



# FYLPRO BYLAWS

*Adopted October 18, 2023*

## ARTICLE I. GENERAL

Section 1.1 **Name.** The FILIPINO YOUTH LEADERSHIP PROGRAM ORGANIZATION doing business as “Filipino Young Leaders Program” (“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.**

(a) The principal office of the Corporation in the State of Nevada shall be located at such place or places as determined by the Board of Directors (“Board”). The Corporation shall have such other offices as such place or places, either within or without the State of Nevada, as the Board may from time to time designate or as the affairs of the Corporation may require from time to time.

(b) The Corporation shall have and continuously maintain in the State of Nevada a registered office, and a registered agent whose office is identical with such registered office, as required under Chapter 82 of the Nevada Revised Statutes (NRS) governing the formation and operation of non-profit corporations. The registered office may be, but not need be identical with the principal office in the State of Nevada, and the address of the registered office may be changed from time to time by the Board.

Section 1.4 **Nondiscrimination.** The Corporation shall not discriminate by reason of race, creed, age, color, sex or ethnic origin, political belief, sexual orientation, gender identity or disability.

## 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

advance the Philippines and the global Filipino community.

(c) Capture and magnify the voice of the Filipino youth community in the United States;

(d) Promote Filipino culture, customs, and values;

(e) Continue and strengthen dialogue with the highest officials and policymakers in the Philippines and United States.

### **ARTICLE III. MEMBERS OF THE CORPORATION**

Section 3.1 **Eligibility.** Membership shall be open to individuals who support the Corporation's vision and mission upon the completion of an application form and the payment of dues. Participants in the most recent immersion program ("Recent Alumni") shall automatically receive a one-year membership upon completion of their immersion experience.

Section 3.2 **Dues.** Members in good standing must pay annual dues as determined by the Board. Dues for Recent Alumni as well as for participants in any fellowship or mentorship programs during the current membership year shall be waived for the next membership year.

Section 3.3 **Membership Rights.** At the Corporation's annual meeting, Members in good standing shall be eligible to (1) submit proposals to the Board for consideration, (2) run for Board position pursuant to current eligibility requirements, and (3) participate in annual elections.

Section 3.4 **Fixing Record Date for Membership Terms.** For the purpose of determining Members, or in order to make a determination of Members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, for a meeting of Members, not less than ten (10) days, immediately preceding such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date of which notice of the meeting is delivered shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section 3.5 **Lifetime Membership.** The Board may at its discretion establish criteria for lifetime membership in the Corporation. Upon satisfying such criteria, Lifetime Members shall be exempted from the annual dues requirement in Section 3.2 while enjoying the same membership rights under Section 3.3 and subject to the same criteria for termination or suspension in Section 3.6 and restrictions on transfer of membership in Section 3.7.

Section 3.6. **Termination or Suspension of Membership.** The Board may terminate or suspend a Member for cause. Cause may include, but is not limited to: 1) conduct that violates the mission, values, policies, and Bylaws of the Corporation as well as any relevant state or federal law; 2) actions that subject the Corporation to disrepute or jeopardizes the safety and wellbeing of the Corporation's members; and in the case of non-Lifetime Members, 3) failure to pay required annual dues. 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.

Section 3.7 **Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

#### **ARTICLE IV. MEETINGS OF THE CORPORATION**

Section 4.1 **Annual Meeting.** The annual meeting of the Corporation shall be held no later than the end of the calendar year for the purposes of (1) the President and Treasurer reporting on the activities and financial condition of the Corporation; (2) the election of Executive 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 Executive 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 V. 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 teleconference, video conference or similar communication method 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 may be called by or at the request of the President, or in the absence of the President, the President-Elect, in writing via email with at least 10 days' advance notice. The person or persons authorized to call special meetings may designate the time and venue of the special meeting.

Section 5.3 **Notice of Regular Meetings.** At the direction of the President, or two-thirds Members of the Board calling the meeting, notice and agenda shall be given in writing at least twenty-four (24) hours prior to the meeting 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.** A simple majority (50 percent plus one Member) 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 Executive Officer 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.**

The Board may take action on any item presented by the President outside of a meeting via email with a simple majority vote. Written consent may be provided via email to the email address designated by the President. The written consent or email shall be filed with the

minutes of the Board meetings and shall have the same effect as a unanimous vote.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 6.1 Composition of Directors.**

(a) There shall be at least four (4) and no more than seventeen (17) Directors of the Corporation, including, but not limited to the President, President-Elect, Executive Vice President, Secretary, Treasurer, and Immediate Past President.

(b) Each Director shall give to the President the mailing address, telephone number, and email 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 Bylaws. The Board shall manage, control the affairs and business of the Corporation, and promulgate and enforce rules, regulations and policies consistent with the law, Articles of Incorporation, or these Bylaws.

(b) The Directors 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.

(c) The Immediate Past President shall be a non-voting member of the Board, except when performing the duties of President-Elect under the circumstances provided in Section 7.8.

**Section 6.3. Liability.** To the fullest extent permitted under NRS Chapter 82, no Director shall be personally liable for the debts, liabilities or obligations of the Corporation, unless the Director was grossly negligent, acting in bad faith or in knowing violation of the law in the performance of, or the failure to perform, their duties.

**Section 6.4 Election of Board Members.** For new and renewing Directors, the General Membership shall vote by resolution, *viva voce* (acclamation), or written online ballot at the Corporation's annual meeting, or during a schedule agreed upon by the Board. In order to stand for election to the Board, first-time candidates must have spent at least the previous term as active, dues-paying Members of the Corporation. This membership requirement shall however be waived for first-time candidates who are Recent Alumni. Each Member of the Corporation in good standing may cast one vote per election. The candidate who receives the most number of votes shall be elected to serve on the Board.

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.** Effective January 1, 2023, the Directors shall be divided into two classes, Class I and Class II, with each class having an equal number of members as reasonably possible and equal voting rights. Class I Directors shall expire on December 31, 2023. Class II Directors shall expire December 31, 2024. Successors to the class of Directors whose term expires in that year shall be elected for a two-year term. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes by the Board so as to maintain the number of Directors in each class as nearly equal as is reasonably possible, and any additional Director of any class selected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. In no case will a decrease in the number of Directors shorten the term of any incumbent Director, even though such decrease may result in an inequality of the classes until the expiration of such term. Directors serving in Executive Officer roles shall be subject to the terms specific to their respective offices as provided under Section 7.2 of these Bylaws. In any event, an individual may not serve in the same position on the Board for more than two consecutive terms at a time.

Section 6.7 **Resignation.** A Director may resign by giving written notice to the Board. Any such resignation shall take effect 30 days after the receipt of such notice or at any later time therein specified. Resignation shall be effective by acceptance or action by the Board.

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.** Directors shall not receive compensation for their services as Directors, but may receive reimbursement for Board-authorized expenses.

Section 6.10 **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 executive 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. Every Executive Officer, Director and employee of the Corporation shall comply with the Conflict of Interest Policy, attached hereto as Exhibit A.

Section 6.10 **Removal.** The Board shall determine, after considering all the circumstances, whether to remove the Director or Executive Officer. A Director or Executive Officer may be removed only if a majority of the Directors in office vote for removal.

(a) Three (3) consecutive unexcused absences during regular meetings in the fiscal

year may constitute cause for removal of any Director. An excused absence shall be determined by the President, which may include illness, medical emergencies and travel during the scheduled meeting.

(b) Directors grossly negligent in the performance of, or the failure to perform, his or her fiduciary duties shall constitute cause for removal.

(c) If a Director has conducted himself/herself in a manner, which shall be an offense involving moral turpitude in violation of federal, state or local laws, or which might tend to bring public disrepute, contempt, scandal or ridicule, or which may embarrass, offend, insult or denigrate individuals or groups, or which otherwise may might tend to reflect unfavorably upon FYLPRO.

Section 6.11 **Advisory Directors.** The Board may appoint Advisory Directors. Advisory Directors may only be appointed upon a majority vote by the elected Directors. The number of Advisory Directors will be determined by the Board and shall be less than or equal to the number of elected Directors in any given year. The Advisory Directors shall be selected by the Board. Up to two Advisory Directors may be selected solely by the President. Advisory Directors shall serve as advisors and shall not have Director voting rights, but shall have all other rights of membership. Advisory Directors shall serve for two (2) year terms without limit.

## **ARTICLE VII. EXECUTIVE OFFICERS**

Section 7.1 **Executive Officers.** The Executive Officers of the Corporation must include a President, a President-Elect, an Executive Vice President, a Secretary, Treasurer, and Immediate Past President and shall comprise the Executive Committee as defined in Section 8.2.

Section 7.2 **Election, Term of Office, and Vacancies.** The Executive Officers of the Corporation shall be elected every two years by the popular vote of the General Membership through resolution, *viva voce* (acclamation), or written online ballot at the Corporation's annual meeting, or during a schedule agreed upon by the Board. Each member of the Corporation in good standing may cast one vote per election. The candidate who receives the most number of votes shall be elected to serve in the Executive Officer position for which they are running. Candidates for President-Elect must have previously served at least one term as a Director or Executive Officer before taking the office of President-Elect. Each Executive Officer shall hold office until such Executive Officer's successor shall have been duly elected and shall have qualified or until such Executive Officer shall resign or shall have been removed in the manner provided under Section 6.10 of these Bylaws. Election of an Executive Officer shall not of itself create contract rights. A vacancy in any of the Executive Officer positions shall be filled in accordance with Section 6.8 of these Bylaws. The following Executive Officers of the Corporation shall have the following duties:

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 Executive 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 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. An individual may not be elected to consecutive terms as President.

**Section 7.4 President-Elect.** The position of Vice President as established under previous versions of these Bylaws shall convert to President-Elect upon the effective date of the present version of these Bylaws. The President-Elect shall succeed to the presidency for the following term without another election to that office. The President-Elect shall assist the President in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned to them by the President or by the Board. In the absence of the President or in the event of their inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another Executive Officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President-Elect may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and the President-Elect may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other Executive Officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

**Section 7.5 Executive Vice President.** The Executive Vice President shall be responsible, under the direction of the Board, for managing the efficient operation of the Corporation's key functions, including, but not limited to, programming, membership, and communications. The Executive Vice President shall also act as the Board liaison for any committees established by the President or Board. Additionally, the Executive Vice President shall perform such duties as from time to time may be assigned to them by the President or the Board.

**Section 7.6 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.

**Section 7.7 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; (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 7.8 Immediate Past President.** The President shall succeed to the office of Immediate Past President for the following term without another election to that office. The Immediate Past President shall assist the President and President-Elect in the discharge of their duties as they

may direct and shall perform such other duties as from time to time may be assigned to them by the President and President-Elect, or by the Board. In the absence of the President-Elect or in the event of the President-Elect's inability or refusal to act, the Immediate Past President shall perform the duties of the President-Elect and when so acting, shall have all the powers of and be subject to all the restrictions upon the President-Elect. The Immediate Past President may not serve as an Executive Officer or Director during the term that immediately follows their tenure in this position.

Section 7.9 **Corporation Staff.** Corporation staff assigned to help the Executive Committee shall be hired by the President, and approved by the Board.

Section 7.10 **Board Supremacy.** Where the Board (acting in a meeting thereof or by written consent as prescribed in these Bylaws) shall have issued any direction (by resolution or otherwise), and such direction conflicts with the direction of the President or any other Executive Officer, the Board direction shall prevail and must be followed by the Executive Officers, committees, staff, volunteers, and other persons to whom it is made.

## **ARTICLE VIII. COMMITTEES**

Section 8.1 **Composition.** The President, upon approval by the Board, has the power to create committees for various purposes, 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. The Corporation's permanent or standing committees are as follows:

Section 8.2 **Executive Committee.** The Executive Committee is composed of the President, the President-Elect, Executive Vice President, Secretary, and Treasurer.

(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 Executive 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 \$500 between meetings of the Board;
- (5) approve any written agreement or contract;
- (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 Executive Committee may adopt further rules governing the conduct of its business.

(d) 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 verbally or in writing and ratified, as necessary.

(e) The delegation of authority by the Board to the Executive Committee does not by itself constitute approval by the Board.

### 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. Open nominations from the floor may also be allowed at the Annual Meeting of the Corporation. All nominees shall provide verbal or written consent.

(c) The election of Executive Officers and Directors shall be by viva voce or acclamation, or conducted on an agreed platform online. A candidate receiving the most number 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.

(d) 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. The Committee shall also maintain the financial books and accounts of the Corporation to be examined and verified. The Treasurer shall serve as Chair of this committee.

**Section 8.6 Immersion Program Committee.** The Immersion Program Committee shall be responsible for the annual FYLPRO Immersion Program and shall prepare its own budget and 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 monitoring and documentation of Legacy Projects submitted to the Corporation.

Section 8.8 **Development Committee.** The Development Committee shall be responsible for the overall strategy and implementation of fundraising initiatives, including but not limited to, campaigns, grants, sponsorships, and partnerships.

Section 8.9 **Other Committees.** The President, upon approval by the Board, may create temporary or ad hoc committees, formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective, that are in the interest of the Corporation, and shall appoint the chairpersons thereto.

Section 8.10 **Committee Operations.** All budgets, rules, and initiatives created by Committees shall be subject to Board approval. Committee reports shall be provided to the Board during Regular meetings or as requested by the Executive Committee.

## **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 Executive Officer, provided that no Executive 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 Executive 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.

(c) No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. The Corporation shall not make any loan to any Executive Officer or Director of the Corporation.

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 Bylaws and all minutes of the meetings of the Board.

Section 9.4 **Checks and Electronic Transactions.** Funds of the Corporation shall be disbursed only on checks or other electronic withdrawal orders of the Corporation.

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 shall purchase and maintain insurance on behalf of any person who is or was a Director, Executive 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 Compensation and Personal Gifts.** No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Directors or Executive Officers. The Corporation is not authorized to pay any Director or Executive Officer any compensation for services rendered in furtherance of the corporate purpose. Personal unsolicited gifts to Directors or Executive Officers in excess of \$100 shall be reported to the Board.

**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. The Corporation may participate in activities and advocacy campaigns that advance the mission of the corporation, as approved by its Board.

**Section 9.11 Dissolution and Final Distribution of Assets.** In the event of dissolution or final liquidation of the Corporation, the Board 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 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 purposes and objectives 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, Executive Officer, staff or agent of the Corporation shall be submitted to arbitration or another agreed 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, Executive 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 shall decide to the contrary, all disputes or claims for damages or other relief governed by Sections 10.1 or 10.2 of these Bylaws 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 Bylaws 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 AND ANNUAL REVIEW**

Section 11.1 **Bylaw Repeal and Amendments.**

(a) In order for these Bylaws to be altered, amended or repealed, or new Bylaws adopted, the Board shall first adopt a resolution authorizing the submission to the General Membership prior to the annual or special meeting. Notice to the General Membership shall be given in writing at least one week prior to such meeting and shall be emailed to the Directors

(b) These Bylaws may be altered, amended or repealed, or new Bylaws adopted by a two-thirds (2/3) vote of members in good standing present at the Annual Meeting of the Corporation or at any special meeting specifically called for such purpose.

(c) The President shall be responsible for codifying any amendments and shall hold the official Bylaws of the board.

Section 11.2 **Annual Bylaws Review.**

During the first quarter of each calendar year, the Board shall designate a Bylaws committee

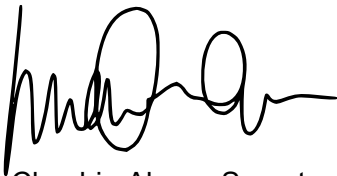
to conduct a regular annual review of these Bylaws to determine whether current organizational practices are in alignment and whenever appropriate, propose relevant alteration, amendment, or repeal of these Bylaws, or new adoption thereof.

Adopted on this 18th day of October, 2023

A handwritten signature in black ink, appearing to read 'L. Tanglao', with a long horizontal line extending to the right.

Leezel Tanglao, President

ATTEST:

A handwritten signature in black ink, appearing to read 'Chachie Abara', with a long horizontal line extending to the right.

Chachie Abara, Secretary

###

## **EXHIBIT A**

### **FYLPRO Conflict of Interest Policy**

*Adopted September 8, 2022*

#### **ARTICLE I. PURPOSE**

The purpose of the conflict of interest policy is to protect the interest of the Filipino Young Leaders Program (“FYLPRO”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director (“director”) of FYLPRO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE II. DEFINITIONS**

##### **Section 2.1 Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **Section 2.2 Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which FYLPRO has a transaction or arrangement;
- (b) A compensation arrangement with FYLPRO or with any entity or individual with which FYLPRO has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FYLPRO is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 hereof, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **ARTICLE III. PROCEDURES**

##### **Section 3.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers

considering the proposed transaction or arrangement.

### **Section 3.2 Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **Section 3.3 Procedures for Addressing the Conflict of Interest**

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether FYLPRO can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FYLPRO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **Violations of the Conflict of Interest Policy**

(e) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(f) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV. RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V. COMPENSATION**

a) A voting member of the governing board who receives compensation, directly or indirectly, from FYLPRO for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FYLPRO for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FYLPRO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands FYLPRO is a nonprofit entity and must act as such.

#### **ARTICLE VII. PERIODIC REVIEWS**

To ensure that FYLPRO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to FYLPRO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes,



and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, FYLPRO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.