

**CONSTITUTION AND BYLAWS
OF THE
FILIPINO AMERICAN NETWORK**

**ARTICLE 1
NAME AND PURPOSE**

SECTION 1. NAME

The name of the organization shall be: FILIPINO AMERICAN NETWORK (hereinafter referred to as "FAN" or the "Organization").

SECTION 2. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Organization shall be:

- (a) To encourage the business and professional growth of the individual members;
- (b) To develop professional and business relationships by and between individual members;
- (c) To learn and exchange information regarding the businesses and occupations of its members;
- (d) To promote the business and professions of the membership by referring customers and clients to individual members;
- (e) To support activities that seek to raise the cultural and community awareness and enhance the perception of Filipino Americans; and
- (f) To develop a professional networking resources using all modern communication technologies to further all of the above stated purposes of the Organization.

SECTION 3. MISSION

The primary mission of this Organization shall be to support the individual members of the Filipino American professional community by providing them with the opportunity to network and share their experiences, talents and knowledge with other members of the community.

SECTION 4. VISION

The primary vision of this Organization shall be to combine the knowledge, experiences and expertise of its members to establish a base for and to assist with current and future endeavors of Filipino American entrepreneurs and professionals.

SECTION 5. NON PARTISAN ACTIVITIES

The Organization has been formed under the California non-profit law for the purposes described herein below and it shall be non-profit and non-partisan. No substantial part of the activities of

the Organization shall consist of the publication or dissemination of the materials with the purpose of attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

There shall be no age, sex, race, religious or national origin limitation in consideration of any individual for membership. The Organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described herein.

ARTICLE 2 DIRECTORS

SECTION 1. NUMBER

The Organization shall have not less than five (5) nor more than seven (7) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Constitution and Bylaws (hereinafter collectively "Bylaws") relating to action required or permitted to be taken or approved by the members, if any, of this Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Organization;
- (c) Supervise all officers, agents and employees of the Organization to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Organization and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- (f) To conduct, manage, and control the affairs and activities of the Organization and to make such rules and regulations therefor not inconsistent with the law, or these Bylaws;

- (g) To borrow money and incur indebtedness for the purpose of the Organization when authorized by a majority vote of the Board of Directors, and to cause to be executed and delivered therefor in the name of the Organization, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and therefor;
- (h) To authorize such committees as it may deem necessary from time to time, to promote the purposes of the Organization.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Organization in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Organization for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Organization unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Organization shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the Organization or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use

of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Organization;
- (c) The Organization adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the Organization or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held within the first two weeks of the first calendar quarter, at a time and date agreed upon by the Board.

If this Organization makes no provision for members, then, at the annual meeting of directors held during the first two weeks of January of each year, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors 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 cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Organization.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the recipient's email address. Such notices shall be addressed to each director at his or her address as shown on the books of the Organization. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present 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 or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of three (3) directors.

Except as otherwise provided in these Bylaws of this Organization, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of 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 Bylaws of this Organization.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the or Bylaws of this Organization, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Organization, or by a delegated Board member, or the Secretary, or in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the

Organization 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.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Organization authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (i) on the death, resignation, or removal of any director members, (ii) by the declaration by resolution of the Board of Directors of a vacancy of the office of a director member who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Non-Profit Corporation Law, (iii) the vote of the Board of Directors to remove a director member, (iv) a resolution by the Board of Directors increasing the number of directors and/or officers of the Organization.

Any Director may be removed without cause by approval of the Board of Directors. Should any Director fail to perform the assigned duties or miss one-third (1/3) of the regularly schedule Board of Director meetings in a given term year, the Board of Directors may declare that position vacant and the vacancy may be filled by the Board of Directors. Notices of this action by the Board of Directors shall be duly given by mail to the Director or Officer whose office is so declared vacant. Should any member of a committee fail to perform that member's duties, the President may remove such member from a committee and fill the vacancy, subject to the confirmation of the vacancy by the Board of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Organization would then be left without a duly elected director or directors in charge of its affairs. Any resignation is without prejudice to the rights, if any, of the Organization under any contract which the director member is a party.

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 of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

SECTION 19. INDEMNIFICATION BY ORGANIZATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this Organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Organization, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Organization but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization (including a director, officer, employee or other agent of the Organization) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation 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 Organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 3 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Organization shall be a President, a Secretary who shall be designated the Membership Director, a Treasurer who shall be designated the Finance Director and two (2) Public Relations Officials who shall be designated the Events Director and Promotions Director. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

With the exception of the President that requires a previous term in the Organization as a director or officer within the last two (2) years, any individual member in good standing may serve as an officer of this Organization. Officers shall be elected by the membership during the months of September, October and November.

- (a) Nominations for officers shall occur during the first two weeks of September of each year. There shall be a Nominating Committee whose membership shall consist of the present officers, and whose duties shall be to suggest candidates for officers for the next term. Such candidate shall be any individual member in good standing. The Nominating Committee shall meet during the first week of September for a candidate evaluation meeting. The Nominating Committee shall then suggest a list of nominees to be presented to the Organization at the proper times for discussion and election. Members showing desire to place their names in consideration for an office shall so inform the Nominating Committee in writing prior to the candidate evaluation meeting of the Nomination Committee.
- (b) Nominated candidates for officers shall be allowed to campaign starting October 1st, until the elections occur during the first two weeks of November. Further, the candidates shall be allowed to make a five-minute campaign speech at regularly scheduled events in the month of October.
- (c) The annual election of the presiding officers shall take place the first two weeks of November at a location(s) to be designated by the Nominating Committee. All officers shall be elected by a vote of a majority of a quorum of the members in good standing. Voting shall be by secret written ballot, except when there is no contest for an office. For purposes of election of officers, a quorum shall mean a minimum of one-third of the active members. All members eligible under the provisions of Article 10, Section 6 ("good standing defined"), shall be entitled to vote in the elections.

Each officer shall hold office commencing at the first meeting in January for a one year term, and may be re-elected for a second term, not to exceed two consecutive terms, unless he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed by the Board of Directors at any time for reasons including, but not limited to, dereliction of duty and conduct unbecoming an officer of FAN. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of subordinate officers under the provisions of Article 3, Section 3, may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law or by these Bylaws, he or she shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

It shall be the duty of the President to preside at the meetings of the officers. The President shall have authority to delegate the responsibility of presiding at a meeting to a board member, at his or her discretion. The President is accountable for the development and execution of the various plans, programs and budgets adopted by the Board. The President shall have the right to vote on questions when the vote is a tie. At the meetings of the officers or Board of Directors, and such other times as the President shall deem proper, the President shall communicate to the Organization such matters as may, in the President's opinion, promote its welfare. The President shall perform all such duties as are necessary to the office of the President. The President, with the Board of Directors shall appoint and review the chairperson and members of all committees. The President is the general manager and chief executive officer of the Organization.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall be designated as the "Membership Director" and shall:

- (a) Certify and keep at the principal office of the Organization the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Organization or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records for the Organization and shall be responsible for the Organization's incoming and outgoing correspondence in relation to membership.

- (e) Keep at the principal office of the Organization a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any director of the Organization, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Organization.
- (g) Assist the President in all matters of the organization, preside at meetings in the absence of the President or a delegated Board member, and shall be in charge of Membership, including appointments for a membership committee.
- (h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall be designated as the "Finance Director," and shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Organization, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Finance Director and of the financial condition of the Organization.
- (g) Per the discretion of the Board of Directors, the Finance Director shall actively solicit sponsorships, donations and other forms of financial contributions to the Organization from all possible sources including from all business and professional entities.
- (h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Organization, or by these Bylaws, or which may be assigned to him or her by the Board of Directors.

SECTION 9. DUTIES OF PUBLIC RELATIONS OFFICIALS

There shall be two Public Relations Officials, the Events Director and the Promotions Director. Their duties shall be as follows:

- (a) The Events Director shall be responsible for all arrangements necessary for the monthly networking events including, but not limited to, arranging the location of the monthly mixer. The Events Director shall also present plans and coordinate events including seminars and workshops on topics including, but not limited to professional development, business development, and networking. The Events Director will be the Organization's lead representative (along with the President) at any events the Organization co-sponsors with outside entities. The Events Director will serve as a liaison between the Organization and other business and professional Organizations, and business entities. The Events Director shall have such powers and perform such other duties as may be prescribed by the Board of Directors.
- (b) The Promotions Director shall be responsible for all aspects of promoting and marketing the Organization's events. The Promotions Director will serve as a liaison between the Organization and other business and professional Organizations, and business entities and shall be responsible for promoting the Organization at outside events. The Promotions Director shall be responsible for the creation and maintenance of the Organization's website; this duty may be accomplished with the assistance of any member of the Board of Directors, or outside agency with approval of the Board of Directors. Along with the Events Director, the Promotions Director will serve as a liaison between the Organization and other business and professional Organizations, and business entities, and will be in charge of promoting and marketing FAN to the members of those Organizations and entities. The Promotions Director shall have such powers and perform such other duties as may be prescribed by the Board of Directors.

SECTION 10. REGULAR MEETINGS

Regular meetings of the officers shall be held at least once a month on a date and time agreed upon by all of the officers.

SECTION 11. OATH OF OFFICE

I do solemnly and sincerely affirm before the members of the Organization that I will faithfully and conscientiously execute my duties as an Officer of the Organization, and will to the best of my ability, preserve, protect and defend the Constitution and Bylaws of the Filipino American Network. This is my solemn oath.

ARTICLE 4 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this Organization) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the Organization, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this Organization 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 Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board as the board may require.

SECTION 2. OTHER COMMITTEES

The Organization shall have such other committees as may be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 5 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, 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 Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the Treasurer and countersigned by the President of the Organization. This is superceded by any agreement entered into by the organization with the fiscal receiver.

SECTION 3. DEPOSITS

All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, for the charitable or public purposes of this Organization.

SECTION 5. GENERAL FINANCIAL RESPONSIBILITIES

The President and the Finance Director shall countersign all written contracts and obligations of the Organization, it being the intent of these Bylaws that no contracts or obligations shall be binding on the Organization unless co-signed. All checks above \$150.00 drawn upon the Organization funds shall be co-signed by two of the following: President or Finance Director or Membership Director. Neither the President, nor any other officer of the Organization shall have the authority or power except with the approval of the Board of Directors to make it liable for any debt.

ARTICLE 6 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Organization shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this Organization has members, of all meetings of members, 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;

- (b) 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;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Organization's Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Organization at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter a corporate seal, herein after referred to as "logo". Such logo shall be kept at the principal office of the Organization. Failure to affix the logo to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 Organization's fiscal year to all directors of the Organization and, to any member who requests it in writing. This report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Organization as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Organization, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Organization, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 4 of this Article.

The annual report shall be accompanied by a report thereon by an independent accountant, or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

If this Organization receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Organization shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from an independent accountant or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 4. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Organization shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Organization, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (1) Any director or officer of the Organization, or its or parent subsidiary (a mere common directorship shall not be considered a material financial interest).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Organization, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Organization has any members and provides all members with an annual report according to the provisions of Section 3 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 7 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE ORGANIZATION

The fiscal year of the Organization shall begin on the 1st of July and end on the 30th of June in each year.

ARTICLE 8 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Proposed amendments to these Bylaws must be submitted in writing at a regular Board of Directors meeting. Notice of such meeting and proposed amendments must be transmitted to the members of the Board of Directors at least fifteen days prior to the Board of Directors meeting. The proposed amendments shall be voted upon at a meeting of the Board of Directors to which the proposed amendments are submitted provided that the notice provisions of this section have been complied with. A two-thirds affirmative vote of the

members of the Board of Directors present and voting at such meeting shall be necessary for adoption.

- (b) These Bylaws shall be reviewed in December of each year by the Board of Directors and any amendments shall be voted upon and take effect by the first meeting of the Board of Directors in January of the new year.

**ARTICLE 9
PROHIBITION AGAINST SHARING ORGANIZATION PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Organization, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Organization's assets on dissolution of the Organization. All members of the Organization shall be deemed to have expressly consented and agreed that on such dissolution or resolution of the affairs of the Organization, whether voluntarily or involuntarily, the assets of the Organization, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Organization and not otherwise.

**ARTICLE 10
MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

If this Organization makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this organization, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

SECTION 2. ELIGIBILITY OF MEMBERS

Any individual who subscribes to and desires to further the purposes of the organization as set forth in Article I hereof shall be eligible for membership.

SECTION 3. CLASSES AND PRIVILEGES

There shall be only one class of membership, i.e., individual members who shall enjoy all the rights and privileges of membership. Any eligible person may become a member (i.e., a member in good standing) upon payment of the annual dues prescribed for such members in accordance with Article 10, Section 4. Voting, and other rights, interests and privileges of each member shall be equal.

The Board of Directors shall have the power to revise the current class of membership and the power to create other types of memberships, including, but not limited, to Corporate memberships.

SECTION 4. DUES

Dues for membership shall be payable on a yearly basis and shall be collected by the Finance Director. The amount of the yearly dues are to be determined by the officers in the month of December of the preceding year. Members in default of payment of dues after their one-year membership has expired shall cease to be members in good standing.

SECTION 5. TERMINATION OF MEMBERS

Any member may be removed for cause by a majority vote of the Board of Directors. Should the Membership Director receive a written complaint signed by three or more members of the Organization concerning any one member of the Organization, then his or her membership in the Organization shall be reviewed by the Board of Directors. The names of the individual members lodging said complaint shall remain confidential. The Board of Directors shall have the authority to remove the member from the Organization, suspend his or her membership in the Organization, or place the member on probation for a period of time. Cause may be defined as including, but not limited to, non-compliance with the attendance policy, failure to make referrals, failure to pay dues, lack of participation in activities, lack of professionalism, moral turpitude, misrepresentation of credentials, etc. This removal process shall be governed by the Membership Director who shall schedule the review of the individual's membership on the agenda for the next scheduled meeting of the Board of Directors.

SECTION 6. GOOD STANDING DEFINED

A person shall become a regular member of the Organization in "good standing" upon receipt of a completed application and the designated membership dues. Further, the member must have attended at least one-third of the number of regular events held during the year, as verified by the sign-in sheet.

ARTICLE 11 MISCELLANEOUS PROVISIONS

SECTION 1. NON-PROFIT STATUS AND DISSOLUTION

This Organization is organized pursuant to the State of California General Non-Profit Corporation Law and does not contemplate distribution of gains, profits, dues, or dividends to the members, directors or officers thereof. In event of dissolution of this Organization, any assets shall not be distributed among its members, but shall be transferred to a recognized non-profit organization designated by the membership.

SECTION 2. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and

the term "person" includes both the Organization and a natural person.

SECTION 3. LOGO

There is hereby adopted and approved by the Organization the official logo of the Organization as generally provided in attachment "A" affixed to these Bylaws, and as mentioned in Article 6, Section 2. The logo of the Organization may be changed, by a vote of the Board of Directors.

SECTION 4. REGULAR EVENTS

The Organization must hold at least six (6) monthly networking events between and including the months of March through December each year. The date and time of the networking event shall be determined by the Board of Directors.

Although events are open to all, the Board of Directors shall determine the fees, if any, to be charged to members and non-members for each event.

SECTION 5. SPECIAL EVENTS

The officers will determine on a yearly basis the additional special events to be held during the year. The events shall include, but are not limited to, Business Counseling events, Career Workshops, Entrepreneur Workshops, Guest Speaker Events, and Community-related events.

Although special events are open to all, the Board of Directors shall determine the fees, if any, to be charged to members and non-members for each event.

SECTION 6. PRINCIPAL OFFICE

The principal office of the Organization for the transaction of its business is at a place to be determined at a later date by the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors of the **FILIPINO AMERICAN NETWORK**, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty (20) pages, as the Constitution and Bylaws of this Organization.

Dated: January 10, 2010

Walter Boholst, Director

Katherine Carrido, Director

Moonie Lantion, Director

Arnold A. Noche, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Constitution and Bylaws of the Organization named in the title thereto and that such Constitution and Bylaws were duly adopted by the Board of Directors of said Organization on the date set forth below.

Dated: January 10, 2010

Arnold A. Noche, Chairman of the Board