

FYLPRO BYLAWS

As of November 11, 2017

ARTICLE I. GENERAL

Section 1.1 **Name.** The FILIPINO YOUNG LEADERS PROGRAM ORGANIZATION (“Corporation” or “FYLPRO”) is a Nevada non-profit corporation.

Section 1.2 **Purpose.** The (“Corporation”) is organized exclusively for charitable and educational purposes as set forth by Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 1.3 **Offices.** The Corporation may establish offices within or outside the State of Nevada as designated by the Board.

ARTICLE II. PURPOSES

Section 2.1 **Description of work.** The purposes and description of work of the Corporation are to:

- (a) Develop a pipeline of Filipino-American leaders with an immersion program to the Philippines, and concurrent leadership programs for its alumni;
- (b) Support the development of social impact projects, also called Legacy Projects, to will advance the Philippines and the Filipino community.
- (c) Capture and magnify the voice of the Filipino youth community in the US;
- (d) Preserve the Filipino culture, customs, and values;
- (e) Continue and strengthen the dialogue with the highest officials and policymakers in the Philippines and US.

ARTICLE III. MEMBERS OF THE CORPORATION

Section 3.1 **Eligibility.** Membership shall be open to FYLPRO alumni who have completed the leadership immersion program in the Philippines.

Section 3.2 **Dues.** Alumni must pay dues agreed upon by the organization in order to become an active member. The annual dues shall be payable in advance and due on or before the start of the fiscal year (January), after the year of the leadership immersion program.

Section 3.3 **Membership rights.** At the Corporation’s annual meeting, members in good standing shall be entitled to (1) submit proposals to the Board for consideration (2) shall be eligible to run for an officer or director position and (3) eligible to vote.

Section 3.4. **Termination or Suspension of Membership.** The Board may terminate or suspend a member for cause. Failure to pay annual dues shall constitute cause. Written notice of the proposed termination or suspension, with the reasons therefore, shall be sent to the last known address of the member via U.S. mail, or email no less than fifteen (15) days before the proposed effective date of the termination or suspension. The member shall be provided an opportunity to be heard by the Board, orally or in writing before the proposed effective date of the termination or suspension. In making its decision, the Board shall take into consideration all of the relevant facts and circumstances.

ARTICLE IV. MEETINGS OF THE CORPORATION

Section 4.1 **Annual meeting.** The annual meeting of the Corporation shall be held in the month of November of each year for the purposes of (1) the President and Finance Director reporting on the activities and financial condition of the Corporation; (2) the election of officers and directors; and (3) the transaction of such other business as indicated on an agenda set forth by the President. If the election of the officers and directors at the annual meeting shall not be held on the day designated, the Board shall cause the election to be held at a special meeting of the Corporation as soon thereafter as may be convenient.

ARTICLE IV. MEETINGS OF THE BOARD

Section 5.1 **Regular meeting.** The number of meetings shall be identified by the Board. Members of the Board, or any active member of the Corporation may participate in a meeting of the Board of Directors by means of a conference telephone or similar communication equipment as long as all persons participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in each person at a meeting.

Section 5.2 **Special meetings.** A special meeting of the Board of Directors may be called by or at the request of the President, or in the absence of the President, the Vice-President. The person or persons authorized to call special meetings may designated the time and venue of the special meeting.

Section 5.3 **Notice of Meetings.** At the direction of the President, or members calling the meeting, notice shall be given in writing and shall be emailed to the Directors. The failure of any Director to receive notice shall not invalidate the proceedings of any meeting at which a quorum of Directors is present.

Section 5.4 **Quorum and Adjournment.** A majority of the Directors shall constitute a quorum at a duly noticed meeting for the transaction of business. In the absence of a quorum, the presiding officer or a majority of the Directors present may defer the meeting from time to time without further notice until a quorum is present.

Section 5.5 **Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action. To dissent, the Director's dissent or the Director's withholding of a vote shall be entered in the minutes of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

Section 5.6 **Unanimous Action without Meeting.** Any proper action may be taken without meeting if all of the Directors consent in writing to the action. Written consents may be provided via e-mail to the e-mail address designated by the President. A written consent may be signed at any time before or after the intended effective date of the action, if necessary. The written consent or email shall be filed with the minutes of the Board of Directors meetings and shall have the same effect as a unanimous vote.

Section 5.7 **Conflict of Interest.** A Director shall disclose to the Board and shall be considered to have a conflict of interest if (a) the Director has existing or potential financial or

other interest which impair or might reasonably appear to impair independent unbiased judgment in the discharge of the Director's responsibilities to the Corporation, or (b) such Director is aware that a member of the Director's household or family, or any organization in which the Director (or a member of the Director's household or family) is an officer, director, staff, member, partner, or trustee, has such existing or potential financial or other interests. No Director shall vote on any transaction under consideration by the Board or committee in which the Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having the conflict of interest abstained from discussion and voting.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Number of Directors.

- (a) There shall be a Board of Directors of the Corporation to include the President, Vice President¹, Secretary and Treasurer, and no more than seven (7) Directors.²
- (b) Each Director shall give to the President the mailing address, telephone number, facsimile number, and e-mail address (and any changes thereof) to which notices shall be sent to the Director. If the President receives no notice of address, the address of the principal office of the Corporation shall be the Director's address for purposes of notice.

Section 6.2 Powers, Responsibilities, and Structure.

- (a) Corporation powers are vested in the Board to the fullest extent prescribed under Nevada Law. The Board shall have general authority of the affairs, funds and property of the Corporation, and shall have the full power, and it shall be their fiduciary duty, to enforce the Articles of Incorporation and these By-Laws. The Board shall manage, control the affairs and business of the Corporation, and promulgate and enforce rules, regulations and policies not inconsistent with the law, Articles of Incorporation, or these bylaws.
- (b) The Board Members are responsible for the financial condition of the Corporation and may engage in programs to raise operational funds. This may be done by adopting a Give-Get policy to address monetary, in-kind donation, quantifiable service, or by fundraising.

Section 6.3. Liability. No Director shall be personally liable for the debts, liabilities or obligations of the Corporation, unless the Director was grossly negligent in the performance of, or the failure to perform, his or her duties.

Section 6.4 Election of Board Members and Term. For new board members or renewing board members, the Board shall vote by resolution, *viva voce* (acclamation), or written online ballot at the Corporation's annual meeting, or during a schedule agreed by the Board. Each member of the Corporation in good standing may cast one vote. A simple majority must approve of the candidate. If the candidate receives the necessary number of votes, that individual shall be elected to serve on the Board.

¹ Amendment approved Nov. 11, 2017 General Membership meeting in Pheonix, Arizona: Changing President-Elect to Vice President.

² Amendment approved Nov. 11, 2017 General Membership meeting in Pheonix, Arizona: Changing language to limit board of directors to no more than 7.

Section 6.5 **Chairperson of the Board of Directors.** The President, during the term of office, shall serve as the Chairperson of the Board of Directors.

Section 6.6 **Term of Office.** The term of office for the President shall be one year, with the Vice President automatically serving as President after the current President's term. Elections for Vice President shall be done annually. Directors and Officers shall serve for 1 year³; however, a Director shall remain in office until his or her successor has been elected. Elections for Directors and Officers shall be conducted in ever even-numbered year.

Section 6.7 **Resignation.** A director may resign by giving written notice to the President. Any such resignation shall take effect 21 days after the receipt of such notice or at any later time therein specified. The acceptance of a resignation shall not be necessary to make the resignation effective.

Section 6.8 **Vacancies.** The Board shall have power to fill vacancies occurring in the Board of Directors through any cause, until the next Annual Meeting of the Corporation, when such vacancies shall be filled by election for the unexpired term.

Section 6.9 **Compensation.** Members of the Board of Directors shall not receive compensation for their services as directors, but may receive reimbursement for expenses and can be engaged to perform other services for the Corporation.

Section 6.10 **Removal.** Four (4) unexcused absences in the fiscal year shall constitute cause for removal of any Director. Excused absences include but are not limited to illness, medical emergencies and travel during the scheduled meeting. The Board shall determine, after considering all the circumstances, whether to remove the Director or Officer. A Director or Officer may be removed only if a majority of the Directors then in office vote for removal.

ARTICLE VII. OFFICERS

Section 7.1 **Officers, Election and Term.** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Each officer shall be elected for a term of two years, except for the President and Vice President serving in their position for one year.

Section 7.2 **Vacancies.** A vacancy in any of the offices of the Corporation shall be filled in accordance with Section 6.8 of these bylaws.

Section 7.3 **President.** The President shall be the chief executive officer of the Corporation and, subject to the Articles of Incorporation and these bylaws, shall have all powers normally exercised by the president of a nonprofit corporation. The President shall see that all orders and resolutions of the Annual Meeting of the Corporation, the Board, and Executive Committee are carried into effect. The President shall also have general supervision and direction of the officers of the Corporation and shall see that their duties are properly performed. The President shall preside at all meetings of the Corporation, the Board and the

³ Amendment approved Nov. 11, 2017 General Membership meeting in Pheonix, Arizona: Term of office for Board members is changed to 1 year from 2 years.

Executive Committee. Upon conclusion of the President's term of office, the President shall have the affirmative duty to transfer any and all financial reports and records of the Corporation to the incoming president no later than thirty (30) days after the end of the fiscal year.

Section 7.4 **Vice President.** In the absence or disability of the President, the Vice President shall perform all duties of the President to the extent permitted by these bylaws. The Vice President is expected to take the President position after a year of active involvement in the organization. The Vice President shall also perform all other duties assigned by the President of the Board.

Section 7.5 **Secretary.** The Secretary shall (1) keep the minutes of all meetings of the Board; (2) sign documents, such as resolutions, authorized by the Board to be executed. The Secretary shall also perform all other duties assigned by the President of the Board.

Section 7.6 **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall (1) exercise general supervision over the receipt, custody and disbursement of corporate funds and the keeping of corporate financial records and shall deposit all moneys and other valuable effects of the Corporation in such banks or depositories as the Board may designate by resolution. The Treasurer shall (2) work with the President in maintaining the annual filing of the Corporation and other tax compliance requirements set forth by Nevada law. Upon conclusion of the Treasurer's term of office, the Treasurer shall have the affirmative duty to transfer any and all financial reports and records of the Corporation to the incoming president no later than thirty (30) days after the end of the fiscal year.

Section 7.7 **Corporation Staff.** Corporation staff assigned to help the Executive Committee shall be hired by the President.

ARTICLE VIII. COMMITTEES

Section 8.1 **Composition.** The President, upon approval by the Board, shall create and appoint the Chairperson of each committee. Unless otherwise specified in these Bylaws, each committee may determine its quorum, procedures and other matters relating to its meetings.

Section 8.2 **Executive Committee.** The Executive Committee is composed of the President, the Vice President, Secretary and Treasurer. The Board may, by the affirmative vote of the majority of the total number of Directors, establish an Executive Committee composed of the Officers.

- (a) The Executive Committee may act between meetings of the Board and shall at all times be subject to the control and direction of the Board.
- (b) Subject to such control and direction, the Executive Committee shall have and may exercise all the authority and powers of the Board in the direction of the property, business and affairs of the Corporation. The Executive Committee shall have no power to:
 - (1) amend or repeal these Bylaws.
 - (2) elect, appoint, or remove any member of any committee or any Director or officer of the Corporation;

- (3) amend the Articles of Incorporation, restate the Articles of Incorporation, adopt a plan of merger, or adopt a plan of consolidation with another corporation;
 - (4) authorize an unbudgeted expenditure in excess of \$5,000 between meetings of the Board;
 - (5) approve any agreement which has a term of more than six (6) months;
 - (6) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
 - (7) adopt a plan for the distribution of the assets of the Corporation; or
 - (8) amend, alter, or repeal any resolution of the Board;
 - (9) engage in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Corporation in the normal course of the Corporation's business.
- (c) The majority of the members of an Executive Committee shall constitute a quorum of the Executive Committee, but the affirmative vote of the majority of the whole Executive Committee shall be necessary for an act of the Executive Committee.
 - (d) The Executive Committee may adopt further rules governing the conduct of its business.
 - (e) The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting to all Directors. At every meeting of the Board, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported in writing and ratified, as necessary.
 - (f) The delegation of authority by the Board to the Executive Committee does not alone constitute compliance by a Director.

Section 8.3 Nominations and Elections Committee.

- (a) The President shall appoint, no less than thirty (30) days prior to the Annual Meeting of the Corporation, a Nominations and Elections Committee.
- (b) The Committee shall solicit nominations, in the manner deemed appropriate by the Committee, from members in good standing as of the record date of October 15. Open nominations from the floor shall also be allowed at the Annual Meeting of the Corporation. All nominees shall provide written consent.
- (c) The Committee shall prepare a resolution for each of the names of all those nominated prior to the Annual Meeting of the Corporation and blank ones for those who may be nominated from the floor.
- (d) The election of officers and directors shall be by viva voce or acclamation, or conducted on an agreed platform online. A candidate receiving a plurality of the votes cast shall be deemed duly elected. In the event of a tie, the votes shall be recast by the Members in good standing who are present at the Annual Meeting of the Corporation until the winner shall have been determined.
- (e) There shall be no voting by proxy.

Section 8.4 Alumni Engagement Committee. The Alumni Engagement Committee shall be responsible in collecting membership dues and keeping the members in good standing with the Corporation. This committee may arrange for membership benefits and develop programs and activities approved by the board to increase alumni engagement.

Section 8.5 Finance and Audit Committee. The Finance Committee shall prepare the annual budget and submit it to the Board for approval at the February meeting of the Board. The Committee shall also shall cause the financial books and accounts of the Corporation to be examined and verified.

Section 8.6 Immersion Program Committee. The Immersion Program Committee shall be responsible for the annual FYLPRO Immersion Program and shall prepare its own rules governing the selection of the candidates and the itinerary for the program.

Section 8.7 Legacy Projects Committee. The Legacy Projects Committee shall be responsible for the selection of Legacy Projects submitted to the Corporation. The Committee shall adopt its own rules subject to approval by the Board.

Section 8.8 Other Committees. The President, upon approval by the Board, may create and rename such committees that are in the interest of the Corporation, and shall appoint the chairpersons thereto.

ARTICLE IX. CONDUCT OF BUSINESS

Section 9.1 Contracts.

- (a) Except as provided or as required by law, all checks, notes, bonds, acceptances or other negotiable instruments, deeds, leases, contracts, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature which require execution on behalf of the Corporation shall be signed by the President and any designated officer, provided that no officer shall sign any instrument in more than one capacity.
- (b) The Board may authorize any documents, instruments or writings to be signed by any officers, agents or staff of the Corporation, or any one of them in such manner as the Board may determine. Such authority must be in writing.

Section 9.2 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest of devise for general purposes or for any special purpose of the Corporation.

Section 9.3 Books. There shall be kept at a designated storage by the President – in electronic form or otherwise, correct books of account of activities and transactions of the Corporation, including copies of agendas, the Articles of Incorporation, these By-Laws and all minutes of the meetings of the Board.

Section 9.4 Checks and Orders. Funds of the Corporation shall be disbursed only on checks or other withdrawal orders of the Corporation signed by at least two officers or other persons as may be specifically authorized by the Board.

Section 9.5 Parliamentary Authority. Where appropriate as determined by the President or a majority of the Board, and unless otherwise provided by law, the Articles of Incorporation, and these Bylaws, the most recent edition of Robert's Rules of Order Newly Revised shall provide guidance as to the conduct and proceedings of meetings.

Section 9.6 Indemnification.

- (a) In accordance with the Articles of Incorporation, Directors shall be indemnified by the Corporation against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being a Director.
- (b) No Director is indemnified for the following:
 - (1) with respect to matters for which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty;
 - (2) with respect to any matters shall be settled by the payment of sums which independent counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expense obligation; or
 - (3) with respect to matters for which such indemnification would be against public policy.
- (c) The termination of any action, suit or proceeding by judgment, order, settlement, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 9.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

Section 9.8 Reasonable Compensation. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Directors (except that the Corporation shall be authorized and empowered to pay reasonable compensation or reimbursement for services rendered to make payments and distributions in furtherance of the purposes as herein above stated). However, the Corporation is not authorized to pay any Director any compensation for services rendered in furtherance of the corporate purpose. Compensation can be made to the President and staff at negotiated rates.

Section 9.10 No Political Activities. No substantial part of the activities of the Corporation shall be the carrying of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1986. The Corporation 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.

Section 9.11 Dissolution and Final Distribution of Assets. In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

- (a) a nonprofit organization or organizations in good standing which may have been created to succeed the Corporation, and/or
- (b) a nonprofit organization or organizations in good standing having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets.

Section 9.12 **Fiscal Year.** The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE X. ARBITRATION

Section 10.1 **Involving the Corporation.** All disputes or claims for damages or other relief among or between the Corporation and any director, officer, staff or agent of the Corporation shall be submitted to arbitration or another form of alternative dispute resolution.

Section 10.2 **Among Other Persons.** All disputes or claims for damages or other relief among or between any Member, Director, officer, employee or agent of the Corporation which relates to any matter involving the Corporation or the outcome of which could affect the Corporation shall be submitted to arbitration.

Section 10.3 **Arbitration Rules.** Unless the Board of Directors shall decide to the contrary, all disputes or claims for damages or other relief governed by Sections 10.1 or 10.2 of these By-Laws shall be arbitrated in accordance with the rules of the American Arbitration Association.

Section 10.4 **Invalidity.** In the event that any provision of Article X of these By-Laws is declared invalid by a competent court, every dispute or claim for damages or other relief among or between the persons described in this Article X shall be tried solely by a judge without a jury.

ARTICLE XI. AMENDMENTS

Section 11.1 **Bylaw Repeal and Amendments.**

- (a) These Bylaws may be altered, amended or repealed or new Bylaws adopted by a two-thirds (2/3) vote of members present at which a quorum is present at the Annual Meeting of the Corporation or at any special meeting specifically called for such purpose.
- (b) The Board shall have first adopted a resolution authorizing the submission to the general membership of such alteration, amendment, repeal, or adoption of new Bylaws and the resolution prior the specified time of the annual or special meeting.
- (c) The President shall be responsible for codifying any amendments and shall hold the official By-Laws of the board.

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By laws adopted Nov. 11, 2017