

BY-LAWS OF THE
THE NATIONAL ITALIAN AMERICAN BAR ASSOCIATION A CALIFORNIA
NON-PROFIT PUBLIC BENEFIT CORPORATION
(AS AMENDED THROUGH MAY 1, 2009)

ARTICLE I -NAME AND OFFICES

Section 1.01 -NAME

The name of this corporation shall be NATIONAL ITALIAN AMERICAN BAR ASSOCIATION.

Section 1.02 -PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in the City of Los Angeles, County of Los Angeles, State of California as may be fixed from time to time by the Board of Directors. Any change in address shall not be considered an amendment to these By-Laws.

Section 1.03 -(Reserved)

ARTICLE II-PURPOSES AND LIMITATIONS

Section 2.01 -OBJECTIVES

The purposes and objectives of this Corporation, are to provide a national forum to improve the administration of justice; to conduct workshops, seminars and other educational events; to gather and disseminate educational legal materials. to member attorneys, to generally promote the interchange of ideas and encourage cooperation amongst member attorneys as to all matters concerning the legal profession.

Section 2.02 -LIMITATIONS

This Corporation shall not take part in partisan politics nor recommend any person for any political office. The foregoing shall not be considered a limitation upon recommending any person for judicial office or executive appointment.

ARTICLE III -MEMBERSHIP AND DUES

Section 3.01 -QUALIFICATION FOR MEMBERSHIP

Any lawyer of Italian birth or extraction or related by marriage to a person of Italian birth or extraction or any lawyer who is willing to support the purposes and objectives of this association who has been admitted to practice law and remains in good standing in any country or jurisdiction or

has been granted and possesses a law degree from a college of law in any jurisdiction and who would qualify for admission to practice law.

Section 3.02 CLASSES OF MEMBERSHIP

There shall be six classes of membership in this Corporation. They are General Membership, Sponsoring Membership, Honorary Membership, Student Division Group Membership, Affiliated Group Membership and Charter Group Membership.

Section 3.03 -GENERAL MEMBERSHIP

Except for membership provided in Section 3.07 and 3.08 of this Article III to be eligible to become a general member and to maintain active membership in this Corporation, an applicant must:

- (a) satisfy the qualifications of Section 3.01;
- (b) be retired after having heretofore met the requirements in category (a) hereof.

Section 3.04 SPONSORING MEMBERSHIP

A general member may become a Sponsoring member upon the approval of Board and by paying the annual dues required for Sponsoring Membership.

Section 3.05 -HONORARY MEMBERSHIP

Persons distinguished for public service or for eminence in law may be elected to Honorary Membership by a vote of the Board of Directors. Unless the Board of Directors provides otherwise, Honorary Members shall not pay any dues and shall not have a vote nor be eligible to be officers of the Corporation.

Section 3.06 STUDENT GROUP MEMBERSHIP

Any person enrolled as a student at any law school accredited and who is willing to support the purposes and objectives of this Association is eligible for Student Group Membership.

Any person admitted to this Association as a Student Group Member may continue as a Law School Member until successful completion of any bar examination of any state or country. Law School Student Members shall pay dues in accordance with Section 3.11 of this Article III and shall have all rights of membership except:

- (a) the right to vote; and
- (b) the right to hold office in this Association.

Section 3.07 (a) CHARTER GROUP MEMBERSHIP

Charter Group Membership is open to any association of Italian American lawyer group or groups of lawyers from around the world who qualify under section 3.01 of these by-laws.

Section 3.07(b) Any group so qualified shall file a written application for membership with the Board of Directors with payment of prescribed dues and a membership list.

Section 3.08 (a) AFFILIATED MEMBERSHIP

Affiliate Membership is open to any local, county, state or United States territorial association of Italian-American lawyers which has predated the formation of this Association and whose members would qualify as individual members of this Association in compliance with Section 3.01 of this Article III.

Section 3.08 (b)

Any association of Italian-American lawyers eligible for Affiliate Membership under Section 3.08 of this Article III of these By-Laws shall become an Affiliate Member of this Association by filing a written application in such form as may be prescribed by the Board of Directors containing but not limited to a statement authorizing such Affiliate Membership by the Board of Directors or an appropriate officer of said association al association, if any so exist.

Section 3.09 -ADMISSION TO MEMBERSHIP

Any person or affiliate association desiring to be a member of this Corporation who is qualified and eligible for membership under Section 3.01 of this Article III of these By-Laws shall be admitted to membership upon written application in such form as may be prescribed by the Board of Directors. Upon presentation of application for membership, and upon payment of the full amount of annual dues, all members shall be admitted to membership following the approval by the Board of Directors of said application.

Section 3.10 (omitted)

Section 3.11 -ADMISSION FEE AND DUES

There shall be no admission fee. The annual dues for membership classification for each membership shall be established by the Board of Directors at its annual meeting for the year preceding any calendar year of said dues.

Section 3.12 -NUMBER OF MEMBERS

There shall be no limits on the number of members that may be admitted.

Section 3.13 -CERTIFICATE OF MEMBERSHIP

A certificate of membership in such form as may be prescribed by the Board of Directors shall be issued annually to each member upon the payment of his or its annual dues.

3.14 -MEMBERSHIP BOOK

The Corporation shall keep in written form or in any form capable of being converted into written form, a membership book containing the name, address and class of each member. A current list of members shall be maintained at all times. Such book and list shall be kept at the principal office of the Corporation and shall be subject to the right of inspection as required by law as set forth in Section 3.15.

Section 3.15 -INSPECTION RIGHT OF MEMBERS

Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporation Code of the State of California and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporation Code of the State of California and unless the Corporation provides a reasonable alternative, a member satisfying the qualifications set forth hereunder may do either or both of the following:

- (1) inspect and copy the record of all members' names, addresses and voting rights at reasonable time upon five (5) business days prior written demand on the Corporation which shall state the purpose for which the inspection rights are requested; or,
- (2) obtain from the secretary of the Corporation on written demand and a tender of a reasonable charge a list of the names, addresses and voting rights to those members entitled to vote for the election of

the Directors as of the most recent date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Section 3.18 -NON-LIABILITY OF MEMBERS

A member of the Corporation shall not solely because of such membership be personally liable of the debts, obligations or liabilities of the Corporation.

Section 3.19 -MEMBERSHIP TERMINATION

Section 3.19 (a) -CAUSES

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of member with notice as prescribed in Section 3.17 of these By-Laws.
- (2) Where membership is issued for a period of time and the expiration of such period of time.
- (3) Death of a member.
- (4) The dissolution of corporate membership.
- (5) The non-payment of dues subject to the limitations set forth in Section 3.19 (c) of this Article III of these By-Laws.
- (6) The failure of a member to maintain the right to practice law, provided that this subsection shall not apply to a member who shall be placed on inactive status and provided further that a member may apply for reinstatement upon attaining re-admission to the practice of law.

Section 3.19 (b) -RESIGNATION BY GIVING NOTICE

The membership of any member of this Corporation shall automatically terminate on such member's written request for such termination delivered to the President of the Corporation personally or deposited in the United States mail with first-class postage prepaid.

Section 3.19 (c) - NON-PAYMENT OF DUES

The membership of any member who shall fail to pay dues shall be subject to termination in the event that nonpayment shall persist for a period of one hundred eighty (180) days following January 1st of each year. A member who is subject to termination for non-payment of dues is not in good standing and shall not be entitled to exercise any privilege of membership unless and until the payment of delinquent dues for the year is received.

The treasurer shall notify any member whose dues have remained unpaid for a period of one hundred eight (180) days following January 1st of each year, that his or her membership privileges shall terminate unless dues are brought current for the membership within thirty (30) days following such notice.

Section 3.19 (d) - EFFECTIVE TERMINATION

All rights of a member in the Corporation and its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered dues or fees arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV - MEETINGS OF THE MEMBERS

Section 4.01 - MEMBERSHIP MEETINGS

The Corporation shall hold such membership meetings as frequently as determined by the Board of Directors, at a date, time and place designated by the Board of Directors. Provided, however, that a membership general meeting shall be held no less frequently than every two years. At such meeting the Board of Directors shall be elected by majority vote of the General Membership in attendance at such meeting.

Section 4.02 - PLACE

All meetings of members shall be held at the principal office of the Corporation or at such location designated by the Board of Directors from time to time.

Section 4.03 - DATE AND TIME

The date and time of all meetings shall be designated by

resolution of the Board of Directors.

Section 4.04 -SPECIAL MEMBERSHIP MEETINGS

Special Meetings of the Membership shall be called by the President, by a majority of the Board of Directors or by twenty (20%) percent of the members of this Corporation. Any Special Meeting called shall be held at such time and place as designated by the notice required by Section 4.05 of the By-Laws.

Section 4.05 -NOTICE OF MEETINGS

Written notice of every meeting of members shall be given either personally or mailed by first-class United States mail postage prepaid fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

Section 4.06 -CONTENTS OF NOTICE OF MEETINGS

The notice shall state the place, date and time of said meeting.

Section 4.07 -QUORUM FOR SPECIAL MEETING

A quorum at a special meeting of members shall consist of ten (10%) percent of those members eligible to vote represented in person or by proxy. For purposes of a regular membership meeting no quorum shall be required.

Section 4.08 -RULES OF ORDER

Except as otherwise provided by these By-Laws, the meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order". At all such meetings of the Corporation the order of business shall be as prescribed by the President of this Corporation.

Section 4.09 -PARLIAMENT OF VOTING OF MEMBERSHIP

All members eligible to vote are entitled to one (1) vote on each matter submitted to vote by the membership.

ARTICLE V -DIRECTORS

Section 5.01 (a) -DELEGATES

Each Affiliated group, Charter group, and Student group shall be entitled to select one Delegate from its membership who shall be a General Member of this Corporation and the

Board of Directors may designate one Delegate from each State of the Union not having an affiliated organization. Each Delegate shall be entitled to attend any meeting of the Board of Directors provided however, that a Delegate shall not be entitled to vote at any meeting of the Board of Directors of this Association.

Section 5.01 (b) - NUMBER AND NAME

The Corporation shall have a maximum of 30 Directors (excluding past Presidents) elected or appointed to serve pursuant to the provisions of these By-Laws.; collectively they shall be known as the Board of Directors. The number of Directors may be changed by amendment of this By-Law or by repeal of this By-Law and adoption of a new By-Law.

Section 5.02 - QUALIFICATION

All Directors of this Corporation must be general members of the Corporation as prescribed by Section 3.03 of Article III of the By-Laws.

Section 5.03 - TERMS OF OFFICE

Each Director shall hold office until his or her successor shall be appointed or elected as prescribed by Section 4.01 of Article IV of these By-Laws. In the event a director is removed at a special meeting of the members called and held as prescribed by Section 4.04 of Article IV of these By-Laws, such director shall hold office until his or her removal and his or her successor is elected and qualified.

Section 5.04 - NOMINATION

Any person qualified as a Director under these By-Laws may be nominated in accordance with provisions of the By-Laws relating to Nomination or by any other method authorized by law.

Section 5.05 - ELECTION OF DIRECTORS

The directors shall be elected or appointed as prescribed by Section 4.01 of Article IV of these By-Laws. The candidates receiving the highest number of votes shall be elected. The directors shall be eligible for re-election without limitation on the number of terms they may serve provided they continue to meet the qualifications as required by these By-Laws. During the first three year period following incorporation, the Board of Directors and Delegates appointed to the Board shall have the right to appoint

Directors.

Section 5.06 - COMPENSATION

The Directors shall serve without compensation except that they may be allowed actual and necessary expenses incurred in attending meetings of the Board of Directors, when authorized by the Board of Directors.

Section 5.07- POWERS AND DUTIES

Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and by-laws relating to the action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.08 -DUTIES

It shall be the duties of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation of this Corporation or by these by-laws;
- (b) Appoint, remove and discharge employees and except as otherwise provided in these by-laws, prescribe the duties and the compensation, if any, of all offices, agent and employees of the Corporation;
- (c) Establish guidelines for all officers, agent and employees of the Corporation to assure that duties are performed properly;
- (d) Meet at such times and places as required by these by-laws;
- (e) Fill vacancies existing in an office or on the Board of Directors;
- (f) Register their addresses with the Secretary of the Corporation and notices of meetings mailed, or telegraphed to these at such addresses shall be valid notices thereof.

Section 5.09 -MEETINGS OF THE BOARD OF DIRECTORS

Section 5.09. (a) -CALL OF MEETINGS

Meetings of the Board of Directors may be called upon Written notice of the President or Chairman of the Board in the event that the President or Chairman shall fail to notice a meeting within one calendar year after being elected a majority of the Board shall notice a meeting.

Section 5.09 (b) -PLACE OF MEETINGS

All meetings of the Board of Directors shall be held at the principal office of the Corporation or such other location as designated by authorization of the majority of the Board of Directors.

Section 5.09 (c) - DATE TIME AND NUMBER OF MEETINGS

The date and time of all meetings shall be designated by the person or persons calling said meeting or by the written authority of the majority of the members of the Board of Directors. The Board of Directors shall meet three (3) times a year as follows:

- 1) A Winter Meeting;
- 2) A Spring Meeting;
- 3) A Fall Meeting.

Section 5.09 (d) -SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the President or Chairman of the Board or by a majority in writing of the Board of Directors. Special Meetings shall be held on seven (7) days notice by first-class mail postage prepaid or upon five (5) days notice personally delivered or by telephone or telegraph. Notice of Special Meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the Corporation records and made a part of the minutes of the meetings.

Section 5.09 (e) -QUORUM

Attendance of 10 of the elected or appointed Directors

constitutes a Quorum of the Board of Directors for the transaction of business except as hereinafter provided.

Section 5.09 (f) -TRANSACTION OF THE BOARD

Except as otherwise provided herein every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided however, that any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for said meeting.

Section 5.09 (g) -CONDUCT OF MEETINGS

The Chairman of the Board or in his or her absence, any director selected by the directors present, shall preside at meetings of the Board of Directors. The Board shall select a secretary of the Board who shall keep minutes of all meetings of the Board of Directors, and shall file said minutes with the corporate records. Members of the Board may participate in a meeting through the use of conference telephone or such similar communications equipment.

Section 5.09 (h) -ADJOURNMENT

A majority of the directors present whether or not a quorum is present, may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place must be given prior to the time of the adjourned meeting to the directors who were not present at the adjournment.

Section 5.09 (I) -ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 5.09 (j) -REMOVAL OF THE DIRECTORS FOR CAUSE

The Board may declare vacate the office of any director in the event of any of the following occurrences:

(1) A director has been declared of unsound mind by final order of the court;

(2) A director has been convicted of a felony;

(3) A director has been found by a final order of judgment of any court to have breached duties imposed by Section 7238 of the California Corporation Code on directors who perform functions with respect to assets held in a charitable trust; or,

(4) A director has failed to remain in good standing at the Bar.

Any removal for the foregoing reasons shall be deemed removal for cause.

Section 5.09 (k) -REMOVAL WITHOUT CAUSE

Any and all directors may be removed without cause pursuant to the provisions of Section 5033 of the California Corporation Code.

Section 5 .09 (1) -PEREMPTORY REMOVAL

Any director who absents himself from three (3) consecutive meetings of the Board of Directors shall be peremptorily removed from the Board and a successor shall be appointed by the remaining directors to serve until the following membership election.

Section 5.09 (m) -VACANCIES ON THE BOARD

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director; whenever the number of directors authorized is increased and on the failure of the members in any election to elect the full amount of -directors authorized.

Section 5.09 (n) -FILLING VACANCIES BY DIRECTORS

Except as otherwise provided in these By-Laws or the Articles of Incorporation, vacancies on the Board of Directors may be filled by a majority vote of the directors then in office.

Section 5.09 (o) -FILLING VACANCIES BY MEMBERS

Vacancies created by removal of a Director may be filled by the approval of the members within the meaning of Section 5034 of the California Corporation Code. The members may elect a director at any time to fill any vacancy not filled by the directors.

Section 5.09 (p) -MANDATORY OFFICERS ON THE BOARD

Mandatory members of the Board of Directors shall be the Chairman of the Board, the President, the Executive Vice President, the Regional Vice Presidents, the Secretary, the Treasurer-Chief Financial Office and all past Presidents of the Corporation, except that past Presidents serving the Board shall not be included for the purpose of determining the maximum number of Directors as provided by Section 5.01(b) of the By- Laws.

ARTICLE VI - OFFICERS

Section 6.01 -NUMBER OF OFFICERS AND TITLES

The Officers of the Corporation shall be President, an Executive Vice-President, Regional Vice Presidents, a Secretary, a Chief Financial Officer/Treasurer, an Historian and such other offices with such titles and duties as shall be designated by the Board and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the Corporation. Any number of offices may be held by the same person.

Section 6.02 - CHAIRMAN OF THE BOARD

It shall be the duty of the Chairman of the Board to convene all meetings of the Board of Directors of the Corporation. The Chairman of the Board shall be that person who has served as a Director of the Board of the Corporation for the preceding term and must be elected by a majority of the Board of Directors. The Chairman shall serve at the will of the Board of Directors.

Section 6.03 - PRESIDENT

The President of the Corporation shall be the chief executive officer of the Corporation. It shall be his duty to preside over all meetings of the Corporation excluding meetings of the Board of Directors and to appoint all committees, delegates or representatives of the Corporation provided for in these By-Laws or by action of the Board of Directors. He shall have such other powers and perform such

other duties not inconsistent with the Articles of Incorporation and By-Laws of the Corporation as are usually possessed or exercised by presiding officers.

Section 6.04 - HISTORIAN

It shall be the duty of the Historian of the Corporation to maintain all archives, documents and reports concerning the background and history of the Association and to make same available for distribution as directed by the President of the Board of Directors.

Section 6.05 - EXECUTIVE VICE PRESIDENT

There shall be (1) Executive Vice President who shall, in the absence or the inability to act of the President, perform all the duties of the President.

Section 6.06 - REGIONAL VICE PRESIDENTS

The Board of Directors shall create geographical regions from which Vice Presidents shall be elected. The duties of each Regional Vice President shall be designated by the Board of Directors.

Section 6.07 - SECRETARY

It shall be the duty of the Secretary to:
Certify and keep at the principal office of the Corporation the original or a copy of these By-Laws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes for all meetings of directors and, if applicable, meetings of committees of directors and of members recording therein the time, the place of holding, whether regular or special, how called, how notice thereof was given, the names of these present or represented at the meetings and the proceedings thereof.

See that all notices are duly given in accordance with the provisions or as required by law.

Be custodian of the records and seal of the Corporation and see that seal is affixed to all newly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law of these By-Laws.

Keep at the principal office of the Corporation a

membership book containing the name and address of members and in the case where any membership has been terminated he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Corporation or his or her agent or attorney on request therefore the By-Laws, the membership book and the minutes of the proceedings of the directors of the Corporation.

In general, to perform all the duties incident to the office of Secretary and such other duties as may be required by the law, by the Articles of Incorporation of this Corporation or by these By-Laws or which may be assigned to him or her from time to time by the Board of Directors.

Section 6.08 - TREASURER OR CHIEF FINANCIAL OFFICER

It shall be the duties of the Treasurer to have charge and custody of and be responsible for all funds and securities of the Corporation, and deposit all funds in the name of the Corporation and such banks, trust companies, and other depositories that shall be selected by the Board of Directors. He or she shall receive and give receipt for monies due and payable to the Corporation from any source whatsoever. He or she shall disburse or cause to be disbursed funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. He or she shall keep and maintain adequate accounts of the Corporation's properties and business transactions including accounts of its assets, liabilities, receipts, gains and losses.

He or she shall exhibit at all reasonable times the books of account and financial records to any director of the Corporation or to his or her agent or attorney on request therefore. He or she shall render to the President and Directors whenever requested an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation. He or she shall prepare or cause to be prepared and certified or cause to certify the financial statements to be included in any required reports. In general, he or she shall perform all duties incident to the office of treasurer and such duties as may be required by law or the Articles of Incorporation of this Corporation or by these By-Laws or which may be assigned to him or her from time to time by the Board of Directors.

Section 6.09 - COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by the resolution of the Board of Directors and no officer shall be prevented from receiving any such salary by reason of the fact that he or she is also a director of the Corporation, provided however that such compensation paid a director for serving as an officer of this Corporation will only be allowed if permitted under the provisions of these By-Laws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE VII - ELECTIONS

Section 7.01 - TIME

The Corporation shall hold an election of officers and members of the Board of Directors of the Association. The actual election shall be conducted Bi-Annually effective as of the annual meeting immediately following the approval of this amendment to the By-Laws. The terms of officers and members of the Board of Directors shall begin on the first day terminating the Bi-Annual Election Meeting at which they are elected and shall continue until the last day of the second succeeding Annual Meeting, or until their successors shall be appointed or elected thereafter.

Section 7.02 - NOMINATING COMMITTEE

Prior to the Board Meeting immediately preceding the Bi-Annual Election Meeting, the President shall appoint a Nominating Committee comprised of seven members of the Board of Directors of the Association.

No later than the Board of Directors meeting immediately preceding the membership meeting for election of officers and directors, the Nominating Committee shall nominate one (1) or more members of the Association for each of the offices of president, Executive Vice President, Regional Vice Presidents, Historian, Secretary, Treasurer and for each position of Director to be filled at the election.

Each nominee of the office of President must have served on the Board of Directors prior to his nomination. The report of the Nominating Committee signed by its chairman and secretary stating the names of the persons nominated for the

various elective offices and for the elective positions on the Board of Directors shall be presented to the Board at its meeting next preceding the membership meeting for election of officers and shall be forwarded to the Secretary of the Corporation not later than thirty (30) days thereafter. The Secretary shall release the nominating committee's report to the membership not less than 30 days prior to the election meeting of the membership.

Section 7.03 ADDITIONAL NOMINATIONS

Additional nominations for any office or directorship may be made by filing with the secretary within fifteen (15) days before the annual meeting by written nomination signed by at least ten (10) active members of the Corporation.

Section 7.04 ENTITLEMENT TO VOTE

Every active member in good standing authorized to vote is entitled to one (1) vote for each Officer and one (1) vote for each Director. In any election of Directors the candidates receiving the highest number of votes are elected. Election of Directors shall be by ballot.

Section 7.05 - PROXY VOTING

Members entitled to vote as set forth in Article (iii) of these By-Laws shall have the right to vote either by either in person or by written proxy executed by such persons or his or her duly authorized agent and filed with the secretary of the Corporation except as otherwise provided in the Articles of Incorporation of this Corporation or in these By-Laws providing however that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. A maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in force and effect until revoked by the person executing it prior to the vote pursuant hereto.

Section 7.06 - BALLOTS

A ballot containing the names of the nominees for each office or directorship with a blank "write-in" space after each office and directorship and the names of all nominees for the position of Directors (the later to be placed in alphabetical order with an equal number of write-in spaces equal to the number of Directors to be elected immediately

following the last name) shall be distributed to each member of the Corporation upon their registration at the annual meeting of the membership. Any member of the Corporation not intending to attend the annual meeting of the membership may request a copy of the ballot be mailed to him no less than fifteen (15) days prior to the annual meeting and shall file his ballot with the secretary of the Corporation no later than the day prior to the first day of each annual meeting.

Section 7.07 - COUNTING

Immediately upon the close of balloting the votes shall be canvassed and counted by a committee of at least three (3) active members to be appointed by the president and the result shall be reported prior to the close of the annual meeting.

ARTICLE VIII - COMMITTEES

Section 8.01 - EXECUTIVE COMMITTEE

The Board of Directors by a majority vote of the directors then in office may designate five (5) or more of its members to constitute an executive committee and delegate to such committee any of the powers and authority of the Board in the management of the business affairs of the Corporation except with respect to:

(1) The approval of any action on the law or the provisions of these By-Laws requires approval of the members or a majority of all members;

(2) The filling of vacancies on the board or any committee which has authority of the board;

(3) The fixing of compensation for directors for serving the board on any committee;

(4) The amendment or repeal of the By-Laws or the adoption of new By-Laws;

(5) The amendment or repeal of any resolution of the board by its expressed term which is not so amendable or repealable;

(6) The appointment of committees of the board or members thereof;

(7) The expenditures of corporate funds to support a

nominee for director after there are more people nominated for director than can be elected;

(8) Approval of any transaction to which this Corporation is a party and which one or more directors has material financial interest except as expressly provided in Section 5233d3 of the California Non-Profit Public Benefit Corporation Law by a majority of its members then in office the board may at any time revoke or modify any or all of the authority so delegated increase or decrease but not below to the number of its members to fill vacancies thereof from members of the board. The committee shall keep regular meetings of its proceedings and cause them to be filed with the corporate records and report same to the board from time to time as the board may require.

Section 8.02 - OTHER COMMITTEES

The Corporation shall have such committees as may be authorized by the Board of Directors and members of all committees shall be appointed by the President.

Section 8.03 - DUTIES OF COMMITTEES

The duties of each committee shall be prescribed by the Board of Directors. Each committee authorized by the Board of Directors shall have the power to fix its own time and place of meetings and to adopt rules for its government and course of proceedings consistent with the Articles of Incorporation, these By-Laws and any directives issued by the Board of Directors. Each committee shall keep a record of all of its proceedings. Members of a committee present at a duly called meeting of the committee shall constitute a quorum. Each committee shall report to the President.

Section 8.04 - CORPORATE RECORDS, REPORTS AND SEAL

Section 8.04(a) - KEEPING RECORDS

The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its members, board and committees of the board. The Corporation shall also keep a record of its members giving their names, addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in written form or in any other form capable of being converted into written form.

Section 8.04(b) - EXECUTION OF INSTRUMENTS

The Board of Directors except as otherwise provided in these By-Laws may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized, no agent, officer or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose in any amount.

Section 8.04(c) - CHECKS AND NOTES

Except as otherwise specifically determined by resolution by the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for payments and other evidence of indebtedness of the Corporation shall be signed by the treasurer and countersigned by the president of the Corporation.

Section 8.04(d) - DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors select.

Section 8.04(e) - GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for charitable or public purposes of the Corporation.

Section 8.04(f) - ANNUAL REPORT

The board shall cause annual report to be furnished no later than one hundred-twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation and to any member who requests same in writing. Said report shall contain the following information in appropriate detail:

(1) The assets and liabilities including the trust fund of the Corporation at the end of the fiscal year;

(2) Principal changes in assets and liabilities including trust funds during the fiscal year;

(3) Revenues or receipts of the Corporation both unrestricted and restricted to particular purposes for the fiscal year;

(4) The expenses and disbursements for the Corporation for both general and restricted purposes during the fiscal year;

(5) Any information additionally required by the Board of Directors of the Corporation.

Section 8.04(g) - FISCAL YEAR

The fiscal year of the Corporation shall begin on the First day and First month and end on the 31st day and 12th month of each year.

Section 8.04(h) - CORPORATE SEAL

The Board of Directors shall adopt a corporate seal which shall be kept at all times in the possession of the secretary of the Corporation at the Corporation headquarters. The secretary shall affix the corporate seal in all appropriate cases to all corporate documents however, failure to affix a corporate seal shall not however effect the validity of any instrument.

ARTICLE IX - CODE OF ETHICS

The code of professional responsibility of the American Bar Association and all amendments thereof herein adopted shall be the Code of Ethics of this Association.

ARTICLE X - AMENDMENT TO THE BY-LAWS

Subject to any provision of law applicable to amendment of by-laws of a mutual benefit non-profit corporation these By-Laws or any of them may be altered, amended or repealed and new By-Laws adopted as follows:

(a) Subject to the power of the members, if any, to change or repeal them by approval of the Board of Directors unless would materially and adversely affect the rights of the members, if any, as to voting or transfer provided however if the Corporation has admitted any members in a By-Law specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors or the changing from a fixed to variable board or vice versa may not be adopted, amended or repealed except as

provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this Corporation.

Section 10.01 - PROCEDURE TO AMEND BY-LAWS

These By-Laws may be amended by the following methods:

(1) The By-Laws Committee or any twenty (20) members or five (5) members of the Board of Directors may file with the secretary a written proposal for amendment of any By-Law of the Association. The secretary shall properly submit a copy of each such proposal to each member of the Board of Directors. At any meeting thereafter the directors by a majority vote of the duly constituted Board may adopt or reject such proposed amendment of a By-Law and may amend the proposal and adopt or reject as amended notwithstanding the above section, the Corporation shall not amend its Article of Incorporation or alter statement which appears in the original Articles of Incorporation and the names and addresses of the first directors of this Corporation nor the name and address of its initial agent except to correct an error in such statement or delete either statement after the Corporation has filed a "statement of domestic non-profit corporation" pursuant to Section 6210 of the California Non-Profit Corporation Law.

ARTICLE XI - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employer or other person connected with this Corporation or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation provided however that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation and affecting any of its public or charitable purposes providing that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of and shall not receive any of the Corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on dissolution and winding up of the affairs of the Corporation whether voluntary or involuntarily the assets of the Corporation after debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE XII - EFFECTIVE DATE

These By-Laws shall take effect immediately upon their adoption.

We the undersigned are the directors of the National Italian American Bar Association, a California non-profit corporation, and pursuant to that authority granted to the directors by these By-Laws, consent to and hereby do adopt the foregoing Amended By-Laws consisting of twenty-three (23) pages as the By-Laws of this Corporation.

Dated: April 28, 1985; and Amended by Resolution of the Board of Directors on the 11th day of April, 1987; further amended by resolution of the Board of Directors on the 16th day of June, 1989; and on the 24th day of May, 1991; on the 11th day of February, 1995; on the 20th day of May, 2007; and on the 1st day of May, 2009.

Signed and Sealed by the Officers and Directors in Attendance at the May 1, 2009 Board of Directors Meeting of Said Date.

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