

**SECOND AMENDED BY-LAWS OF THE
FOUNDATION OF THE FILIPINO BAR FOUNDATION OF NORTHERN CALIFORNIA**

**Article I.
NAME AND PURPOSE**

Section 1.01 Name. The name of this organization shall be “The Foundation of the Filipino Bar Association of Northern California” (the “Foundation”). The complete name of the Foundation shall be used in all transactions of official business of the Foundation.

Section 1.02 Purpose. The Foundation was formed to support the educational and professional development of Filipino and Filipino American lawyers and law students in Northern California.

Section 1.03 Articles of Incorporation. These By-laws incorporate by reference the Foundation’s Articles of Incorporation, filed with the California Secretary of State. Insofar as these By-laws are inconsistent with the Articles of Incorporation, the Articles of Incorporation control.

Section 1.04 Restriction on Expenditures and Activities. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods or services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-Laws, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article II.
OFFICERS AND DIRECTORS**

Section 2.01 Number of Officers and Directors. The Foundation shall be governed by a Board of Directors. The Board shall be comprised of the Foundation’s Officers and its Directors.

- (a) The Foundation’s Officers shall consist of a President, a President-Elect, a Vice President, a Foundation Treasurer, and a Secretary. The President, President-Elect, Vice President, and Secretary of the Foundation shall be the individuals then serving in the same positions for the Filipino Bar Association of Northern California. Collectively, the Officers constitute the Executive Board for the Foundation (“Executive Board”).
- (b) The Foundation’s Directors shall be the individuals then serving as Directors for the Filipino Bar Association of Northern California.

Section 2.02 Election and Term of Office. Each of the Foundation’s Officers and Directors shall serve for the same term he or she serves as an Office or Director of the Filipino Bar Association of Northern California. If a vacancy occurs during the term, the Board shall appoint a successor.

Section 2.03 Duties.

(a) The **President** shall:

- i. be the chief executive officer of the Foundation;
- ii. have general and active management of the business of the Foundation;
- 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;
- 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;
- vi. have the power to execute contracts on behalf of the Foundation to the extent authorized by the Board.

(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: responding to inquiries from the general public about the Foundation.

(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. 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 and file all documents necessary for to maintain the corporate existence of the Foundation, including filing the annual Statement of Information with the California Secretary of State;
- iv. manage and review any handbooks and manuals of the Foundation; 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.

(e) The **Foundation Treasurer** shall:

- i. plan, develop, implement and manage the financial resources and fundraising efforts of the Foundation;
- ii. make recommendations to the President regarding the Foundation's financial resources and fundraising efforts;
- iii. seek opportunities to increase the Foundation's financial resources through fundraising and sponsorship efforts;
- iv. keep current and accurate accounts of receipts and disbursements of the Foundation;
- v. collect all funds due to the Foundation and disburse funds as required to meet the obligations of the Foundation;
- vi. keep the funds of the Foundation in a separate account to the credit of the Foundation, 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 Foundation;
- viii. ensure that the Foundation files the appropriate tax returns;
- 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.

Article III.
BOARD MEETINGS

Section 3.01 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 President and 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 President or 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 first Monday of the month; provided that if the first Monday of the month is a holiday, the meeting shall be held on an alternate day as agreed upon by the Board.

Section 3.02 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 3.03 Quorum. A quorum for the transaction of business shall be two-thirds (2/3) of the Board Members eligible to vote and present. Once quorum is present, withdrawal of Board Members from the meeting shall not negate quorum.

Section 3.04 Action of the Board. Unless otherwise required 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 3.05 Consent of the Board in Lieu of Meeting. In accordance with California Corporations Code section 7211(b), 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 all of the Board Members in office.

Section 3.06 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 3.07 Absence from Board Meetings. Should any Board Member absent themselves from three or more Board meetings during the Fiscal Year, 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 IV. COMMITTEES

Section 4.01 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 Board 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 4.01

Section 4.02 Power of Committees: Any such committee established under Section 4.01, 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.

Article V. FINANCES

Section 5.01 Fiscal Year. The Fiscal Year of the Foundation (“the Fiscal Year”) shall begin on July 1st and continue until June 30th of the next year.

Section 5.02 Signatory Powers. The President, President-Elect, and the Foundation Treasurer each shall have the power to singly execute any check drawn on the Foundation’s account for the purpose of paying authorized disbursements.

Section 5.03 Contracts. The Board may authorize any Board Member to be agent or agents of this Foundation, 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 Foundation, and such authority may be general or confined to specific instances.

Section 5.04 Distribution Upon Dissolution. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 5.05 Loans and Guarantees. The Foundation shall not make any loan of money or property to or guarantee the obligation of any Officer or Director

Article VI.
MISCELLANEOUS

Section 6.01 Dates Falling on Weekends. Throughout these By-laws, if a date is selected and that date falls on a weekend or holiday, then the date shall be the next business day.

Article VII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Foundation 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 Foundation; 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 Foundation 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 Foundation 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 Foundation is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this Foundation 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 Foundation; 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 Foundation 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 Foundation 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 may authorize this Foundation 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 Foundation 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 Foundation. 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 VIII.
BOOKS AND RECORDS

This Foundation shall keep at its principal office in this state, if any, the original or a copy of its articles of incorporation and By-laws as amended to date. Furthermore, this Foundation 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 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 and to inspect the physical properties of this Foundation.

Article IX.
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. No amendment shall be made to these By-laws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the FBANC Foundation, a California nonprofit corporation, and that the above By-laws are the By-laws of this Foundation as by the Board of Directors on 8/14/2021, _____.

Dated: 8/18/2021, _____.

Angelica Leonardo
Angelica Leonardo
2021-2022 FBANC Foundation Secretary