

ARTICLE I

NAME, SEAL, OFFICES, AND ASSOCIATION WITH OTHER ENTITIES

Section 1. NAME. The name of the Corporation is NEW MEXICO HISPANIC BAR ASSOCIATION (the "Corporation").

Section 2. SEAL. The Board of Directors may designate and change the form of the Corporation's seal or logo (if any) at its discretion.

Section 3. OFFICES. The principal office of the Corporation shall be in, New Mexico, at an address to be designated by the Board of Directors. The principal office may be at the residence of an officer of the Corporation. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

Section 4. ASSOCIATION WITH OTHER ENTITIES. The Corporation is a 501(c)(6) Professional Association. The Corporation may form associations, partnerships or relationships whether informally or formally, with a 501(c)(3) corporation or otherwise establish a 501(c)(3) corporation for the purposes of fundraising and to advance any initiatives, including but not limited to educational and scholarship initiatives, that are not inconsistent with the Corporation's missions and vision. Nothing in this section limits the Corporation's ability to form any other association, partnership or relationship with any other community group, corporation, or entity.

ARTICLE II

MEMBERS AND MEETINGS OF MEMBERS

Section 1. MEMBERSHIP. The membership of the Corporation consists of all dues paying persons who register in the manner prescribed by the Board of Directors and who in the estimation of the Board of Directors satisfies the following criteria as a Regular Member, an Associate Member, or a Legal Professional Member (Regular Members, Associate Members, and Legal Professional Members are together referred to as the "Members"):

a) Regular Members - A person is eligible to be a Regular Member if he or she is: (i) an active member of the bar in good standing under the laws of any jurisdiction, or (ii) a person who has retired from the bar in good standing under the laws of any jurisdiction.

b) Associate Members - A person is eligible to be an Associate Member if he or she is: (i) enrolled as a full time student in an accredited law school, or (ii) a graduate of such a law school and has never been a member of the bar under the laws of any jurisdiction.

c) Legal Professional Members - A person is eligible to be a Legal Professional Member if he or she (1) is a graduate from a paralegal program that is approved by the American Bar Association; (2) is a graduate from an associate's, bachelor's, or post-secondary degree program in paralegal studies or other legal secretarial training program; or (3) has at least one year of substantive law-related experience as a paralegal or legal secretary.

Section 2. DUES. For purposes of assessing dues, each Member shall be assessed within the Member's respective classification as a Regular Member, an Associate Member, or a Legal

Professional Member. The Board of Directors shall determine a schedule of the dues payable by each Member according to such Member's classification, provided, however, that the amounts determined within any single classification may be set on a graduated scale that is dependent on such relevant factors as may be determined by the Board of Directors including but not limited to years of practice, the nature of practice or employment, and/or the term of the Member's registration (e.g. annual or lifetime). If such a graduated scale is employed, the dues for each next scale must be greater than the amount applicable to any lower category.

Section 3. RIGHTS OF MEMBERS. Except as otherwise provided in Article III, Section 2 with respect to the election of Directors and Article III, Section 12 with respect to the removal of Directors, each Member of the Corporation has the right to cast one vote on all actions for which Members have a right to vote as described by these Bylaws. The right of a Member to vote and all other membership rights in or to the Corporation cease upon the expiration of membership. Members shall not share in the distribution of the Corporation's assets upon the dissolution of the Corporation.

Section 4. REMOVAL OF MEMBERS. Any Member may be removed from membership for conduct detrimental to the interest of the Corporation by a majority vote of the membership at any meeting with notice to such Member and the membership as provided herein, and if so removed such Member is not entitled to any refund, in whole or in part, of any membership dues paid.

Section 5. RESIGNATION OF MEMBERS. Any Member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation. A resigning Member is not entitled to any refund, in whole or in part, of any membership dues paid.

Section 6. ANNUAL MEETINGS. The annual meeting of the Members of the Corporation shall be held as determined by the board, but no sooner than nine months nor later than fifteen months from the date of the prior annual meeting. The purpose of the annual meeting is to elect directors and transact such other business as may properly come before the Corporation.

Section 7. MEETINGS. Meetings of the Members may be called at any time by the President, and shall be called by the President or Secretary at the written request of a majority of the Board of Directors, or by the written request of one-fifth of the Members of the Corporation.

Section 8. PLACE OF MEETINGS. All meetings of Members are to be held at a location determined by the President, or at such other place as the Board of Directors may select, and shall be designated in the notice of such meetings.

Section 9. NOTICE OF MEETINGS. A notice of the annual meeting, or any special meeting of Members,:

- a) shall: (i) be sent not less than ten days nor more than thirty days before the meeting to each member entitled to vote at such meeting, and (ii) state the purpose or purposes of the meeting and the time and place where the meeting is to be held; and
- b) may be sent by mail, e-mail, or facsimile.

Section 10. QUORUM. At any meeting of Members of the Corporation, the presence in person of at least one-tenth (1/10 th) of the Regular Members is necessary to constitute a quorum, and a quorum is required for the transaction of any business. Once a quorum is established it remains in effect for the duration of that meeting.

Section 11. VOTING. A vote of a majority of the Regular Members present at any meeting at which there is a quorum constitutes an act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. Voting may occur in person, by proxy, by email, or mail-in. All proxies shall be written or emailed, and if emailed, must be copied to the secretary prior to the any meeting or vote.

Section 12. WAIVER OF NOTICE. Whenever under the provisions of the Articles of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof, is authorized to take any action after notice to the Members of the Corporation or Board, such action may be taken without notice, if at such time before or after such action is completed, such requirements are waived in writing by the Member or Members entitled to such notice or entitled to participate in the action to be taken or by its or their attorney thereunto authorized.

ARTICLE III

BOARD OF DIRECTORS

Section 1. DUTIES, POWERS. The affairs of the Corporation shall be managed by a Board of Directors (the "Board of Directors") (individual members of the Board of Directors are "Directors"). The Board of Directors is responsible for the control and management of the affairs, property and interest of the Corporation, for keeping the members informed of all activities of the Corporation, for making policies and implementing programs, and interpreting these Bylaws. The number of Directors, the terms of directorships, the composition of the Board of Directors, the requirements for a quorum and the manner and requirements for voting are as set forth in these Bylaws.

Section 2. ELECTION. An election for the purposes of electing Directors is to be held annually, contemporaneously with the annual membership meeting. The Board of Directors shall prescribe the form of the ballot or other forms necessary for the casting of a vote for the election of Directors. Any such ballots or forms cast in an election of Directors must be received by the Board of Director's or its designee either: a) prior to the adjournment of the annual meeting of the membership if there is a quorum, or b) if no quorum is established at the annual meeting, within 1:00 hour of the noticed time of commencement of the meeting. Directors shall hold office until the expiration of their term or until the election of their respective successors except as otherwise provided by these Bylaws for purposes of filling vacancies. Directors shall serve two-year staggered terms with 1/2 of the Directors being elected during even-numbered years and 1/2 being elected during odd-numbered years. The Directors shall be chosen by ballot by a majority of the votes of the Members voting as a class as provided in Section 3 of this Article III.

Section 3. NUMBERS AND CLASSIFICATIONS. The Board of Directors of the Corporation consists of up to twenty-six Members as follows:

- a) Regular Member Directors - Up to twenty-four-(24) Directors, each of whom shall be a Regular Member of the Corporation, elected by Regular Members voting as a class;
- b) Associate Member Director - One (1) Director who is an Associate Member, elected by the Mexican American Law Student Association (MALSA) at the University of New Mexico School of Law, to serve as a non-voting member of the Board of Directors.
- c) Legal Professional Member Director - One (1) Director who is a Legal Professional Member of the Corporation, and who is elected by Legal Professional Members voting as a class to serve as a non-voting member of the Board of Directors.

Section 4. MEETINGS. Meetings of the Board of Directors shall be held whenever called by the President at such time and place as may be specified in the respective notices or waivers of notice thereof; provided that at least four such meetings of the Board shall be held each year.

Section 5. PLACE OF MEETINGS. All meetings of the Board of Directors will be held at a location to be determined by the President, or at such other place as the Board of Directors may select, and shall be designated in the notice of such meetings.

Section 6. NOTICE OF MEETINGS. Notice of any and all meetings shall be published to all the Members stating the purpose of the meeting, and the time and place where it is to be held. Such notice may be sent by mail, e-mail, or facsimile; provided that the notice shall be sent, not less than seven (7) days but not more than thirty (30) days before the meeting.

Section 7. QUORUM. The physical, telephonic, or live video attendance of at least nine Directors, or a majority of Directors if there are fewer than eighteen (18) Directors, constitutes a quorum, and a quorum is required for the transaction of any business. Once a quorum is established the quorum remains in effect for the duration of that meeting.

Section 8. VOTING. Except as otherwise provided in these bylaws, the vote of a majority of the Directors attending a meeting of the Board of Directors (including by proxy) where a quorum has been established as prescribed by these Bylaws constitutes an action of the Board. At all meetings of the Board of Directors, each Director may vote in person or by proxy. All proxies must be written or emailed, and if emailed, must be copied to the secretary prior to the meeting or vote. The Board of Directors may conduct an e-mail vote when a meeting is impracticable.

Section 9. COMMITTEES, GENERAL COUNSEL. a) Executive Committee: The Officers of the Corporation as described in Article IV of these Bylaws constitute the Executive Committee (the "Executive Committee"). The Executive Committee has and may exercise the administrative powers of the Board of Directors in the direction of the management of the day-to-day and administrative business and affairs of the Corporation during the intervals between meetings of the Board of Directors; except that the Board of Directors may at any time fill vacancies in, change the membership of, or dissolve, the Executive Committee by an absolute two-thirds majority vote. The Executive Committee may hold meetings and make decisions for the conduct of its day to day administrative business. A majority of the Executive Committee

constitutes a quorum for conducting business. All action of the Executive Committee shall be reported to the Board of Directors at its next meeting.

b) Other Committees: The President may create and appoint such other committees as may be necessary or desirable to assist the Board of Directors in the conduct of the Corporation's affairs.

c) General Counsel: The President of the Corporation may appoint a general counsel with the approval of the Board of Directors.

Section 10 VACANCIES. Any vacancy on the Board of Directors may be filled by a majority vote of the Directors in attendance at any meeting, or special meeting called for that purpose, where a quorum has been established. A Director appointed to fill a vacancy serves for the unexpired term of the vacancy being filled.

Section 11 REMOVAL OF DIRECTORS. Any Director may be removed for cause by an absolute two-thirds majority vote of the Board of Directors, at any regular or special meeting called for that purpose. Any such Director proposed to be removed shall be notified in writing by mail, e-mail, or facsimile at least seven (7) days in advance. Such notice must, at a minimum, include the time and place at which such removal is to be voted upon, and state that the Director is entitled to appear before and be heard at such meeting. Cause for removal of a Director includes but is not limited to missing three (3) consecutive meetings without designating a proxy, or otherwise participating.

Section 12 CHAIR. At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chair chosen by the directors present shall preside. The President, or presiding chair, shall vote only to break a tie vote.

Section 13 CONTRACTS AND SERVICES. The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise; provided, however, that if any contract, transaction or act on behalf of the Corporation is a matter in which the Directors or Officers are personally interested as stockholders, directors or otherwise, it shall be at arm's length with full disclosure of such interest to the Board of Directors, and shall not violate the proscriptions against the Corporation's use or application of its funds for private benefit.

Section 14. COMPENSATION. Directors shall not receive any salary for their services, but the Board of Directors may in its discretion contract for and pay Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

ARTICLE IV

OFFICERS

Section 1. NUMBER, QUALIFICATIONS, ELECTION, TERM OF OFFICE, AND VACANCIES. a) The officers of the Corporation consist of a President, Vice-President, Secretary, Treasurer, and two At-Large Officers. Additionally, the Immediate Past President may serve as a seventh (7th) Officer at his or her option. Only Regular Members may serve as Officers.

b) The Board of Directors shall elect Officers at the first meeting of the Board of Directors following the annual meeting of the membership.

c) Each Officer shall serve until the sooner of his or her resignation, the expiration of his or her term as a Director, or until his or her successor has been elected.

d) Except as otherwise provided for in these Bylaws, a vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall serve the remainder of the term of the Officer he or she replaces.

Section 2. PRESIDENT. The President is the chief executive officer for the Board of Directors, has general charge of the business, affairs and property of the Corporation in its general operations, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors, and is an ex-officio member of all committees.

Section 3. VICE-PRESIDENT. The Vice-President shall, during the absence or disability of the President, exercise the functions of President and, when so acting, has all the powers of, and is subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice-President shall assume such office for the unexpired term and a new Vice-President shall be appointed by the Board of Directors to fill the vacancy created thereby.

Section 4. SECRETARY. The Secretary shall:

a) Record all the proceedings of the meetings of members and of the Board of Directors;

b) Cause all notices to be duly given in accordance with the provisions of the Bylaws; and

c) In general, perform all such other duties incident to the office of the Secretary as may be assigned to him or her from time to time by the Board of Directors.

d) The Secretary shall maintain any change in mailing and e-mailing address as provided by any Member.

Section 5. TREASURER. The Treasurer shall:

a) Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;

b) Keep, or cause to be kept, all the books of account;

c) Render to the President, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report, based on the books and accounts audited at the written request of the Board by an auditing committee, at the annual meeting of the Membership; and

d) In general, perform all duties incident to the office of the Treasurer.

Section 7. REMOVAL OF OFFICERS. Any officer may be removed from office with or without cause, by a simple two-thirds majority vote² of the Directors, at any regular or special meeting called for that purpose. Any such Officer proposed to be removed shall be notified in writing by mail, e-mail, or facsimile at least seven (7) days in advance. Such notice shall, at a minimum, include the time and place at which such removal is to be voted upon, and state that the Officer is entitled to appear before and be heard at such meeting.

Section 8. CHECKS AND BONDS. The President, Vice-President, Treasurer, or any other officer designated by the Board of Directors, may sign checks and drafts of the Corporation. Bond may be required for the faithful discharge of their duties in such sum and with such surety as the Board of Directors determines, the expense of such bonding will be paid by the Corporation, from the operating account of the corporation.

ARTICLE V

AMENDMENTS

Section 1. MAJORITY VOTE. These Bylaws may be amended, repealed or altered in whole or in part by a simple two-thirds majority vote of the Board of Directors in attendance at any meeting (including by proxy) of the Board of Directors, or by a simple majority vote of the membership at any regular or special meeting thereof where a quorum has been established.

Section 2. NOTICE OF PROPOSED AMENDMENT; BOARD MEETINGS. Written notice of a board meeting for the purpose of amending the Bylaws shall state the substance of the proposed changes to the Bylaws or proposed amendment and shall be mailed, e-mailed or hand delivered to all Directors not less than two (2) weeks in advance of the Board meeting at which the amendment is to be voted upon. Individual Directors may waive this requirement at their discretion. Failure to timely mail, e-mail, or otherwise deliver written notice to a Director without that Director's waiver of notice shall invalidate a vote upon a change of the bylaws or proposed amendment, even if all other directors were delivered, mailed, or e-mailed the notice or waived notice. The Director proposing the amendments has the responsibility of mailing, emailing, or otherwise delivering notice to the other Directors. Mailed notices may be sent to the last known address of the Directors as listed in the records of the Corporation. A Director is responsible for informing the Secretary of the Director's current contact information.

Section 3. NOTICE OF PROPOSED AMENDMENT; MEMBERSHIP MEETINGS. Written notice of a membership meeting for the purpose of amending the Bylaws shall state the substance of the proposed changes to the Bylaw or proposed amendment and shall be mailed, emailed or hand delivered to all members not less than two (2) weeks in advance of the meeting at which the amendment is to be voted upon. Individual members may waive this requirement at their discretion. Failure to timely mail, e-mail, or otherwise deliver written notice to a member without that Member's waiver of notice shall invalidate a vote upon a change of the bylaws or proposed amendment, even if all other members were delivered, mailed, or e-mailed the notice or waived notice. The member proposing the amendments has the responsibility of mailing, emailing, or otherwise delivering notice to the other members. Mailed notices may be sent to the

last known address of the members as listed in the records of the Corporation. A Member is responsible for informing the Secretary of the Member's current contact information.

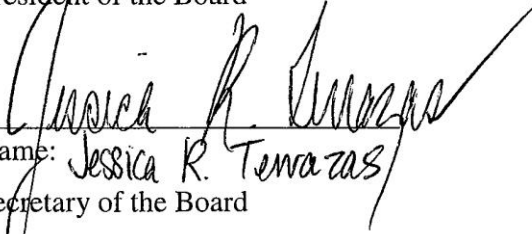
ARTICLE VI

APPROVAL AND ADOPTION

These Bylaws were approved and adopted by the Board of Directors for use by the Corporation as of the 7th day of May, 2013 (the "Effective Date"), and all other or prior bylaws of the Corporation are repealed and rescinded as of the Effective Date;

SIGNED AND ATTESTED BY:


Name: Chris Melegdrez
President of the Board


Name: Jessica R. Tenazas
Secretary of the Board

1 An "absolute two-thirds majority" means that at least 2/3 of the full Board of Directors must vote in favor of the action.

2 The number of votes in favor must be at least twice the number of votes opposed. Directors not voting due to their absence or abstention are not considered.