

BYLAWS OF THE BEVERLY HILLS BAR FOUNDATION

**As Amended and Restated
Dated: January 9, 2017**

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ARTICLE I
NAME; PRINCIPAL OFFICE; PURPOSES

Section 1. Name: The name of the Corporation is BEVERLY HILLS BAR FOUNDATION (the "Corporation").

Section 2. Principal Office: The principal office for the transaction of the business of the Corporation is 9420 Wilshire Blvd., 2d Floor; Beverly Hills, CA 90212, in the County of Los Angeles, State of California. The Board of Directors of the Corporation (the "Board") may, at any time, or from time to time, change the location of the principal office from one location to another in Los Angeles County. This Article may be amended to state the new location.

Section 3. Purposes: The purposes of the Corporation shall be (1) to provide scholarships to deserving law students with demonstrated financial need to have shown a commitment to working in the public interest; and (2) to promote the good works of the Beverly Hills Bar Association (the "Association") through the provision of grants.

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Member and is organized solely for non-profit purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to non-profit purposes; and no part of the profits or net income of the Corporation shall ever inure to the benefit of any entity or individual, except for scholarship or grants of the type referred to in these Bylaws. On the dissolution or winding up of the Corporation, its assets remaining after provision for payment of all debts and liabilities of the Corporation shall be distributed to a non-profit organization to be designated by its Board whose purposes are similar to the purposes of the Corporation (or similar to the purposes of any corporation to which the Corporation may have previously made contributions) and which has established its tax exempt status under Section 501 of the Internal Revenue Code. If no such organization exists at the dissolution or winding up of the Corporation, then the remaining assets shall be transferred to any non-profit organization designated by the Board if that non-profit organization has established its tax exempt status under Section 501 of the

Internal Revenue Code.

ARTICLE II MEMBERSHIP

Section 1. Membership: The sole member (the "Member") of the Corporation is the Association.

Section 2. Board of Directors: Any person desiring to become a director of the Corporation (a "Director") shall (a) submit a written request in such form as may be prescribed by the Board, or (b) shall be invited by the Board to become a Director. No person shall be admitted as a Director of the Corporation until someone on behalf of the Corporation has verified that the applicant is a "Regular Member" of the Association or an "Associate Member" of the Association (as those terms are defined by the Association). An applicant to be a Director of the Corporation shall pay the full dues for the Operating Year, unless the Board has determined that applicants who join the Board subsequent to the first quarter of any Operating Year shall pay a pro-rated amount.

Section 3. Resignation: Any Director may resign from the Corporation at any time by submitting written notice of resignation to the Corporation at its principal office, to the Chief Executive Officer, or to any member of the Executive Committee. The resignation shall be effective as of the date of receipt. Unless the Board otherwise directs, the Director who resigns shall not be entitled to reimbursement of any part of Association dues that resigning Director paid.

Section 4. Disbarment, Censure, Suspension, Expulsion: A Director's disbarment from the practice of law shall automatically terminate his or her position as a Director on the Board of the Corporation. If the Director is subsequently reinstated to the practice of law, the Director may again apply for a Board of Director position in the Corporation. A Director's suspension from the practice of law shall automatically terminate his or her position as a Director on the Board of the Corporation, unless otherwise determined by the Board of Directors.

A Director may also be suspended or terminated for cause including, but not limited to, conduct detrimental to the interests of the Corporation, breach of fiduciary duties or any other conduct prejudicial to the peace, goodwill or welfare of the Corporation. An allegation of such conduct may be made by any Director in a signed writing addressed to a member of the current Executive Committee (as defined herein below). The Executive Committee shall determine, by simple majority, whether or not further investigation is warranted concerning any grounds that would, if found to be true, warrant censure, suspension, termination or expulsion.

Censure is a formal written statement of disapproval by the Board of Directors. Suspension is a temporary removal from the Board of Directors with conditions for reinstatement. Termination is removal from the Board of Directors. Expulsion is removal from the Board of Directors with the former Director further precluded from participation in Corporation activities and use of Corporation facilities.

If the Executive Committee determines that further investigation is warranted, the Committee shall appoint one or more persons to conduct the investigation. Following investigation, the Executive Committee will determine whether or not the matter should be taken to the Board of Directors in private session.

If the Board of Directors finds, by simple majority, that the Director should be censured (without further action), the Executive Committee shall censure the Director in writing. If, by a two thirds vote, the Board of Directors determines that the Director should be suspended, that his or her position on the Board should be terminated or the Director should be expelled, the Director shall be given at least 15 days notice of intent to suspend, terminate or expel the Director, including the reasons for the proposed action along with an opportunity for the Director to be heard orally or in writing not less than five days before the effective date of the suspension, termination or expulsion. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail sent to the last address of the Director shown on the Corporation's records. The hearing may be time limited by the Board.

Following the hearing, the Board will determine whether or not the noticed action will stand. A two thirds vote is required to reaffirm suspension, termination or expulsion. If that vote is unsuccessful, the Board will take

another vote as to whether or not the Director should be censured and, if a motion to censure passes by a simple majority, the Executive Committee shall censure the Director in writing.

After one year a Director who is the subject of a suspension, termination or expulsion may apply to the Board of Directors for reinstatement which may be granted by a two thirds majority. A former Director may not apply for reinstatement more than once each Operating Year.

Section 5. Liability of Directors. A Director is not, by the fact of being a Director, personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE III MEETINGS OF THE DIRECTORS OF THE CORPORATION

Section 1. Meetings: Meetings of the Board shall be held at least three (3) times a year. Meetings may be called by the President, by a majority vote of the Executive Committee, or by a majority vote of the Board. The place, time, and date of the meeting shall be set by the person or body calling the meeting.

Section 2. Notice: Notices of meetings of the Board shall contain a description of the general nature of business to be transacted and matters that will be presented for action. Notices may be provided to each Director's email or mailing address as those addresses appear on the records of the Corporation, at least three (3) calendar days before the date of the meeting.

Section 3. Presiding Officer: At meetings of the Board, the president, or in his or her absence, any other officer of the Board selected by a majority of the Directors attending the meeting, shall preside.

Section 4. Quorum: Six (6) Directors physically present at the meeting shall constitute a quorum for the transaction of business at any meeting of the Board. Any amendment to these Bylaws to change the quorum may be adopted by the approval of a majority of Directors.

Section 5. Adjournment: Any meeting of the Directors may be adjourned to a future date by vote of a majority present and voting at the meeting.

Section 6. Rules of Order: Except as otherwise provided by these Bylaws, meetings of the Board shall be conducted in accordance with Roberts Rules of Order, latest revision. The order of business shall be prescribed by the presiding officer.

Section 7. Action Without Meeting: Any action that may be taken at a meeting of the Board may be taken without a meeting and without prior notice if ballots are solicited and received from at least a quorum of the Board. All ballots shall be forwarded to the Corporation's secretary and maintained in the Corporation's corporate records for one year. All solicitations of ballots shall indicate the date, time, and means (e.g., email or hard copies) by which the Corporation's secretary must receive ballots in order for them to be counted; shall indicate the number of responses needed to meet the quorum requirement; and, with respect to ballots other than election of Directors, shall state the percentage of approvals necessary to pass the measure.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Composition: The governing body of the Corporation shall be known as the "Board of Directors" or the "Board." The Board shall consist of not less than 11 nor more than 20 Directors, with the precise number to be determined from year to year by a vote of the Board. Each Director of the Corporation shall be entitled to vote on the business of the Corporation. Unless the Board determines otherwise, the number and types of Directors shall be as follows:

Section 2. Terms of Office:

(a) Elected Directors. Each Director shall serve for a term of two (2) Operating Years. The terms of the Directors shall be staggered: that is, 50% of the Directors (disregarding fractions) shall be elected effective as of the

commencement of each Operating Year. Director who serves for two (2) consecutive, elected terms is thereafter ineligible to serve as a Director for at least one (1) Operating Year. A Director appointed to fill a vacancy pursuant to Section 9 of this Article IV shall not be deemed to have served an elected term during the term of the vacated seat.

(b) Ex Officio Directors. The Ex Officio Directors are: (i) the immediate past president of the Corporation, (ii) the current president of the Association, (iii) the current president-elect of the Association, (iv) the current Barristers president (or his/her designee), and (v) the current Barristers' president-elect (or his/her designee). Each Ex Officio Director shall serve during his or her term of office and thereafter until the installation of that person's successor.

Section 3. Installation: The installation of newly elected Directors shall take place annually at a place, time, and date to be fixed by the Chief Executive Officer of the Corporation or by the Executive Committee, and which usually takes place by October 1st.

Section 4. Powers and Duties: Except for powers and duties delegated by these Bylaws to the Executive Committee, all duties and powers of the Corporation shall be exercised by the Board. Without limiting the foregoing, the Board shall:

(a) Manage, control, and administer the business and affairs of the Corporation.

(b) Determine the Corporation's policies subject to and in accordance with the Articles of Incorporation and these Bylaws; provided, that the Board may from time to time adopt and amend rules to interpret or implement those Articles of Incorporation and these Bylaws.

(c) Have the power to invest the Corporation's funds in such a manner as it may determine and shall approve all expenditures incurred by or on behalf of the Corporation.

Section 5. Annual Report: The Board shall cause an annual report required by California Corporation Code § 6321 ("Section 6321") to be sent to the Directors no later than 120 calendar days after the close of the

Corporation's fiscal year. The annual report shall contain the content and be in the form required by Section 6321 as of the time the annual report must be sent to the Board.

Section 6. Vacancies: If the position of a Director becomes vacant, that position may be filled, at the discretion of the Executive Committee, for the unexpired term by appointment by a majority vote of the Board of Governors of the Association. Any Director so appointed to complete the term of a Director shall be eligible to be elected to the Board pursuant to Section 2(a) of Article VII.

Section 10. Vacation of Office: The Board may declare vacant the office of any Director who fails to attend three (3) meetings of the Board during any Operating Year or fails to make required payment of dues to the Association or of dues required by the Corporation within sixty (60) days after those amounts have become due and payable; provided that the Director shall be given prior notice of the Board's intended action to declare his or her office vacant and an opportunity to appear and appeal the intended action to the Board.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Composition: The Executive Committee of the Board shall consist of the Corporation's president, treasurer, secretary, and the most immediate past president of the Corporation who is willing to serve.

Section 2. Powers: Except as limited by law or otherwise provided in these Bylaws, the Executive Committee shall have the powers delegated to it by the Board.

Section 3. Meetings: The Executive Committee shall make its own rules as to times, places, and notices of meetings, if any; and shall establish its own rules of procedure, if any.

ARTICLE VI OFFICERS

Section 1. Officers: The Corporation shall have the following officers: (i) a president, (ii) a president-elect, (iii) an immediate past president of the Foundation, if he or she is willing to serve as an officer, (iv) a treasurer, and (v) a secretary. The offices of president, president-elect, treasurer, and secretary shall be filled by a vote of the Board of the Corporation.

Section 2. Election and Term of Office of Officers: Officers shall be elected prior to each Operating Year by the Board. The Corporation's officers shall hold office during the Operating Year until the installation of their successors.

Section 3. President: The president shall preside at all meetings of the Corporation and shall appoint any sections, committees, and representatives of the Corporation, as she deems necessary. The president shall be chairperson of the Board of Directors.

Section 4. President-elect: The president-elect shall provide assistance to the President as the President directs. The president-elect shall succeed to the office of president upon commencement of the Operating Year, following completion of his or her term as president-elect and shall hold office as president concurrently with and for the same term as the other elective officers during that Operating Year.

Section 5. Secretary: The secretary shall cause to be kept an accurate record of all meetings of the Board.

Section 5.1 Treasurer: The treasurer shall supervise the financial records maintained and the financial actions taken by the staff of the Corporation, periodically review the financial condition of the Corporation, make financial reports to the Board and to the Executive Committee as necessary, and shall direct preparation of the Annual Report in conjunction with the Controller of the Association (or any person having a role similar to Controller of the Association).

Section 6. Vacancies: If the office of president or any elective office shall become vacant, that office shall be filled by appointment by the Board for the remainder of the term of such office.

**ARTICLE VII
ELECTIONS**

Section 1. Nominating Committee for Candidates for Elective Officers and Elected Directors: On or before May 15 of each Operating Year the president shall appoint a nominating committee for the purpose of nominating individuals to the Board and nominating Directors to become officers.

Section 2. Notice of Nominations: On or before August 1 of each Operating Year, the president shall notify the Member of the Corporation of the names of the candidates selected by the nominating committee for Director seats and officer positions. The notice shall include a statement regarding the procedure for nominations by petition as set forth in Article VII, Section 4, below. The Board of Governors of the Association shall vote on the candidates for Corporation Director seats. A majority vote of the Board of Governors of the Association is required for confirmation of candidates onto the Corporation's Board.

Section 4. Nominations by Petition:

(a) Officers: In addition to names proposed by the nominating committee for any Operating Year, any "Regular Member" of the Association in good standing (as defined by the Association) may be nominated for any Director or officer position by petition in writing (and not otherwise) bearing the original signatures of at least three (3) Directors and received at the principal office of the Corporation not later than August 15 of such Operating Year. If the petitioning individual is the only person nominated for a Director or Officer position, such candidate shall be deemed elected, without the necessity of balloting.

Section 5. Contested Elections: All contested elections shall be

determined by secret balloting of the Directors. Within ten (10) days after the last date upon which nominations by petition must be filed, the secretary shall provide a ballot to each Director setting forth the names of candidates of various Director seats or officer positions that are contested, the number of responses needed to meet the quorum requirement, and the time and method by which the ballot must be received to be counted. The names of the candidates shall be listed alphabetically and shall bear a designation indicating which candidates were nominated by the nominating committee and which candidates were nominated by petition. The secretary shall, at the request of any candidate, include with the ballot biographical material regarding such candidate or other electioneering material, if such material is received not later than five (5) calendar days after the last date upon which nominations by petition shall be filed. If the text of such material exceeds 250 words and this additional length results in an increase in the cost of providing the material to the Directors, that additional cost shall be borne by the candidate. Each Director shall be entitled to one (1) vote for each contested Director seat or officer position to be filled; however, a Director may not vote more than once for any candidate. The ballot shall be provided to each Director either in person, via email, via fax, or at his or her address as shown on the records of the Corporation. In any case where it is satisfactorily made to appear to the secretary that a Director entitled to vote has not received his or her ballot or if the ballot has been lost or destroyed, the secretary shall furnish, provided that a request is made prior to the last day of voting.

Directors' completed ballots must be received at the principal office of the Corporation on or before the last day for voting in the manner provided by the Board.

Section 6. Last Day for Voting: The last day for voting shall be as provided by the Board, but in no event later than September 15.

Section 7. Counting of Ballots: The secretary shall appoint an election board consisting of the secretary and at least two (2) other Directors or the Association's staff who shall count the ballots. The election board shall meet promptly after the last day for voting provided in Section 6 of this Article VII. The election board shall count all ballots with respect to each position that is contested and shall file its report with respect to such count with the president of

the Corporation who in turn shall promptly notify the Board of the results of the election.

Section 8. Votes to Elect: A plurality of votes cast shall elect with respect to each contested position.

Section 9. Modifications of Specific Dates: The failure of the Corporation to complete any portion of the nominating or election procedure upon the specific date or dates specified above in this Article VII shall not invalidate an election, provided that (i) if any date is delayed or postponed then all subsequent dates, other than the dates of last day of voting, shall be automatically postponed by a like period, and that (ii) the time between the mailing of ballots for any contested election and the last day of voting thereon shall not be less than ten (10) days.

Section 10. No Proxies: No person entitled to vote may authorize another person or persons to act by proxy on behalf of such person.

**ARTICLE VIII
CODE OF ETHICS**

The Rules of Professional Conduct of the State Bar of California and the requirements of California Business and Professions Code sections 6000 et seq., are the ethical standards required of Directors of the Corporation who are lawyers.

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND
AGENTS**

Section 1. Right of Indemnification: The Corporation shall reimburse, indemnify, and hold harmless each Director, officer, employee and agent of the Corporation from and against all claims, liabilities, fines, costs, judgments, fees, settlements, and expenses of or against such person which arise in whole or in part by reason of being or having been a Director, officer, employee, or agent of

the Corporation if such person acted in good faith, and in a manner he or she reasonably believed to be in the best interest of the Corporation. This right of indemnification shall be to the full extent allowable and in the manner provided by the laws of California and shall inure to such person's legal successors and representatives.

Section 2. Purchase of Insurance: The Corporation is authorized to purchase insurance for its directors, officers, employees, and agents protecting them against liabilities and expenses described in this Article IX, and any limitation on the payment of indemnification set forth in Section 1 of this Article IX shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to or on behalf of any director, officer, employee or agent.

ARTICLE X OPERATING YEAR

Section 1. The Corporation shall operate on an Operating Year (the "Operating Year"), which shall be for a period of twelve consecutive months commencing October 1 and ending September 30 of the following year.

Section 2. If the Corporation should hereafter change its Operating Year, then any reference in these Bylaws to a specific date shall be changed, as required, to conform to such different Operating Year.

ARTICLE XI AMENDMENTS

Section 1. Except for a change in the minimum or maximum numbers of Directors, or a change which would materially and adversely affect the voting rights of Directors, and except for any other change which, under law, requires membership action, these Bylaws may be amended by the affirmative vote of a majority of the Board present and voting at any meeting thereof provided that a quorum is present at such meeting and that notice of the proposed amendment

shall have been given to the Directors at least ten calendar days before the meeting at which the amendment is offered for voting. No amendment shall conflict with or contradict the bylaws of the Association which bylaws shall take precedence. Action on any amendment may be taken without a meeting in accordance with Section 7 of Article V. Any amendment to these Bylaws requiring membership action shall, if approved by the Board, be submitted upon not less than ten calendar days' notice to the Directors for adoption or rejection. Action on any such amendment may be taken without a membership meeting in accordance with Section 7 of Article III.

ARTICLE XII NOTICE

Unless otherwise provided in these Bylaws or as required by law, notice may be given in any manner reasonably calculated to reach the intended recipients, including, but not limited to, hard copies or electronic transmission.

ARTICLE XIII EFFECTIVE DATE

These amended and restated Bylaws supersede all prior forms of bylaws and shall take effect upon the Board's approval.

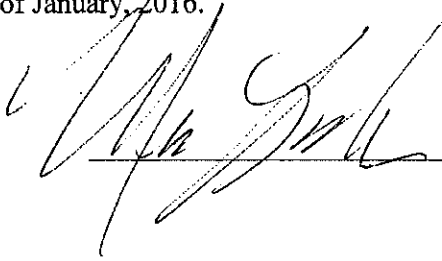
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CERTIFICATE OF SECRETARY

I, Marc A. Lieberman, do hereby certify:

1. That I am the Secretary of the Beverly Hills Bar Foundation, a California corporation; and
2. That the foregoing Bylaws of the Beverly Hills Bar Foundation, comprising 14 pages (including this page), constitute the Amended and Restated Bylaws of the Corporation as duly adopted on January 9, 2017.

In witness thereof, I subscribe my name and affix the seal of the Corporation as of this 9th day of January, 2016.



_____, Secretary of the Beverly Hills Bar Foundation