

BYLAWS
OF
HARVARD LAW SCHOOL ASSOCIATION OF LOS ANGELES
a California Nonprofit Public Benefit Corporation

ARTICLE 1

INTRODUCTORY PROVISIONS

1.1 Name. The name of this corporation is Harvard Law School Association of Los Angeles.

1.2 Definitions. In these Bylaws:

“Board” shall mean the Board of Directors of the Corporation.

“California Nonprofit Law” shall mean the California Nonprofit Public Benefit Corporation Law;

“Corporation” shall mean Harvard Law School Association of Los Angeles;

“Director” shall mean a member of the Board; and

“Officer” shall mean an officer of the Corporation.

1.3 Purposes. The Corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The specific purposes of the Corporation are as set forth in the Corporation’s Articles of Incorporation, including without limitation the following:

1.3.1 Promote the welfare of Harvard Law School, its students, and its alumni; and

1.3.2 Engage in any activities that are reasonably related to or in furtherance of its stated charitable and educational purposes, including life-long learning programs, faculty lectures and demonstrations, professional and student mentoring, scholarship fundraising, and admissions volunteering, or in any other charitable or educational activities.

1.4 Principal Office. The principal office of the Corporation shall be c/o Brown, Neri & Smith, 11766 Wilshire Blvd., Suite 1670, Los Angeles, California, 90025, or such other place as may be established by resolution of the Board.

1.5 Other Offices. The Corporation may also have offices at such other places within or without the State of California, where it is qualified to do business, as its business may require and as the Board may from time to time designate.

1.6 No Members. The Corporation shall have no members as defined in Section 5056 of the California Nonprofit Law. References to “members” are to the Board as provided in Section 5310 of the California Nonprofit Law. Any rights accruing to members under the California Nonprofit Law shall be held by the Directors.

ARTICLE 2

BOARD OF DIRECTORS

2.1 Powers. Subject to the provisions of the California Nonprofit Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or, if delegated, under the direction of the Board.

2.2 Number of Directors. The authorized number of Directors shall be not fewer than three (3) nor more than thirty (30), the exact number of which shall be fixed from time to time by resolution adopted by the Board.

2.3 Election and Term of Office of Directors. The term of office for a Director shall be one (1) year, provided that when the Board elects a Director, the Board may specify a shorter term of office, and provided further that each Director shall hold office until the expiration of the term for which such Director is elected and until a successor has been elected and qualified or until such Director’s earlier death, removal or resignation. No amendment of the Articles of Incorporation of this Corporation or these Bylaws to extend the term of a Director or class of Directors generally may extend the term of any individual Director beyond that for which the director was elected, and any reduction of the authorized number of Directors or any amendment reducing the number of classes of Directors does not remove any Director prior to the expiration of such Director’s term of office unless the reduction or any amendment also provides for the removal of one or more specified Directors. With the exception of the initial Directors of the Corporation, subsequent Directors shall be elected by the Board at the annual meeting to fill the vacancies then occurring.

2.4 Vacancies on the Board. A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Law, Part 2, Chapter 2, Article 3; or (c) an increase in the authorized number of Directors.

2.4.1 Any Director may resign, which resignation shall be effective when given in writing to the Board, the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the

Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

2.4.2 The Board may remove any Director from the Board with or without cause by approval of a majority vote of the Directors then in office. A Director may be removed from office without a full Board vote if such Director does not attend at least seven (7) meetings of the Board in any calendar year, which number shall be prorated for any Director who joins the Board with fewer than twelve (12) months remaining in the calendar year.

2.4.3 Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article 2 of these Bylaws, or (3) a sole remaining Director. Vacancies may be filled by the Board for the unexpired portion of the term of the class of Director in which the vacancy occurs.

2.5 Meetings.

2.5.1 Regular Meetings: Annual Board Meeting. Regular meetings of the Board shall be held monthly at a date and time to be specified by the Board. The annual meeting of the Board shall be held in the fourth quarter of each fiscal year at a date and time to be specified by the Board. At the annual meeting, Directors shall be elected by the Board in accordance with this Article 2. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall be entitled to cast one vote.

2.5.2 Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting by such means shall constitute presence in person at the meeting if both of the following apply: (i) each Director participating in the meeting can communicate concurrently with all other Directors and (ii) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

2.5.3 Place of Meeting. Meetings shall be held at such place within or without the State of California as may be designated from time to time by the Board.

2.5.4 Special Meetings. Special meetings of the Board may be called by any Officer of the Corporation or by any two (2) Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

2.5.5 Notice of Meetings / Contents of Notice. Unless the Board has fixed the time and place of a meeting, the Board shall be given notice of the regular and annual meetings pursuant to the requirements for notice of special meetings. Special meetings of the Board shall be held upon not less than four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or, upon obtaining the consent of each Director, by electronic transmission by the Corporation. Electronic transmission includes the following: (1) facsimile telecommunication and electronic mail when addressed to

the recipient at his/her address given by him/her to the Corporation for the purpose of notice, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication. The Corporation shall receive consent from each Director for the use of those means of electronic transmission for communication. The electronic transmission shall create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

2.5.6 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present, and provided further that either before or after the meeting each Director not present at the meeting signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

2.5.7 Quorum. If the number of Directors then-authorized pursuant to these Bylaws is fewer than ten (10), a majority of Directors then-authorized shall constitute a quorum for the transaction of business. If there are ten (10) or more directors, then at least one-fifth of the Directors then-authorized shall constitute a quorum, however no fewer than five (5) Directors then-authorized shall constitute a quorum for the transaction of business.

(a) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

(b) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of a quorum due to a withdrawal of one or more Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

2.6 Majority Action as Board Action.

(a) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Law, including without limitation those provisions relating to (i) approval of contracts or transactions, in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors.

(b) Each director shall have one vote on each matter presented to the Board for action. No director may vote by proxy.

2.7 Action by Unanimous Consent in Writing Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Directors consent in writing to such action and if, subject to Section 2.4.3 of these Bylaws, the number of Directors then in office constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent may be delivered by facsimile or electronic mail. For purposes of this Section 2.7, “all Directors” does not include an “interested director” or a “common director” if the conditions set forth in Section 5211(b) of the California Nonprofit Law are satisfied.

2.8 Conduct of Meetings. Meetings of the Board shall be presided over by the Chairperson of the Board, or if no such person has been so designated or, in his or her absence, the Vice Chairperson of the Board, or if no such person has been designated or in his or her absence, the President of the Corporation, or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

2.9 Compensation. Directors shall not receive compensation from the Corporation, if any, for their services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts as approved by the Board.

2.10 Minutes. Minutes shall be kept of each meeting of the Board of Directors. The Board shall approve minutes of the Board meetings, and the approved minutes shall be filed with the corporate records.

2.11 Duties.

2.11.1 General. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by the California Nonprofit Law and any other applicable law, or by the Corporation’s Articles of Incorporation or Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;

(c) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;

(d) Meet as such times and places as required by the Bylaws;

(e) Register their current mailing address, email address and fax number, if any, with the Secretary of the Corporation, for the purpose of receiving notices of meetings under the Bylaws; and

(f) Attend events held by the Corporation as reasonably practicable.

2.11.2 Standard of Care. As specified in Section 5231 of the California Nonprofit Law, a Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner that such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(a) One or more Officers, advisors or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Legal counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve that is composed exclusively of any combination of Directors, persons described in Section 2.11.1(a), or persons described in Section 2.11.1(b), as to matters within its designated authority, which committee the Director believes to merit confidence,

so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the charitable purposes to which the Corporation, and assets held by it, are dedicated. Furthermore, pursuant to Sections 5239 and 5047.5 of the California Nonprofit Law, and subject to any conditions set forth therein, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Director or Officer of the Corporation, caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer.

2.11.3 Non-Liability of Directors and Officers. Unless required by the California Nonprofit Law or any other applicable law, the Directors, Officers and employees of the

Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

2.11.4 Indemnification by Corporation of Directors, Officers, Employees and Other Agents. The Corporation shall indemnify Directors, Officers, employees and other agents of the Corporation to the maximum extent permitted by law, including without limitation Section 5238 of the California Nonprofit Law.

2.11.5 Insurance for Corporate Agents. The Board may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including without limitation a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5238 of the California Nonprofit Law.

2.12 Prohibited Transactions.

2.12.1 Loans. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

2.12.2 Self-Dealing Transactions. Except as provided in Section 2.12.3 below or any other applicable law, the Board shall not approve a self-dealing transaction.

2.12.3 Approval. The Board may approve a transaction in which the Corporation is a party and in which one or more of the Directors has a material financial interest (a "self-dealing transaction") if the Board determines that the transaction is undertaken for the Corporation's own benefit and is fair and reasonable to the Corporation, and the Board, after reasonable investigation under the circumstances, determines that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

ARTICLE 3

COMMITTEES OF BOARD OF DIRECTORS

3.1 Committees of Board of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Approve any action for which Part 2 of the California Nonprofit Law would also require approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or on any committee which has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Expend corporate funds to support a nominee for Director;
- (e) Amend or repeal the Bylaws or Articles of Incorporation or adopt new Bylaws or Articles of Incorporation;
- (f) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) Appoint any other committees of the Board or the members of these committees;
or
- (h) Approve any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Law.

3.2 Audit Committee. If the Corporation receives or accrues in any fiscal year gross revenue exceeding One Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Nine Dollars (\$1,999,999), exclusive of revenue received from governmental entities as provided in Section 12586(e) of the California Government Code, the Board shall appoint an Audit Committee in accordance with the California Government Code and for the purposes set forth therein.

3.3 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board does not adopt any such rules, the committee may do so.

ARTICLE 4

OFFICERS

4.1 Officers. The Officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Board from time to time, a Chairperson of the Board, one or more Vice Chairpersons, Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person except that no person serving as the Secretary or the

Treasurer may serve concurrently as the President or Chairperson of the Board, and no Officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two or more Officers.

4.2 Relation to Board. The Board shall elect each Officer as a Director to serve in accordance with Section 2.3, or until such time as such Officer is removed or resigns pursuant to Section 4.5. The Chairperson of the Board shall be selected from the Directors.

4.3 Election. Officers shall be elected by the general members of the Corporation on an annual basis. Elections shall take place at the annual meeting of the Corporation in accordance with these Bylaws, and any Harvard Law School alumnus is entitled to vote in the election if present at this annual meeting.

4.4 Terms. All Officers shall serve terms of one (1) year. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board.

4.5 Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board, at any time. Any Officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

4.6 Vacancies. A vacancy in any office for any reason may be filled by the Board in the manner set forth in these Bylaws.

4.7 Duties.

4.7.1 President. The President shall be the general manager and Chief Executive Officer of the Corporation, and shall, subject to the direction of the Board, generally supervise, direct and control the affairs of the Corporation and the activities of the Officers of the Corporation. Unless another person is specifically appointed as Chairperson of the Board, the President shall preside at all meetings of the Board. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Corporation's Articles of Incorporation or Bylaws or which may be prescribed from time to time by the Board.

4.7.2 Chairperson of the Board. The Chair of the Board shall preside at all meetings of the Board and shall perform such other duties as prescribed by the Board, and as may be set forth in these Bylaws.

4.7.3 Vice Chairperson of the Board. If the Chairperson is absent or disabled, the Vice Chairpersons, if any, in order of their rank as fixed by the Board (or if not ranked, a Vice Chairperson designated by the Board) shall perform all duties of the Chairperson. When so acting, a Vice Chairperson shall have all powers of and shall be subject to all restrictions on the Chairperson. The Vice Chairpersons shall have such other powers and perform such other duties as the Board may assign from time to time.

4.7.4 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at the Board and committee meetings. The Secretary shall also see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, be a custodian of the records as authorized by law or by the Bylaws, exhibit the Bylaws and the minutes of the proceedings of the Board of the Corporation at all reasonable times to any Director of the Corporation or to his or her agent or attorney on request thereof, and in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Corporation's Articles of Incorporation or Bylaws, or which may be assigned to him or her from time to time by the Board.

4.7.5 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such-funds in the manner required by the Board, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements, shall render to the President and the Board whenever they request it, reports and accountings of the Corporation's transactions and of the financial condition of the Corporation. In addition, the Treasurer shall discharge such other duties as pertain to the office as may be required by law, or as may be set forth in the Corporation's Articles of Incorporation, Bylaws, or which may be assigned to him or her from time to time by the Board.

4.8 Salaries. The Board, or a committee of the Board, shall review the compensation, including benefits, if any, of the President and the Treasurer (determined in accordance with Section 12586(g) of the California Government Code) and may fix the salaries of other employees of the Corporation, including the other Officers.

ARTICLE 5

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

5.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may authorize any Officer or agent of the Corporation to enter into any contract or execute and 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 Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

5.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and approved by the President of the Corporation.

5.3 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 may select.

ARTICLE 6

FINANCIAL AFFAIRS

6.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE 7

CORPORATE RECORDS, SEAL, AND REPORTS

7.1 Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

7.1.1 Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

7.1.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

7.1.3 A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

7.2 Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

7.3 Directors' Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties, if any, of the Corporation.

7.4 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

7.5 Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which shall contain the following information in appropriate detail:

7.5.1 The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;

7.5.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

7.5.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

7.5.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

7.5.5 Any transaction during the previous fiscal year involving more than Ten Thousand Dollars (\$10,000.00) , individually or in the aggregate, between this Corporation (or any parent or subsidiary) and any Director, Officer or holder of more than 10 percent of the voting power of the Corporation (or any parent or subsidiary) in which such Director, Officer or holder had a direct or indirect material financial interest, as required by Section 6322 of the California Nonprofit Law. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; and

7.5.6 The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the previous fiscal year to any Officer or Director of the Corporation, as required by Section 6322 of the California Nonprofit Law.

ARTICLE 8

AMENDMENTS

8.1 Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by majority vote of the Directors then in office.

8.2 Amendments to Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by majority vote of the Board. A copy of the proposed amendment or new Bylaws shall be included in the notice of meeting given to each Director at which the amendment(s) are considered.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Harvard Law School Association of Los Angeles, a California nonprofit public benefit corporation (the “Corporation”), that the foregoing is a true and correct copy of Bylaws of the Corporation and that such Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

Dated: June ____, 2015

By: _____
Name: Mary Drago
Title: Secretary