

BYLAWS
OF
SOUTH ASIAN BAR ASSOCIATION OF CONNECTICUT, INC.
(A Connecticut Nonstock Corporation)

ARTICLE I

Name, Governing Law, Office

The name of this Corporation is South Asian Bar Association of Connecticut, Inc. (herein called the “Corporation”) The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (herein, as amended or replaced from time to time, referred to as the “Nonstock Act”). The registered office of the Corporation shall be in such place in the State of Connecticut as the Board of Directors of the Corporation (the “Board”) shall from time to time designate. The Corporation may have such other offices within or without the State of Connecticut as the Board may from time to time designate.

ARTICLE II

Members

2.1 Classes, Qualifications. The Corporation shall have two (2) classes of members, called “Members” and “Honorary Members.” Only an individual who is a member of a state bar or an individual who is a law student shall be eligible to become a Member. A law student is anyone currently enrolled in a program leading to a juris doctor degree. Any individual who is interested in the purposes of the Corporation who is not a member of a state bar or a law student shall be eligible to become an Honorary Member. An individual meeting the eligibility

requirements and interested in becoming a Member shall apply for membership in such form as the Board shall from time to time designate, and shall become a Member upon approval by the Board and payment of the dues established by the Board. Members may nominate individuals meeting the requirements for becoming an Honorary Member to become Honorary Members by submitting a nomination to the Board in such form as the Board shall from time to time designate. A person so nominated shall become an Honorary Member upon approval by the Board of the Corporation.

2.2 Dues and Assessments. The Board shall have the authority to set dues and assessments for Members, to change the same from time to time, to establish the due date for payment thereof, and to set dues and assessments for Members at different levels for different categories of Members based on age, residence, years of admission to the bar, student status, or such other criteria as the Board deems relevant and fair. Honorary Members shall not be required to pay dues or assessments.

2.3 Rights, Privileges and Benefits of Members. Members shall have the right to participate in and attend programs and seminars offered by the Corporation. They shall have the right to vote for the election of directors and any other matter as determined by the Board or the Certificate of Incorporation of the Corporation or these Bylaws. Honorary Members shall have the right to participate in and attend programs and seminars offered by the Corporation, but shall have no right to vote for the election of directors or officers or on any other matter which may come before the Corporation, shall not be entitled to receive notice of meetings, and shall not be eligible to serve as an Officer or Director of the Corporation.

2.4 Termination of Membership. The membership of a Member in the Corporation shall terminate automatically upon (1) a Member's failure to pay annual dues or any assessment

on or before the date set for payment by the Board; (2) a finding by the majority vote of the Board that the Member is no longer a member of a state bar or a law student; or (3) the death or written resignation of the Member. The membership of an Honorary Member may be terminated at any time by vote of the Board, with or without cause and shall terminate upon the death or written resignation of the Honorary Member.

2.5 Transfer of Membership. Membership in the Corporation shall not be transferable or assignable.

2.6 Annual Members' Meeting. An annual meeting of the Members (the "Annual Members' Meeting") for the election of Directors and Officers and the transaction of any business within the powers of the Members shall be held in each year on a date and at the time set by the Board.

2.7 Special Meetings. Special meetings of the Members may be called by the President at any time and shall be called by the President upon the written request of one-fifth (1/5th) of the Members stating the purpose of such special meeting. If the President does not, within fifteen days after the receipt of such request, so call a special meeting, such Members may call the same.

2.8 Record Date. The day immediately prior to the date that the notice of a meeting of Members is mailed or electronically transmitted under Section 2.9 shall be the record date for determining the Members entitled to notice of the meeting. A determination of Members entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it may do if it chooses and which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

2.9 Notice to Members. Not less than ten (10) nor more than sixty (60) days before each meeting of the Members, the Secretary shall give to the Members written notice by U.S. mail, facsimile or electronic mail (“e-mail”) stating the date, time and place of the meeting and, in the case of a special meeting or as otherwise may be required by the Nonstock Act or the Bylaws, the purpose for which the meeting is called. If mailed by U.S. mail, the notice to the Members shall be effective when deposited in the United States mail addressed to each Member at each Member's post office address as it appears on the records of the Corporation, with first class postage prepaid. If given by e-mail or facsimile, the notice to the Members shall be effective when electronically transmitted to the Member in the manner authorized by the Member.

2.10 Scope of Notice. No business shall be transacted at a special meeting of the Members except that specifically designated in the notice. Any business of the Corporation may be transacted at the Annual Members' Meeting without being specifically designated in the notice, except business that is required by the Certificate of Incorporation, the Bylaws or the Nonstock Act to be stated in the notice, and except that no changes of the Bylaws may be made unless notice of the change and the text thereof has been included with the notice of the meeting.

2.11 Computation of Time of Notice. In computing the time period of any notice required or permitted to be given to the Members under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Members or of the Board, the day on which the notice is effective shall be excluded and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

2.12 Adjournment. An annual, regular or special meeting of Members may be adjourned to a different date, time or place by the Members present, and notice of the new date,

time and place need not be given if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under Section 2.8, however, notice of the new date, time and place of the adjourned meeting must be given in the manner provided in Section 2.9 and 2.10 to the persons who are Members as of the new record date.

2.13 Proxy. At any meeting of the Members, the Members shall be entitled to vote in person or by proxy. If by proxy, the proxy shall be in writing, shall be dated and executed by the Member or the Member's duly authorized attorney-in-fact, but no proxy which is dated more than eleven (11) months before the meeting at which it is offered shall be accepted, unless the proxy shall, on its face, name a longer period for which it is to remain in force.

2.14 Quorum. The lesser of 6 directors and ten percent (10%) of the Members, present in person or by proxy, at any meeting of Members shall constitute a quorum for such meeting, provided, that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice.

2.15 Members' Action. The affirmative vote of a majority of the Members present in person or by proxy at a duly called meeting at which a quorum is present shall be the act of the Members unless otherwise provided by the Nonstock Act, the Certificate of Incorporation, or these Bylaws.

2.16 Members Action Without Meeting. Any action which, under any provision of the Nonstock Act may be taken at a meeting of the Members, may be taken without a meeting by a consent in writing, setting forth the action so taken or to be taken, signed by all of the Members, or by each Member's duly authorized attorney, which action for purposes of this section shall be referred to as "unanimous written consent." The Secretary shall file such consent with the

minutes of the meetings of the Members. A unanimous written consent shall have the same force and effect as a vote of the Members at a meeting duly held, and may be stated as such in any certificate or document filed under the Nonstock Act.

2.17 Waiver of Notice. A Member may waive any notice required by the Nonstock Act, the Certificate of Incorporation or Bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

2.18 Chairperson to Preside at Meetings of Member. At each meeting of the Members, the President, or in his or her absence, the Vice President or a person appointed by the Board, shall preside as chairperson. The chairperson shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, and the conduct of, the meeting shall be fair to the Members. The chairperson of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocation or changes thereto, may be accepted.

ARTICLE III

Directors

3.1 General. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board.

3.2 Number of Directors. The Board shall have not fewer than three (3) nor more than twelve (12) director positions. The actual number of director positions within such minimum and maximum shall initially be prescribed by resolution of the incorporator, and thereafter shall be prescribed by the Members at the Annual Members' Meeting, or in the case of an increase in the number of directors, by resolution of a majority of the directors prior to such increase. Directors shall be elected from among the Members of the Corporation.

3.3 Election, Term. The Board shall be elected by the Members at each Annual Members' Meeting, to serve for one (1) year terms. For purposes of these Bylaws, the period between consecutive Annual Members' Meetings shall be deemed to be one (1) year.

3.4 Nominations. The Board shall propose a slate of nominees for election as Directors and notify the Members of its nominees at least five (5) days before the Annual Members' Meeting. Additional nominations for Director may be made from the floor at the Annual Members' Meeting.

3.5 Annual Meeting of the Board. An Annual Meeting of the Board (the "Annual Board Meeting") shall be held as soon as practical after the annual Members' Meeting at such time, place and date as shall be determined by the Board. At the Annual Board Meeting, the Board shall establish a schedule of regular meetings of the Board for the ensuing year and conduct such other business as may properly come before the meeting.

3.6 Regular Meetings of the Board. In addition to the Annual Board Meeting, regular meetings of the Board shall be held at least five (5) times each year in accordance with a schedule established for the year by the Board at each Annual Board Meeting, which may be revised thereafter at any duly called and convened meeting of the Board.

3.7 Special Meetings of the Board. Special meetings of the Board may be held at any time. Special meetings shall be called by the Secretary at the request of at least fifteen percent (15%) of the total number of Directors in office at the time.

3.8 Notice of Meetings. Written notice of each Annual Board Meeting shall be given to each Director by U.S. mail, facsimile, or electronic mail (“e-mail”), not less than five (5) nor more than thirty (30) days before the meeting. Written notice of regular meetings of the Board shall not be required, except that no bylaw may be brought up for adoption, amendment or repeal unless stated in a written notice of the meeting providing the text of the proposed change. Written notice of each special meeting of the Board shall be given to each Director not less than three (3) days before the meeting. Written notice shall be given by U.S. Mail, facsimile or electronic mail (“e-mail”). Facsimile notice shall be effective when electronically transmitted to the facsimile number authorized by the Director for purposes of giving such notice. E-mail notice shall be effective when electronically transmitted to the Director's e-mail address authorized by the Director for purposes of giving such notice. Notice to a Director by U.S. mail shall be deemed to be effective five (5) days after its deposit in the United States mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Corporation for such purpose. Notice of the Annual Board Meeting shall state the date, time and place of the meeting and need not specify the business to be transacted at the meeting unless required by the Nonstock Act, the Certificate of Incorporation or a provision of the Bylaws, and

notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting, provided, however, that no bylaw may be brought up for adoption, amendment or repeal at any meeting, whether annual, regular or special, unless stated in a written notice of the meeting setting forth the text of the proposed change. In computing the time period of any notice required or permitted to be given to the Directors under the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Members or of the Board, the day on which the notice is effective shall be excluded, and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

3.9 Place of Meetings. The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

3.10 Waiver of Notice. A Director may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the arrival of the Director, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.11 Quorum and Voting. A majority of the total number of director positions prescribed at the time for the Board shall constitute a quorum for the transaction of business by the Board.

3.12 Action By the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be an act of the Board, except as may

otherwise be required by the Nonstock Act, the Certificate of Incorporation or the Bylaws. Each Director must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

3.13 Action Without Meeting. Any action required or permitted by the Nonstock Act, the Certificate of Incorporation or the Bylaws to be taken at a Board meeting may be taken without a meeting if the action is taken by a majority of all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.14 Telephonic, etc., Meeting. The Board may permit any or all Directors to participate in the Annual Board Meeting or any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.15 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.16 Removal of Directors. The Members may remove any one or more of the Directors with or without cause at any time. A Director may be removed only at a meeting of the Members called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

3.17 Vacancies. If a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors: (1) the Members may fill the vacancy; (2) the Directors may fill the vacancy; or (3) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next meeting of the Members of the Corporation at which Directors are elected. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 3.15 of this Article III or otherwise, may be filled before the vacancy occurs but the new elected Director may not take office until the vacancy occurs.

ARTICLE IV

Officers

4.1 Number and Title. The Corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer. The duties of the officers of the Corporation shall be such as are prescribed by these Bylaws and as may be prescribed from time to time by the Board. The Officers of the Corporation shall be elected annually by the Members at the annual meeting of the Members from among the persons who are Directors of the Corporation.

4.2 President. The President shall be the Chief Executive Officer of the Corporation, and shall also perform such other duties as shall be assigned to him or her by the Board from time to time. The President shall be elected from among those persons who are Directors of the Corporation at the time of election and shall automatically cease to be President when he or she ceases to be a Director.

4.3 Vice President. Subject to any restrictions imposed by the Board, the Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. The Vice President shall also perform such other duties as may be assigned to him or her by the Board from time to time. The Vice President shall be elected from among those persons who are Directors of the Corporation at the time of such election and shall automatically cease to be Vice President when he or she ceases to be a Director.

4.4 Secretary. The Secretary shall be responsible for preparing and keeping a record of the proceedings of all meetings of the Board and for authenticating records of the Corporation. The Secretary shall have the custody of the seal of the Corporation and all books, records and papers of the Corporation, except as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and shall discharge all other duties required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Secretary. The Secretary shall be elected from among those persons who are Directors of the Corporation at the time of election and shall automatically cease to be Secretary when he or she ceases to be a Director.

4.5 Treasurer. The Treasurer shall oversee the custody of all funds and securities of the Corporation, shall supervise the keeping of full and accurate accounts of receipts and disbursements of all funds of the Corporation, shall oversee the maintenance of the accounting books and records of the Corporation, and shall supervise the deposit of all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board. The Treasurer shall prepare or cause to be prepared an annual budget for the Corporation and shall submit it to the Board prior to the beginning of each fiscal year of the Corporation. The Treasurer shall prepare or cause to be prepared annual financial statements for the Corporation in

form and substance satisfactory to the Board and shall submit such financial statements to the Board prior to each Annual Board Meeting. The Treasurer shall report to the Board periodically on the financial condition of the Corporation in such detail as the Board may request from time to time, and shall discharge all other duties required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Treasurer. The Treasurer shall be elected from among those persons who are Directors of the Corporation at the time of election and shall automatically cease to be Treasurer when he or she ceases to be a Director.

4.6 Terms of Office. Each Officer named in this Article IV shall serve for the term of one (1) year and until his or her successor shall be duly elected, but any Officer may be removed by the Members at any time, with or without cause, at any duly noticed meeting of the Members at which a quorum is present, provided that the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of the Officer. Vacancies among the Officers by reason of death, resignation or other causes may be filled by the Members, or, in the case of vacancies occurring between meetings of the Members, may be filled by the Board.

ARTICLE V

Committees

5.1 Committees of the Board. The Board may create committees, such as an Executive Committee, which may exercise the power and authority of the Board, provided, however, that

(i) each such committee must be composed entirely of two or more persons who are Directors while they serve on such committee, and

(ii) each such committee must be created by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time, and

(iii) the Directors serving on such committee must be appointed to the committee each year by individual name by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time.

A committee which is so created and appointed by the Board shall be referred to as a "Committee of the Board." A Committee of the Board shall have and may exercise such power and authority of the Board as shall be specified for it by resolution adopted by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time, provided, however, that Committees of the Board may not (i) fill vacancies on the Board or any of its committees, (ii) amend the Certificate of Incorporation, (iii) adopt, amend or repeal Bylaws, (iv) approve a plan of merger, (v) approve a

sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than a mortgage, pledge or other encumbrance described in subdivision (2) of subsection (a) of section 33-1165 of the Nonstock Act, or (vi) approve a proposal to dissolve.

5.2 Additional Committees. In addition to Committees of the Board, the Corporation may have other committees, which may consist entirely of Directors, or of both Directors and non-Directors, or entirely of non-Directors. Such other committees may be created and persons to serve on them may be designated by the Board, or by the President, provided, however, that no committee other than a Committee of the Board shall have or exercise any power or authority of the Board. A committee which is not a Committee of the Board may advise, recommend, investigate and report to the Board and/or to the officers of the Corporation on such matters as may be assigned to it, but shall not exercise the power or authority of the Board.

ARTICLE VI

Seal

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the word "Seal" and the word "Connecticut," and shall be in the custody of the Secretary.

ARTICLE VII

Finance and Property

7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

7.2 Depositories. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or depositories and under such terms and conditions as may be determined by the Board.

7.3 Property. Title to all property shall be held in the name of the Corporation.

7.4 Approved Signatures. All checks, drafts and other orders for the payment of money shall be signed by the President or Treasurer or by such officer or officers or agent or agents as shall be thereunto authorized by the Board.

7.5 Contracts and Debts. Contracts may be entered into, or debts incurred only as directed by resolution of the Board or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officers, the President or the Treasurer may execute the same in the name of and on behalf of the Corporation.

7.6 Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the meetings of its members and its Board, and shall keep such other records and make such reports as the Board may from time to time determine.

ARTICLE VIII

Amendments

These Bylaws may be amended or repealed (i) by the affirmative vote of a majority of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present if the notice for the meeting gave notice of and included the text of the proposed change, or (ii) by the affirmative vote of a majority of the Directors of the Corporation in office at the time at any duly called and convened meeting of the Board at which a quorum is present if the notice for the meeting gave notice of and included the text of the proposed change, provided, however, that no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(6) tax-exempt organization, and provided, further, that any amendment

which changes a quorum or voting requirement shall require such greater vote or vote only by Members as may be required by the Nonstock Act.