

**AMENDED AND RESTATED BYLAWS  
OF  
MINNESOTA HISPANIC BAR ASSOCIATION**

**ARTICLE ONE**

**Name and Purpose**

Section 1. **Name.** The name of this corporation is Minnesota Hispanic Bar Association (“MHBA” or the “Association”).

Section 2. **Purpose.** The purposes of the organization of the MHBA are set forth in the Association’s Articles of Incorporation.

Section 3. **Tax Exempt Status.** The Association shall take no action that would result in the loss of its eligibility for tax exemption under section 501(c)(6) of the Internal Revenue Code of 1986 as amended.

**ARTICLE TWO**

**Membership**

Section 1. **Membership.** The membership of the association shall consist of those persons who meet the requirements for membership as provided in these Bylaws.

Section 2. **Standing Membership Classes.** There shall be three standing classes of membership as follows:

- a) **Attorney Member.** Attorney Members will have all rights and obligations of members. Any person duly licensed to the practice of law by the Supreme Court of the State of Minnesota is eligible to be an Attorney Member.
- b) **Law Student Member.** Law Student Members will have all rights and obligations of members. Any law student enrolled in an accredited school of law in the State of Minnesota, regardless of where they intend to become licensed or practice shall be eligible for Law Student Membership. Further, any law student enrolled or graduated in the last two (2) years from an accredited school of law in the United States, Puerto Rico, the District of Columbia, or any other territory of the United States, who intends to or is in the process for applying for admission to the practice of law in the State of Minnesota, shall be eligible for Law Student Membership.
- c) **Associate Member.** Associate Members will have all rights and obligations of members except that Associate Members will not be entitled to voting rights. The following individuals are eligible to be Associate Members:

- i. Any person duly licensed to practice law in a state other than the state of Minnesota, or in Puerto Rico, the District of Columbia, or any other territory of the United States shall be eligible for Associate Membership in the Association.
- ii. Any student enrolled in any accredited school of law outside of Minnesota, or in a pre-law course of instruction in an accredited college or university in the United States, Puerto Rico, the District of Columbia, or any territory of the United States, or any graduate of an accredited school of law who does not intend to apply to practice law in the State of Minnesota.
- iii. Any paralegal, legal assistant, legal office manager, or librarian working in a law firm, corporation, or government office in Minnesota, or any person committed to Hispanic issues, shall be eligible for Associate Membership in the Association.

### Section 3. **Procedures and Privileges for Standing Classes.**

- a) **Applications.** Applications for membership in a standing class of the Association shall be in such form and manner as prescribed by the Board (as defined in Article Three below) and shall be accompanied by the full amount of the dues prescribed by the Board pursuant to these Bylaws. Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a member of the appropriate class and shall thereafter be entitled to all privileges of such membership so long as said member remains in good standing.
- b) **Meetings and Activities; Voting Rights.** A member must be in good standing to: (i) vote and (ii) attend and participate in Association meetings, events, committees, and activities. A member must be in good standing in order to be nominated for, to stand for election to, and to hold elective office or board member position in the Association, as provided for in Article Five, Section 2 of these Bylaws.
- c) **Maintenance of Good Standing.** A member is in good standing so long as he or she (i) continues to meet all eligibility requirements for his or her class membership and (ii) is current on payment of all dues and assessments.
- d) **Suspension and Expulsion.** Failure to satisfy either (i) or (ii) in Section 3(c) above will result in the loss of good standing and suspension of membership in the Association until the member is able to provide evidence that such requirements have been satisfied. A suspended membership resulting solely from the nonpayment of dues will be reinstated upon payment in full of the outstanding amount. Members may also be expelled from membership for good cause relating to the maintenance of the integrity of the Association. Suspension or expulsion shall occur upon action of the Board and after the member has been given notice and the opportunity to be heard. An Attorney Member that is disbarred from the practice of law by the State of Minnesota will, upon final adjudication of disbarment, automatically and without further process or procedure, be expelled from membership in the Association and deemed ineligible for standing as a member, board member, officer, or otherwise.

- e) **Reinstatement.** A member may apply for reinstatement of his or her membership. Said application will be reviewed by the Board and may be reinstated upon a finding by the Board that the cause of the suspension or expulsion has been corrected or eliminated and the applicant then meets all the eligibility requirements for membership; and that reinstatement shall not adversely reflect upon the integrity of the reputation of the Association or its members.

Section 4. **Establishment of Further Membership Classes.** The Board may, at its sole discretion, establish such further classes of honorary or active membership as it deems appropriate, including classes defined by affiliation with regional organizations, or national organizations; provided, however, that in no case shall a member, who is a member by virtue of inclusion in any such class alone, have the right to vote or to stand for or hold elective office in the Association.

Section 5. **Membership Dues.** Membership dues, rates, and classifications will be established by the Board, in its sole discretion. The Board shall fix the amount of dues and established classifications on or before June 30 of each calendar year and, if it shall fail to do so, the schedule of dues and classifications of the preceding year shall remain in effect. The Treasurer shall report to the Board the name of any member whose dues for any calendar year have not been paid by January 15 of that year and the Board shall suspend such member from good standing pursuant to these Bylaws, and shall thereafter take such action against such member as it may deem to be in the best interests of the Association.

## **ARTICLE THREE**

### **Association Leadership and Governance**

Section 1. **General Responsibilities for Governance.** The Association shall be governed by its elected officers, its Board, and its membership in accordance with the provisions of the Minnesota Nonprofit Corporation Act and these Bylaws. The business activities of the Association on a day-to-day basis shall be conducted by its elected officers according to the duties of their office. The business activities and policies of the Association shall be developed, decided, managed, and supervised, except as otherwise required by law or these Bylaws, by the Board. The voting membership shall retain all powers reserved to it under the Minnesota Nonprofit Corporation Act and these Bylaws.

Section 2. **Officers.** The officers of the Association, shall be the Immediate Past-President, President, President-Elect, Vice-President, Secretary, and Treasurer and such other officers as may be elected in accordance with Article Seven below. The President, with the advice and consent of the Board, may appoint the following who shall then serve as officers of the Association: (i) a general counsel and/or (ii) an auditor as set forth in Article Four, Section 1 of these Bylaws.

Section 3. **Board of Directors.** The Board of Directors of the Association (the “Board”) shall consist of the officers of the Association and the members of the board, as determined by Article Five, Section 2 of these Bylaws.

Section 4. **Officer Terms of Office.** The Vice-President, President-Elect, President, Immediate Past President, Secretary, and Treasurer shall take and hold office for one year commencing on the earlier of (x) the annual meeting of the membership of the Association (the “Annual Meeting”) or (y) the last Saturday in April of each year. The term of office of appointed officers shall be coterminous with the terms of the appointing President. Each officeholder shall serve for the stated term and until his or her successor is elected and qualified. No person shall be eligible to serve for more than three consecutive terms in the same position.

Section 5. **Director Terms of Office.** The five (5) director members referenced in Article Five, Section 2, shall be divided into two classes. The term of the first class expires at the first Annual Meeting after their election, and the term of the second class expires at the second Annual Meeting after their election. At each Annual Meeting thereafter, the number of directors whose term of office expires at the time of such meeting shall be elected to hold office for a full term of two (2) years. No person shall be eligible to serve for more than three consecutive terms in the same position.

## ARTICLE FOUR

### Duties and Responsibilities of Officers

Section 1. **Vice-President.** The membership shall vote for a member to serve as Vice-President at each Annual Meeting. Such member will subsequently automatically serve as President-Elect, then President, then Immediate Past-President. For a member to be eligible to run for Vice-President and serve in the subsequent offices, such member must be an Attorney Member in good standing and have served on the Board for a minimum of two (2) years immediately preceding their run for Vice-President. For example, a member may serve as a board member for a two (2) year term and then they may run for Vice-President, whereas a member who served on the board for two (2) years, did not serve for a year, and then returned to run for office, is not eligible to run for Vice-President. The Vice-President is an officer and a member of the Executive Committee.

Section 1.1. **Role and Responsibilities.** The Vice-President shall act in place and stead of the President-Elect in the event of the absence, vacancy, or disqualification of the President-Elect, and shall perform such duties as the President may from time to time direct. The Vice-President shall be responsible, subject to the authority of the Board of Directors and the President, for all administrative matters pertaining to membership.

Section 2. **President-Elect.** The Vice-President automatically becomes President-Elect at the conclusion of the preceding President-Elect’s term. The President-Elect shall succeed the President upon expiration of the President’s term of office, shall assume the position of Immediate Past-President upon expiration of his or her term as President, and shall perform such other duties as the President of the Board may from time to time direct. The Vice-President is an officer and a member of the Executive Committee.

Section 2.1. **Role and Responsibilities.** The President-Elect shall act in place and stead of the President in the event of the absence, vacancy, or disqualification of the President, and

shall perform such duties as the President may from time to time direct. The President Elect shall be responsible, subject to the authority of the Board of Directors and the President, for all matters pertaining to fundraising.

Section 3. **President.** The President-Elect automatically becomes President at the conclusion of the preceding President's term. The President is an officer and chair-person of the Executive Committee. The President shall assume the position of Immediate Past President upon expiration of his or her term as President.

Section 3.1. **Role and Responsibilities.** The President shall be the chief executive officer of the Association and shall preside as chairperson over all membership meetings of the Association and all meetings of the Board. As chief executive officer, it shall be the president's responsibility to plan and publish or cause to be published an agenda for each meeting of the Board or membership, to supervise and evaluate that the performance of all other officers, employees, or agents of the Association are carried out within the limits of its resources and according to standards prescribed by the Board, and to report periodically to the Board on the management of all affairs of the organization. The President, with the advice and consent of the Board, may appoint a general counsel, an auditor, and such other subordinates, officers, and agents as may be necessary and appropriate to conduct the Association's affairs. The President, with the advice of the Board, may also appoint committees, committee chairpersons, task forces, and advisory boards as may be necessary and appropriate to conduct the Association's affairs.

Section 4. **Immediate Past-President.** The President automatically becomes Immediate Past-President at the conclusion of the term of the preceding Immediate Past-President. The Immediate Past-President shall serve on the Board during the year following the term of office as President and shall perform such duties as the President of the Board may from time to time direct. The Immediate Past-President is an officer and a member of the Executive Committee.

Section 4.1. **Role and Responsibilities.** The Immediate Past-President serves as an advisor on the Executive Committee. They are responsible for transitioning any outstanding obligations to the incoming President.

Section 5. **Secretary.** The Secretary is elected by the membership at each Annual Meeting. The Secretary is an officer and a member of the Executive Committee.

Section 5.1. **Role and Responsibilities.** In accordance with the guidance of the President, the Secretary shall prepare, publish, and keep the minutes of all meetings of the membership and meetings of the Board; shall certify official copies of such minutes and these Bylaws; shall send notices of all meetings to the Board or the membership; shall cause to be maintained all official membership records and archives of the Association; shall take all action necessary to maintain the good standing of the Association before the Minnesota Secretary of State; and shall perform such other duties as the President may from time to time direct.

Section 6. **Treasurer.** The Treasurer is elected by the membership at each Annual Meeting. The Treasurer is an officer and a member of the Executive Committee.

Section 6.1. **Role and Responsibilities.** The Treasurer shall collect all dues, assessments, and receivables of the Association; shall prepare an annual budget for approval by the Board; shall prepare and maintain all financial records of the Association; shall care for and, upon approval of the Board, disburse all funds of the Association in accordance with the budget or as instructed by the Board; shall render an annual report and a monthly report of the financial affairs and status of the Association, including supporting financial statements, and account for the receipt and disbursement of all monies of the Association; shall coordinate the production outside annual audits with the Association's accountants; shall timely prepare and file or supervise the preparation and filing of all tax returns; shall monitor all expenditures according to budgets approved by the Board; shall not expend or disburse funds not in the approved budget or previously approved by the Board, and shall propose financial and economic policy for the Association.

Section 7. **Directors.** Five (5) additional directors may be elected by the membership to serve on the Board.

Section 7.1. **Role and Responsibilities.** Directors shall perform such duties and be responsible for such functions as the Board may prescribe. Each Director will be responsible for chairing one Association committee or task force.

Section 8. **Law Student Representatives.** One (1) law student representative may be elected by the membership to represent each accredited law school in Minnesota. For example, one (1) representative from the University of Minnesota Law School, one (1) representative from Mitchell Hamline Law School, and one (1) representative from St. Thomas School of Law, for a total of 3 representatives. The Law Student Representatives hold positions on the Board.

Section 8.1. **Role and Responsibilities.** Law Student Representatives are responsible for the Mentorship Program and shall perform such duties and be responsible for such functions as the Board may prescribe.

Section 9. **Subordinate Officers and Agents.** The Board may from time to time elect other officers, including without limitation, one or more Assistant Secretaries and/or Assistant Treasurers, each of whom shall hold office for such period as stated requested by the Board, and shall have such authority and perform such duties as the Board may from time to time determine and shall be subject to removal at the pleasure of the Board.

## ARTICLE FIVE

### Board of Directors

Section 1. **Board of Directors.** The Board shall manage the affairs of the Association subject to the Articles of Incorporation and these Bylaws.

Section 2. **Composition of the Board.** The Board shall consist of all current officers of the Association, five (5) additional directors, and one (1) Law Student Representative from each accredited law school in Minnesota, all as described in Article Four. From and after the date of the first Annual Meeting immediately following the effective date set forth below, such five (5)

directors elected to serve on the Board shall hold their respective office for two (2) years, except as provided in Article III, Section 5. In case of a vacancy on the Board, including a vacancy created through a director's election to an officer position, it shall be filled by appointment of the President with advice and consent of the Board until the end of the vacating Board Member's term.

Section 3. **Meetings.** A meeting of the Board shall be held within 30 days after the Annual Meeting of the Association. Thereafter, regular meetings of the Board shall be held no fewer than ten (10) times during the year at such times and places as the Board may determine by adopting an annual calendar of meetings. Special meetings of the Board may be called by the President or any three board members upon written or electronic notice of at least seven (7) days to all board members and may be held at such time and place as stated in the notice thereof. The special meeting notice shall provide a written detail of the agenda of the special meeting.

Section 4. **Agenda Items & Rules of Order.** Except with respect to a special meeting, the President shall be notified at least seven (7) days prior to any board meetings of any matters that require a Board vote so that such matters may be placed on the agenda. Matters not so noticed to the President may only be raised as items under New Business and upon approval by the President. The agenda at any special meeting shall be limited to the matters that may be reasonably anticipated to be raised based upon the contents of the notice of such meeting, unless a motion to change the order of the day is adopted. Robert's Rules of Order (Revised) shall govern the conduct of all meetings of the Board, unless otherwise provided herein.

Section 5. **Quorum.** Fifty-one percent (51%) of the voting Board members shall constitute a quorum to convene a meeting for the transaction of business. The affirmative vote by a majority of those Board members present either in person or by telephone or other comparable media at a duly convened meeting shall constitute an act of the Board.

Section 6. **Attendance at Board Meetings.** It is the duty of each Board member to attend the regular and special meetings of the Board. A Board member must inform the President prior to the board meeting or within three (3) days following the Board meeting of the reason for his or her failure to appear. Failure to attend a regular Board meeting constitutes an unexcused absence. Any Board member who accumulates three unexcused absences during in any given board year (determined by the date set of the Annual Meeting or April 30, whichever is earlier) and who duly received notices of such meetings in accordance with these Bylaws shall be presumed unable to carry out the duties of office and shall be automatically suspended from office. The President shall notify the Board member of their suspension. Within fourteen (14) days of notice, the Board member may seek reinstatement if their absence was for good cause. By vote, if the Board determines that any absence was supported by good cause, the suspended Board member shall be reinstated. The President shall notify such Board member of any action taken by the Board under this section.

Section 7. **Action by Consent.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is affirmed by two thirds (2/3) of the members of the Board and such written consent is filed with the minutes of the next proceedings of the Board. This includes votes by e-mail.

Section 8. **Meetings by Telephone.** The Board may conduct meetings by telephone conference or similar communications equipment by means of which all Board members participating in the meeting can hear each other at the same time, so long as Board members are duly notified of such meetings in the manner prescribed by these Bylaws. Participation by such means shall constitute presence at such meetings.

Section 9. **Compensation.** Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board. Nothing herein shall be construed to preclude any director from serving the Association in any other capacity and receiving proper compensation therefor.

Section 10. **Removal of Board Members.** Any Director may be removed from office at any time (i) with or without cause by a vote of the majority of the members present at a duly noticed meeting of the members or (ii) with cause by the unanimous vote of the remaining Directors.

## ARTICLE SIX

### Membership Meetings

Section 1. **Meetings.** The Annual Meeting shall be held each calendar year on a date not later than April 30, at such time and place as a majority of the Board shall direct/upon written notice of at least 30 days to the membership. Special meetings of the membership of the Association may be held at such time and place as the President, or a majority of the Board, shall direct by written notice of at least 30 days to the membership. "Written notice" under this Section shall mean notice in writing to a member in good standing, as defined in Article Two.

Section 2. **Agenda Items and Rules of Order.** The agenda at any meeting shall be limited to the matters that may be reasonably anticipated to be raised based upon the contents of the notice of meeting, unless a motion to change the order of the day is adopted. Robert's Rules of Order (Revised) shall govern the conduct of all meetings of the membership, unless otherwise provided herein.

Section 3. **Quorum.** At all meetings of the membership for which notice has been given in accordance with this Article, the members eligible to vote who are present in person shall constitute a quorum for the transaction of business.

Section 4. **Voting.** At all meetings of the membership of the Association, only members in good standing who are present shall be eligible to vote. Voting by proxy shall not be permitted.

## ARTICLE SEVEN

### Elections

Section 1. **Nominations and Eligibility.** The Secretary of the Association shall publish in sources available to each member in good standing (including by e-mail and on the organization's website), along with the notice of annual meeting required by Article Six, Section



1 hereof, a notice of the elective positions to be filled by election during the current election year. Nominations for all elective positions shall be made and received prior to or at the annual meeting. Each person nominated at an annual meeting must be a member in good standing of the Association to be eligible for election. After such nomination, each candidate nominated shall have the right to address the membership at the meeting. Each candidate shall also upon request be given the opportunity to utilize the Association's official membership list for the purpose of mailing campaign literature at the candidate's sole expense.

Section 2. **Ballots.** The outgoing President shall distribute ballots containing the names of the members nominated. Voting by proxy or power of attorney shall not be allowed and is hereby specifically prohibited. In the conduct of election procedures, the outgoing President shall develop and maintain adequate measures to preclude ballot improprieties.

Section 3. **Election Results.** The Secretary or Acting Secretary shall, with the advice and consent of the Board, appoint two or more election inspectors, who shall be Members in good standing. The election inspectors, together with the Secretary or Acting Secretary, shall be responsible to receive, validate and count all ballots, to record and report on the results of said balloting, and to preserve the counted ballot, worksheets and all similar election materials for a period of six months after the date of the election. All election results shall be reported to the membership at the annual membership meeting. Candidates receiving the plurality of votes shall be declared elected. In the event of a tie, the tied candidates will be given another opportunity to address the members and another vote shall be taken. If a tie remains after the second vote, the exiting Board shall choose one of the candidates by a written majority of all the Board members.

Section 4. **Vacancies in Office.** In the event of a vacancy of any office, other than President or President-Elect, an acting successor shall be appointed from among the membership in good standing by the President, and shall serve until the position can be opened for a new term and voted upon by the voting membership at a regular election. In the case of vacancy of the President, the President-Elect shall serve as Acting President. In the case of vacancy of President-Elect, the Vice-President shall serve as Acting President-Elect. No special election shall be held to fill a vacancy in office.

## ARTICLE EIGHT

### Committees

Section 1. **Executive Committee.** The Officers of the Association shall serve as members of the Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the Association. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

Section 2. **Committees and other Representatives.** The President may create such committees or task forces as may be necessary to carry out the purpose of the Association or assist the Board in the orderly management of the affairs of the Association, consistent with these Bylaws. The President shall have the sole power to appoint all representatives or delegates to act on behalf of

the Association in connection with activities conducted by other bar associations or organizations. Representatives or delegates may be appointed by the President at any time. All such committees or task forces shall make recommendations to the Board for action, and explicitly cannot themselves take action without approval of the Board, where such action would require either: (i) the making of a public statement on behalf of the Association; (ii) the expenditure of Association funds in excess of any budgeted funds allocated to such committee; or (iii) the entering into any legal obligation on behalf of the Association.

**Section 3. Appointment to Committees.** The President shall form committees and designate a committee Chairperson, specify committee rules and set deadlines for committee reports. Each committee may select from its members a committee secretary and such other officers as are deemed desirable. Each committee shall make a written annual report to the Association, which report shall be filed with the President at least 30 days before the annual meeting.

**Section 4. Term; Removal; Vacancies.** Members of the committees shall serve as committee members at the pleasure of the President and may be removed at any time with or without cause by the President.

**Section 5. Action by Consent.** Any action required or permitted to be taken at any meeting of any committee appointed by the President may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

**Section 6. Meetings by Telephone.** The committees may participate in a meeting by means of a telephone conference call or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meetings.

## ARTICLE NINE

### Miscellaneous Provisions

**Section 1. Contracts.** The Board by a majority vote at a regularly scheduled meeting, may authorize any officer or officers, agent or agents of the Association, in addition to the offices so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the President or the President-Elect of the Association.

**Section 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board may select.

Section 4. **Gifts.** The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.

Section 5. **Books and Records.** The Association shall cause to be kept:

- (1) correct and complete books of account; and
- (2) minutes of proceedings of meetings of Board, members, and committees having any of the authority of the Association.

Section 6. **Audit.** The Board shall cause the records and books of accounts of the Association to be audited each Fiscal Year, or to audit at such other times as it may deem necessary or appropriate.

Section 7. **Annual Accounting Period.** The annual accounting period of the Association shall be the Fiscal Year.

Section 8. **Examination by Members.** Every member of the Association shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the Association and to make extracts therefrom.

Section 9. **Fiscal Year.** The fiscal year of the Association shall commence the day following the Annual Meeting for that calendar year and continue through and including the date of the next Annual Meeting.

## **ARTICLE TEN**

### **Indemnification; Standards of Conduct**

Section 1. **Indemnification.** The Association shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes § 317A.521, as now enacted or hereafter amended.

Section 2. **Conflicts of Interest.** The Association shall not enter into contracts or transactions between the Association or a related corporation and a director of the Association or between the Association and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes § 317A.255, as now enacted or hereafter amended, and in accordance with the Association's conflict of interest policy in effect and as amended from time to time.

Section 3. **Standard of Conduct.** Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**ARTICLE ELEVEN**

**Bylaws Amendments**

Amendments to these Bylaws may be made or new Bylaws adopted, by a vote of a majority of the Board or of the members present at any duly convened meeting of the membership; provided that notice of such proposed changes shall have been given to the members and Directors of such meeting.

The undersigned, Roxana Gonzalez, Secretary of Minnesota Hispanic Bar Association, hereby certifies that the foregoing Amended and Restated Bylaws were adopted as the complete Amended and Restated Bylaws of the corporation by the Board of said corporation on March 26, 2018.

  
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Roxana Gonzalez, Secretary

March 26, 2018

DATE