

***AMENDED BYLAWS
OF
THE
FILIPINO-AMERICAN
ASSOCIATION OF
TENNESSEE, INC.***

A TENNESSEE NONPROFIT CORPORATION

Adopted on May 4, 2014

THE FILIPINO-AMERICAN ASSOCIATION OF TENNESSEE, INC.

AMENDED BYLAWS

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**AMENDED BYLAWS
OF
THE FILIPINO-AMERICAN ASSOCIATION OF TENNESSEE, INC.
(A TENNESSEE NONPROFIT CORPORATION)**

**Approved at the Regular Meeting of the Board of Directors of the Filipino-American
Association of Tennessee, Inc.**

ARTICLE I: GENERAL

Section 1.1 Name

The official name of this non-profit organization shall be the Filipino-American Association of Tennessee, Inc. (hereinafter "Association"). This non-profit organization shall be also known as the "FIL-AM of TN", "FIL-AM Association of TN", "FAAT" or "FAAT, Inc."

Section 1.2 Principal Office

The principal office of the Association shall be in the City of Murfreesboro, Tennessee, or such other place within the State of Tennessee as the Board of Directors may from time to time determine or as the business of the Association may require.

Section 1.3 Mission Statement

The Filipino-American Association of Tennessee, Inc. is established to enhance the history and cultural heritage of the Filipino-American community. The primary role of the Association will be to foster, enhance, support, and maintain charitable, religious, educational, sports, and cultural interests.

Section 1.4 Purposes

The Association is formed for the following purposes:

- (a) This statewide Association is organized exclusively for charitable, religious, educational, sports, and cultural purposes. This includes, but is not limited to, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.
- (b) To support other local or overseas organization (civic or government) who are engaged in similar humanitarian work.
- (c) To enhance the history and cultural heritage of the Filipino-American community through humanitarian, medical, sports, cultural, and religious programs.
- (d) To promote the general welfare of the Filipino-American community in Tennessee.

- (e) To foster, enhance, support, maintain, and preserve a harmonious social, civic, and educational relationship among members and other ethnic community organizations.
- (f) To encourage and promote a harmonious relationship among Filipino and American communities in the United States.
- (g) To engage in any activity not contrary to the provisions of Tennessee Code Section 48-51-101 et seq. (Tennessee Nonprofit Corporation Act) and to the provisions of Internal Revenue Code section 501(c)(3).

Section 1.5 Duration

The Association will remain as an approved entity until due process of dissolution is completed.

ARTICLE II: DEFINITIONS

Section 2.1

- a. **“ANNUAL DUES”** are fees that a member must pay to maintain an active membership in the Association in a calendar year.
- b. **“BOARD OF ADVISORS”** are not the governing body of the Association. They shall provide advice and counseling to the Board of Directors, and recommend immediate and appropriate actions to the Board of Directors in order to meet the objectives of the Association as defined in Article I. Also see *Article IX Sections 9.1, 9.2.*
- c. **“BOARD OF DIRECTORS”** are the governing board of a corporation, whether denominated the board of directors or otherwise, except that no person or group of persons is the board of directors because of powers delegated to that person or group pursuant to §48-58-101 of the Tennessee Nonprofit Corporation Act. The Board of Directors shall consist of the officers of the Association as defined in *Section 4.4* of the Bylaws. Also see *Article IV Section 4.2.*
- d. **“BUSINESS OPPORTUNITY”** is any opportunity that may benefit the Association.
- e. **“CORPORATE RECORDS”** are records that includes all books, papers, photographs, machine readable materials, or other documentary materials, regardless of physical form or characteristics, made or received by the Association in the connection of transacting business and preserved or appropriate for preservation by the Association as evidence of the organization, functions, policies, decisions, procedures, operations, or other activities of the Association, or because of the informational value of the data in them. Also see *Article X.*

- f. **“MAJORITY”** is a cast of votes or decision that is made by more than half of the Board of Directors or members in attendance at a particular meeting.
- g. **“MEMBER”** *See Article III Section 3.1*
- h. **“MISFEASANCE”** is the wrongful and injurious exercise of lawful authority.
- i. **“PROXY”** is a written authorization by one person (“signer”) to empower another person to vote or act on behalf of the signer, particularly at a meeting.
- j. **“QUORUM”** requires a majority number of the Directors required to be present at a meeting before business can be conducted.
- k. **“UNLAWFUL DISTRIBUTION”** refers to any act that divides (by selling, renting, lending, transfer of possession to, or of title to) up the assets of the Association, or paying out profits or assets of the Association in violation of a duty or obligation (*See Article VII*) or law.

ARTICLE III: MEMBERSHIP

Section 3.1 Definition of a Member

A member is defined as a person who has the right to vote for the election of a director or directors in accordance with the Articles of Incorporation and pursuant to §48-51-201(21)(A) and §48-51-201(21)(B) of the Tennessee Nonprofit Corporation Act. A member for the purpose of this document shall be referenced as “member”, “voting member”, and “member in good standing”. A person’s membership is subject to provisions in Article III.

Section 3.2 Eligibility

Membership to the Association is open to all Filipino citizens, Naturalized Filipinos, Americans of Filipino descent, Americans affiliated with Filipinos through marriage, and other individuals who have unique special interest toward enhancing Filipino-American relationship in the community and its related activities. In all cases, they must be 18 years old or above.

Section 3.3 Obligations of Membership

Each member shall comply with the provisions of the Articles of Incorporation, the Bylaws of the Association, and the resolutions of the Board of Directors. Acceptance of Association membership signifies agreement with these provisions.

Section 3.4 Resignation

A member may resign by delivery of written notice to the President or Recording Secretary of the Association. Such resignation shall be effective on the date specified therein, or, if the date is not specified, upon receipt of the notice at the principal office of the Association. Written notice shall be mailed to the following post office box address:

P.O. Box 10593
Murfreesboro, Tennessee 37129

Section 3.5 Continuing Obligation

A member who resigns or whose membership is terminated for any reason shall remain liable for dues regularly assessed for such period of membership.

Section 3.6 Transfer of Membership

A member may not transfer its membership or any rights arising there from, without approval of all other members of this Association.

Section 3.7 Approval of Membership

A member in compliance with *Sections 3.1 and 3.2* of the Bylaws shall become a member of the Association upon majority consent of all the existing members of the Association.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 General Powers

The property, business and affairs of the Association shall be under the direction and control of the Board of Directors. The Board of Directors are authorized to exercise such powers as are now, or hereinafter may be, conferred by law upon the Association organized for the purposes set forth in the Articles of Incorporation and these Bylaws, or necessary or incidental to the powers so conferred, or conducive to achieving the purposes of the Association. Such powers shall be subject to the limitation and condition that, notwithstanding any other provisions of these Bylaws, only such powers shall be exercised by the Directors as are in furtherance of the tax exempt purposes of the Association as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 4.2 Definition of Board of Directors

Board of Directors is defined as the governing board of a corporation, whether denominated the board of directors or otherwise, except that no person or group of persons is the board of directors because of powers delegated to that person or group pursuant to §48-58-101 of the Tennessee Nonprofit Corporation Act.

The Board of Directors shall consist of the officers of the Association as defined in *Section 4.4* of the Bylaws.

Section 4.3 Number, Term of Office, and Eligibility

The number of Directors shall be nine (9) or ten (10). The term of office for a Director of the Board of Directors shall be fixed from time to time by the Board of Directors, a term of time not

to exceed two (2) years, or if not so fixed, Directors shall hold office until the next annual meeting of the membership following their appointment and until their respective successors shall have been duly appointed and qualified, or until their earlier resignation and removal. A Director may be appointed for five (5) consecutive terms.

Section 4.4 Board of Directors Positions

The officers of the Association constitutes the Board of Directors (*See Section 4.2*). The officers shall consist of the President, Vice-President, Recording Secretary, Social Secretary, Treasurer, Public Relations Officer(s), Marketing Director, Auditor, and Historian.

(a) The President

- i. Provide the necessary leadership and initiative for the Association in order to pursue its purpose.
- ii. Preside at all regular and special meetings of the Association.
- iii. Preside at all meetings of the Board of Directors.
- iv. Be an ex-officio member of the Board of Advisors.
- v. Fill vacancies in elective positions with the majority approval of the Board of Directors.
- vi. Appoint officers with the majority approval of the Board of Directors.
- vii. Appoint regular members to the Board of Advisors with the majority approval of the Board of Directors.

(b) The Vice-President

- i. Must assume the office of the President in case of vacancy.
- ii. Must preside at meetings of the Association and the Board of Directors in the absence of the President.
- iii. Perform duties as defined by the President.

(c) The Recording Secretary

- i. Takes minutes of all business meetings of the Association. Must perform administrative duties in support of the Board of Directors' activities.
- ii. Circulate the Board of Directors minutes to members of the Board of Directors and Board of Advisors minutes to the members of the Board of Advisors.

- iii. Maintain up-to-date list of eligible members and their addresses, mailing list of paid members, and continue updating the Association Directory.
- iv. Take care of all official correspondence on behalf of the Association with the approval of the President.

(d) The Social Secretary

- i. Make arrangements on all social programs approved by the Association.
- ii. Assist the Recording Secretary as needed.
- iii. Must keep, maintain, sort, and file all records of the Association.
- iv. Must take custody of all tangible assets and supplies. Must make inventories of all assets at least twice a year. Must maintain a permanent record and disposition of all properties. Must ensure their good working conditions and storing facilities.

(e) The Treasurer

- i. Collect all membership dues and special fees from the members.
- ii. Keep up-to-date list of members in good standing.
- iii. Keep a book of income and expenditures and give a financial report of the same during each regular business meeting.
- iv. Disburse all expenditures authorized by the Board of Directors.
- v. Open and/or maintain a checking account and other special accounts in a local bank or banks, and co-sign all checks with the President in payment of approved expenditures.
- vi. Must analyze, project, and maintain financial status at all times.
- vii. Responsible for the preparation for the annual financial tax to cover the calendar year.
- viii. Must recommend to the President all financial and budgetary requirements and plans. Must make interim financial report identifying income and expense statements, balances, cash flow, and over budget expenditures.

- ix. Prepare an annual budget for the Association in accordance with the Internal Revenue Service regulations. The budget must be approved by the Board of Directors.

(f) The Public Relations Officer

- i. Distribute all official activities of the Association in the various communication media available.
- ii. Establish and develop lines of communications between the Association's officers and members and other ethnic, civic, and local government organizations.
- iii. Communicate the activities of the Association to other organizations in the United States pursuing similar objectives.

(g) The Marketing Director

- i. Responsible in creating and designing the newsletter at a frequency as determined by the President.
- ii. Publish the decisions of the Association's business meetings in the Association's newsletter.
- iii. Compose all media advertisements.
- iv. Compose all Association's letterheads, stationaries, business cards, and logos.

(h) The Auditor

- i. Review all financial transactions of the Association for accuracy, completeness, and proper authorizations.
- ii. Verify that all expenditures are properly authorized.
- iii. Conduct an inventory of the Association's tangible assets and supplies once a year to ensure their good conditions and existence.
- iv. Assist the Treasurer in ensuring the accuracy of the annual financial tax statement.
- v. Must immediately identify any anomalies and recommend solutions.

(i) The Historian

- i. Must preserve the historical records of the Association.

Section 4.5 Election and Appointment of Directors

- (a) ***Date, Time, and Location.*** Election of Directors will take place on the third (3rd) Saturday of September. The Directors shall recommend to the membership an alternate date should the third (3rd) Saturday of September is not feasible. The Board of Directors shall designate a time, date, and place for the election.
- (b) ***Appointment of an Election Committee.*** For the purpose of nominating candidates for various positions, the President must appoint an election committee which will have the function of accepting nominations for the various positions as presented by the members of the Association, as well as determining the eligibility and willingness of the nominees to run for the office.
- (c) ***Quorum.*** Directors of the Association must be elected by a majority of the quorum members present and voting by secret ballot.
- (d) ***Mandatory Attendance During Election For Candidates.*** Candidates must be present during the election. Candidates in absentia will be allowed upon written request. The election committee must review and approve the request.
- (e) ***Mandatory Platform of Goals for Presidential and Vice-Presidential Candidates.*** President and Vice-Presidential candidates must have a platform of goals to be presented to the members prior to election.
- (f) ***Duties of the Election Committee.*** The election committee will coordinate the election process and officially proclaim the winners. The election committee will consist of one representative from existing local Fil-Am Associations statewide and Fil-Am Association of Tennessee.

Section 4.6 Vacancy

In the event of a vacancy on the Board of Directors for any reason, the President, with the majority approval of the Board of Directors, may appoint a replacement to fulfill the unexpired term of the predecessor in office. The person appointed must exercise the functions of the office for the duration of the unexpired term and is entitled to run for election to another consecutive term.

Section 4.7 Resignation

Any Director may at any time resign from the Board of Directors by giving written notice to this effect to the Recording Secretary of the Association. Acceptance thereof shall not be necessary to make such resignation effective, unless otherwise expressly provided therein. Resignation shall be effective at the time specified in the notice, or if no such time is specified, then the resignation shall be effective upon receipt of the notice by the Recording Secretary.

Section 4.8 No Combining of Officer/Director Roles

No person may hold two or more offices. No officer shall execute, acknowledge, or verify an instrument in more than one capacity. The Board of Directors may appoint other officers and agents as it may deem necessary for the transaction of the business of the Association.

Section 4.9 Reasonable Compensation of Directors

The Board of Directors receives no compensation other than reasonable expenses. The Association is empowered to pay reasonable compensation for services rendered in furtherance of the nonprofit purpose of this Association as defined in Article I.

ARTICLE V: MEETINGS

Section 5.1 Board Meetings

There shall be at least two (2) meetings of the Board each calendar year or as many meetings as may be deemed appropriate by the Board of Directors. The Board shall fix the date, hour, and place of such meeting or meetings. A regular Board meeting shall be held for the purpose of biennially appointing the Board of Directors and for the transaction of other business. The regular meetings may be scheduled in combination with a special function as long as one hour is devoted to the business affairs of the Association. The President shall call a meeting at the written request, stating the reason(s) for such meeting, of at least two (2) members.

Section 5.2 Special Meetings

A special meeting of the Board may be convened by the Board of Directors at a date, time and place to be fixed by Board. A special meeting of the members may also be called by ten (10) members or three percent (3%) of the total membership, whichever is greater.

Section 5.3 Annual Meetings

An annual meeting must take place in the month of OCTOBER. The specific date, time, and place must be designated by the Board of Directors. At the annual meeting, the members must receive reports on the activities of the Association, and determine the direction of the Association for the coming year.

Section 5.4 Board Meeting Notice

- (a) ***Regular Meetings and Annual Meetings.*** Written notice stating the place, date and time of the Board meeting shall be delivered not less than fourteen (14) days before the date of the meeting, unless the meeting calls for an amendment to the Bylaws, in which the notice shall comply with *Section 14.1*; and
- (b) ***Special Meetings.*** In the case of a special meeting, written notice stating the place, date and time the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-four (24) hours before the date of the meeting.

Section 5.5 Waiver of Notice

- (a) A Director may waive notice required by the Articles of Incorporation or the Bylaws before or after the date and time stated in this notice (*see Section 5.4*). Except as otherwise provided in subsection b of this section, the waiver shall be in the form of a record, signed by the Director entitled to notice, and filed with the minutes or corporate records.
- (b) A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.6 Quorum

All of the members, when duly represented by both of its appointed Directors at a Board of Directors meeting and both Association appointed Directors, either in person, by conference call or by proxy, shall constitute a quorum for the transaction of business. The Directors present at a duly organized meeting of the Board may not continue to do business if the withdrawal of one Director leaves less than a quorum.

Section 5.7 Voting at Board Meetings

Except as otherwise required by law, a majority vote of the Directors then in office (other than Directors recused because of potential conflicts of interest), shall constitute the action of the Board of Directors. A Director may vote in person, by conference call, or by proxy.

Section 5.8 Chair

The Chair may preside over all meetings of the Board of Directors if present. The Chair shall be held by the President.

Section 5.9 Vice Chair

The Vice Chair shall be held by the Vice-President. The Vice Chair shall preside over all meetings of the Board of Directors, in the event that the Chair is not available. The Vice Chair shall have such duties as are assigned by the President of the Board of Directors, and the Vice Chair shall assist the Chair as he may require.

Section 5.10 Presiding Officer

In the event of the absence of The Chair, The Vice Chair, or both, the President shall appoint a Director to preside over the meeting of the Board of Directors.

Section 5.11 Action Without A Meeting

Any action required or permitted to be taken by the Board (or any committee thereof) may be taken without a meeting if consent in writing setting forth the action so taken is agreed in writing by all members. The resolution and the written consents thereto by the members shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.12 Participation By Telephone Conference

Any one or more Directors of the Board (or any committee thereof) may participate in a meeting of such Board (or committee) by means of a conference telephone or any similar means of communications by which all Directors or Committee members may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5.13 Committees

- (a) The Board of Directors may designate and appoint one or more committees of Directors to exercise the operational management of the Association or for any other purpose. The committee(s) shall have and exercise the authority of the Board of Directors in the management of the Association except as follows:
 - i. Authorize distributions;
 - ii. Fill vacancies on the Board of Directors or appoint committee members;
 - iii. Adopt, amend, or repeal Bylaws; and
 - iv. Any further limitation set by law.
- (b) Other committees not having and exercising the authority of the Board of Directors in the management of the Association may also be designated and appointed. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or them by law.

ARTICLE VI: FISCAL YEAR, ANNUAL MEMBER DUES, SPECIAL FEES, AND FUNDS OF THE ASSOCIATION

Section 6.1 Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year.

Section 6.2 Annual Dues

- (a) The Association shall assess each member an annual membership due that does not exceed twenty-five (25) dollars. Any amount exceeding twenty-five dollars requires the approval of the majority of the members in attendance.

- (b) Default in the payment of dues for the period of sixty (60) days shall cause a forfeiture of all rights and privileges of membership and shall remain in effect until full payment of dues.
- (c) Termination of membership shall not relieve such member from the obligation of paying annual dues and approved special fees.

Section 6.3 Special Fees

The President of the Association may from time to time, submit to the Board of Directors a written request for a special assessment of funds in addition to the operating budget of the Association, which shall specify the requested amount of funds and an explanation for the use of the funds. The written request shall be approved by majority consent of the members; assessing each member its share of the approved assessment in the same manner as annual dues (*See Section 6.2*).

Section 6.4 Dues Schedule

Each member shall pay its annual dues to the Association in one installment, due on the fifth day of January, unless otherwise determined by the Board of Directors. The Board may vary the amount of the installment payments in light of the budgetary requirements of the Association, as determined by the Board.

Section 6.5 Prohibition

- (a) ***No Benefit To Members, Trustees, Officers, or Private Persons.*** No part of the net earnings of the Association will be to the benefit of, or be distributable to its members, trustees, officers, or other private persons. *Exception:* The Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.
- (b) ***No Political Affiliation.*** No substantial part of the activities of the Association will be the carrying on or propaganda or otherwise attempting to influence legislation. The Association will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) ***No Activities That Will Violate The Federal Tax Code.*** Notwithstanding any other provision of this document, the Association will not engage or participate in activities that is not allowed to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII: CONDUCT OF BOARD OF DIRECTORS

Section 7.1 Standard of Conduct for Directors

- (a) A Director is required to:
- i. act in good faith and in a manner the Director reasonably believes to be in the best interests of the Association, when discharging his or her duties;
 - ii. discharge his or her duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances, when engaged in decision-making function or oversight on the Board or on a Board committee;
 - iii. disclose to his or her fellow Board member all material information not already known to the Directors, unless disclosure would violate a legal duty, a legally enforceable obligation of confidentiality, a written Member policy prohibiting disclosure of pertinent information or a professional ethics rule.
- (b) In discharging his or her duties, a Director may rely on the information, opinions, or reports of officers, employees, volunteers, and Board committees that are reasonably believed to be reliable and competent, and may rely upon information, including financial information provided by legal counsel, certified public accountants, or other professionals whom Directors believe are reporting within their areas of expertise, unless the Director has knowledge that makes reliance unwarranted.
- (c) Directors are not trustees with respect to the Association or with respect to any property held or administered by the Association, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 7.2 Conflicting Interest Transactions

- (a) A conflicting interest transaction is a contract or transaction between the Association and one or more of its officers, Directors, members, or between the Association and another entity in which one or more of its officers, Directors, members, members of a designated body, hold a similar position or has a financial interest, is not void or voidable solely for that reason, or solely because the conflicted person was present, participated or voted at the meeting if:
- i. The material facts as to the relationship or interest are disclosed or known to the Board of Directors and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested Directors even though the disinterested Directors are less than a quorum;
 - ii. The contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors.

- (b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes a contract or transaction in subsection (a) of this section.

Section 7.3 Business Opportunities

A Director may take advantage of a business opportunity that might constitute a “Filipino-American Association of Tennessee, Inc. opportunity” only after the Director brings to the attention of the Association and action by the Directors disclaiming the Association’s interest in the opportunity is taken; however, if a Director fails to disclose their interest in the opportunity before obtaining it, he or she is liable to the Association and may be subject to monetary damages, equitable relief or sanctions.

Section 7.4 Loans To Or Guarantees For Directors

The Association may not loan or guarantee a loan to an officer or Director, except:

- a. Loans or advances for indemnification, as permitted (*See Section 12.3*).

ARTICLE VIII: POLICIES

Section 8.1 Policies

Any policy or position adopted by the Board of Directors upon any question presented shall be the policy and public position of the Association, but shall not be binding upon or deemed to express the view of any member who does not agree therewith.

ARTICLE IX: BOARD OF ADVISORS

Section 9.1 General Powers

They shall provide advice and counseling to the Board of Directors, and recommend immediate and appropriate actions to the Board of Directors in order to meet the objectives of the Association as defined in Article I.

The Board of Advisors are not the governing body of the Association.

Section 9.2 Definition of Board of Advisor Member

- (a) Board of Advisor Member is defined as a person who is a past President of the Association *OR* a Filipino citizen, Naturalized Filipino, Americans of Filipino descent, Americans affiliated with Filipinos through marriage, and other individuals who have unique special interest toward enhancing Filipino-American relationship in the community and its related activities. In all cases, they must be 18 years old or above.

- (b) They shall provide advice and counseling to the Board of Directors, and recommend immediate and appropriate actions to the Board of Directors in order to meet the objectives of the Association as defined in Article I. Also see *Section 9.1*.
- (c) The Board of Advisors are not the governing body of the Association. Also see *Section 9.1*.
- (d) A Board of Advisor Member must not violate *Article VI Section 6.5*.
- (e) A Board of Advisor must be a member of the Association as defined in Article III and Article VI.

Section 9.3 Resignation

Any Advisor may at any time resign from the Board of Advisors by giving written notice to this effect to the Recording Secretary of the Association. Acceptance thereof shall not be necessary to make such resignation effective, unless otherwise expressly provided therein. Resignation shall be effective at the time specified in the notice, or if no such time is specified, then the resignation shall be effective upon receipt of the notice by the Recording Secretary.

Section 9.4 No Combining of Officer/Advisor Roles

No Advisor may hold two or more offices.

Section 9.5 Reasonable Compensation of Advisors

The Board of Advisors receives no compensation.

Section 9.6 Standard of Conduct for Board of Advisors

- (a) An Advisor is required to:
 - i. act in good faith and in a manner the reasonably believes to be in the best interests of the Association, when discharging his or her duties;
 - ii. discharge his or her duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances;
 - iii. disclose to his or her fellow Board of Advisor member all material information not already known to the Advisors and/or Board of Directors, unless disclosure would violate a legal duty, a legally enforceable obligation of confidentiality, a written Member policy prohibiting disclosure of pertinent information or a professional ethics rule.
- (b) In discharging his or her duties, an Advisor may rely on the information, opinions, or reports of officers, employees, volunteers, and Board committees that are reasonably believed to be reliable and competent, and may rely upon information, including financial information provided by legal counsel, certified public accountants, or other professionals whom Advisors believe are reporting within their areas of expertise, unless the Advisor has knowledge that makes reliance unwarranted.

- (c) Advisors are not trustees with respect to the Association or with respect to any property held or administered by the Association, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 9.7 Business Opportunities

An Advisor may take advantage of a business opportunity that might constitute a “Filipino-American Association of Tennessee, Inc. opportunity” only after the Advisor brings to the attention of the Association and action by the Directors disclaiming the Association’s interest in the opportunity is taken; however, if an Advisor fails to disclose their interest in the opportunity before obtaining it, he or she is liable to the Association and may be subject to monetary damages, equitable relief or sanctions.

Section 9.8 Loans To Or Guarantees For Advisors

The Association may not loan or guarantee a loan to an Advisor.

ARTICLE X: RECORDS AND REPORTS

Section 10.1 Corporate Records

- (a) The Association shall keep as permanent record minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Association.
- (b) The Association shall maintain appropriate accounting records and maintain all accounts based on accepted accounting principles. All Association accounts and records shall comply with required tax reporting, all requirements for a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, requirements under the Tennessee Nonprofit Corporation Act, and applicable Federal, State and Local laws.
- (c) The Association shall maintain a list of its members, which includes the member’s name and contact information. Contact information shall consist of the member’s mailing address, e-mail address, and telephone number.
- (d) The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) The Association shall keep a copy of the following records at its principal office:
 - i. Its articles or restated articles of incorporation and all amendments to them currently in effect;

- ii. Its Bylaws or restated Bylaws and all amendments to them currently in effect;
- iii. The minutes and records described in subsection (a) of this section for the past three (3) years;
- iv. All written communications to the member within the past three (3) years, including financial statements furnished to the member for the last three (3) years;
- v. A list of the names, contact information (telephone number and e-mail address), and business addresses of the Association's current Directors; and
- vi. Its most recent annual report for a Domestic Nonprofit Corporations delivered to the State of Tennessee government or required under the Tennessee Nonprofit Corporation Act;
- vii. Internal Revenue Service (IRS) Form 990 and supporting documentation for the last five (5) years.

Section 10.2 Inspection of Records by Members

A member or its agent is entitled to inspect and copy, during regular business hours at the Association's principal office, any of the records of the Association if it gives the Association written notice of its demand at least seven (7) business days before the date on which it wishes to inspect and copy and its demand is made in good faith and for a proper purpose. The member shall describe with reasonable particularity its purpose and the records it desires to inspect in its written request.

Section 10.3 Financial Records for Members

A member has the right to request a copy of the financial records and balance sheets for the Association. A member shall provide its request in writing to the Association. The Association shall have thirty (30) days from the date the Association receives the written request to provide the information to the member. Any cost of production in providing these records to the member shall be at the expense of the member. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 10.4 Copies of Records

The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member or the general public. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 10.5 Inspection of Records by Directors

A Director of the Association is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any

other purpose or in any manner that would violate any duty to the Association or provision of the Tennessee Nonprofit Corporation Act.

Section 10.6 Compliance with all Governmental Reporting Requirements

- (a) The Association shall complete its annual report in accordance with requirements set in the Tennessee Nonprofit Corporation Act and any requirements set by the State of Tennessee government; the completed report shall be delivered to the State of Tennessee government by the date and in method of delivery as required by the State of Tennessee government; and
- (b) The Association shall comply with all Federal, State and Local reporting requirements, including but not limited to all required tax reporting, all requirements for a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, requirements under the Tennessee Nonprofit Corporation Act, and applicable Federal, State and Local laws; and
- (c) The Association's registered agent shall comply with the requirements defined in §48-55-101, §48-55-102, §48-55-103, and §48-55-104 of the Tennessee Nonprofit Corporation Act.

ARTICLE XI: LIABILITIES

Section 11.1 Limitations on Liability

Nothing herein shall constitute members of the Association as partners for any purpose. Except as required by law, no member, Director, officer, agent or employee of the Association shall be liable for the act or failure to act of any other member, officer, agent or employee of the Association, nor shall any member, officer, agent or employee be liable to the Association or any member for his or her acts or failure to act under these Bylaws except for the following:

- (a) Acts or omissions to act arising out of willful misfeasance, in the majority judgment of the disinterested members of the Board of Directors; or
- (b) An act precluded from limited liability by law; or
- (c) An act precluded from limited liability by the Articles of Incorporation; or
- (d) An act by a Director specifically precluded from limited liability in *Section(s) 11.2, 11.3.*

Section 11.2 Standards of Liability for Directors

A Director is not liable to the Association or its members for any act or not to take action or any failure to act unless:

- (a) It was an action not in good faith;
- (b) The Director did not reasonably believe the act to be in the best interests of the Association, or the Director was not informed to an extent the Director reasonably believed appropriate in the circumstances; or
- (c) The Director had a conflicting interest that could reasonably be expected to have affected the Director's judgment in a manner adverse to the Association and the Director has not subsequently established the act was reasonably believed by the Director to be in the best interests of the Association; or
- (d) The Director engaged in a sustained failure to devote attention to ongoing oversight of the activities and affairs of the Association, or to make appropriate inquiry, when a reasonably attentive Director would have done so; or
- (e) The Director received an improper financial benefit or otherwise engaged in a breach of duties actionable under local law, to deal fairly with the Association and its members.

Section 11.3 Director's Liability for Unlawful Distribution

- (a) A Director who votes for or assents to an unlawful distribution is personally liable to the Association for the excess amount distributed if the Director did not comply with the standard of conduct for Directors as defined in *Section 7.1*, by not acting in a manner, which the Director reasonably believed to be in the best interests of the Association, and, with the care that a person in a like position would reasonably believe was appropriate under similar circumstances, having disclosed know material facts; and
- (b) A Director may require other culpable Directors to contribute and recoup excess amounts from recipients, whether or not the person knew the distribution was unlawful; and
- (c) The statute of limitations for a Director's liability and time period for actions for contribution or recoupment from culpable Directors are governed by the Tennessee Nonprofit Corporation Act.

ARTICLE XII: INDEMNIFICATION

Section 12.1 General Indemnification

Subject to the limitations of *Section 12.2*, the Association shall indemnify, hold harmless and advance expenses to every Director, officer and employee to the full extent permitted by applicable law against any and all amounts (including judgments, fines, amounts paid in settlement, attorneys fees and other expenses) reasonably incurred by or on behalf of such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such Director or officer was, is or

threatened to be made a party or is otherwise involved by reason of the fact that such person was or is a Director or officer of the Association, or was or is serving at the request of the Association as a Director, officer, employee, fiduciary or member of any other corporation, partnership, joint venture, trust, organization or other enterprise.

Section 12.2 Limitations on Indemnification

- (a) The Association shall not be required to indemnify any person unless in connection with the acts or omissions sought to be indemnified that person acted in good faith, for a purpose which he or she reasonably believed to be in (or, in the case of service to other enterprises, not opposed to) the best interest of the Association and, in connection with criminal actions or proceedings, had no reasonable cause to believe that his or her conduct was unlawful; and
- (b) The Association shall not indemnify any person for his or her actions that are prohibited from indemnification by the law or exempt from limited liability in *Section(s) 11.1, 11.2, 11.3*.

Section 12.3 Advancement of Expenses

The Association may before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she is or was a Director or officer (*See Section 7.4*) if the individual delivers to the Association:

- (a) An affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct (*See Sections 7.1 & 7.2* of this document, §48-58-301, §48-58-403 of the Tennessee Nonprofit Corporation Act), or conduct is not precluded from limited liability (*See Section 11.1*); and
- (b) An undertaking to repay any amounts advanced if it turns out that he or she ultimately is not entitled to indemnification.

Section 12.4 Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify the person against the liability under these Bylaws or the laws of the State of Tennessee. The Association may also purchase and maintain, at its expense, insurance to indemnify the Association for any obligation it incurs as a result of the indemnification provided under this Article XII.

ARTICLE XIII: IMPEACHMENT AND REMOVAL

Section 13.1 Impeachment and Removal of Directors

Directors may be impeached and removed from office by a majority vote of the Board of Directors or by a majority vote of the voting members on the basis of not fulfilling their duties as outlined in Article III, Article VII, and Article XI.

Section 13.2 Impeachment and Removal of Advisors

Advisors may be impeached and removed from office by a majority vote of the Board of Directors or by a majority vote of the voting members on the basis of not fulfilling their duties as outlined in Article IX.

Section 13.3 Impeachment and Removal of Members

Members may be impeached and expelled from membership of the Association by a majority vote of the Board of Directors or by a majority vote of the voting members on the basis of not fulfilling the purpose of the Association as outlined in *Article I Section 1.3* and *Article I Section 1.4*, as well as failing to comply with *Article III*.

Section 13.4 Who May Initiate Impeachment and Removal Proceedings

Any member of the Association (Board of Directors or voting members) may initiate impeachment and removal proceedings.

Section 13.5 Notice Required for Impeachment and Removal Proceedings

A person who is impeached is entitled to written notice of the allegations against him or her and must be given an opportunity to respond to the allegations.

ARTICLE XIV: AMENDMENTS

Section 14.1 Amendments

These Bylaws may be altered or amended: [i] by majority vote, in writing, of all Directors without a meeting in accordance with Article V; or [ii] by a majority vote of all of the Directors. Notice of intention to alter or amend the Bylaws shall be given to each Director at least fourteen (14) days prior to the meeting at which the alteration or amendment is considered.

ARTICLE XV: DISSOLUTION

Section 15.1 Voluntary Dissolution

A majority of Directors of the Association that has not commenced activity as defined by the Tennessee Nonprofit Corporation Act may dissolve the Association by delivering to the

Tennessee Secretary of State (i.e., Tennessee Department of State) for filing, articles of dissolution that set forth:

- (a) The name of Association;
- (b) The date of incorporation;
- (c) That the Association has not commenced activity;
- (d) That no debt of the Association remains unpaid;
- (e) That, except as provided in *Section 15.3*, if net assets of the Association remain after winding up have been distributed to the members;
- (f) That a majority of the Directors authorized the dissolution.

Section 15.2 General Dissolution Matters.

- (a) The Association shall be subject to Judicial Dissolution, if the Attorney General of the State of Tennessee establishes that the Association is operating by improper business practices as defined by §48-64-301 of the Tennessee Nonprofit Corporation Act, allowing the Superior Court of the State of Tennessee to dissolve the Association.
- (b) All matters regarding dissolution of the Association not stated in these Bylaws or the Articles of Incorporation shall be governed by Chapter 48 Section 62 of the Tennessee Nonprofit Corporation Act.

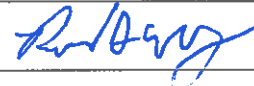

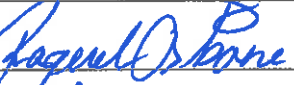
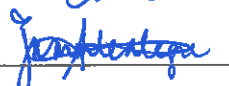
Section 15.3 Distribution of Association Assets

- (a) Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed in one, or in any combination, of the following manner:
 - i. Assets will 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;
 - ii. Assets will be distributed to the federal government; or
 - iii. Assets will be distributed to a state or local government for a public purpose.
- (b) The assets of the Association shall be distributed in accordance with the requirements of applicable law, including the Tennessee Nonprofit Corporation Act and the Internal Revenue Code, provided that the assets of the Association remaining after compliance with the mandatory provisions of the Tennessee Nonprofit Corporation Act shall be distributed for the common business interests of its members, as determined by the Board

of Directors, or to organizations that are exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

CERTIFICATION

These Amended Bylaws were adopted at a meeting of the Board of Directors of the Association held on May 4, 2014, at which a quorum was present and received unanimous/majority approval of all the Board of Directors present at such meeting.


DIRECTORS PRESENT AT MEETING	DIRECTORS VOTING IN FAVOR OF ADOPTING AMENDED BYLAWS
Brendan A. White 	In Favor
Jim Rodriguez 	In favor
Raquel Osborne 	In favor
JAYCEL MONTEALEGRE 	IN FAVOR

The undersigned President of the Association, in executing the foregoing Amended Bylaws hereby acknowledges the same to be her act and further acknowledges that, to the best of her knowledge, the matters and facts set forth herein are true in all material respects under the penalties of perjury.

IN WITNESS WHEREOF, these Amended Bylaws have been signed on this 4th day of May 2014 and are acknowledged to be the act and deed of the undersigned.


 Jaycel Montealegre, President

Attest:


 Secretary