

BYLAWS OF THE NORTH AMERICAN SOUTH ASIAN BAR ASSOCIATION FOUNDATION

ARTICLE I NAME

§ 1.01. Name. The name of the organization is the North American South Asian Bar NASABA Foundation (the “NASABA Foundation”).

ARTICLE II PURPOSES AND LIMITATIONS

§ 2.01. Purposes. The NASABA Foundation is a California not-for-profit mutual benefit corporation and is not organized for the private gain of any person. The purposes of the NASABA Foundation are to (1) develop and fund South Asian legal education, legal research, and public interest employment grants; and (2) develop and fund public interest projects that benefit South Asian legal professionals and/or the South Asian community.

§ 2.02. Limitations. No substantial part of the activities of this NASABA Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this NASABA Foundation shall not participate or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

§ 2.03. Property. The property, assets, profits, and net income are dedicated irrevocably to the purposes set forth above. No part of the profits or net earning of this NASABA Foundation shall ever inure to the benefit of any of its directors, trustees, officers, members, employees, or to the benefit of any private individual. The NASABA Foundation shall otherwise take no action which would result in the loss of its eligibility for tax exemption under Section 501(c)(3) of the Internal Revenue Code or Section 23701(e) of the Revenue and Taxation Code of California.

ARTICLE III OFFICES

§ 3.01. Principal Office. The principal office for the transaction of the activities and affairs of the NASABA Foundation is c/o McKenna Long & Aldridge LLP, 750 B Street, Suite 3300, San Diego, California 92130. The Board of Trustees may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

§ 3.02. Other Offices. The Board of Trustees may at any time establish branch or subordinate offices at any place or places where the NASABA Foundation is qualified to conduct its activities.

ARTICLE IV MEMBERSHIP

§ 4.01. Membership. The membership of the NASABA Foundation (the “Membership”) shall consist of the following:

4.01.a. General Member. The general member of the NASABA Foundation shall be the North American South Asian Bar Association (“NASABA”).

4.01.b. Special Memberships. The Board of Trustees may establish additional special classes of Membership from time to time with specified benefits.

ARTICLE V BOARD OF TRUSTEES

§ 5.01. Composition. There shall be at least nine (9) and no more than fifteen (15) members of the Board of Trustees (each a “Director”), chosen as described in Section 5.02 below. No person shall hold more than one office on the Board of Trustees. The initial number of directors shall be nine (9).

§ 5.02. Elections. All candidates for the Board of Trustees must be nominated and elected by the General Member; provided, however, that (i) at least two candidates shall be current or former members of the Board of Directors of the Foundations of the South Asian Bar Association of Northern California and the South Asian Bar Association of Southern California (collectively “the SABA Foundations”), and that (ii) at least two candidates shall neither be on the General Member’s Board of Directors nor on one of the SABA Foundations’ Board of Directors.

§ 5.03. Powers. The Board of Trustees shall have the power to direct, organize, control, manage and supervise the activities of the NASABA Foundation.

§ 5.04. Classification and Term. The members of the Board of Trustees shall be divided into two classes, designated as Class I and Class II. Each class shall consist, as nearly as possible, of one-half of the total number of Directors constituting the entire Board of Trustees. The initial division of the Board of Trustees into classes shall be made by the affirmative vote of a majority of the entire Board of Trustees. The term of the initial Class I Directors shall terminate at the annual meeting of the NASABA Foundation to be held in 2008; and the term of the initial Class II Directors shall terminate at the annual meeting of the NASABA Foundation to be held in 2007. At each succeeding annual meeting of the NASABA Foundation beginning in 2007, successors to the class of Directors whose term expires at the annual meeting shall be elected for a two-year term and shall hold office until their successors are elected and shall qualify, or until their earlier resignation or removal. If the number of Directors is changed, any increase or decrease in the number of directors shall be apportioned among the classes so as to maintain the number of directors in each class as nearly as equal as possible. The Board of Trustees shall decide which class shall contain an unequal number of Directors. Any additional Director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that

class, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director.

§ 5.05. Meetings. Regular meetings of the Board of Trustees shall be held no less than four (4) times a year at such time and place as the Board of Trustees shall designate, with at least two week's notice by any member of the Board of Trustees. Special meetings of the Board of Trustees may be called by any member of the Board of Trustees upon notice of at least five (5) days. Any regular or special meetings of the Board of Trustees may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

§ 5.06. Attendance. Meetings of the Board of Trustees may be attended by any members of the NASABA Foundation in good standing. The Chairman of the Board of Trustees may at any time, at his or her own discretion, decide to go into executive session and exclude all non-members of the Board of Trustees from any meeting of the Board of Trustees.

§ 5.07. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. If quorum is lacking, those present may adjourn the meeting from until a quorum is present.

§ 5.08. Voting. Each member of the Board of Trustees shall be entitled to one (1) vote. The act of the majority of those voting members of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by these Bylaws.

§ 5.09. Vacancies. Any vacancy on the Board of Trustees will be fulfilled by a majority vote of the rest of the Board of Trustees.

§ 5.10. Board Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if (a) written consent to such action is given by all of the voting members of the Board of Trustees in office prior to, concurrently with, or following such action and (b) such written consent is filed with the minutes of the proceedings of the Board of Trustees.

§ 5.11. Compensation and Expenses. Members of the Board of Trustees shall not receive any salaries, fees or any other compensation for their services in their capacities as members of the Board of Trustees. Members of the Board of Trustees shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board of Trustees shall determine and approve.

§ 5.12. Changes and Resolutions. The Board of Trustees may, from time to time, adopt resolutions not inconsistent with these Bylaws in order to implement the election policies and procedures set forth herein.

ARTICLE VI

Officers and Officers Duties

§ 6.01. Composition. The Officers of the NASABA Foundation shall be the Executive Director, President, President-Elect, Vice-President, Secretary, and Treasurer (collectively, the “Officers”). The Officers shall be appointed by the Board of Trustees.

§ 6.01.a. Executive Director. The Executive Director shall be the chief executive officer of the NASABA Foundation and shall be charged with the day-to-day operations of the NASABA Foundation, including developing and implementing programming and fundraising initiatives and performing such other duties as the Board of Trustees may from time to time direct. The Executive Director shall report to the Board of Trustees.

§ 6.01.b. President. If no Executive Director has been appointed, the President shall be the chief executive officer of the NASABA Foundation, shall preside over all meetings of the Membership, all meetings of the Board of Trustees and all meetings of the Executive Committee, shall act as liaison of the NASABA Foundation to non-affiliated groups and organizations, including creating initiatives and developing programs with these organizations to benefit the Membership and shall perform all duties ordinarily incident to the office and consistent with these Bylaws.

§ 6.01.c. President-Elect. The President-Elect shall assist and stand-in for the President when required, perform such other duties as the President or the Board of Trustees may from time to time direct, and periodically report to the President and the Board of Trustees on such duties.

§ 6.01.d. Vice-President. The Vice-President shall be responsible for all matters pertaining to Membership, periodically report to the President and the Board of Trustees on the activities and initiatives relating to Membership, assist and stand-in for the President or the President-Elect when required, and perform such other duties as the President or the Board of Trustees may from time to time direct.

§ 6.01.e. Secretary. The Secretary shall prepare, publish, and keep the minutes of all meetings of the Members and of the Board of Trustees; certify official copies of such minutes and these Bylaws; send notices of all meetings of the Board of Trustees and the Membership; and perform such other duties as the President or the Board of Trustees may from time to time direct.

§ 6.01.f. Treasurer. The Treasurer shall collect dues from the Members; maintain a current and complete roster of the Members; keep financial records of the NASABA Foundation; collect, care for and, upon approval by the Board of Trustees, disburse all funds of the NASABA Foundation; render periodic and annual reports of the financial affairs and status of the NASABA Foundation to the President and the Board of Trustees; receive, account for, disburse, and report on all monies of the NASABA Foundation; coordinate any audits required by the Board of Trustees; file any tax returns; propose

financial and economic policies for adoption by the Board of Trustees; submit any annual budget required by the Board of Trustees; and perform such other duties as the President or the Board of Trustees may from time to time direct.

§ 6.02. Additional Officers. With the advice and consent of the Board of Trustees, the President may appoint additional Officers from among the General Member as necessary to conduct the business of the NASABA Foundation, including but not limited to (a) a General Counsel to attend to all legal matters of the NASABA Foundation; (b) a Second Vice-President to assist with additional matters and to assist the Vice-President; (c) an Assistant Secretary or Assistant Treasurer to assist these Officers in performing their duties; and (d) any other Officer necessary to conduct the business of the NASABA Foundation.

§ 6.03. Term. Each Officer shall take and hold office for no more than two calendar years, unless the term is extended by a majority vote of the Board of Trustees.

§ 6.04. Vacancies. In the event of a vacancy of any office, other than President, a successor shall be appointed by the President in his or her own discretion from the General Member; provided, however, that a vacancy in the office of the President shall be fulfilled by appointment of an interim President by the Board of Trustees, to be followed by a special election within three months.

§ 6.05. Compensation and Expenses. Officers shall not receive any salaries, fees or any other compensation for their services in their capacities as Officers of the NASABA Foundation. Officers shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board of Trustees shall determine and approve.

§ 6.06. Appointments. All Officers will be appointed by a majority vote of the Board of Trustees from amongst the General Member.

ARTICLE VII MEETINGS OF THE MEMBERSHIP

§ 7.01. Annual Meeting. An annual meeting of the Membership may be held at the Annual Convention of the General Member.

§ 7.02. Special Meetings. Special meetings of the Membership may be held at such time and place as the Executive Director, President, or a majority of the Board of Trustees shall direct by written notice of at least fourteen (14) days to the Board of Trustees and the General Member.

§ 7.03. Quorum. A majority of the Members of the Board of Trustees in good standing who are present in person shall constitute a quorum for the transaction of business at all meetings of the Membership.

§ 7.04. Voting. The affirmative vote of a majority of the Members of the Board of Trustees in good standing present at a meeting of the Membership shall be necessary for the adoption of any matter voted upon by the Members, unless a greater number is required by these Bylaws.

§ 7.03. Attendance of Members of the Board of Trustees. It is the duty of each member of the Board of Trustees to attend the annual and special meetings of the Membership.

ARTICLE VIII AMENDMENTS

§ 8.01. Amendments to the Articles of Incorporation. Amendments to the Articles of Incorporation may be adopted at an annual or duly organized special Membership meeting upon receiving the affirmative vote of at least two-thirds (2/3) of the Board of Trustees. No amendment shall be considered unless the Board of Trustees shall have adopted a resolution setting forth the proposed amendment or a summary of the changes to be effected thereby, and directed that it be submitted to a vote at an annual or a special meeting of the Membership and written notice of at least fourteen (14) days is given to each member of the Board of Trustees entitled to vote at such meeting.

§ 8.02. Amendments to the Bylaws by the Board of Trustees. Amendments to these Bylaws may be adopted at any duly organized meeting of the Board of Trustees by an affirmative vote of at least two-thirds (2/3) of the voting members of the Board of Trustees in office. No amendment shall be considered by the Board of Trustees unless a copy of the proposed amendment or a summary of the changes to be effected thereby shall have been sent to each member of the Board of Trustees at least fourteen (14) days prior to the scheduled meeting.

ARTICLE IX MISCELLANEOUS

§ 9.01. Written Notice and Consent. All references to written notice and written consent shall include any notice and consent given by electronic transmission. The term “electronic transmission” means any process of communication that is suitable for the retention, retrieval and reproduction of information by the recipient and which does not directly involve the physical transfer of paper.

§ 9.02. Indemnification. The NASABA Foundation shall reimburse, indemnify and hold harmless the Members, the members of the Board of Trustees, employees and agents of the NASABA Foundation from and against all fines, judgments, settlements, expenses and other amounts actually and reasonably incurred in connection therewith of such person which arise in whole or in part by reason of being or having been a director, officer or employee of the NASABA Foundation, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the NASABA Foundation. Such right of indemnification shall be in the manner, to the extent and subject to the requirements set forth in California Corporations Code (the “Code”)

Section 7237 and the Code as it may from time to time be amended and shall inure to the benefit of the person's legal successors and representatives.

§ 9.03. Audit. As required by law, the books of account and annual financial statements of the NASABA Foundation shall be audited by an independent certified public accountant selected by the Board of Trustees.

Adopted by the Sole Incorporator, Sandeep Baweja, on August 9, 2006.

CERTIFICATE

This is to certify that the foregoing eight (8) pages are a true and correct copy of the Bylaws of North American South Asian Bar Association Foundation (“NASABA Foundation”), and that such Bylaws were duly adopted by the Board of Directors of the North American South Asian Bar Association (“NASABA”) on August 9, 2006.

Dated: _____, 2006

Purvi B. Maniar
NASABA Secretary

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