

**THIRD AMENDED BY-LAWS OF THE
FILIPINO BAR ASSOCIATION OF NORTHERN CALIFORNIA (FBANC)**

**Article I.
NAME AND PURPOSE**

Section 1.01 Name. The name of this organization shall be “The Filipino Bar Association of Northern California” (the “Association”). The complete name of the Association, with or without the initial article “The” or its abbreviation (“FBANC”), shall be used in all transactions of official business of the Association.

Section 1.02 Purpose. FBANC was formed to provide Filipino/a/x and Filipino American lawyers and law students in Northern California with professional development and educational assistance. Through the volunteer work of its members, FBANC offers various service programs, including regular free legal clinics, professional development programs for attorneys, and mentorship for law students and attorneys. The organization also provides a voice for and advocates on behalf of Filipino American interests in various forums.

Section 1.03 Nondiscrimination. FBANC shall not discriminate by reason of race, creed, age, color, sex, religion, ethnicity, national origin, political belief, sexual orientation, gender identity, or disability.

Section 1.04 Articles of Incorporation. These By-laws incorporate by reference the Association’s Articles of Incorporation, filed with the California Secretary of State, and are to be interpreted to be consistent with the Articles of Incorporation. To the extent any conflict exists between these By-laws and the Articles of Incorporation, the Articles of Incorporation control.

**Article II.
MEMBERS**

Section 2.01 Categories of Membership

(a) Active Member. (1) Any attorney in good standing with the California State Bar or (2) any attorney in good standing with the Bar of any other state, the Commonwealth of Puerto Rico or the District of Columbia.

(b) Student Member. Any individual attending an American Bar Association accredited law school or any law school in the State of California, or any individual intending to sit for the California State Bar Examination. Student Members shall be entitled to all privileges and rights of Active Members, excluding the privilege to hold office.

(c) Community Member. Any individual who does not fall within the categories identified in subparagraphs (a) and (b). Community Members shall be entitled to all privileges and rights of Active Members, excluding the privilege to hold office.

(d) Paid Member. Any individual identified in subparagraphs (a), (b), and (c) who has paid their annual dues under Section 2.02.

Section 2.02 Requirements for Membership

(a) Payment of Dues. Except as provided below, each Member must pay the required dues annually. All memberships requiring payment of dues expire one year from the date of membership origination or membership renewal. If a Member fails to pay the required dues after receiving 30 days notice from the Membership Committee, such Member's membership will be terminated and such Member may be removed from the membership rolls. Any Member who is in default in the payment of dues shall have no voting rights, for so long as such default continues.

(b) Assessment of Dues. The Board shall from time to time determine the annual dues to be assessed for each membership category. Any changes in dues shall take effect at such time as may be approved by the Board.

(c) Lifetime Memberships. Pursuant to resolution, the Board may provide for Lifetime Memberships, exempting certain Members from paying dues as provided in subparagraph (b) above.

Section 2.03 Removal or Suspension. Any Member who is suspended from the practice of law or disbarred by a bar of any state, the Commonwealth of Puerto Rico, or the District of Columbia shall automatically be suspended from membership in this Association. Any Member may be suspended or expelled for misconduct in their relations to this Association or in the profession, both in adjudication thereof, in such manner as may be prescribed by these By-laws. Application for reinstatement may be made to the Board, which shall make such determination by majority vote.

Article III. OFFICERS AND DIRECTORS

Section 3.01 Number of Officers and Directors.

(a) The Association's Officers shall consist of a President, a President-Elect, a Vice President, a Treasurer, a Secretary, and an Officer-at-Large. Collectively, the Officers constitute the Executive Board for the Association ("Executive Board").

(b) The Association shall have no more than twenty Directors. The Officers shall, by resolution at the April Board Meeting, fix the number of Directors and specify the Directors' duties for the forthcoming Fiscal Year.

(c) Collectively, the Officers and Directors defined in this Section constitute the Board of Directors ("Board") for the Association.

Section 3.02 Election and Term of Office. Officers and Directors shall serve for a term of thirteen

months or until their successors have been installed, whichever comes first, or until the earlier of their death, resignation, or removal. Each Officer and Director must be an Active Member for the duration of their term. If a vacancy occurs during the term, the Board shall appoint a successor.

Section 3.03 Duties.

(a) The **President** shall:

- i. be the chief executive officer of the Association;
- ii. have general and active management of the business of the Association;
- iii. see that all orders and resolutions of the Board are carried out;
- iv. except as otherwise provided in these By-laws, appoint and/or remove the Chair(s) of each Committee. All such appointments shall end upon the expiration of the President's term; and
- v. have the power to create and appoint members of, one or more ad hoc committees as needed to fulfill specific functions. All such ad hoc committees and appointments thereto shall end upon the expiration of the President's term.

(b) The **President-Elect** shall:

- i. assist the President in the performance of their duties;
- ii. exercise the powers of the President, in the absence of the President;
- iii. assist in relations with the general public including but not limited to:
 - a. responding to inquiries from the general public about the Association;
 - b. responding to inquiries from the general public about referrals;
 - c. corresponding with sponsors and potential community partners; and
 - d. corresponding with judicial officers and their staff members.

(c) The **Vice President** shall:

- i. assist the President in the performance of their duties;
- ii. exercise the powers of the President and President-Elect, in the absence of the President and President-Elect;

- iii. act as the Chair of all community-related projects, including but not limited to legal clinics, law school outreach, college outreach, high school outreach, and other community service tasks that the Board chooses to be involved in;
- iv. oversee, coordinate, develop, manage and assist in sponsored programs and events of the Association; and
- v. assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The **Secretary** shall:

- i. be the recording secretary of the Board, shall act as clerk, record all votes and prepare the minutes of all Board and Special meetings;
- ii. prepare all correspondence to inform the Members and the Board as to the status of all orders, votes, and resolutions that call for some action or steps to be taken, given any required notice of all meetings, and inform the Board of all correspondence;
- iii. prepare all newsletters and email announcements regarding the Association's upcoming events or other Association related information that requires dissemination to the rest of the Association's membership;
- iv. manage and update the Association's events calendar and inform all affiliate organizations of upcoming events;
- v. prepare and file all documents necessary for maintaining the corporate existence of the Association, including filing the annual Statement of Information with the California Secretary of State;
- vi. manage and review handbooks and manuals of the Association; and
- vii. assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

(e) The **Treasurer** shall:

- i. plan, develop, implement and manage the financial resources and fundraising efforts of the Association;
- ii. make recommendations to the President regarding the Association's financial

- resources and fundraising efforts;
- iii. seek opportunities to increase the Association's financial resources through fundraising and sponsorship efforts;
 - iv. keep current and accurate accounts of receipts and disbursements of the Association;
 - v. collect all funds due to the Association and disburse funds as required to meet the obligations of the Association;
 - vi. keep the funds of the Association in a separate account to the credit of the Association, unless the Board directs otherwise;
 - vii. render to the President and the Board, as requested, but not less than once a year, regular accountings and reports of all transactions and of the financial condition of the Association;
 - viii. ensure that the Association files the appropriate tax returns; and
 - ix. assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

(f) The **Officer-at-Large** shall:

- i. serve as a liaison with the Foundation of the Filipino Bar Association of Northern California; and
- ii. assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

Section 3.05 Executive Board Powers

(a) Financial Expenditures. The Board may delegate to the Executive Board, for a period not to exceed one year, authority to spend Association funds without an Action of the Board. Any such delegation of authority must specify (1) the maximum amount the Executive Board may spend on any expenditure pursuant to the delegation of authority and (2) the maximum amount the Executive Board may spend per month pursuant to the delegation of authority.

(b) Actions of the Board. Excluding Financial Expenditures, by a unanimous vote, the Executive Board may take an Action of the Board without the participation of the Directors if the following conditions are met:

- i. Notice of the Action is given to the Board by electronic mail.
- ii. The Executive Board's vote on the Action is undertaken through electronic mail circulated to the Board.
- iii. No Board Member objects to the Action.

Article IV.
BOARD MEETINGS

Section 4.01 Meetings

(a) Notice of all Board meetings shall be in writing via electronic mail. The notice shall state the place, date, and hour of the meeting. In the case of a Special Meeting, the notice shall also state the purpose or purposes for which the meeting is called.

(b) The Board shall have the power to call Special Meetings of the Board for any purpose.

(c) The President shall preside over all meetings. The President may delegate the Chair to another member of the Board as required.

(d) Meetings may be held at such place as the Board may from time to time determine as may be designated in the notice of the meeting.

(e) Except as otherwise (1) determined by the Board at a duly convened meeting or (2) duly noticed to the Board by the President, regular meetings of the Board shall be held on the second Monday of the month; provided that if the second Monday of the month is a holiday, the meeting shall be held on an alternate day as agreed upon by the Board.

Section 4.02 Voting

(a) Right to Vote. Every Board Member in good standing shall be entitled to one vote.

(b) Vote by Proxy. Under California Non-Profit Corporations Law, California Corporations Code 7211(8)(c), no Director may vote at any meeting by proxy.

Section 4.03 Quorum. A quorum for the transaction of business shall be two-thirds (2/3) of the Board Members eligible to vote. Once quorum is present, withdrawal of Board Members from the meeting shall not negate quorum.

Section 4.04 Action of the Board. Except as otherwise provided by law or these By-laws, the vote of a majority of the Board Members present at a Board meeting shall constitute the Action of the Board, provided quorum is present at the time of the vote.

Section 4.05 Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof (including approval by electronic email or other form of electronic communication) is given by a unanimous vote of the Board Members in office.

Section 4.06 Meetings by Telecommunication. Board Members may participate in a meeting of the Board or committee by means of a conference telephone or similar communications allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.07 Absence from Board Meetings. Should any Board Member absent themselves from three or more Board meetings, their seat on the Board may be declared vacant by the majority vote of the Board, and the vacancy shall be filled. The Secretary shall promptly notify all Board Members if any Board Member is absent from three or more Board meetings during the Fiscal Year.

Article V. COMMITTEES

Section 5.01 Power to Appoint Committees: Except as otherwise provided by these By-laws, the Board or the President may establish one or more committees to consist of one or more Active Members. Except as otherwise provided by these By-laws or in any resolution of the Board establishing a committee, the President shall annually appoint one or more Chairs to lead each committee established under Section 5.01

Section 5.02 Power of Committees: Any such committee established under Section 5.01, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following:

- (a) Fill vacancies on the Board;
- (b) Adopt, amend, or repeal these By-laws;
- (c) Adopt, amend, or repeal a resolution of the Board; or
- (d) Act on matters specifically addressed by the By-laws or by resolution of the Board.

Section 5.03 Standing Committees. The standing committees of the Association shall be:

- (a) the Awards and Endorsement Committee;
- (b) the Communications Committee;
- (c) the Community Outreach Committee

- (d) the In-House Counsel Committee;
- (e) the Judicial Appointments Committee;
- (f) LGTBQ Committee
- (g) the Professional Development Committee;
- (h) the Scholarship Committee;
- (i) the Women's Committee;

and such other standing committees as may be created from time to time by resolution of the Board. Such resolutions shall define the respective powers and duties of such standing committees. Except as otherwise provided herein, the President annually shall appoint the Members, designate the Chair, and fill vacancies for each standing committee. When a standing committee is organized, it shall be the Chair's duty to submit to its Members such matters for the consideration of the committee as any Member may desire, or that the Chair may deem germane to the objectives for which the committee was appointed.

Article VI. ELECTIONS AND VACANCIES

Section 6.01 Eligibility for Election.

(a) Announcement of Candidacy. By February 1, the Board shall announce that applications are being accepted for Officers and Director positions for the following Fiscal Year. A candidate for an Officer or Director position must announce their candidacy by the date of the March Board Meeting.

(b) Officers. Candidates for an Officer position must be an Active Member and satisfy at least one of the following conditions:

- i. The candidate is serving as an Officer;
- ii. By the end of the Fiscal Year, the candidate has served as a Director for at least two years; or
- iii. The candidate presents a petition signed by at least 10% of the Active Members, as tabulated on March 1, supporting their candidacy.

(c) Directors. Candidates for a Director position must be an Active Member and satisfy at least one of the following conditions:

- i. The candidate is serving as a Director;

- ii. By the end of the Fiscal Year, the candidate has participated in or attended at least three Association events; or
- iii. The candidate presents a petition signed by at least 10% of the Active Members, as tabulated on March 1, supporting their candidacy.

(d) Waiver of Candidate Qualifications for Officers and Directors: If a Candidate for an Officer or Director position does not meet the conditions outlined in Section 6.01(b) and (c), the Board may vote to waive such conditions by a 2/3 majority.

Section 6.02 Election Procedure.

(a) Time for Election. Candidates for Officer and Director positions shall be announced at the March Board Meeting, or as soon thereafter as practicable. Elections shall be held by no later than April 15.

(b) Election Procedure.

- i. At least 30 days from the date of the election, candidate statements shall be disseminated to all Active Members.
- ii. Votes shall be cast through electronic means.
- iii. At the March Board Meeting, or at a Special Meeting convened shortly thereafter, the Board shall set any other procedures it finds necessary to administer the election. Such procedures shall be communicated to Active Members at least 30 days from the date of the election.
- iv. Election results shall be announced to all candidates and all Members by May 1.
- v. Newly-elected Officers and Directors shall be installed at the Association's Annual Dinner following the election.

Section 6.03 Resignations. Any Officer may resign from their position at any time. Such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other effective date is fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 6.04 Vacancies. To fill any Officer or Director vacancy, the Board shall submit proposed candidates. A quorum of the remaining Board Members must be present in order to select the successor(s) to fill the vacancy. A majority vote of the quorum of the remaining Board Members is necessary to appoint the successor. The successor shall serve out the remaining term of the Officer or Director to which he or she succeeded. Such remaining term served by any such

successor shall not count as a “term” for the purposes of the term limits set forth in these By-laws

Article VII. FINANCIAL MATTERS

Section 7.01 Fiscal Year. The Fiscal Year of the Association (“the Fiscal Year”) shall begin on July 1 and continue until June 30 of the next year.

Section 7.02 Budget. By September of a Fiscal Year, the Board shall approve a budget and authorize spending for that Fiscal Year. Disbursements may be made pursuant to such an approved budget without further Board action.

Section 7.03 Disbursements. The President, the President-Elect, and the Treasurer each shall have the power to make disbursements from the Association’s accounts, so long as such disbursements are authorized by Board action or under Section 3.05(a).

Section 7.04 Contracts. The Board may authorize any Board Member to be agent or agents of this Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Association, and such authority may be general or confined to specific instances.

Article VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Association shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this Association; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this Association and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this Association is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this Association shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of the Association; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person believed to be in the best interests of this

Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this article or by law.

The board of directors may authorize this Association to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this Association would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this Association. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Article IX.
BOOKS AND RECORDS

This Association shall maintain on a cloud-based Internet storage service the original or a copy of its articles of incorporation and By-laws as amended to date. Furthermore, this Association shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and Committees. Minutes shall be kept in written, electronic form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every Officer and Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind.

Article X.
CORPORATE LOANS, GUARANTEES AND ADVANCES

Except as provided by the Law, this Association shall not make any loan of money or property to or guarantee the obligation of any Officer or Director.

Article XI.
AMENDMENTS TO BYLAWS

New By-laws may be adopted or these By-laws may be amended or repealed by the approval of three-quarters of the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and Secretary of the Association, a California nonprofit mutual benefit corporation, and that the above By-laws are the By-laws of this Association as by the Board of Directors on 8/16/2021, ____.

Dated: 8/17/2021, ____.

Angelica Leonardo

Angelica Leonardo
2021-2022 FBANC Secretary