

1 BY-LAWS
2 FILIPINO-AMERICAN CHAMBER OF COMMERCE
3 OF SOUTHBAY LOS ANGELES AREA (FACC-SLAA)
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6 **ARTICLE I - ORGANIZATION**
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8 **1.1. Name**

9 The name of this chapter organization of the Federation of Philippine American
10 Chambers of Commerce (FPACC) is the Filipino-American Chamber of
11 Commerce of SouthBay Los Angeles Area (FACC-SLAA).
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13 **1.2. Offices of the Corporation**

14 **1.2.a. Principal Office**

15 The principal office for the transaction of the activities, affairs, and business of the
16 organization is located at 1820 W. Carson St., Suite 202 #-125 Torrance, California
17 90501. The board of directors may change the principal office from one location to
18 another. Any change of location of the principal office shall be noted by the secretary on
19 these bylaws opposite this section, or this section may be amended to state the new
20 location.

21 **1.2.b. Other Offices**

22 The board at any time may establish branch or subordinate offices at any place(s) where
23 the organization is qualified to conduct its activities, if resources permit.
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25 **ARTICLE 11 - PURPOSES**
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27 **2.1. General Purpose**

28 The purpose of this organization is to engage in any lawful act or activity, other than credit
29 union business, for which an organization may be organized under such law.
30

31 **2.2 Specific Purposes**

32 The specific purpose of this organization is to provide programs, tools, and services that
33 offer Filipino businesspersons and professionals the opportunity to take advantage of the
34 tools to enhance their business, while at the same time contributing to the economic vitality
35 of the community within which they engage in commerce. Other acts and activities which a
36 chamber of commerce would engage in, within the meaning of Section 501 (c) (6) of the
37 Internal Revenue Code.
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39 **2.3. Chapter Alignment with FPACC**

40 As a chapter of FPACC, FACC-SLAA must align with the mission & vision of the
41 Federation (FPACC).
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45 **ARTICLE 111 - MEMBERSHIP**
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47 **3.1 Classes and Qualifications**

48 Any individuals, business firms and organizations in the SouthBay community areas
49 dedicated to the purposes of this organization shall be eligible for membership upon
50 approval of the membership application by the VP membership and the payment of such
51 dues and fees as the board may decide from time to time. Upon approval of the membership
52 application, the VP-Membership will advise the new member of acceptance, require
53 payment of membership dues, and submit to Treasurer/Assistant Treasurer. Official
54 members shall then be duly recognized during the next general meeting and will be given
55 a Certificate of Membership, a copy of the Constitution and By-Laws (soft copy upon
56 request), and an official welcome kit in a timely manner.

57 **3.2 Voting Members**

58 Paid members in good standing and Business Partners shall have the right to vote, as set
59 forth in these bylaws, on the election of the Board of Directors, on the disposition of all or
60 substantially all of the assets of the organization, on any merger and its principal terms and
61 any amendment of these terms, and on any election to dissolve the organization, In addition,
62 those members shall have all rights afforded members under the California Nonprofit
63 Mutual Benefit Corporation Law. If the organization is dissolved, all assets of the
64 organization shall be donated to a charity of which the board of directors has voted upon,
65 remaining after payment or provision for payment of the obligations and debts of the
66 organization and provision for any other payment required under applicable law. Associate
67 members do not have voting rights. Proxy and absentee voting shall not be allowed.

68 **3.3 Dues, Fees, and Assessments**

69 Each member must pay their annual dues every 1st of January of each year in accordance
70 with the membership classification per calendar year. Membership dues may be amended
71 by the board if approved by majority. Membership dues are delinquent, after a 30-day
72 grace period, on January 31. Membership not paid will be placed in an inactive status.
73

74 **Regular Membership (one-year membership, no website link)**

- 75 A. Student members (up to 26 years old) - \$10
- 76 B. Individual Membership - \$50.00
- 77 C. Non-Profit - \$75.00
- 78 D. Small Business (Less than 25 employees) - \$100.00
- 79 E. Corporation \$150.00 (entitles up to 2 members, 1 vote each)

80
81 **Premium Membership (two-year membership, with website link)**

- 82 A. Student members (up to 26 years old) - \$20.00
- 83 B. Individual Membership - \$100.00
- 84 C. Non-Profit - \$150.00
- 85 D. Small Business (Less than 25 employees) - \$200.00
- 86 E. Corporation \$300.00 (entitles up to 2 members, 1 vote each.)

90 **Lifetime Membership (with website link)**

- 91 A. Lifetime Individual of \$300.00
- 92

93 **Associate Membership (No voting rights, no website link)**

- 94 A. Paying Associate Member – any membership contracted or arranged with
95 another organization on a special membership fee and approved by the
96 board. Membership is for one year.
- 97 B. Non-paying Associate Member – Vendors/businesses participating in the
98 Membership Discount Program. For annual review of the board.
- 99 C. Honorary Associate Member (no membership fees required) - Individuals
100 with certain expertise, key leaders, prominent community members or
101 someone whose distinguished service will significantly contribute to the
102 attainment of the goals of the organization or whose membership will add
103 credibility to the chamber. Membership shall be approved by the board and
104 reviewed annually.
- 105

106 **Business Partner**

107 A Business Partner Membership can also be awarded to individuals or business
108 entities (premium membership valued at \$100 or \$300, respectively) with all
109 membership rights to one representative as approved by the board. Business Partner
110 Membership is for individuals (ex. workshop speakers) and business entities (ex.
111 Hotels, venues & businesses with more than 25 employees) that provide services
112 which benefit the organization in lieu of membership fees. Membership includes
113 one voting right and website link.

114

115 **3.4 Good Standing**

116 Those members who have paid the required dues, fees, and assessments in full in accordance
117 with these bylaws and who are not suspended or otherwise terminated shall be members in
118 good standing. Officers and Board Members are required to be in good standing for the
119 duration of their tenure in order to maintain their post.

120

121 **3.5 Termination and Suspension of Membership**

122 **3.5.1 Causes of Termination**

123 A membership shall terminate upon the occurrence of any of the following events:

- 124
- 125 a. Resignation of a member, on reasonable notice to the Chamber;
 - 126 b. Expiration of the period of membership;
 - 127 c. Failure of a member to pay dues, fees, or assessments as set by the board after they become
128 due and payable;
 - 129 d. Death of a member;
 - 130 e. Any member found to be in a conflict of interest with the chamber such as doing business
131 for personal gain. (See Code of Ethics).
 - 132 f. Expulsion with a reasonable cause, including but not limited to any member found to be
133 non-compliant with any provision of these bylaws.
 - 134 g. For conduct unbecoming a member or prejudicial to the aims or repute of the organization.

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3.5.2 Suspension of Membership

A member may be suspended based on the good faith determination by the board, or by the committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the organization's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization. A person whose membership is suspended shall not be a member, and consequently not be an officer / board member, during the period of suspension.

3.5.3 Procedure for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

- a. The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. (Any notice given by mail shall be sent by first-class or registered mail to the member's last known address as shown on the organization's records.)
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board.
- c. The board shall decide by majority vote whether or not the member should be expelled, suspended, or sanctioned in some other way. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination. Such action must be endorsed by at least three (3) current board members.

3.5.4 Transfer of Memberships

A membership may not be transferred to another person, business, or organization and there is no refund for the unexpired portion of the dues.

3.5.5. Non- Liability of Members

No member shall be personally held liable for the debts, liabilities, or obligations of the organization.

3.6 Grandfather Policy

All Premium and Lifetime Membership prior to Aug 2018 incorporation shall continue to become members under the new incorporation depending on the expiration of their dues.

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ARTICLE IV -MEETINGS OF MEMBERS

4.1 Place of Meeting

Meetings of the members shall be held at any place designated by the President given before the meeting. In the absence of any such designation, members' meetings shall be held at the organization's principal office.

4.2. Annual Meeting

An annual members' meeting shall be held on the first Monday of November of each year at 6:30 P.M. unless the board fixes another date or time and so notifies members. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At every annual meeting, eleven directors for the succeeding year shall be elected and any other proper business may be transacted.

4.2 Special Meetings

4.2.1 Persons Authorized to Call

A special meeting of the members for any lawful purpose may be called at any time by the board, or by the President, or 50 % or more of the members. Notice shall be made by the Corresponding Secretary.

4.2.2 Calling Meetings

A special meeting called by any member (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the secretary of the corporation. The secretary receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person(s) requesting the meeting may give the notice.

4.3 Notice Requirements for Members' Meetings

4.3.1 General Notice Requirements

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted (2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members.

221 **4.3.2 Notice of Certain Agenda Items**

222 Approval by the members of any of the following proposals, other than by unanimous
223 approval by those entitled to vote, is valid only if the notice or written waiver of notice states
224 the general nature of the proposal or proposals:

- 225 a. Removing a director without cause;
- 226 b. Filling Vacancies on the board;
- 227 c. Amending or approval for the articles of incorporation;
- 228 d. Approving a contract or transaction between the corporation and one or more
229 directors, or between the organization and any entity in which a director has a
230 material financial interest;
- 231 e. Electing to wind up and dissolve the organization.

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233 **4.3.3 Manner of Giving Notice**

234 Notice of any meeting of members shall be in writing and shall be given at least 10
235 but no more than 30 days before the meeting date. The notice shall be given either personally,
236 or by first-class, registered, or certified mail, or by e-mail, or by other means of written
237 communication, charges prepaid, and shall be addressed to each member entitled to vote, at
238 the address of that member appearing on the books of the organization or at the address of that
239 member given by the member to the organization for purposes of notice. If no address appears
240 on the organization's books and no address has been so given, notice shall be deemed to have
241 been given if either (1) notice is sent to that member by first-class mail or telegraphic or other
242 written communication to the organization's principal office or (2) notice is published at least
243 once in a newspaper of general circulation in the county in which the principal office is located.

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245 **4.3.4 Affidavit of Mailing Notice**

246 An affidavit of the mailing of any notice of any members' meeting, or of the giving of such
247 notice by other means, may be executed by the secretary, assistant secretary, or any transfer
248 agent of the organization, and if so executed, shall be filed and maintained in the organization's
249 minute book.

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251 **4.4 Quorum**

252 **4.4.1 Quorum**

253 More than fifty percent (50%) percent of the members shall constitute a quorum for the
254 transaction of business at any meeting of members, provided, however, that if any regular or
255 annual meeting is actually attended in person by less than one third of the voting power, the
256 only matters that may be voted on are those of which notice of their general nature was given.

257 **4.4.2 Loss of Quorum**

258 The members present at a duly called or held meeting at which a quorum is present may
259 continue to transact business until adjournment, even if enough members have withdrawn to
260 leave less than a quorum, if any action taken is approved by at least a majority of the members
261 required to constitute a quorum.

262 **4.4.3 Waiver by Attendance**

263 A members' attendance at a meeting shall also constitute a waiver of notice or and presence at
264 that meeting, unless the member objects at the beginning of the meeting to the transaction of

265 any business because the meeting was not lawfully called or convened. Also, attendance at a
266 meeting is not a waiver of any right to object to the consideration of matters required to be
267 included in the notice of meeting but not so included, if that objection is expressly made at the
268 meeting.

269 **4.4.4 Action Without a Meeting**

270 Any action required or permitted to be taken by the members may be taken without a meeting,
271 if a majority of member's (more than 50%) consent in writing to the action. The written
272 consent(s) shall be filed with the minutes of the proceedings of the members. The action by
273 written consent shall have the same force and effect as the unanimous vote of the members.

274 **4.4.5 Waiver of Notice or Consent**

275 The transactions of any members' meeting, however called or noticed and wherever held, shall
276 be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum
277 is present in person and (2) either before or after the meeting, each member entitled to vote,
278 who is not present in person, signs a written waiver of notice, consent to the holding of the
279 meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not
280 specify either the business to be transacted or the purpose of any meeting of members, except
281 that if action is taken or proposed to be taken for approval of any of those matters, the waiver
282 of notice, consent, or approval shall state the general nature of the proposal. All such waivers
283 consent or approvals shall be filed with the corporate records or made a part of the minutes.

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285 **ARTICLE V – VOTING**

286
287 **5.1 Manner of Voting**

288 At all meetings, except for the election of officers and directors, all votes shall be by open
289 ballot. For election of the Board of Directors, ballots shall be provided and there shall not
290 appear any place on such ballot that might tend to indicate the person who cast such ballot.
291 Proxy and absentee voting shall not be permitted.

292 At any regular or special meeting, if a majority so requires, any question may be voted upon
293 in the manner and style provided for election of officers and directors (refer to Election
294 Guidelines).

295 At all votes by ballot, the President of such meeting shall, prior to the commencement of
296 balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall,
297 at the conclusion of such balloting, certify in writing to the President the results and the
298 certified copy shall be physically affixed in the minute book to the minutes of that meeting.

299 No inspector of election shall be a candidate for office or shall be personally interested in
300 the question voted upon.

301 On regular business matters, a vote by a simple majority when a quorum is present will pass
302 the measure taken.

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304 **5.2 Manner of Casting Votes**

305 At all meetings, except for the election of Board of Directors, all votes shall be by open voting.
306 At any regular or special meeting, if a majority so requires, any question may be voted upon

307 in the manner and style provided for election of officers and directors (refer to Election
308 Guidelines).

309 Prior to the commencement of balloting, the President of such meeting shall appoint a
310 committee of three who shall act as "Inspector of Election" and who shall, at the conclusion
311 of such balloting, certify in writing to the President the results and the certified copy shall be
312 physically affixed in the minute book to the minutes of that meeting.

313 No inspector of election shall be a candidate for office or shall be personally interested in the
314 position voted upon.

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316 **5.3 Approval by Majority Vote**

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318 If a quorum of more than 50% of members in good standing is present, the affirmative vote
319 of the majority of the voting power represented at the meeting shall be the act of the
320 members. In case a quorum is not met, then Section 4.4.2 will apply.

321

322 **ARTICLE VI - ORDER OF BUSINESS**

323

324 **6.1 The Order of Business of Meetings:**

- 325 Meet and Greet
- 326 Call to Order / Opening Prayer
- 327 Welcoming of New Members / Awarding of Certificate of Membership
- 328 Introduction / Elevator Speech
- 329 Officer's Report
- 330 Unfinished Business/New Business
- 331 Featured Business Presentation of selected member
- 332 Announcements / Events / Others (limited to members only, no guests allowed)
- 333 Adjournment

334

335 **ARTICLE VII – DIRECTORS**

336

337 **7.1 Powers**

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339 **7.1.1 General Corporate Powers**

340 The Board of Directors shall be the governing and policy making body of the organization.

341 Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation
342 law and any other applicable laws, and subject to any limitations in the articles of incorporation
343 and bylaws regarding actions that require the approval of the members, the corporation's activities
344 and affairs shall be managed, and all corporate power shall be exercised, by or under the board's
345 direction.

346 **7.1.2 Specific Powers**

347 Without prejudice to the general powers hereinbefore set forth but subject to the same limitations,
348 the directors shall have the power to:

- 349 A. Appoint and remove at the discretion of the board all the organization's officers, agents,
350 members, and employees; prescribe powers and duties for them that are consistent with
351 the law, with the articles of incorporation, and with these by-laws.

- 352 B. Change the principal office or the principal business office in California from one
353 location to another; cause the corporation to be qualified to conduct its activities in any
354 other state, territory, dependency, or country; conduct its activities within or outside
355 California, and designate any place within or outside California for holding any
356 meeting of members.
- 357 C. Adopt and use a corporate seal; prescribe the forms of membership certificates
358 consistent with the provisions of Section 731.3 of the California Corporations Code;
359 and alter the forms of the seal and certificates.
- 360 D. Borrow money and incur indebtedness on behalf of the corporation and cause to be
361 executed and delivered for the corporation's purposes, in the corporate name,
362 promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,
363 hypothecations, and other evidences of debt and securities.
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365 **7.2 Number and Qualification of Directors**

366 All elected Directors shall be a member in good standing and cannot hold the same office for
367 two consecutive terms, except with the express written consent of the majority (more than 50%)
368 of the membership. New candidates must be at least 60 days active member prior to election.
369 Current board of directors running for re-election must have attended and participated in the
370 organization's events at least six (6) monthly general meetings and more than two (2) other
371 organization event (mixers, gala's, workshops, etc.) within the last calendar year as a
372 requirement in order to qualify to be elected as director (see Election Guidelines).

373

374 The authorized number of directors shall be eleven (11), to be elected by the voting general
375 members in good standing.

376

377 No three members who are related by kin or through marriage shall simultaneously hold the
378 offices of President, Treasurer, and Auditor.

379 **7.3 Election, Designation, and Term of Office**

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381 All directors shall be elected at the annual meeting (November) by the general membership;
382 however, if any such directors are not elected at any annual meeting, they may be elected at any
383 special member's meeting held for that purpose or by written ballot. Each director, including a
384 director elected to fill a vacancy or elected at a special members' meeting or by written ballot,
385 shall hold office until expiration of the term for which elected and until a successor has been
386 elected and qualified. Each director shall hold office for one (1) year or until a successor has been
387 qualified and designated. The directors/officers shall assume their duties on January 1st.

388 The election of officers among the newly elected directors shall be conducted in the presence of
389 the outgoing and incoming board of directors with date set by the outgoing president of the
390 organization. Incoming directors shall then elect the officers among themselves, subject to
391 section 5.2 manner of casting votes (refer to Election Guidelines).

392 Election for each officer position shall be commensurate to the qualification of the director. No
393 prior service to the organization shall be required to be eligible for any of the officer's position.

394 If an officer position, except the president, secretary and treasurer position, cannot be filled
395 among the directors, such officer position shall be made open to the general membership by
396 election or by appointment in the manner decided upon and approved by the board. Such officer
397 shall not be considered a board member but may attend board meetings without voting right.

398

399 **7.4 Vacancies on Board**

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401 **7.4.1 Events Causing Vacancy**

402 A vacancy or vacancies on the board shall exist on the occurrence of the following:

- 403 (a) The death, resignation, or termination of any director;
- 404 (b) The declaration by resolution of the board of a vacancy in the office of a director who
405 has been declared of unsound mind by an order of court, convicted of a felony, or found
406 by final order or judgment of any court to have breached a duty under Article 3 of
407 Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- 408 (c) or declared by the Board to have committed acts such as theft of corporate funds or
409 assets, destroying the good reputation and well-being of the corporation, and acts
410 inconsistent with our by-laws, code of ethics, and house rules.

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412 **7.4.2 Resignations**

413 Any director may resign by giving written notice to the President or the secretary of the board.
414 The resignation shall be effective when the notice is given unless it specifies a later time for
415 the resignation to become effective. If a director's resignation is effective at a later time, the
416 board may elect a successor to take office as of the date when the resignation becomes
417 effective.

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419 **7.4.3 Terminations and Removals**

420 **7.4.3.1** Directors who are unable to attend the board meeting shall advise the Secretary verbally
421 or in writing at least one day before the meeting stating the cause of the inability to attend
422 subject to provision 7.5.1. Failure to attend or otherwise participate in 3 consecutive general
423 meetings and organization's events, or missing 60% of organization's events in a calendar year
424 without a valid excuse, as determined by the board will result in automatic removal from the
425 board. Examples of valid excuses include sickness, death in the family, travel, work related
426 duties, etc. If for whatever reason something is preventing the individual director from
427 performing the duties required by his/her position, he/she would then be given the option by
428 the board to step down from his/her post.

429 **7.4.3.2** Directors/Officers/Board of Advisors who had been removed from their position may
430 remain as regular members.

431

432 **7.4.4 Filling Vacancies**

433 Upon vacancy of the President position, anyone from the board of directors shall be eligible to
434 be elected as president by the board. The vacated position shall be open to any other interested
435 board of director/officer. In the event that none of the board of directors/officers is interested
436 or not qualified for the vacated position, such vacancy will be offered to the general

437 membership with more than 50% vote or by appointment of the directors in the manner decided
438 upon and approved by the board, subject to Section 7.3 Election, Designation and Term of
439 Office.

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441 **7.5. Directors' Meetings**

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443 **7.5.1 Place of Meetings**

444 Meetings of the board shall be held at any place that has been designated by resolution of
445 the board or in the notice of the meeting or, if not so designated, at the principal office of the
446 organization.

447 In the event that a director is unable to physically attend a board meeting, accommodations
448 shall be made to allow him/her participate via teleconference or other means of communication
449 through which all participating in the meeting can hear each other clearly. Participation in a
450 meeting pursuant to this section, allowed once in every quarter or as approved by the board,
451 constitutes presence in person at the meeting

452 **7.5.2 Annual Meeting**

453 Immediately after each annual meeting of members (November), the board shall hold a
454 regular meeting for purposes of organization, election of board of directors/officers and
455 transaction of other business.

456 **7.5.3 Regular Meetings**

457 Regular monthly meetings of the board shall be held on the third Thursday of each month at
458 such time and place as the board may declare from time to time.

459 **7.5.4 Special Meetings**

460 Special meetings of the board for any purpose may be called at any time by the president or
461 vice president, or the secretary or any two directors.

462 **7.5.5 Notice**

463 Notice of the time and place of special meetings shall be given by the Secretary to each director
464 by one of the following methods: (a) by personal delivery of written notice; (b) by first-class
465 mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the
466 director's office who would reasonably be expected to communicate that notice promptly to
467 the director; (d) by email; (e) or through Social Media. All such notices shall be given or sent
468 to the director's address, telephone number, or email as shown on the records of the
469 corporation.

470 **7.5.6 Time Requirements**

471 Notices sent by email at least seven days before the time set for the meeting. Notices given
472 by personal delivery or telephone, shall be delivered 3 days before the time set for the
473 meeting.

474 **7.5.7 Expenses for meeting**

475 The organization shall set aside special funds to defray the costs of necessary expenses
476 associated with running a meeting, i.e. food, marketing, etc. Meal amount to be
477 determined by the current board.

478

479 **7.6 Quorum**

480 A majority (more than 50%) of the authorized number of directors shall constitute a quorum
481 for the transaction of business. Every action taken or decision made by a majority of the
482 directors present at a duly held meeting at which a quorum is present shall be the act of the
483 board. A meeting at which a quorum is initially present may continue to transact business,
484 despite the withdrawal of directors, if any action taken or decision made is approved by at least
485 a majority of the required quorum for that meeting.

486 **7.7 Adjournment**

487 A majority of the directors present, whether or not a quorum is present, may adjourn any
488 meeting to another time and place.

489 **7.8 Compensation and Reimbursement**

490 Directors, officers and members of committees may not receive compensation for their
491 services as directors or officers.

492 Reimbursement of expenses, as the board may determine to be just and reasonable as to the
493 organization at the time that the resolution is adopted may be approved, no more than \$100.00
494 or such amount that may be approved by a resolution by the board.

495

496 **7.9 Conflict of Interest**

497 Board of directors have a fiduciary duty to conduct themselves without conflict of interest to
498 the organization. In their capacity as board of directors, they must subordinate personal,
499 individual business, third party and other interests to the welfare and best interest of the vision
500 and mission of the organization.

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502 Any board of director or officer having an interest of conflict in a transaction presented to the
503 board for authorization, approval, or ratification shall make a prompt, full and frank
504 disclosure of his/her interest to the board prior to its acting on such transactions. Such
505 disclosure shall include any relevant and material facts, known to such person, about the
506 transaction which might reasonably be construed to be adverse to the interest of the
507 organization. Any board of director and/or officer including Board of Advisors shall not
508 hold a similar position in another organization which has a conflicting interest to the
509 organization.

510 Any interested person having a duality of interest or possible conflict of interest on any
511 matter should not vote or use his/her personal influence on the matter. That person shall
512 leave any meeting during the discussion of the matter. However, he/she may be counted in
513 determining a quorum for the meeting at which the matter is voted on, as permitted by law.

514 **7.10 Board of Advisors**

515 All past presidents of the organization who are Lifetime Members are Honorary Members
516 of the Board of Advisors with voting rights. They provide additional leadership support to
517 the board of directors and valuable input on critical chamber and community issues and
518 major projects of the organization.

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520 **ARTICLE VII - OFFICERS**

521

522 **8.1 Officers of the Organization**

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524 The officers of the organization shall be a President/Chairman of the Board, Four (4) Vice
525 Presidents (VP-Budget & Finance, VP-Membership, VP-Program & VP-Marketing &
526 Public Relations), a Corresponding Secretary, a Recording Secretary, a Treasurer, an
527 Assistant Treasurer, an Auditor.

528

529 **8.2 Vacancies in Office**

530

531 A vacancy in office because of death, resignation, removal, disqualification, or any other
532 cause shall be filled in the manner prescribed in these bylaws for regular appointments to that
533 office, provided, however, that vacancies need not be filled on an annual basis.

534

535 **8.3 Responsibilities of Officers**

536

537 **8.3.1 President**

538

539 Subject to such supervisory powers as the board may give to the chairman of the board and
540 subject to the control of the board, the President shall also serve as the Chairman of the
541 Board, and shall supervise, direct, and preside at all members' meetings and at all board
542 meetings. The President shall be a voting member of the board by casting the last vote in
543 all roll call votes.

544

545 **8.3.2 Vice Presidents**

546 The four (4) Vice Presidents shall act at the direction of the President. In the absence or
547 disability of the President, anyone of the four Vice Presidents selected by the board shall
548 assume the role of the President until the end of the absence or disability. When so acting,
549 the designated VP shall have all powers and perform such other duties as the board or the
550 bylaws may prescribe and be subject to all restrictions by the President.

551

552

553 **8.3.2.1. VP-BUDGET & FINANCE**

554 Develop annual operating budget planning and forecasting for the organization for board
555 approval. Manage and monitor the annual budget process. Review each project to oversee
556 if budget is adhered to and make recommendations as necessary. The budget will act as a
557 guideline for the expenditure's authorization during the ensuing year. Amendment to the
558 budget shall require board approval. Attend general membership meetings on the 1st

559 Monday of each month. Perform such other duties as may be assigned by the President and
560 / or Board of Directors.

561
562 **8.3.2.2. VP — MEMBERSHIP**

563 Develop approaches to increase membership of the organization and bring old members
564 back (B.O.M.B.). In all the organization's events and meetings, recruit and motivate
565 qualified potential members in SouthBay LA area to join the organization. Create
566 collaborative working relationship within the organization to keep and retain existing
567 members. Promote the Membership Discount Program. Increase the participation of the
568 current members, associate members and community businesses to join the discount
569 program. Attend general membership meetings on the 1st Monday of each month. Perform
570 such other duties as may be assigned by the President and/or Board of Directors.

571 **8.3.2.3. VP – PROGRAMS**

572 Coordinate the organization's annual events; the Induction Gala, Filipino American
573 Friendship Day, Filipino American History Month, monthly networking
574 meetings/mixers, quarterly workshops and other activities. Collaborate with all the
575 board members, officers and committee chairs for various activities of the organization
576 on their plans of action for all the event's programs. Develop strategical & operational
577 new programs to improve the existing programs based on meeting the needs of the
578 members and manage implementation. Attend general membership meetings on the 1st
579 Monday of each month. Performs such other duties as may be assigned by the President
580 and/or Board of Directors.

581 **8.3.2.4. VP – MARKETING & PUBLIC RELATIONS**

582 Develop marketing plan and strategies in promoting the interest of the organization.
583 Create and implement comprehensive policies and programs related to corporate
584 marketing & communications. Coordinate all media contacts and ensure that the
585 organization is consistently getting print and digital coverage for all meetings, mixers,
586 workshops and big events. To implement the marketing plan & strategy as approved by
587 the board. Maintain positive relations with the media to advance the interests of the
588 organization. Attend general membership meetings on the 1st Monday of each month.
589 Performs such other duties a may be assigned by the President and/or Board of
590 Directors.

591 **8.3.3 Secretary**

592 **8.3.3.1 Recording Secretary**

593 The Recording Secretary, who shall also serve as the secretary of the Board of Directors,
594 shall keep at the corporation's principal office or such other place as the board may direct,
595 a book of minutes of all meetings, proceedings, and actions of the board, of committees of
596 the board, officers' meeting, and of members' meetings. The minutes of meetings shall
597 include the time and place that the meeting was held, whether the meeting was annual,
598 regular or special, and, if special, how authorized, the notice given, the names of those
599 present at board and committee meetings, and the number of members present or
600 represented at members' meetings. The Recording Secretary shall keep at the principal
601 office in California, a copy of the articles of incorporation and bylaws, as amended to date.

602 The Recording Secretary shall keep at the organization's principal office or at a place
603 determined by resolution of the board, a record of the corporation's members, showing each
604 member's name and address. The Recording Secretary shall keep the corporate seal, once
605 obtained, in safe custody. Attend general membership meetings on the 1st Monday of each
606 month. Perform such other duties as may be assigned by the President and/or Board of
607 Directors.

608

609 **8.3.3.2 Corresponding Secretary**

610 The Corresponding Secretary, shall give notice of all meetings of members and of the board,
611 and of committees of the board required by these bylaws to be given. Minutes of meetings
612 and other pertinent information needed prior to the meetings shall be given by the
613 Corresponding Secretary to members in good standing as required. All communication by
614 the Chamber including notices and invites to events will have to be carried out by the
615 Corresponding Secretary, unless instructed otherwise. Attend general membership meetings
616 on the 1st Monday of each month. Perform such other duties as may be assigned by the
617 President and/or Board of Directors.

618

619 **8.3.4.1 Treasurer**

620 The Treasurer shall keep and maintain adequate and correct books and accounts of the
621 organization's properties and transactions. At all board meetings, the Treasurer shall send
622 to the directors such financial statements and reports as are required to be given by law, by
623 these bylaws, or by the board. The books of account shall be open to inspection by any
624 member and director at all reasonable times.

625 The Treasurer shall deposit all money and other valuables in the name and to the credit of
626 the organization in a federally insured US financial institution. Any amount in excess of
627 \$2,000 in the checking account of the organization, at any point in time as determined by
628 the board, shall be deposited to the savings account of the organization. The Board of
629 Directors may cause such funds to be invested in any investments as shall be legal for a
630 non-profit corporation in the state of California. All monies deposited in a single institution
631 shall not exceed the maximum amount covered by federally guaranteed deposit insurance.

632 The treasurer shall disburse the organization's funds as the board may order, shall render
633 to the president/chairman of the board, if any, and the board, when requested, an account
634 of all transactions and the financial condition of the organization.

635 The Treasurer is also responsible for informing the VP Membership about expired
636 membership dues that have not been renewed at the start of every calendar year. Attend
637 general membership meetings on the 1st Monday of each month. Perform such other duties
638 as may be assigned by the President and/or Board of Directors.

639

640 **8.3.4.2 Assistant Treasurer**

641 Assist the Treasurer in the cash management activities of the organization. Responsible for
642 collecting all payments from all activities, assist in collecting membership fees and makes
643 bank deposits. Provide copies of check deposits and the corresponding deposit slips to the

644 Treasurer (soft or hard copies). Identify all payments for proper recording of the Treasurer.
645 Present the financial report in the board meetings in the absence of the Treasurer. Attend
646 general membership meetings on the 1st Monday of each month. Perform such other duties
647 as may be assigned by the President and/or Board of Directors.

648

649 **8.3.5 Auditor**

650 The Auditor shall audit the books of accounts each quarter and after end of year closing of
651 books and render a report of the audit to the President within 30 days and 60 days
652 respectively after each audit of books. Ensures that the accounting system is efficient and
653 the use of generally accepted accounting procedures in compliance with the organization's
654 policies. Recommend controls to ensure system reliability and data integrity. Establish
655 guidelines for discovering and preventing fraud. Attend general membership meetings on
656 the 1st Monday of each month. Perform such other duties as may be assigned by the
657 President and/or Board of Directors.

658
659 No officer shall, by reason of his/her office, be entitled to receive any salary or compensation, but
660 nothing herein shall be construed to prevent an officer or director for receiving any compensation
661 from the organization for duties other than as a director or officer.

662

663 **ARTICLE 1X - COMMITTEES**

664

665 The board, by resolution adopted by a majority of the directors then in office, provided a quorum is
666 present, shall create the following committees:

667

668 **a. Membership Committee headed by VP — MEMBERSHIP**, whose principal duty is
669 to recruit new members, bring old members back (B.O.M.B.), keep & maintain current
670 members and to administer in a timely and fair manner all the services that members
671 are entitled to receive;

672

673 **b. Government Affairs Committee headed by VP — BUDGET & FINANCE**, to
674 monitor and report to the Board of Directors all matters of legislation, regulation, and
675 similar authoritative sources which affect the conduct of business of the members of the
676 organization at the local, state and national level;

677

678 **c. Marketing headed by VP – MARKETING & PUBLIC RELATIONS**, responsible
679 for the marketing plan and strategies in promoting the interest of the organization. To
680 implement the marketing plan as approved by the Board of Directors and maintain
681 positive relations with the media to advance the interests of this organization;

682

683 **d. Businesses, Career, and Professionals headed by VP - PROGRAM**, to develop and
684 support the Filipino American Business, Career, and Professional issues and causes in
685 resources, commerce, heritage, and aspirations.

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687 **ARTICLE X - FINANCIAL MATTERS**

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10.1 The accounting and tax year shall be the calendar year. Audited quarterly and year-end financial reports must be submitted to the board, 30 days and 60 days respectively after end each audit.

10.2 Accounting records shall be maintained in accordance with generally accepted accounting principles.

10.3 The Board of Directors shall implement policies and procedures that meet anti-fraud and corporate responsibility. Measures to be taken shall include the adoption of a good system of internal accounting controls. General guidelines include the following.

- a. Adoption of basic controls — physical access by only authorized persons; segregation of custodial duties from record-keeping duties (cannot be held by the same person); preparation of accounting analyses and reconciliations.
- b. Strong supervision to prevent concealment of fraud; fraud awareness; adoption of a system of approval, review, double-checking and redoing.
- c. Audit — work includes fraud detection and developing fraud prevention mechanisms.

10.4 Bank Accounts

- a. Opening, closing and transferring of any bank account(s) shall only be with approval by the Board of Directors.
- b. There must be two signatories to the bank account(s) as follows:
 - The President and Treasurer
 - The Secretary (in the absence of the President) and VP-Budget & Finance (in the absence of the Treasurer)
- c. The Board shall, by resolution, approve the change-over of signatories at the end of the officer’s term of office to allow for the incoming signatories to take over.
- d. Any amount in excess of \$2,000 in the checking account of the organization, at any point in time as determined by the board, shall be transferred to the savings account of the organization. The Board of Directors may cause such funds in the savings account to be invested in any investments as shall be legal for a non-profit corporation in the state of California.
- e. Investment account, as approved by the board, shall be established for purpose of long-term goals of the organization.

732 **10.5 Income Tax Returns**

733

734 The VP Budget & Finance and Treasurer of the organization shall prepare and file all
735 required income tax returns during their terms, upon approval of the Board, in a timely
736 manner following the year of their term.

737

738 **10.6 Discharging Conflict of Interest**

739 All conflicts of interest must be disclosed to the board of directors. After disclosure is made,
740 the fiduciary with a conflicting interest must not participate in discussion or evaluation of
741 the merits of that matter unless to respond to specific questions asked by the board of
742 directors.

ARTICLE XI - TRANSITORY PROVISIONS

11.1 Board of Directors

The founding signatories of the newly incorporated organization are the board of directors beginning the date of incorporation until the new board of directors are installed in the following year.

11.2 Officers

The founding President, Secretary & Treasurer as indicated in the incorporation papers shall be the President, Secretary & Treasurer of the newly incorporated organization until the new board of directors and officers are installed.

11.3 Transition Board

A transition board consisting of both the incoming and outgoing directors shall meet at the regular December board meeting for the purpose of effecting the transfer of duties, turnover of documents and properties, the conduct of regular business of the organization and whatever other related purposes the President shall deem to be appropriate. These bylaws honor the election of the eleven board of directors and officers for 2019.

ARTICLE X11 – AMENDMENTS

These bylaws may be altered, amended, repealed, and approved by the board of directors and the Board of Advisors, to be ratified by the general membership with an affirmative vote of the majority (more than 50%) of the paid members in good standing. Amendment can be made once a year by a resolution of the board in accordance with the law.

ARTICLE X11I – RULES OF ORDER

The organization shall follow the Roberts Rule of Order as a meeting procedure.

ADOPTED by the board of directors of the Filipino American Chamber of Commerce of SouthBay Los Angeles Area (FACC-SLAA) on November 27, 2018 in Carson California, USA.

- 1) Florencia Herrera – President, Board Member (Original copy signed)

- 2) Maria Cecilia Aluning – Secretary, Board Member (Original copy signed)

- 3) Jay Lee – Treasurer, Board Member (Original copy signed)

- 4) Jun Moises Aglipay – Board Member (Original copy signed)

- 5) Evelyn Andamo – Board Member (Original copy signed)

- 6) Henrick Macalintal – Board Member (Original copy signed)

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected secretary of the Filipino American Chamber of Commerce of SouthBay Los Angeles Area (FACC-SLAA), that the above bylaws, consisting of 19 pages are the bylaws of this corporation as adopted by the board of directors on November 27, 2018 and that they have not been amended or modified since that date.

Executed on November 27, 2018 in Carson California USA.

(Original copy signed)
Maria Cecilia Aluning

Recording Secretary