

BYLAWS
OF
HNBA VIA (“VISION IN ACTION”) FUND

ARTICLE I. NAME

The name of the Corporation is HNBA VIA (“VISION IN ACTION”) FUND, a corporation organized under the laws of the District of Columbia.

ARTICLE II. PURPOSE; RESTRICTIONS; GIFTS

Section 1. Purpose.

a. **General Purpose.** The Corporation shall engage in activities, do things, perform acts and exercise powers conferred upon not-for-profit corporations by the laws of the District of Columbia; all of which, however, shall be consistent with and necessary, incidental, or desirable in the furtherance of the purposes set forth herein. The Corporation shall conduct its activities within the restrictions established by section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended (the “Code”), and regulations related thereto, as they now exist or as they may hereafter be amended.

b. **Specific Purpose.** The specific purpose of the Corporation is to empower the U.S. Latino community, a historically underrepresented group of persons in many industries including the legal profession, through programs and initiatives that expand their access, influence, and contributions in the areas of legal services, leadership, education and career advancement; the Corporation intends to further the aforementioned purposes either directly, by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and in partnership with the Hispanic National Bar Association (“HNBA”), and in collaboration with other organizations with purposes consistent with the purposes described herein.

Section 2. Restrictions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 3. Gifts and Contributions.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an “exempt organization” or for other than “exempt purposes” within the meaning of section 501(c)(3) of the Code, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to section 501(c)(3) of the Code.

ARTICLE III. DIRECTORS

Section 1. General Powers.

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall consist of (a) the Immediate Past President of the Hispanic National Bar Association, a “501(c)(6)” corporation (“HNBA”); (b) the following members of the HNBA Board of Governors Executive Committee: the National President; the HNBA National President-Elect; the HNBA National Finance Director; the HNBA National Treasurer; and the HNBA National Secretary; (c) the HNBA COO & Executive Director; and (d) three (3) *ad hoc* independent directors who shall be selected and appointed consistent with Section 2 below. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all the powers of the Corporation. From time to time, the Board of Directors may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

Section 2. Number, Tenure & Appointment.

(a) Each HNBA affiliated Director shall only hold office on the Board of Directors for the one-year term that corresponds with the term that is associated with the Board of Governors position that they hold under the HNBA’s bylaws. The three (3) *ad hoc* independent directors who are not otherwise members of the HNBA Board of Governors as well as the Corporation’s General Counsel shall serve for a term of two (2) years, subject to re-election and/or re-appointment by the Board of Directors.

(b) the three (3) *ad hoc* independent directors shall be identified by the General Counsel and the currently sitting independent directors in consultation with the Board, with the Board electing and/or re-appointing them to their positions. Without limitation, the *ad hoc* independent directors shall not (i) be members of the HNBA Board of Governors for at least two (2) years prior to their appointment; (ii) be a current or former employee of the HNBA; (iii) receive direct material financial benefit from the HNBA except, if applicable, as a member of the charitable class served by the HNBA; (iv) be a close family relative of any sitting member of the HNBA Board of Governors Executive Committee; or (v) be employed by the same company, law firm or organization as any sitting member of the HNBA Board of Governors Executive Committee. For the avoidance of doubt, nothing herein shall prohibit an *ad hoc* independent director from being a member of the HNBA or otherwise participating in HNBA sponsored events.

Section 3. Regular Meetings.

The Board of Directors shall hold biannual meetings (twice per year), on a day and at a time and place to be determined by the President or the Directors. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the Chair, President, or by the Directors. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair, President, or by any one Director.

Section 5. Place of Meetings.

The Board of Directors may hold its regular and special meetings at such place within or without the District of Columbia as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each Director:

a. By notice in writing mailed, postage prepaid, not later than the third day before the day set for the meeting and addressed to the Director's last known post office address according to the records of the Corporation; or

b. By electronic or telephonic communication or by notice in writing delivered personally or left at the Director's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors or created by an increase in the number of Directors may be filled by a majority of the remaining Directors, as prescribed in the bylaws of HNBA for a vacancy of its Executive Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Resignation and Removal.

A Director may resign at any time by notifying the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. If no effective date is specified, such resignation shall take immediate effect. At any meeting of the Directors called for such purpose any Director may, by vote of a majority of the other Directors, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term.

Section 10. Compensation.

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 11. Informal Action by Directors.

Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed or given by electronic transmission by all Directors and filed in paper or electronic form with the minutes of the Corporation.

Section 12. Telephone Conference.

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE IV. OFFICERS

Section 1. In General.

The officers of the Corporation shall consist of the Board Chair (which position shall be filled by the HNBA National President); the Board Vice-Chair (which position shall be filled by the HNBA National President-Elect); President (which position shall be filled by the HNBA COO & Executive Director); Treasurer (which position shall be filled by the HNBA National Treasurer); Secretary (which position shall be filled by the HNBA National Secretary); and the General Counsel. Except for the General Counsel, all officers shall hold their offices for a term of one (1) year and until their successors shall be elected or appointed by the Board of Directors. The Board of Directors may from time-to-time appoint such other officers, agents and/or employees, with such powers and duties as the Board may deem proper.

Section 2. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Corporation in writing specifying the effective date of the resignation. If no effective date is specified, the resignation shall take immediate effect. The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Board may authorize any officer to remove subordinate officers.

Section 3. Vacancies.

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE VII. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin October 1 and end September 30th of each year unless some other fiscal year be specified by resolution of the Board of Directors.

Section 2. Indemnification.

Pursuant to D.C Code Ann. § 29-406.51, the Corporation shall indemnify a Director or officer against liability incurred in any proceeding to which such individual is a party, provided the individual: (i) acted in good faith; and (ii) reasonably believed that in the case of conduct in an official capacity, the conduct was in the best interests of the Corporation, and in all other cases, the individual's conduct was at least not opposed to the best interests of the Corporation. Notwithstanding the foregoing, the Corporation shall not indemnify a director or officer unless authorized for a specific proceeding after a determination has been made that indemnification of the Director or officer is permissible because the Director has met the relevant standard of conduct set forth herein. The determination shall be made: (i) if there are 2 or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of 2 or more disinterested Directors appointed by such a vote; ii) by special legal counsel: (A) selected in the manner

prescribed in subsection (i); or (B) if there are fewer than 2 disinterested Directors, selected by the board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate. Authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible, except that if there are few than 2 disinterested Directors or if the determination is made by special legal counsel, authorization of indemnification shall be made as prescribed in D.C. Code Ann. § 29406.55.

Section 3. Amendments to Bylaws and Articles.

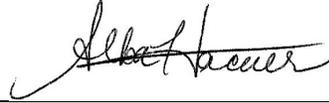
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by two-thirds of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose. The Corporation's Articles may be amended in the same manner provided herein to amend these Bylaws.

ARTICLE VIII. DISSOLUTION

In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, to one or more domestic corporations or associations as may be selected by the Corporation's directors: provided, further, however, that any transferee corporation shall qualify under the provisions of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

I, Alba Cruz-Hacker, President of HNBA VIA (“VISION IN ACTION”) CORPORATION (the “Corporation”), hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the Corporation, as currently in effect.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation as of this 10th day of September 2019.



Alba Cruz-Hacker, President