

PAKISTANI AMERICAN ATTORNEYS OF NEW YORK BAR ASSOCIATION

BYLAWS (the “Bylaws”)

ARTICLE I NAME

Section 1.01. The organization is a New York not-for-profit corporation and shall be called the Pakistani American Attorneys of New York Bar Association (hereinafter “**PAANY**” or the “**Association**”). The principal office of the Association shall be located in the County of Albany, State of New York. The Association may also have other offices within and without the State of New York as the Board of Directors (the “**Board**” and each, a “**Director**”) may from time to time determine or the business of the Association may require.

ARTICLE II PURPOSE

Section 2.01. The purposes of the Association shall be those set forth in its certificate of incorporation (the “**Certificate of Incorporation**”), as may be amended from time to time, including as follows:

- a) Organizing, representing and advancing the interests of Pakistani-American legal professionals in the United States;
- b) Assisting Pakistani-American law students in the United States with advancing their legal careers; and
- c) Promoting the interests of its Membership (as defined below) in order to serve their professional goals and needs.

In pursuing these objectives, the Association shall have the powers to do all things necessary, proper, and consistent with maintaining its tax-exempt status. The Association shall endeavor to work with other organizations regardless of racial, national, or religious background to realize these objectives.

Nothing contained in these Bylaws shall authorize or empower the Association to engage in any act or practice prohibited by the General Business Law, Section 340, or any other antimonopoly or antitrust statute of the State of New York.

ARTICLE III MEMBERS

Section 3.01. The membership of the Association shall consist of (i) Active Members, (ii) Law Student Members, (iii) Supporting Members, and (iv) Honorary Members (collectively, the “**Membership**” and individually, a “**Member**”). The Board may establish, amend or supplement the criteria, requirements, categories or procedures for membership from time to time in its sole discretion.

- a) **Active Members.** An “**Active Member**” shall consist of any person who is licensed to practice law in any State, Territory or District of the United States of America and who resides and practices in the United States of America. Active Members in Good Standing (as defined below) are entitled to all the rights and privileges of the Association including the right to vote and hold an elected position within the Association.
- b) **Law Student Members.** A “**Law Student Member**” shall consist of any student who is in good standing at a law school in the United States of America. Law Student Members in Good Standing are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.
- c) **Supporting Members.** A “**Supporting Member**” shall consist of any person who supports the purpose, mission, vision and values of the Association and who does not qualify as an Active or Law Student Member (i.e. paralegals, compliance professionals, foreign attorneys, legal operations specialists, etc.). Supporting Members in Good Standing are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.
- d) **Honorary Members.** Any person may be appointed as an “**Honorary Member**” of the Association by the Board for distinguished public service or eminence in the law. Honorary Members shall pay no dues and are entitled to all the rights and privileges of the Association except for the right to vote or hold an elected position within the Association.

Section 3.02. Membership Application and Member Dues.

- a) Any person meeting the requirements of Section 3.01 above shall become a Member of the Association upon completion of (i) an application for membership in the Association (the “**Membership Application**”) and (ii) payment of membership dues to the Association (“**Member Dues**”), in each case, according to the guidelines, procedures and policies of the Association (the “**Association Policies**”) determined by the Board from time to time in its sole discretion.
- b) The Board, in its sole discretion, may waive Member Dues for prospective

member applicants due to personal hardship, upon written request by such prospective member applicant to the Board. Member Dues for Law Student Members shall be waived for their first year of membership in the Association.

- c) Notwithstanding anything to the contrary in these Bylaws, the Board reserves the right to review and make decisions regarding the eligibility of any Membership Application and, by supermajority (66 $\frac{2}{3}$ %) resolution of the Board, may deny membership to any person for any reason without prejudice.

Section 3.03. Good Standing; Disciplinary Action; Removal of Members.

- a) Members who are, in the Board's sole determination, in compliance with the Association Policies (including, for the avoidance of doubt, timely payment of any applicable Member Dues) shall be considered in good standing ("**Good Standing**").
- b) The Association Policies shall be made available to the Membership. The Membership shall be given reasonable notice of any changes to the Association Policies.
- c) The Board may discipline, expel or take any other action to restrict the privileges of Association of any Member (any such action, "**Disciplinary Action**") for (i) noncompliance with the Association Policies, (ii) any conduct that may be deemed detrimental (in the Board's sole determination) to the interests of the Association or (iii) any conduct which brings the legal profession or the Association into disrepute. The Board may, from time to time, determine the procedures, processes and policies relating to any Disciplinary Action and such procedures, processes and policies shall be effective without notice in accordance with these Bylaws.

ARTICLE IV MEETINGS

Section 4.01. Annual General Meeting.

- a) The Board shall call an annual general meeting of the Membership (the "**Annual General Meeting**") each calendar year to:
 - i. elect Directors or ratify Directors elected in the then-applicable election cycle;
 - ii. present an annual report of the Association (the "**Annual Report**");
 - iii. deliver the financial statements of the Association; and
 - iv. transact any other business as may come before the Membership.

- b) The Annual General Meeting shall occur (i) at a place, time and date as may be determined by the Board, or if so not determined, by the Chair of the Board (as defined below) of the Association and (ii) in a format as set forth in Section 4.03 below.

Section 4.02. Special Meetings.

- a) Special meetings of the Membership may be called by the Board from time to time to discuss matters of concern to the Membership (“**Special General Meetings**”). Special General Meetings may be called:
 - i. by resolution of the Board;
 - ii. by the Chair of the Board or the President of the Association; or
 - iii. by a written demand to the Secretary (as defined below) of the Association by Active Members eligible to cast at least ten percent (10%) of the total number of Active Members as of the date of such written demand. Such Active Members may specify the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand.
- b) The Secretary, upon receiving a resolution or written demand pursuant to this Section, shall promptly give notice of such Special General Meeting pursuant to Section 4.04 below, or if the Secretary fails to do so within five (5) business days thereafter, any Active Member signing such demand may give such notice to the Membership.
- c) The Special General Meeting shall be held at the place in such location and format as determined by the Board pursuant to Section 4.03.

Section 4.03. Meeting Format and Process.

- a) The Chair of the Board (as defined below) shall preside at all meetings of the Membership, or in the absence of the Chair of the Board or at the discretion of the Chair of the Board, the President (as defined below), or in the absence of the President of the Board or at the discretion of the President, a Vice-President (as defined below) of the Association, or in the absence of any Vice-President, an acting Chair shall be chosen by the Members present.
- b) The Secretary of the Association shall act as Secretary at all meetings of the Membership, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.
- c) The Board may, in its sole discretion, determine that any meeting of the Membership be hold solely by means of electronic communication (with the platform or service of such meeting being the place of the meeting). If the meeting is to be held at a physical location, the Board may, in its sole discretion,

authorize Members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the Membership at such meeting by means of electronic communication. A Member participating in a meeting of the Membership by such means is deemed to be present in person at the meeting.

Section 4.04. Notice.

- a) The Association shall provide the Membership with notice for any meeting of the Membership. Written or electronic notice of each meeting of the Membership shall be given, personally or by mail or electronic transmission, to each Member entitled to vote at such meeting not less than ten (10) but not more than sixty (60) days before the date of the meeting. Notice may also be served by prominently displaying the notice of such meeting on the Association's webpage from the date of publication pursuant to the foregoing through the date of the meeting.
- b) If notice of a Member meeting is sent by electronic transmission pursuant to Section 4.04(a), such notice is deemed given when directed to the Member's electronic contact information (including, but not limited to, fax number or email address) as it appears on the Association's record of Members, or, to such electronic contact information as filed with the Secretary. Members are responsible for providing the Association with their correct and most current physical and electronic contact information (including, but not limited to, postal address, fax and/or email address). However, such notice shall not be deemed to have been given (i) if the Association is unable to deliver two consecutive notices to the Member via electronic transmission; or (ii) the Association otherwise becomes aware that notice cannot be delivered to the Member via electronic transmission.
- c) Notice of meetings of the Membership shall:
 - i. state the place, date and hour of such meeting;
 - ii. the means of electronic communications, if any, by which Members and proxyholders may participate in proceedings of the meeting and vote or grant proxies at such meeting; and
 - iii. except in the case of the Annual General Meeting, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.
- d) No notice of any meeting of the Membership need be given to any Member who attends such meeting without protesting prior to or at the commencement of the meeting the lack of notice of such meeting, or to any Member who submits a signed waiver of notice, whether before or after the meeting. Waivers of notice of meetings may be written or electronic.

Section 4.05. Member Action without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Active Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Active Member.

Section 4.06. Quorum. At all meetings of the Membership, twenty-five percent (25%) of the Members eligible to vote or one hundred (100) Members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.07. Voting. Except as otherwise provided by statute or under these Bylaws, the vote of a majority of the Active Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Membership. At any meeting of the Membership, each Active Member present, in person or by proxy, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board no less than one (1) day before the date of the meeting. Active Members may vote in person or by proxy. Decisions at all Member meetings shall be by vote of a majority of the Members entitled to vote who are present in person or by proxy, except as may be otherwise specifically prescribed in these Bylaws or applicable law.

Section 4.08. Proxies. Every Member entitled to vote at a meeting of the Membership or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Association or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 4.09. Annual Report to the Membership. At the Annual General Meeting, the Treasurer shall present a report to the Membership (verified by the Treasurer and the President, or certified by an independent certified public accountant) of the Association's accounts showing in appropriate detail:

- a) the assets and liabilities of the Association as of a twelve-month fiscal period terminating not more than six months prior to the meeting;

- b) the principal changes in assets and liabilities during that fiscal period;
- c) the revenues or receipts of the Association, both unrestricted and restricted to particular purposes during said fiscal period;
- d) the expenses or disbursements of the Association, for both general and restricted purposes during said fiscal period; and
- e) the number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found. Such report shall be filed with the minutes of the Annual General Meeting.

Section 4.10. Bylaws. The Bylaws may be amended, adopted or repealed at a Special General Meeting or at the Annual General Meeting in accordance with Section 13.01 hereof. Prior to any such amendment, adoption or repealment, the proposed Bylaws must be circulated to the Membership no later than fourteen (14) days prior to the meeting to adopt the Bylaws. A majority of the votes cast by the Active Members present at the meeting of the Membership to adopt the Bylaws shall be the act of the Membership.

Section 4.11. Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Membership:

- a) A majority of the votes cast at a meeting (or with respect to clause i. below, if applicable, through an election process) of the Membership is required for:
 - i. the election of Directors of the Association; or
 - ii. any amendment of the Certificate of Incorporation.
- b) A supermajority (66 $\frac{2}{3}$ %) of votes cast at a meeting of the Membership is required for:
 - i. disposing of all, or substantially all, of the assets of the Association;
 - ii. approval of a plan of merger;
 - iii. authorization of a plan of non-judicial dissolution;
 - iv. revocation of a voluntary dissolution proceeding; or
 - v. a petition for judicial dissolution.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (b) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes. For the avoidance of doubt, abstentions shall be counted towards quorum.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Power. The affairs and property of the Association shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

Section 5.02. Number.

- a) The Board shall consist of at least three (3) but no more than thirteen (13) Directors. Within the specified limits, the numbers of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any Director then in office; provided that the number of Directors constituting the initial Board (the “**Initial Board**”) shall be seven (7) Directors. As used in these Bylaws, the term “**Entire Board**” shall mean the total number of directors entitled to vote which the Association would have if there were no vacancies on the Board.

Section 5.03. Board Election and Term.

- a) To become a Director, a Member may be nominated by another Member or may self-nominate and shall be elected at a meeting of the Membership for the election of Directors (which may be either within or outside the State of New York, or held virtually) or through an election process. The form and manner in which the election process is conducted shall be established by the Board, and may be revised by the Board as needed and if not so established by the Board, as may be determined by the Chair of the Board. Directors shall hold office for a Term (as defined below) as determined by the Board pursuant to the below and each shall serve for such Term and until the election and qualification of a successor, or until such Director’s death, resignation, or removal.
- b) For the purpose of staggering the Directors’ Terms, the Initial Board shall be divided into two classes of Directors, designated Class I and Class II. Each Class shall consist, as nearly equal in number as possible, of half the total number of Directors constituting the Initial Board. Class I Directors shall initially serve for a Term of two (2) years and Class II Directors shall initially serve for a term of three (3) years. At the conclusion of these Terms for the Class I and Class II Directors of the Initial Board, all subsequent Terms for any Director shall be for a period of two (2) years (each, a “**Term**”).

- c) Notwithstanding anything to the contrary herein, no Director shall serve on the Board for greater than two (2) consecutive Terms. Any such Director may again serve on the Board two (2) years after the culmination of their most recent Term.

Section 5.04. Board Qualifications. Only an Active Member in Good Standing shall be eligible to hold a position as a Director of the Association.

Section 5.05. Removal.

- a) **Removal by the Membership.** Any Director may be removed with or without cause by a vote of a majority of the Members entitled to vote who are present in person or by proxy (except as may be otherwise specifically prescribed in these Bylaws or applicable law) at a Special General Meeting or an Annual General Meeting.
- b) **Removal by the Board.** Any Director may be removed at any time for Cause at a regular or special meeting called for that purpose by unanimous (100%) resolution of the Entire Board (other than the Director subject to such vote for removal) at such meeting. “Cause” as used in these Bylaws shall be defined as:
 - i. Gross negligence;
 - ii. Willful misconduct;
 - iii. Conviction of a felony; or
 - iv. Failure to attend three (3) consecutive Board meetings or four (4) Board meetings in total in one calendar year without good cause shown.
- c) **Notice of Removal.** Written notice of the intention to remove a Director under Section 5.05(b) and the reasons therefore shall be provided to the Director at least fourteen (14) days prior to the date of the meeting on which such Director is to be removed. No Director shall be removed from the Board without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 5.06. Board Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board, the President or the Secretary, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 5.07. Board Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation or removal of a Director, may

be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than quorum, or by a sole remaining Director. Each Director elected or appointed to fill a vacancy in an unexpired term shall serve until the next Annual General Meeting and until such Director's successor is elected or appointed and qualified pursuant to Section 5.03 above.

Section 5.08. Board Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. The Board may meet in-person or by means of remote participation provided in Section 5.10 below. Special meetings of the Board may be held at any time upon the call of the Chair of the Board, the President or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. The Board may, in its sole discretion, permit all or a portion of any Board meeting to be open to any Member upon invitation from the Board; *provided*, however, that any meeting or any portion of any meeting may be held *in camera*, as determined by the Board. Only Directors can vote on matters raised at meetings of the Board.

Section 5.09. Notice of Board Meetings. Notice of a meeting of the Board may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail, or hand delivery, directed to each Director at his or her address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any meeting must be given to each Director not less than seven (7) days before such meeting. Notice of a special meeting of the Board must be given to each Director not less than three (3) days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible; provided further, however, that, in each case, notice of a meeting of the Board need not be given to a Director who submits a waiver of notice orally, by telephone, by facsimile transmission, or by electronic mail before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such Director.

Section 5.10. Remote Participation in Board Meetings. Any one or more members of the Board or any Committee thereof may participate in a meeting of the Board or such Committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee.

Section 5.11. Board Quorum. At each meeting of the Board, except as otherwise provided by law, the Certificate of Incorporation, or under these Bylaws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

Section 5.12. Board Action. Except as otherwise provided by law or under these Bylaws, at any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board. Proxy voting is not permitted.

- a) The following actions may only be approved by unanimous (100%) resolution of the Board:
 - i. The purchase, sale, mortgage, lease, exchange, or other disposition of real property if the property constitutes all or substantially all of the assets;
 - ii. The sale, lease, exchange, or other disposition of all, or substantially all, of the assets;
 - iii. Removal of a Director pursuant to Section 5.05;
 - iv. An amendment to the Certificate of Incorporation or Bylaws that increases the quorum or voting requirement to more than a majority of the Board (or strikes a provision that requires a greater than majority of the Board to be present at the time of the vote).
- b) The following actions may only be approved by supermajority (66⅔%) resolution of the Board:
 - i. Amendments to the registered address of the Association, except to correct errors or omissions of a technical or clerical nature;
 - ii. Appointment or changes of the registered agent of the Association;
 - iii. The establishment, modification or dissolution of any Committee of the Association.

Section 5.14 Unanimous Written Consent. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such Committee shall be filed with the minutes of the proceedings of the Board or such Committee. The resolution and the written or

electronic consents thereto shall be filed with the minutes of the proceedings of the Board. If written, the consent must be executed by the Directors and/or Committee members by signing or causing the signature to be affixed by some other reasonable means, such as facsimile signature. If electronic, the transmission of the consent must be sent by email or other electronic means and include information that shows that the transmission was authorized by the Directors and/or Committee members.

Section 5.15. Compensation. The Association shall not pay compensation to Directors for services rendered to the Association in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association. A Director may receive reasonable compensation for the performance of services provided to the Association in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office and in accordance with Section 11.01 of these Bylaws.

Section 5.16 Chair of the Board.

- a) A Director shall be appointed to serve as the Chair of the Board by a majority resolution of the Entire Board.
- b) The term of the Chair of the Board shall be coterminous with the Term of the Director so duly appointed or elected.
- c) The Chair of the Board may be removed at any time by a majority resolution of the Entire Board.
- d) The Chair of the Board may resign in such capacity at any time upon written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation by the Board shall not be necessary to make it effective.
- e) If the Chair of the Board resigns, or otherwise is unable to complete his/her term, another Director selected by majority resolution of the Entire Board shall be vested with the full powers of the Chair of the Board for the remainder of such successor Director's Term.
- f) The Chair of the Board shall:
 - i. Preside over all meetings of the Membership;
 - ii. Preside over all meetings of the Board;
 - iii. Provide leadership to the Board in fulfilling its governance responsibilities;
 - iv. Serve as the primary liaison between the Board and the President, while

not engaging in the day-to-day management of the Association;

- v. Call special meetings of the Board when appropriate;
- vi. Appoint Committee chairs and Members to Committees, subject to Board approval, unless otherwise provided by these Bylaws; and
- vii. Perform such other duties as may be assigned by the Board from time to time.

ARTICLE VI OFFICERS

Section 6.01. Officer Positions. The officers of the Association (the “**Officers**” and each, an “**Officer**”) shall consist of at least a President, a Secretary (or Vice President (Members)), a Treasurer (or Vice President (Finance)) and one or more additional Vice Presidents. All Officers shall be chosen by the Board and shall have the authority and duties provided in the Bylaws or, to the extent not so provided, by the Board from time to time. One person may hold two or more offices except that the same person shall not be both the President and the Secretary. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any Officer any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.02. Officer Terms. Officers shall serve one-year terms, and no Officer shall serve in the same position for more than two consecutive one-year terms.

Section 6.03. Officer Qualifications. Any Member in Good Standing shall be eligible to hold a position as an Officer of the Association. Only an Active Member who previously served as an Officer or on the Board shall be eligible to hold the position of President.

Section 6.04. Officer Elections. The Officers shall be appointed by a majority vote of the Entire Board, and each Officer shall hold office until such Officer’s successor is elected and qualified or until such Officer’s earlier death, resignation or removal. Except as may otherwise be provided in the resolution of the Board choosing an Officer, no Officer need be a Director. The form and manner in which the appointment process is conducted shall be established by the Board, and may be revised by the Board in its discretion.

Section 6.05. Removal. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by a majority vote of the Entire Board.

Section 6.06. Resignation. Any Officer may resign from office at any time upon written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or

the Secretary. The acceptance of a resignation by the Board shall not be necessary to make it effective.

Section 6.07. Officer Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board. If the President resigns, or otherwise is unable to complete his/her term, another Officer selected by majority resolution of the Entire Board shall be vested with the full powers of the President for the remainder of the President's term.

Section 6.08. President. The President shall:

- a) In the absence of the Chair of the Board, preside over all meetings of the Board or the Membership;
- b) Have the general powers and duties of supervision and management of the Association which usually pertain to the President's office, as determined by the Board;
- c) Keep the Board fully informed of the activities of the Association; and
- d) Perform all such other duties as are properly required of the President by the Board.

Section 6.09. Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to such Vice President's office or as are properly required of such Vice President by the Board.

Section 6.10. Treasurer (or Vice President (Finance)). The Treasurer (or Vice President (Finance)) shall:

- a) Have the care and custody of all the funds and securities of the Association and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account for the Association;
- b) Be responsible for the proper disbursement in accordance with any budget parameters established by the Board;
- c) Keep an accurate roll of the Membership, notify Members when their membership has lapsed, and collect Member Dues;
- d) Keep regular accounts, in the books of the Association, which accounts shall be open to inspection by any Director and shall at all times be subject to examination and audit as directed by the President;

- e) Exhibit at all reasonable times the Association's books of account and records to any Director upon request;
- f) Report in writing, at each meeting of the Board, and as the Board may otherwise reasonably require, the financial condition of the Association, including the state of the account, recent expenditures, and related financial events;
- g) Draft, verify and present the Annual Report for presentation to the Members at the Annual General Meeting;
- h) Propose increases in annual Member Dues as appropriate for final approval by the Board; and
- i) Perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 6.11. Secretary (or Vice President (Members)). The Secretary (or Vice President (Members)) shall:

- a) Keep the minutes of all meetings of the Board and Membership and maintain information and related documentation concerning the activities of the Association, and keep a record of such other matters as may be directed by the Board to be placed in its files or records;
- b) Keep an accurate roll of the names and addresses of the Officers and Directors;
- c) Issue written notices of all meetings, with a brief note describing the object for which they are called as may be required under these Bylaws;
- d) Oversee the Association's external digital communication platforms (including, but not limited to, the website), unless this is delegated by the Board or Secretary to, or assumed by, another Member; and
- e) Perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 6.12 Compensation. Any Officer of the Association is authorized to receive reasonable compensation for services rendered to the Association when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 11.01 of these by-laws.

Section 6.13 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

ARTICLE VII COMMITTEES

Section 7.01. Committees. The Board may create committees of the Board (“**Board Committees**”) and committees of the Association (“**Association Committees**” and together with Board Committees, “**Committees**”) and appoint Directors or non-Directors to serve on such Committees. Each Board Committee shall be composed of at least three (3) Directors and each Association Committee shall be composed of at least one (1) Director. Board Committee members and the chair of each respective Committee shall be appointed by majority resolution of the Entire Board. Association Committee members shall be appointed either by majority resolution of (i) the Entire Board or (ii) the Officers. The chair of any Committee may be a Director or non-Director. Each Committee shall have such authority as the Board shall by resolution provided, with the exception of the following matters, which may only be taken by the Entire Board in accordance with these Bylaws:

- a) the filling of vacancies on the Board or in any Board Committee;
- b) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- d) the election or removal of Officers and Directors;
- e) the approval of a merger or plan of dissolution;
- f) the approval of amendments to the Certificate of Incorporation;
- g) submit to the Members any action requiring approval by the Membership under the *New York Not-for-Profit Corporation Law*; and
- h) any other matter prohibited by the *New York Not-for-Profit Corporation Law* § 712.

Section 7.02. Board Committees. Board Committees shall have all the powers of the Board to the extent provided in the resolution designating it or in the Certificate of Incorporation or these Bylaws, including the powers to bind the Association by its actions. Each Board Committee shall keep minutes of its proceedings and present such minutes at the next meeting of the Board. Board Committees shall include at least one Director and may also include non-Directors but shall not include non-Members. Board Committees may include, but not be limited to, the following:

- a) an audit committee (“**Audit Committee**”);
- b) a governance committee (“**Governance Committee**”); and

c) a member affairs committee (“**Member Affairs Committee**”).

Section 7.03. Association Committees. Association Committees shall not have the powers to bind the Association by its actions. Association Committees may also include non-Directors or non-Members. Association Committee chairs may nominate members for their respective committees for approval by the Officers.

Section 7.04. Advisors and Advisory Committees. The Board may appoint from time to time any number of persons as advisors (each, an “**Advisor**”) of the Association to act as a committee (such committee, an “**Advisory Committee**”). Each Advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine, but in no way may act on behalf of the Board or otherwise bind the Association. No Advisor to the Association shall receive, directly or indirectly, any salary or compensation for any service rendered to the Association, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

Section 7.05. Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of any Committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a Committee shall be the act of such Committee. The procedures and manner of acting of each Board Committee shall be subject at all times to the directions of the Board.

Section 7.06. Alternate Members. The Board may designate one (1) or more directors as alternate members of any Committee, who may replace any absent or disqualified member or members at any meeting of such Committee.

ARTICLE VIII DISPUTE RESOLUTION

Section 8.01. Dispute Resolution. Other than as may be set forth under these Bylaws, in any dispute between individuals relating to the governance, activities or corporate actions of the Association, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of the Association. If the parties cannot resolve the dispute between themselves, each individual or group of individuals on each side of the issue, shall choose a disinterested third party from among the Membership to serve as a mediator and to meet with both sides to resolve the dispute by agreement. If no timely resolution of the dispute occurs through mediation, the parties shall be entitled to submit such a dispute to Judicial Arbitration and Mediation Services (JAMS) for mediation. If the parties have not resolved such dispute within ninety (90) days after beginning mediation, the mediation shall terminate and the dispute shall be submitted to JAMS for arbitration under its streamlined arbitration rules. Said decision shall be binding on all parties.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01. Indemnification. The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a Director or Officer, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, so long as, in the Board's sole determination, such Director or Officer (a) acted in good faith, (b) acted for a purpose reasonably believed to be in or not opposed to the best interests of the Association and (c) in the case of a criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. Any indemnification payments provided for under these Bylaws (other than those required by *New York Not-for-Profit Corporation Law* § 723(a) or court-ordered under *New York Not-for-Profit Corporation Law* § 724), must be authorized by the Board acting (i) by a quorum of disinterested Directors or (ii) if a quorum is unobtainable or if a quorum of disinterested Directors so direct, on an opinion in writing of independent legal counsel that indemnification is proper.

Section 9.02. Advancement of Expenses. Expenses incurred by a Director or Officer in connection with any action or proceeding as to which indemnification may be given under Section 9.02 may be paid by the Association in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such Director or Officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the director or officer is entitled.

Section 9.03. Insurance. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 9.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 9.01 above.

ARTICLE X EXECUTION OF INSTRUMENTS

Section 10.01. Contracts and Instruments. The Board, subject to the provisions of Section 11.01 and the Association's conflict of interest policy, may authorize any Director, Officer or agent of the Association to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Association. Such authorization may be general or confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 10.02. Banks; Checks. The funds of the Association shall be deposited in its name with such banks the Board, or Officers to whom such power has been delegated by the Board, shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Association. The Board shall determine by

resolution who shall be authorized from time to time on the Association's behalf to act as a signatory for checks, drafts or other orders for the payment of money.

Section 10.03. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board, or Officers to whom such power has been delegated by the Board, may deem desirable and consistent with any investment policy the Board may adopt.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.01. Conflicts of Interest. For purposes of these Bylaws, an “**Interested Party Transaction**” is any contract or other transaction between the Association and (a) any present Director or any individual who has served as a Director in the five (5) years preceding the transaction (a “**past Director**”), (b) any family member of a present or past Director, (c) any corporation, partnership, trust, or other entity in which a present or past Director is a director, officer, or holder of a financial interest, (d) any present Officer or any individual who has served as an Officer in the five (5) years preceding the transaction (a “**past Officer**”), (e) any family member of a present or past Officer, or (f) any corporation, partnership, trust, or other entity in which a present or past Officer is a director, officer, or holder of a financial interest.

In any instance where the Association proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time (which is incorporated into these Bylaws by reference).

ARTICLE XII FISCAL YEAR; BOOKS AND RECORDS; RETURNS

Section 12.01. Fiscal Year. The fiscal year of the Association shall be January 1 – December 31.

Section 12.02. Books and Records. There shall be kept at the office of the Association correct and complete books and records of the activities and transactions of the Association including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Membership and meetings of the Board and Committees thereof.

Section 12.03. Annual Returns. The Entire Board shall review the Association's annual filing with the Internal Revenue Service prior to it being filed.

ARTICLE XIII AMENDMENTS

Section 13.01. Amendment of Bylaws.

- a) **Amendment by the Directors.** Subject to Section 5.12, these Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a unanimous (100%) vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of Directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these Bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of Members for the election of Directors the Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.
- b) **Amendment by the Members.** The Bylaws may be amended by the Membership at an Annual General Meeting or Special General Meeting in accordance with Section 4.01 hereof.
- c) **Repeal of Amendments.** The Membership may amend or repeal any Bylaw adopted by the Board. The Board may amend or repeal any Bylaw adopted by the Members.

Section 13.02. Amendment of Certificate of Incorporation.

- a) **Amendment by the Members.** The Certificate of Incorporation may be amended by the Membership at an Annual General Meeting or Special General Meeting in accordance with Section 4.11.
- b) **Amendment by the Board.** The Board may only amend the Certificate of Incorporation in order to accomplish any of the following:
 - i. Specify or change the location of the office of the Association;
 - ii. Specify or change the post office address to which the Secretary of State shall mail a copy of any process against the Association served upon him or her;
 - iii. Make, revoke or change the designation of a registered agent, or to specify or change the address of its registered agent;

- iv. The amendments set forth in Section 5.12 hereunder.

ARTICLE XIV NON-DISCRIMINATION

Section 14.01. Non-Discrimination.. In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XV REFERENCE TO CERTIFICATE OF INCORPORATION

Section 15.01. Reference to Certificate of Incorporation. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XVI GENERAL PROVISIONS

Section 16.01. Records Retention and Destruction Policy. In any instance where the Association faces issues related to document retention, it shall follow the procedures and rules set out in the Association's Records Retention and Destruction Policy, as amended from time to time, incorporated into these Bylaws by reference.

Section 16.02. Whistleblower Policy. The Association shall follow the policies and procedures set out in the Association's Whistleblower Policy, as amended from time to time, and incorporated into these Bylaws by reference, in any instance where a Director, Officer, employee, or volunteer reports a suspected violation of law or corporate policy.

Section 16.03. Investment Policy. In order to comply with the New York Prudent Management of Institutional Funds Act, the Association shall follow the procedures and rules set out in the Association's Investment Policy incorporated into these Bylaws by reference.

Section 16.04. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XVII DISSOLUTION

Section 17.01. Dissolution.

- a) The Association intends to seek tax exempt status under IRS section 501(c)(6) and is an association of legal professionals, law students and individuals who are interested in promoting the social, economic, professional, and educational advancement of the Pakistani community, the purpose of which is to promote the common interest of its Members and not to engage in a regular business of a kind ordinarily carried on for profit. No part of the net earnings, properties, or assets of this corporation shall inure to the benefit of any private person or any member, director, officer of this corporation or any private shareholder or individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereunder. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

- b) Upon the dissolution of the Association, assets shall be distributed to non-profit organizations operating for the benefit of the Pakistani American legal community or one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for non-profit organizations operating for the benefit of the Pakistani American legal community or another similar purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.