

AMENDED AND RESTATED BYLAWS

OF THE

ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF COLORADO

Dated as of _____, 20__

TABLE OF CONTENTS

ARTICLE I OFFICES 1

 1.1 Principal office 1

 1.2 Registered office 1

ARTICLE II MEMBERS 1

 2.1 Membership Classification/Voting 1

 2.2 Dues..... 1

 2.3 Termination of memberships 1

 2.4 Transfer of memberships..... 1

 2.5 Annual meeting 1

 2.6 Regular meetings..... ~~22~~

 2.7 Special meetings..... 2

 2.8 Court ordered meetings 2

 2.9 Meeting of all members/no meetings 2

 2.10 Notice of meeting 2

 2.11 Waiver of notice 3

 2.12 Action without a meeting-consent..... 3

 2.13 Record date to determine members/closing of member records 4

 2.14 Place of meetings..... 4

 2.15 Quorum..... ~~55~~

 2.16 Proxies 5

 2.17 Voting 6

 2.18 Approval of action 6

 2.19 Members voting..... 6

 2.20 Ballot voting 7

 2.21 No cumulative voting 7

 2.22 Electronic participation..... 7

 2.23 Member certificates 7

ARTICLE III BOARD OF DIRECTORS..... ~~88~~

 3.1 Powers ~~88~~

 3.2 Election, tenure, qualifications, and number..... ~~88~~

 3.3 Compensation..... 8

 3.4 Performance of duties..... 8

 3.5 Regular meetings..... ~~99~~

3.6	Special meetings.....	99
3.7	Notice of meeting.....	99
3.8	Waiver of notice.....	9
3.9	Quorum.....	9
3.10	Approval of action.....	9
3.11	Presumption of assent.....	9
3.12	Action without a meeting-consent.....	10 10
3.13	Electronic participation.....	10
3.14	Vacancies.....	10
3.15	Resignation.....	10
3.16	Removal.....	10
3.17	Committees.....	11 10
ARTICLE IV OFFICERS/AGENTS.....		11 11
4.1	Number, qualification and duties.....	11 11
4.2	Election, meetings and term.....	11 11
4.3	Removal and resignation.....	11
4.4	Vacancies.....	11
4.5	President.....	11
4.6	President Elect.....	12 11
4.7	Secretary.....	12 11
4.8	Treasurer.....	12
4.9	Assistant secretaries and assistant treasurers.....	13 13
4.10	Bonds.....	13 13
4.11	Compensation.....	13 13
ARTICLE V INDEMNIFICATION.....		13 13
5.1	Definitions.....	13 13
5.2	Authority to indemnify directors.....	14 14
5.3	Mandatory indemnification of directors.....	15 15
5.4	Advance of expenses to directors.....	15 15
5.5	Court ordered indemnification of directors.....	15
5.6	Determination and authorization of indemnification of directors.....	16 16
5.7	Indemnification of officers, employees, fiduciaries, and agents.....	17 17
5.8	Insurance.....	17
5.9	Notice to members of indemnification of director.....	17

ARTICLE VI ADMINISTRATION	<u>18</u>18
6.1 Records.....	<u>18</u> 18
6.2 Inspection of Records.....	<u>18</u> 18
6.3 Corporate seal.....	18
ARTICLE VII MISCELLANEOUS	18
7.1 Amendments.....	18
7.2 Conflicts	18
7.3 Notice	<u>18</u> 19

ARTICLE I **OFFICES**

1.1. Principal office. The principal office of the corporation (the “Corporation”) may be either within or outside of the State of Colorado as the board of directors may designate, or as the Corporation’s business may require from time to time.

1.2. Registered office. The Corporation’s registered office may be, but need not be, identical with the principal office in the State Colorado. The board of directors may change the address of the registered office from time to time.

ARTICLE II **MEMBERS**

2.1. Membership Classification/Voting. There shall be two classes of membership.

(i) Regular membership shall consist of all persons paying dues who have graduated from a school of law or have been admitted to any state bar. This classification of members shall have the right to vote.

(ii) Associate membership shall consist of all persons who are law students, practicing paralegals, and paralegal students. Associate members shall neither vote nor hold office in the organization, but shall have all other rights, privileges, and duties attendant to membership in the organization.

2.2. Dues. The amount of annual membership dues shall be set by the board of directors. ~~Initial annual dues for members will be \$40.00 for senior regular members (more than 5 years in practice), \$25.00 for regular members (from 1 year of practice up to 5 years in practice), and free for regular members (up to 1 year in practice) and associate members (law students, legal assistants, and paralegals). The subsequent annual dues shall be established as the board of directors may periodically establish.~~

2.3. Termination of memberships. The membership of any member shall terminate when a member resigns or fails to timely pay membership dues. Termination of a membership shall not relieve the member from any obligation for charges, services, or benefits incurred.

2.4. Transfer of memberships. No member may transfer the member’s membership or any membership right.

2.5. Annual meeting. The members’ annual meeting, if any, shall be held at the time and place as the board of directors shall fix ~~for the purpose of electing directors and for the transaction of other business as may come before the meeting.~~ If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, the meeting shall be held on the next succeeding business day. An annual meeting of the members shall not be required to be held. The failure to hold an annual, regular, or special meetings at the time and date determined does not affect the validity of any corporate action and does not work a forfeiture or dissolution of the

nonprofit corporation. ~~If the election of directors shall not be held on the day designated for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.~~

2.6. Regular meetings. A regular meeting of the members shall be held at a time and date, either within or without the State of Colorado, stated in a resolution of the board of directors or called by the president.

2.7. Special meetings. The president or the board of directors may call special meetings of the members, for any purpose or purposes, unless the Colorado Revised Nonprofit Corporation Act otherwise prescribes. The president may call special meetings (a) on the call or resolution of the board of directors, or (b) upon the receipt of one or more written demands for a special meeting, stating the purpose or purposes for which it is to be held, signed, and dated by the members representing at least ten (10%) percent of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

2.8. Court ordered meetings. A member may apply to the district court in the county in Colorado where the Corporation's principal office is located or, if the Corporation has no principal office in Colorado, to the district court of the county in which the Corporation's registered office is located to seek an order that a member meeting be held (a) if an annual meeting was not held within six months after the close of the Corporation's most recently ended fiscal year or 15 months after its last annual meeting, whichever is earlier, (b) if a member participated in a proper call of (or demand for) a special meeting under section 2.7 and notice of the special meeting was not given within 30 days after the Corporation received the call (or the date of the last of the demands necessary to require the calling of the meeting), or (c) the special meeting was not held consistent with the notice.

2.9. Meeting of all members /no meetings. If all of the members meet at any time and place, either within or outside of the State of Colorado, and consent in writing to the holding of a meeting at the time and place, the meeting shall be valid without call or notice, and any member action may be taken at the meeting. ~~The failure to hold an annual, regular, or special meetings at the time and date determined does not affect the validity of any corporate action and does not work a forfeiture or dissolution of the nonprofit corporation.~~

2.10. Notice of meeting.

(a) Written notice stating the place, day, and hour of the meeting of members shall be delivered at least two (2) before the date of the meeting, except if the Colorado Revised Nonprofit Corporation Act requires a longer notice period.

(b) Notice of a meeting may include a description of the purpose of the meeting. Notice of an annual meeting need not include a description of the purpose of the meeting, except the purpose shall be stated regarding (i) an amendment to the articles of incorporation, (ii) a merger in which the Corporation is a party and, (iii) a sale, lease, exchange, or other disposition, other than in the usual and regular course of business, of all or substantially all of the Corporation's property or of another entity which this Corporation controls, in each case with or without the

goodwill, (iv) the Corporation's dissolution, or (v) any other purpose the Colorado Revised Nonprofit Corporation Act requires.

(c) Notice shall be given to each member entitled to vote at the meeting (i) by personal delivery, overnight delivery, postage prepaid first-class mail, registered or certified mail return receipt requested, electronic mail, or facsimile, and (ii) properly addressed to the member at his or her address as it appears on the Corporation's member records. ~~If the notice is sent by e-mail or facsimile, a copy of the notice shall be deposited in the United States mail within twenty-four (24) hours.~~

(d) The notice shall be effective at the earliest of (i) the time it is received, (ii) five (5) days after it is deposited in the mail, (iii) the date on the return receipt if registered or certified mail, (iv) the date on the receipt or confirmation for personal delivery, express delivery, electronic mail, or facsimile.

(e) If three successive letters mailed to the last-known address of any member of record are returned as undeliverable, no further notices to the member shall be necessary until another address for the member is made known to the Corporation.

(f) When a meeting is adjourned to another date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place of the meeting is announced before adjournment at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which may have been transacted at the original meeting. If the adjournment is for more than 120 days, or if a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

2.11. Waiver of notice.

(a) A member may waive any notice that the Colorado Revised Nonprofit Corporation Act, the articles of incorporation or these bylaws require, whether before or after the date or time stated in the notice. The member shall sign the written waiver and deliver it to the Corporation for inclusion in the minutes or filing with the corporate records, but the delivery and filing shall not be conditions of the effectiveness of the waiver.

(b) A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice. The member may also object to considering the matter when it is presented.

2.12. Action without a meeting-consent.

(a) Unless the articles of incorporation or these bylaws provide otherwise, any action required or permitted to be taken at a meeting of members may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by ~~each~~ a majority of members entitled to vote and delivered to the secretary for inclusion in the

minutes or for filing with the corporate records. Action taken under this section is effective as of the date the Corporation receives the written consents, unless the writings specify a different effective date, in which case the specified date shall be the effective date for the action. [Such consents may be given or obtained by electronic mail.](#)

(b) Any member who has signed a writing describing and consenting to action taken under this section may revoke the consent by a writing signed by the member describing the action and stating that the member's prior consent is revoked, if the Corporation receives the writing before the effectiveness of the action. If any member revokes his or her consent prior to what otherwise would be the effective date, the action proposed in the consent shall be invalid.

(c) The Corporation may receive any complete copy of the writing by [electronic mail or facsimile](#), including a copy of the signature. The member so transmitting the writing ~~may~~[shall](#) furnish an original of the writing to the Corporation for its permanent record, but the Corporation's failure to receive the original writing shall not affect the action so taken.

(d) The record date for determining members entitled to take action without a meeting shall be the date the Corporation first receives a writing upon which the action is taken.

2.13. Record date to determine members/closing of member records.

(a) To make a determination of members entitled to (i) notice of or to vote at any meeting or at any adjournment of a members' meeting, (ii) demand a special members' meeting, or (iii) to make a determination of members for any other proper purpose, the board of directors may provide that the member records shall be closed for a stated period but not to exceed 70 days.

(b) If the member records shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, the books shall be closed for at least ten days immediately preceding the meeting. Instead of closing the member records, the board of directors may fix in advance a record date for any determination of members, the date to not be more than 70 days and, in case of a meeting of members, not less than ten days prior to the date on which the particular action, requiring the determination of members, is to be taken.

(c) If the member records are not closed, and no record date is fixed for the determination of members entitled to notice of or to vote at a members' meeting or members entitled to receive payment of a distribution, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring the distribution is adopted, as the case may be, shall be the record date for the determination of members.

(d) When a determination of members entitled to vote at any meeting of members has been made as provided in this section, the determination shall apply to any adjournment of a members' meeting, unless the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, in which case the board of directors shall make a new determination as provided in this section.

2.14. Place of meetings. The board of directors may designate any place, either within or outside of the State of Colorado, as the place of meeting for any annual meeting or for any

special meeting the board of directors calls. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the Corporation's principal office in the State of Colorado.

2.15. Quorum.

(a) Thirty three percent (33%) of the votes of a voting group entitled to be cast on the matter, represented in person or by proxy, constitutes a quorum of that voting group for the action on the matter. If no specific voting group is designated in the articles of incorporation or under the Colorado Revised Nonprofit Corporation Act for a particular matter, all the Corporation's members entitled to vote, represented in person or by proxy, shall constitute a voting group. In the absence of a quorum at any meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed 120 days without further notice.

(b) However, if the adjournment is for more than 120 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. At the adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of members whose absence would cause there to be less than a quorum.

2.16. Proxies.

(a) At all members' meetings, a member may vote in person or by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact.

(b) A member may also appoint a proxy by providing a written statement of the appointment to the proxy, a proxy solicitor, proxy support service organization, or other person duly authorized by the proxy to receive appointments as agent for the proxy, or to the Corporation. The appointment shall provide written evidence from which it can be determined that the member authorized the appointment.

(c) The proxy appointment form or similar writing shall be filed with the secretary before or at the time of the meeting. The appointment of a proxy is effective when the Corporation receives it and is valid for 11 months unless a different period is expressly provided in the appointment form or similar writing.

(d) Any complete copy, including a facsimile copy, of an appointment of a proxy may be substituted for or used instead of the original appointment for any purpose for which the original appointment could be used.

(e) Revocation of a proxy does not affect the Corporation's right to accept the proxy's authority unless (i) the Corporation had notice that the appointment was coupled with an interest and notice that the interest is extinguished is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the

appointment, or (ii) other notice of the revocation of the appointment is received by the secretary, other officer, or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. Other notice of revocation may, in the Corporation's discretion, be deemed to include the appearance at a members' meeting of the member who granted the proxy and his or her voting in person on any matter subject to a vote at the meeting.

(f) The death or incapacity of the member appointing a proxy does not affect the Corporation's right to accept the proxy's authority unless notice of the death or incapacity is received by the secretary, other officer, or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment.

(g) The Corporation shall not be required to recognize an appointment made irrevocably if it has received a writing revoking the appointment signed by the member (including a member who is a successor to the member who granted the proxy) either personally or by his or her attorney-in-fact, notwithstanding that the revocation may be a breach of an obligation of the member to another person to not revoke the appointment.

2.17. Voting. Each member entitled to vote shall be entitled to one vote [on each matter submitted to a vote of the members.](#)

2.18. Approval of action. If a quorum is present, an action is approved if a majority (greater than 50%) of the votes cast approves the action, unless the Colorado Revised Nonprofit Corporation Act, the articles of incorporation, or these bylaws otherwise require.

2.19. Members voting.

(a) If the name on a vote, consent, waiver, proxy appointment, or proxy appointment revocation corresponds to the member's name, the Corporation acting in good faith is entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and give it effect as the member's act.

(b) If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation does not correspond to the member's name, the Corporation acting in good faith is nevertheless entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and to give it effect as the member's act if:

(i) the member is an entity and the name signed purports to be that of an officer or agent of the entity;

(ii) the name signed purports to be that of an administrator, executor, guardian, or conservator representing the member and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(iii) the name signed purports to be that of a receiver or trustee in bankruptcy of the member and, if the Corporation requests, evidence of this status

acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(iv) the name signed purports to be that of a pledgee, beneficial owner or attorney-in-fact of the member and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;

(v) two or more persons are the member as cotenants or fiduciaries, and the name signed purports to be the name of at least one of the cotenants or fiduciaries, and the person signing appears to be acting on behalf of all the cotenants or fiduciaries; or

(vi) the acceptance of the vote, consent, waiver, proxy appointment, or proxy appointment revocation is otherwise proper under Corporation's established rules that are consistent with this section.

(c) The Corporation is entitled to reject a vote, consent, waiver, proxy appointment, or proxy appointment revocation if the secretary, other officer, or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

(d) Neither the Corporation nor any of its directors, officers, employees, or agents who accepts or rejects a vote, consent, waiver, proxy appointment, or proxy appointment revocation in good faith and consistent with the standards of this section is liable in damages for the consequences of the acceptance or rejection.

2.20. Ballot voting. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

2.21. No cumulative voting. No member shall be permitted to cumulate his or her votes in the election for directors or otherwise.

2.22. Electronic participation. Any member may participate in any members' meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. The participation shall constitute presence in person at the meeting.

2.23. Member certificates. The Corporation may (but shall not be required to) issue certificates evidencing membership in the Corporation in a form as the board of directors may establish. An authorized officer shall sign any issued certificates, which shall bear the seal of the corporation, if a seal is adopted. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of Corporation. Any certificate may be issued upon the terms and conditions as the board of directors may determine.

ARTICLE III BOARD OF DIRECTORS

3.1. Powers. The Corporation's board of directors shall manage the Corporation's business and affairs.

3.2. Election, tenure, qualifications, and number. ~~Unless the board of directors otherwise determines, directors shall be elected at a board meeting by a vote of two-thirds of the directors then in office. The members shall elect the board of directors at the annual meeting of the members or at a special meeting called for that purpose.~~ Each director must be a natural person who is 18 years or older and will hold office for one (1) year, until the next ~~annual meeting of the members~~ year's election of directors, or until his or her successor is qualified and elected. Directors need not be residents of the State of Colorado but must be current members of the Corporation. The Corporation's board of directors shall ~~initially be~~ comprised of no fewer than ten (10) directors, ~~and unless the board of directors shall otherwise determines~~ fix by resolution the subsequent number of directors from time to time, but in no instance shall there be less than one director. ~~The members equal in number to the available positions on the board of directors receiving the largest number of votes shall be elected. If there is a tie, a run-off election shall be immediately held, and the member obtaining the greatest number of votes shall be elected.~~

3.3. Compensation. No director shall receive compensation for any services rendered to the Corporation, unless the board of directors approves the compensation. However, each director may be reimbursed for his/her reasonable expenses actually incurred in the performance of his/her duties as a director, or a fixed sum for attendance at each meeting. No payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation.

3.4. Performance of duties. A director shall perform his or her duties as a director in good faith, including his or her duties as a member of any committee of the board upon which he or she may serve, with the care as an ordinarily prudent person in a like position would use under similar circumstances and in a manner he or she reasonably believes to be in the Corporation's best interests. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(a) One or more officers or employees whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the persons' professional or expert competence; or

(c) A committee of the board upon which he or she does not serve, duly designated consistent with the provision of the articles of incorporation or these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause the reliance to be unwarranted. A person who

so performs his or her duties shall not have any liability by reason of being or having been a director.

3.5. Regular meetings. A regular meeting of the board of directors should be held monthly, either ~~within or without~~ inside or outside the State of Colorado.

3.6. Special meetings. The chairman of the board, if any, the president, or twenty-five percent (25%) of the board of directors may call special meetings of the board of directors. They may fix any place, either within or without the State of Colorado, for holding any special meeting of the board of directors.

3.7. Notice of meeting. Written notice of any meeting of directors shall be given:

(a) At least two (2) days before a regular meeting and 24 hours before a special meeting.

(b) By personal delivery, overnight delivery, postage prepaid first-class mail, registered or certified mail return receipt requested, electronic mail, or facsimile to the business address of each director, or in the event the notice is given on a Saturday, Sunday, or holiday, to the residence address of each director; and

(c) The notice shall be effective at the earliest of (i) the time it is received, (ii) five (5) days after it is deposited in the mail, (iii) the date on the return receipt of registered or certified mail, (iv) the date on the receipt or confirmation for personal delivery, express delivery, electronic mail, or facsimile.

3.8. Waiver of notice. Any director may waive notice of any meeting before or after the time and date of the meeting stated in the notice with a signed and written waiver. The waiver shall be delivered to the Corporation for filing with the corporate records, but the delivery and filing shall not be conditions of the effectiveness of the waiver. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to holding the meeting or to the transacting of any business because of a lack of notice or defective notice and does not vote for or assent to the action taken.

3.9. Quorum. A majority of the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than the majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.10. Approval of action. Each director shall have one vote. Except as the Colorado Revised Nonprofit Corporation Act or the articles of incorporation otherwise require, the act of the majority of the directors present at a meeting at which a quorum is present when a vote is taken shall be the act of the board of directors.

3.11. Presumption of assent. A director who is present at a meeting of the board of directors or committee of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the director objects at the beginning of

the meeting, or promptly upon his or her arrival, to the holding of the meeting or the transaction of business and does not thereafter vote for or assent to any action taken at the meeting, (b) the director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting, or (c) the director delivers a written dissent or abstention as to any specific action to the presiding officer of the meeting before its adjournment or to the Corporation promptly after the adjournment of the meeting. A director may dissent to a specific action at a meeting, while assenting to others. The right to dissent to a specific action taken at a meeting of the board of directors or a committee of the board shall not be available to a director who voted in favor of the action.

3.12. Action without a meeting-consent. Unless the articles of incorporation or these bylaws provide otherwise, any action required or permitted to be taken at a meeting of the board of directors or any committee the board designates may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by ~~each director or committee member~~ a majority of members of the board of directors or committee, as applicable, and delivered to the secretary for inclusion in the minutes or for filing with the corporate records. Action taken under this section is effective when a majority of all directors or committee members, as applicable, have signed the consent, unless the consent specifies a different effective date. The consent has the same force and effect as ~~an a majority of unanimous~~ vote of the directors or committee members and may be so stated in any document. Such consent may be given or obtained by electronic mail.

3.13. Electronic participation. Any member of the board of directors or any committee the board designates may participate in a meeting of the board of directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. The participation shall constitute presence in person at the meeting.

3.14. Vacancies. The board of directors may fill a board vacancy because of removal, resignation, death, disqualification, or otherwise, for the unexpired portion of the term. A vacancy that will occur at a specific later date, by reason of a resignation that will become effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3.15. Resignation. Any director may resign at any time by giving written notice to the secretary, which is effective upon receipt, or at the later time as shall be specified in the notice. Unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective. When one or more directors resign from the board, effective at a future date, the vacancy may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3.16. Removal. ~~The members may remove any director, with cause, by a majority (greater than 50%) vote of the members entitled to vote at a meeting called for that purpose. The notice of the meeting shall state that a purpose of the meeting is the removal of the director. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office.~~

3.17. Committees. The board of directors may designate and prescribe duties for any committees. Each committee shall have the power to determine its own times and places of meetings, and to adopt rules for its own governance and proceedings consistent with these bylaws and any directives of the board of directors. Each committee shall maintain its records of all proceedings. The committees shall not have the power to approve any action which by law or these bylaws requires the approval of the members.

ARTICLE IV OFFICERS/AGENTS

4.1. Number, qualification and duties. Unless the board of directors otherwise determines, ~~the members~~ president and president-elect shall ~~elect agents or~~ appoint officers consisting of a president, president elect, secretary, treasurer, and the other officers (e.g., chairman of the board) and assistant officers the board of directors or president and president-elect ~~members~~ deem necessary. Each officer must be a natural person who is 18 years or older and a current member of the Corporation. The same person may hold any two or more offices. The officers shall perform the duties that the board of directors or these bylaws designate from time to time.

4.2. Election, meetings and term. Unless the board of directors otherwise determines, ~~the members~~ president and president-elect shall annually ~~appoint~~ elect the officers ~~or agents~~ commencing at ~~each annual meeting of the members~~ the first meeting of the board of directors after the Corporation's annual banquet or other time determined by the board of directors. ~~If the election of officers or agents shall not be held at the meeting, the election shall be held as soon as practicable.~~ Each officer ~~or agent~~ shall hold office for one (1) year or until the time of removal, resignation, death, or a successor is duly qualified and elected.

4.3. Removal and resignation. The board of directors may remove any officer or agent at any time, with cause, but the removal shall be without prejudice to the contract rights of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. If an officer is also serving in as a director of the Corporation, the person shall not be automatically removed from the board of directors, unless the officer/director is also removed pursuant to section 3.16. An officer or agent may resign at any time by giving written notice of the resignation to any officer. The resignation is effective when the Corporation receives the notice, unless the notice specifies a later effective date.

4.4. Vacancies. The board of directors may fill a vacancy in any office because of removal, resignation, death, disqualification, or otherwise, for the unexpired portion of the term.

4.5. President. The Corporation's president shall be the chief executive officer, under the board of director's control, and shall have general and active control of all of the Corporation's business and affairs. In the absence of a chairman of the board, the president shall preside at all meetings of the members and of the board of directors. The president may negotiate, enter into and execute contracts and other instruments on behalf of the Corporation, which the board of directors authorizes. The president shall perform all duties incident to the office of the president and any other duties as the board of directors may prescribe from time to time.

4.6. President Elect. The president elect shall perform all duties the president or the board of directors may assign to the president elect from time to time. Upon the death, absence, or disability of the president, the president elect shall have the authority and duties of the president.

4.7. Secretary. The secretary shall:

(a) prepare and maintain as permanent records (i) the minutes of the proceedings of the members, the board of directors, and committees; (ii) a record of all actions taken by the members or board of directors without a meeting (iii) a record of all actions a committee of the board of directors has taken in place of the board on the Corporation's behalf; and (iv) a record of all waivers of notice of meetings of members, board of directors, or committees;

(b) maintain appropriate accounting records;

(c) keep at the Corporation's registered office or principal place of business a record containing the names and addresses of all its members in a form that permits preparation of a list of members (i) arranged by voting group and within each voting group alphabetically by class;

(d) maintain at the Corporation's principal office the originals or copies of the Corporation's articles of incorporation, bylaws, minutes of all members' meetings and records of all action members have taken without a meeting for the past three years, all written communications within the past three years to members, a list of the names and business addresses of the current directors and officers, a copy of the Corporation's most recent corporate report filed with the secretary of state, and financial statements showing in reasonable detail the Corporation's assets and liabilities and results of operations for the last three years;

(e) ensure that all notices are duly given consistent with the provisions of these bylaws and required by law;

(f) serve as the Corporation's custodian of records and the Corporation's seal and affix the seal to all documents when the board of directors authorizes;

(g) authenticate the Corporation's records; and

(h) in general, perform all duties incident to the office of secretary and the other duties the president or the board of directors may assign to the secretary from time to time.

(i) Any of the Corporation's books, records, or minutes may be in written form or in any form capable of being converted into written form within a reasonable time.

4.8. Treasurer. The treasurer shall (a) have custody of and be responsible for all Corporation's funds and securities; (b) receive and give receipts for moneys due and payable to the Corporation, and deposit all moneys in the Corporation's name; (c) prepare and file all necessary tax returns, (d) prescribe and maintain the accounting methods, (e) prescribe and maintain an adequate system of internal audit and prepare and provide to the president and board of directors statements of account showing the Corporation's financial position, and (f) in general

perform all of the duties incident to the office of treasurer and the other duties as the president or the board of directors may assign to the treasurer from time to time.

4.9. Assistant secretaries and assistant treasurers. The assistant secretaries and assistant treasurers, in general, shall perform their duties as the secretary or the treasurer, the president, or the board of directors may assign to the assistants.

4.10. Bonds. If the board of directors by resolution shall so require, any of the Corporation's officer or agent shall give bond to the Corporation in an amount and with the surety as the board of directors may deem sufficient, conditioned upon the faithful performance of his or her respective duties and offices.

4.11. Compensation. The board of directors shall fix the salaries of the officers from time to time, and no officer shall be prevented from receiving the salary by reason of the fact that he or she is also a director.

ARTICLE V INDEMNIFICATION

5.1. Definitions. As used in this Article V:

(a) "Corporation" includes any domestic or foreign entity that is a predecessor of the Corporation by reason of a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "director" includes, unless the context requires otherwise, the estate, or personal representative of a director.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses.

(e) "Official capacity" means, when used with respect to a director, the office of director in the Corporation and, when used with respect to a person other than a director as contemplated in this section, the office in the Corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation. "Official capacity" does not include service for any other domestic or foreign corporation or other person or employee benefit plan.

(f) “Party” includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

5.2. Authority to indemnify directors.

(a) Except as provided in section 5.2(d), the Corporation may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:

(i) The person conducted himself or herself in good faith; and

(ii) The person reasonably believed:

(A) In the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation’s best interests; and

(B) In all other cases, that his or her conduct was at least not opposed to the Corporation’s best interests; and

(iii) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

(b) A director’s conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of section 5.2(a)(ii)(B). A director’s conduct with respect to an employee benefit plan for a purpose that the director did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of section 5.2(a)(i).

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section 5.2.

(d) The Corporation may not indemnify a director under this section 5.2:

(i) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that he or she derived an improper personal benefit.

- (iii) Indemnification permitted under this section 5.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

5.3. Mandatory indemnification of directors. The Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses he or she incurs in connection with the proceeding.

5.4. Advance of expenses to directors.

(a) The Corporation may pay for or reimburse the director's reasonable expenses incurred who is a party to a proceeding in advance of final disposition of the proceeding if:

- (i) The director furnishes to the Corporation a written affirmation of the director's good faith belief that he or she has met the standard of conduct described in section 5.2;
- (ii) The director furnishes to the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
- (iii) A determination is made under section 5.6(b) that the facts then known to those making the determination would not preclude indemnification under this Article V.

(b) The undertaking required by section 5.4(a)(ii) shall be the director's unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section 5.4 shall be made in the manner specified below in section 5.6.

5.5. Court ordered indemnification of directors. A director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

(a) If it determines that the director is entitled to mandatory indemnification under section 5.3, the court shall order indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.

(b) If it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct specified in section 5.2(a) or was adjudged liable in the circumstances

described in section 5.2(d), the court may order the indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in said section 5.2(d) is limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

5.6. Determination and authorization of indemnification of directors.

Upon written request to the board of directors by any person seeking indemnification, the board of directors shall promptly determine the appropriateness of such indemnification and, if so, the board of directors shall authorize indemnification. If the board of directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevent formation of a quorum of directors who are not parties to such proceeding, the board of directors shall promptly call a special meeting members. At such meeting, the members shall determine the appropriateness of and, if so, the members shall authorize indemnification. members or other persons seeking to be indemnified shall not be entitled to vote on the question of indemnification.

(a) The Corporation may not indemnify a director under section 5.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct specified in section 5.2. The Corporation shall not advance expenses to a director under section 5.4 unless authorized in the specific case after the written affirmation and undertaking required by sections 5.4(a)(i) and 5.4(a)(ii) are received and the determination required by section 5.4(a)(iii) has been made.

(b) The determinations required by section 5.4(a)(iii) shall be made:

- (i) By the board of directors by a majority vote (greater than 50%) of those present at a meeting at which a quorum is present, and only those directors not parties to the proceeding shall be counted in satisfying the quorum; or
- (ii) If a quorum cannot be obtained, by a majority vote (greater than 50%) of a committee of the board of directors, which committees shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(c) If a quorum cannot be obtained as contemplated in section 5.6(b)(i), and a committee cannot be established under section 5.6(b)(ii), even if a quorum is obtained or the committee is designated, if a majority of the directors constituting a quorum or the committee so directs, the determination required to be made by section 5.6(a) shall be made:

- (i) By independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in section 5.6(b)(i) or 5.6(b)(ii), or, if a quorum of the full board cannot be

obtained and a committee cannot be established, by independent legal counsel selected by a majority vote (greater than 50%) of the full board of directors; or

- (ii) By the voting members, but voting members who are also directors and who are at the time seeking indemnification may not vote on the determination.

(d) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected the counsel.

5.7. Indemnification of officers, employees, fiduciaries, and agents.

(a) An officer is entitled to mandatory indemnification under section 5.3 and is entitled to apply for court-ordered indemnification under section 5.5, in each case to the same extent as a director;

(b) The Corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent to the same extent as to a director; and

(c) The Corporation may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent than is provided in these bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its board of directors or members, or by contract.

5.8. Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation, or who, while a director, officer, employee, fiduciary, or agent, is or was serving at the Corporation's request as a director, officer, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under sections 5.2, 5.3, or 5.7. Any insurance may be procured from any insurance company the board of directors designate, whether the insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has an equity or any other interest through stock ownership or otherwise.

5.9. Notice to members of indemnification of director. If the Corporation indemnifies or advances expenses to a director under this Article V in connection with a proceeding by or in the right of the Corporation, the Corporation shall give written notice of the indemnification or advance to the members with or before the notice of the next members' meeting. If the next member action is taken without a meeting at the board of directors' instigation, the notice shall be given to the members at or before the time the first member signs a writing consenting to the action.

ARTICLE VI ADMINISTRATION

6.1. Records. The Corporation shall maintain complete books, invoices, and records at the Corporation's principal executive office including the documents the Secretary maintains.

6.2. Inspection of Records. Each director and member or his/her duly appointed representative is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation if the director or member gives the Corporation written demand at least five (5) business days before the date on which the director or member wishes to inspect and copy the records. A director may inspect and copy the records at the Corporation's expense during regular business hours. A member is entitled to inspect and copy the records during regular business hours only if:

- (a) The member has been a member for at least three months immediately preceding the demand to inspect;
- (b) The demand is made in good faith and for a proper purpose;
- (c) The member describes with reasonable particularity the purpose and the records the member desires to inspect;
- (d) The records are directly connected with the described purpose; and
- (e) the member pays a reasonable expense for materials and labor, not to exceed the estimated cost of production and reproduction.

6.3. Corporate seal. The board of directors may authorize the use of a corporate seal which shall have the Corporation's name inscribed and bear the state of incorporation and the words "CORPORATE SEAL."

ARTICLE VII MISCELLANEOUS

7.1. Amendments. As prescribed by law, these bylaws may be amended or repealed and new bylaws may be adopted by a majority vote (greater than 50%) of the board of directors~~members~~ present at any meeting at which a quorum is present. Proposed amendments must be sent to the board of directors~~members~~ at least thirty (30) days before the meeting.

7.2. Conflicts. If there is any conflict between the articles of incorporation and these bylaws, the articles shall control.

7.3. Notice. Notices, member writings consenting to action, and other documents or writings are deemed received by the Corporation when they are received:

- (a) At the Corporation's registered office in the State of Colorado;

(b) At the Corporation's principal office (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for the State of Colorado designating a principal office) addressed to the attention of the secretary;

(c) By the secretary wherever the secretary may be found; or

(d) By any other person authorized from time to time by the board of directors, the president, or the secretary to receive the writings, wherever the person is found.

I hereby certify that the board of directors of the ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF COLORADO has adopted and approved the foregoing bylaws on ~~January 16, 2001~~ January 16, 2001 [_____, ____].

Secretary

~~4845-4601-2104v.1~~