

ASIAN-AMERICAN LAWYERS ASSOCIATION
OF THE COMMONWEALTH OF MASSACHUSETTS, INC.

BY-LAWS

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BY - LAWS

Article I - General

Section 1.1. Offices. The principal office of the Association shall be in the Commonwealth of Massachusetts and shall be initially located at the place set forth in the Articles of Organization. The Board of Directors may change the location of the principal office of the Association in the Commonwealth of Massachusetts. The Association may also have offices at such other place or places within or without Massachusetts as the Board of Directors may from time to time determine or the business of the Association may require.

Section 1.2. Seal. The Board of Directors may adopt and alter the seal of the Association. When authorized by the Board of Directors and to the extent not prohibited by law, a facsimile of the corporate seal may be affixed or reproduced.

Section 1.3. Fiscal Year. The fiscal year of the Association shall be the twelve months ending December 31.

Article II - Members

Section 2.1. Classes, Selection and Duration of Membership.

a. Classes of Membership. There shall be three classes of members in the Association designated as Honorary, Regular and Associate respectively (hereinafter, unless the context indicates otherwise, referred to collectively as the "members" or the "membership" and singly as "member"). Unless otherwise indicated, any reference herein to a member or members shall be without differentiation as to class. Said classes of members shall be as follows:

i) Honorary. Members of the Judiciary (defined for these purposes to mean: Judges and Magistrates of the Courts of the United States, the Commonwealth of Massachusetts or of any other court of record within or without the United States) and other persons recommended by members of the Association shall be eligible to become Honorary members of this Association. Honorary members shall be entitled to all privileges of membership except they shall have no voting rights and shall be exempt from dues.

ii) Regular. Any lawyer licensed to practice law within or without the Commonwealth of Massachusetts and interested in furthering the purposes of the Association shall be eligible to become a member of this Association upon filing a written application with the Secretary. Regular members shall be entitled to all rights and privileges of membership.

iii) Associate. Any person who is a student in good standing in a law school within or without the Commonwealth or any person who has been awarded a J.D., L.L.B., or equivalent or higher law degree and has not been licensed to practice law as set forth in the foregoing paragraph shall be eligible to become an Associate member of this Association upon filing a written application with the Secretary. Associate members shall be entitled to all privileges of membership except they shall have no voting rights and may not hold any elective office.

b. Selection of Members. There shall be a committee on membership to consist of the President, Treasurer, Secretary and two members of the Association appointed by the Board of Directors, who shall have full authority to determine all questions of eligibility for membership.

i) Honorary members shall be elected to membership by majority vote of the committee on membership.

ii) The written applications of all other candidates for membership shall be referred by the Secretary to the committee on membership. The committee on membership shall thereafter report to the membership at the next annual, regular or special meeting of the Association the names and qualifications of such candidates whose applications were received by the Association not less than ten days prior to such meeting. Such candidates shall be elected to membership upon a majority vote of the members present at a meeting of the Association. No candidate for membership shall be rejected without good cause.

iii) The Secretary shall cause each person to be notified of his election to membership and the classification thereof. Such person shall become a member upon such notification and the payment of the Association dues for the current year, if applicable.

iv) Persons otherwise eligible for membership who shall have been rejected, shall be notified thereof by the Secretary who shall apprise them of their prerogative to appeal to the membership of the Association. Such person shall be afforded the opportunity to be heard by the membership and shall become a member upon the majority vote of the members present at a meeting of the Association.

c. Duration of Membership.

i) Each person who has become a member shall continue to be a member of the Association until death, expulsion or resignation.

ii) The expulsion of a member, other than for non-payment of dues, shall be for good cause and only upon the recommendation of the Board of Directors and a vote in favor thereof by two-thirds of the members legally qualified to vote in meetings of the corporation, voting at a meeting duly called for such purpose. The expulsion of a member for non-payment of dues shall be upon the majority vote of the committee on membership.

d. Rights of Members. Every member shall have the right to attend and participate in meetings of the membership of the Association. Every member shall receive the publications and correspondence of the Association upon terms established by the Board of Directors. Every member shall have the right to any and all other privileges established from time to time by the membership and the Board of Directors.

Section 2.2. Place of Meeting. Meetings of members shall be held at the principal office of the Association or, at such other place as the Board of Directors may from time to time designate.

Section 2.3. Annual Meetings. The annual meeting of members shall be held at 7:00 P.M., or at such other hour as may from time to time be designated by the Board of Directors, on the last Thursday in March of each year, beginning in 1984, or, if a legal holiday, on the next succeeding full business day, for the purpose of electing officers and a Board of Directors and transacting such other business as may properly be brought before the meeting. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto, except where such a reference is required by law, the Articles of Organization or these By-laws. If the annual meeting is not held on the date determined in accordance with this Section, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2.4. Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors, and shall be called by the Secretary or, in case of death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of five members entitled to vote at the meeting. At any special meeting only business referred to in the notice of such meeting may be transacted.

Section 2.5. Regular Meetings. Regular meetings of the members may be held at such time and place as the Board of Directors may determine.

Section 2.6. Notice of Meetings. Written or printed notice of each meeting of members, stating the place, date and hour and the purposes of the meeting shall be given by the Secretary or

other officer calling the meeting at least seven days, but not more than sixty days, before the meeting to each member entitled to vote at the meeting or entitled to such notice, by delivery of such notice to such member's residence or usual place of business or by mailing it, postage prepaid, and addressed to the member at such member's address as it appears in the records of the Association. No notice need be given to any member who, personally or by authorized attorney, waives such notice by a writing executed before or after the meeting and filed with the records of the meeting or by such member's presence, in person or by proxy, at the meeting. Any person authorized to give notice of any such meeting may make affidavit of such notice, which, as to the facts therein stated, shall be conclusive. It shall be the duty of every member to furnish to the Secretary of the Association such member's current post office address.

Section 2.7. Quorum. At all meetings of members the majority of all members entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum. The announcement of a quorum by the officer presiding at the meeting shall constitute a conclusive determination that a quorum is present. The absence of such an announcement shall have no significance. If a quorum is not present or represented, the members present or represented and entitled to vote at such meeting, by a majority vote, may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present or represented. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted if the meeting had been held as originally called. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more members so as to leave less than a quorum.

Section 2.8. Voting. Except as otherwise provided by law, the Articles of Organization or these By-Laws, at all meetings of members each member shall have one vote. Any member may vote in person or by proxy dated not more than six months prior to the meeting and filed with the Secretary of the meeting. Every proxy shall specify the meeting or meetings at which it is to be exercised and shall be in writing, subscribed by a member or such member's authorized attorney-in-fact, and dated. Voting on all matters may be by voice vote unless voting by ballot or otherwise is requested by any member. Except as otherwise provided by law, the Articles of Organization, or these By-laws, at all meetings of members at which a quorum is present, all questions shall be determined by a vote of a majority of the members voting in person or by proxy.

Section 2.9. Inspectors of Election. Two inspectors may be appointed by the Board of Directors before or at each meeting of members, or, if no such appointment shall have been made, the

presiding officer may make such appointment at the meeting. At the meeting for which they are appointed, such inspectors shall open and close the polls, receive and take charge of the proxies and ballots, and decide all questions touching on the qualifications of votes, the validity of proxies and the acceptance and rejection of votes. If any inspector previously appointed shall fail to attend or refuse or be unable to serve, the presiding officer shall appoint a replacement inspector.

Article III - Board of Directors

Section 3.1. Powers. Except as otherwise provided by law, the Articles of Organization or these By-laws, the business of the Association shall be managed by a Board of Directors which may exercise all the powers of the Association.

Section 3.2. Number, Election and Term of Office. The Board of Directors shall consist of not less than three persons (hereinafter referred to as "Directors") and shall always be an odd number. The number of Directors shall be determined by a vote of the membership at the annual meeting or at a special meeting called for the purpose by the Board of Directors. Except for the initial Directors and except as provided in Section 3.13, the Directors shall be elected at the annual meeting of the membership of the Association or a special meeting held in lieu of the annual meeting. Only Honorary or Regular members of the Association shall be eligible for election as Directors. All Directors shall hold office until the next annual meeting or special meeting in lieu of the annual meeting and until their successors are chosen and qualified.

Section 3.3. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the Commonwealth of Massachusetts.

Section 3.4. Annual Meetings. A meeting of the Board of Directors for the transaction of general business shall be held each year, at the place of and immediately after the final adjournment of the annual meeting of the membership or the special meeting in lieu of the annual meeting. No notice of such annual meeting need be given.

Section 3.5. Regular Meetings. Regular meetings of the Board of Directors may be held, without notice, at such time and place as the Board of Directors may determine. Any Director not present at the time of the determination shall be advised of any such determination.

Section 3.6. Special Meetings. Special meetings of the Board of Directors, including meetings in lieu of the annual or regular meetings, may be held at any time upon the call of the Board of Directors, any officer, or upon written application,

signed by any two Directors, stating the purpose of the meeting, and notice shall be given by the Secretary or, in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer.

Section 3.7. Notice of Meetings. Wherever notice of any meetings of the Board of Directors is required by these By-laws or by vote of the Board of Directors, such notice shall state the place, date and hour of the meeting and shall be given to each Director by the President, Secretary or other officer calling the meeting at least two days prior to such meeting if given in person, by telephone or by telegram or at least four days prior to such meeting if given by mail. Notice shall be deemed to have been duly given, if by mail, by depositing the notice in the post office as a first class letter, postage prepaid, the letter being addressed to the Director at his last known mailing address as it appears on the books of the Association. No notice need be given to any Director who waives such notice by a writing executed before or after the meeting and filed with the records of the meeting or by such Director's attendance at the meeting without protesting at or before the commencement of the meeting the lack of notice. No notice of adjourned meetings of the Board of Directors need be given.

Section 3.8. Quorum. At all meetings of the Board of Directors, a majority of the Directors, but in no event less than two Members, shall constitute a quorum. If a quorum is not present, those present may adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 3.9. Voting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-laws.

Section 3.10. Action Without Meeting. Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.11. Resignations. Any Director may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 3.12. Removal. A Director may be removed from office with or without cause by vote of a majority of the members entitled to vote in the election of such Director and may be removed from office with good cause by vote of a majority of the Directors then in office. A Director may be removed for good cause only after reasonable notice and opportunity to be heard before the body proposing such removal.

Section 3.13. Vacancies. In the event of a vacancy in the Board of Directors, by reason of an enlargement of the Board of Directors or otherwise, the remaining Directors may exercise the powers of the full Board of Directors until the vacancy is filled and by majority vote, may elect a Director to fill such vacancy.

Section 3.14. Committees. The Board of Directors may, by vote of a majority of the Directors then in office, appoint one or more committees of one or more persons and delegate to such committees some or all of their powers to the extent permitted by law, the Articles of Organization or these By-laws. Any committee to which the powers of the Board of Directors are delegated shall consist solely of Directors. Except as the Board of Directors may otherwise determine, any such committee shall be governed in the conduct of its business by the rules governing the conduct of the business of the Board of Directors contained in these By-laws and may, by majority vote of the entire committee, make other rules for the conduct of its business. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Article IV - Officers

Section 4.1. Officers. The officers of the Association shall consist of a President, a Vice President, a Treasurer, a Secretary (who shall also be the Clerk), and such other officers with such other titles and duties as the Board of Directors may determine, including but not limited to a Chairperson of the Board of Directors, one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries. Any two offices may be held by the same person except that the President shall not also serve as Treasurer or Secretary.

Section 4.2. Qualification, Nomination, Election and Term of Office. Except for the initial officers and except as provided in Section 4.10, the President, Vice President, Treasurer and Secretary shall be elected by the members at their annual meeting or at a special meeting held in lieu of the annual meeting and shall hold office until the following annual meeting of the members or special meeting in lieu of said annual meeting and until their successors are chosen and qualified. The President shall be a Director. The Secretary shall be a resident of the Commonwealth. Other officers may be chosen by the members at the annual meeting or any other meeting and shall hold office for

such period as the Board of Directors may prescribe. There shall be a Nominating Committee, appointed by the Board of Directors which shall select nominees for the offices of President, Vice President, Treasurer, Secretary and such other offices as the Board of Directors shall establish and notify the members of those persons nominated at least one month prior to the meeting at which the election of officers shall be held. The members may offer additional nominations at any such meeting.

Section 4.3. President. The President shall be the chief executive officer of the Association. The President shall preside over meetings of the Association and, in the absence of the Chairperson, if any, the Board of Directors and shall perform the duties delegated to the President by law, the Articles of Organization, these By-laws and the Board of Directors.

Section 4.4. Vice Presidents. In the absence or inability to act of the President, the President's duties shall be performed by the Vice President. The Vice President shall have such other duties as may be delegated by law, the Articles of Organization, these By-laws or the Board of Directors.

Section 4.5. Treasurer and Assistant Treasurer. The Treasurer shall be the principal financial officer of the Association. The Treasurer shall have custody and control over all funds of the Association, maintain full and adequate accounts of all moneys received and paid by the Treasurer on account of the Association and, subject to the control of the Board of Directors, discharge all duties incident to the office of Treasurer. In the absence of the President or any Vice President from any meeting, the Treasurer shall preside. Any Assistant Treasurer shall perform such of the duties of the Treasurer and such other duties as the Board of Directors, the President or the Treasurer may designate. The Treasurer shall have authority, in connection with the normal business of the Association, to sign checks, drafts, contracts, bids, bonds, powers of attorney and other documents when required.

Section 4.6. Secretary and Assistant Secretary. The Secretary shall be the principal recording officer of the Association. The Secretary shall record all proceedings of the members and discharge all duties incident to the office of Secretary and shall record all proceedings for the Board of Directors. Any Assistant Secretary shall perform such of the duties of the Secretary and such other duties as the Board of Directors, the President or the Secretary may designate. In the absence of the Secretary or any Assistant Secretary from any meeting of members, the Board of Directors or any committee appointed by the Board of Directors, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

Section 4.7. Resignation. Any officer may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 4.8. Removal. An officer may be removed from office with or without cause by vote of a majority of the members entitled to vote in the election of such officer and may be removed from office with good cause by vote of a majority of the Board of Directors. An officer may be removed for good cause only after reasonable notice and opportunity to be heard before the body proposing to remove such officer.

Section 4.9. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Vice President, Treasurer and Secretary.

Section 4.10. Compensation. The Board of Directors may fix the compensation, if any, of all officers of the Association.

Article V - Dues

Section 5.1. Establishment. The annual dues of the Regular and Associate members shall be established by the Board of Directors from time to time and shall be payable to the Treasurer on or prior to the thirty-first day of January in each year or at such other time or times fixed by the Board of Directors. The Board of Directors shall have the right to waive or cancel any obligation for dues for cause shown.

Section 5.2. Default in Payment. The name of any member in default in payment of dues or any part thereof, after 30 days notice by the Treasurer, may be reported by the Treasurer to the committee on membership and such committee may suspend, expel, or take such other action with regard to such member as it may deem advisable. A member who has been suspended or expelled may be reinstated by the committee on membership upon payment of the dues for which such member was in default.

Article VI - Other Provisions

Section 6.1. Execution of Instruments. Except as otherwise provided by law, the Articles of Organization, these By-laws or as the Board of Directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the President or a Vice President, or by the Treasurer or an

Assistant Treasurer, or by the Secretary. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors.

Section 6.2. Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws, and records of all meetings of incorporators and members, and the membership records, which shall contain the names of all members and the record address of each, shall be kept in the Commonwealth of Massachusetts at the principal office of the Association, or at the office of its Secretary. The copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose. They shall not be available for inspection to secure a list of members or other information for the purpose of selling such list or information or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the Association.

Section 6.3. Conflict of Interest. No contract or other transaction of the Association shall, in the absence of fraud, be affected or invalidated by the fact that any member or officer of the Association or any corporation, firm or association of which such person may be a director, officer, stockholder or member may be a party to or may have an interest, pecuniary or otherwise, in, any such contract or other transaction, provided that the nature and extent of such person's interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. No such interested person, if a Director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or such transaction, and such person shall not participate in the vote to authorize any such contract or transaction. Any such contract or transaction may also be authorized or approved by a majority of the disinterested members of the Association

Section 6.4. Indemnification.

a. The Association shall indemnify each Director, officer, employee or other agent of the Association against all judgments, fines, settlement payments and expenses, including reasonable attorneys' fees, paid or incurred in connection with any claim, action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person may be threatened by reason of such person being or having been a Director, officer, employee or agent of the Association, or serving or having served at its request as a director, officer, employee, stockholder, member or other agent of any other corporation, firm or association with which the Association is related and by which such person is not so indemnified, or by reason of any action or omission by such person in such capacity, whether

or not such person continues to be a Director, officer, employee or agent at the time of incurring such expenses or at the time the indemnification is sought or made. No indemnification shall be made hereunder (a) with respect to payments and expenses incurred in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding not to have acted in good faith and in the reasonable belief that the action of such person was in the best interests of the Association, or (b) otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer, employee or agent may otherwise be entitled and shall inure to the benefit of the executor or administrator of such person.

b. Indemnification to the persons specified in Section 6.4(a) may include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this By-law or under Chapter 180 of the General Laws of Massachusetts.

c. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, stockholder, member or other agent of any other corporation in which it has an interest, against any liability incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify against such liability.

6.5. No Personal Liability. The members, Directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

Article VII - Amendments

Section 7.1. General. These By-laws may be amended, added to or repealed, in whole or in part, (a) by vote of a majority of the members present or represented at a meeting, where the substance of the proposed amendment is stated in the notice of the meeting, or (b) by vote of a majority of the entire Board of Directors, except that no amendment may be made by the Board of

Directors on matters reserved to the members by law or the Articles of Organization or which changes the provisions of these By-laws relating to membership, meetings of members, the removal of Directors or the requirements for amendment of these By-laws. Notice of any amendment, addition or repeal of any By-law by the Board of Directors stating the substance of such action shall be given to all members not later than the time when notice is given of the meeting of members next following such action by the Board of Directors. Any By-law adopted by the Board of Directors may be amended or repealed by the members.

Section 7.2. Date of Annual Meeting of Members. No amendment of these By-laws changing the date of the annual meeting of members may be made within sixty days before the date fixed in these By-laws for such meeting. Notice of such change shall be given to all members at least twenty days before the new date fixed for the meeting.

Article VIII - Dissolution

Section 8.1. Dissolution. The Association may, subject to applicable provisions of law, be dissolved by the affirmative vote of a majority of the members. Upon such a vote, a petition for dissolution may be filed in the Massachusetts Supreme Judicial Court or the Superior Court applying for authority to dissolve the Association and to distribute its funds. On liquidation or dissolution of the Association, all properties and assets remaining, after providing for all debts and obligations, shall be distributed to such other fund, foundation, or organization formed and operated primarily for charitable, educational, scientific, civic, or similar purposes in the public interest which is not organized primarily for profit, and which shall at the time qualify as an exempt organization under section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors or a court may determine.

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