearing on such charge must be given to the member charged at least ten days before the date of such hearing. At such hearing the member charged shall be given an opportunity to be heard, and to present evidence in answer to such charges. Any member against whom the Board of Directors has voted censure, suspension, or expulsion may appeal such determination by filing with the Secretary of the Corporation a written notice thereof within 60 days after he or she was given notice of such censure, suspension, or expulsion, and in such event the matter will be voted upon by the members of the Corporation present at the next meeting following the date of the notice of appeal. The affirmative vote of a majority of the members present at such meeting shall be required to overrule any appealed censure, suspension or expulsion.

Section 3. Disbarment or Suspension. The disbarment or suspension from the practice of law of any member shall ipso facto terminate his or her membership in the Corporation and disqualify any person from becoming a member of the Corporation, in each case during the period of disbarment or suspension, after which period he or she may be reinstated to membership or permitted to become a member by action of the Board of Directors.

Article X

COMMITTEES AND SECTIONS

Section 1. The Corporation shall have such committees as may be authorized by the Board of Directors. All committees shall be appointed and all vacancies on committees shall be filled by the President.

Section 2. The duties of each committee shall be those prescribed by the Board of Directors. Each committee authorized by the Board of Directors shall have the power to fix its own times and places of meetings, and to adopt rules for its own governance and course of proceedings consistent with these By-Laws and any directives issued by the Board of Directors.

Article XI

CERTAIN TERMS DEFINED

Words used in these By-Laws in the masculine gender include the feminine.

Article XII

CODE OF ETHICS

The Rules of Professional Conduct of the State Bar of California and the Code of Professional Responsibility of the American Bar Corporation and all amendments thereof hereafter adopted shall be the Code of Ethics of this Corporation. In case of a conflict between the Rules of Professional Conduct of the State Bar of California and the Code of Professional Responsibility of the American Bar Corporation, the former shall prevail.

Article XIII

ENDOWMENT

The Board of Directors may adopt any convenient means whereby gifts, donations, bequests, and devises from members and others, to be used in furthering the activities and objects of the Corporation, may be received, held, administered and disposed of.

Article XIV

AFFILIATION

This Corporation may become an affiliated member of any County Bar Association located in Southern California or any other association of members or groups within the legal profession, upon approval of the Board of Directors of the Corporation.

Article XV

AMENDMENTS TO BY-LAWS

- Section 1. These By-Laws may be amended by the following methods:
- a. Any five or more members or any three or more directors of the Corporation or the President may file a written proposal for amendment of any By-Law of the Corporation. The President shall promptly submit a copy of each such written proposal for amendment of any By-Law to each director. At any meeting thereafter the directors by majority vote of a meeting at which a quorum is present may adopt or reject such proposed amendment of a By-Law or may amend the proposal and adopt or reject it as thus amended, subject, however, to the provisions of Section 1.b of this Article XV.
 - b. If any proposed amendment made under Section 1.a of this Article XV contemplates a change of the maximum amount of dues for membership in the Corporation or in the number or manner of nomination and election of officers or of directors of the Corporation it shall, in addition to being approved by the Board of Directors under said Section 1.a, be submitted upon not less than ten (10) days prior written notice to a meeting of the members of the Corporation, and shall be adopted or rejected by a majority vote of those members present and voting and shall become effective only if adopted.
 - c. Any proposal for amendment under Section 1.a of this Article XV which has been rejected by the Board of Directors or upon which it has failed to act for a period of three months after its proposal, shall upon written request of five or more members of the Corporation be submitted upon not less than ten (10) days prior written notice to the next meeting of the members of the Corporation and by a majority vote of those members present and voting, the amendment shall be adopted or rejected or it may be amended and adopted or rejected as thus amended.

Article XVI

EFFECTIVE DATE

These By-Laws shall be deemed effective when adopted by a majority of the Board of Directors.

OFFICER'S CERTIFICATION


We hereby affirm that the foregoing By-Laws were adopted by the unanimous written consent of the Board of Directors on August 8, 2016.

Date: August 8, 2016



Nhan T. Vu, President
VABA of Southern California

Date: August 8, 2016



Catherine Tran, Secretary
VABA of Southern California