

***BY-LAWS of
PHILIPPINE AMERICAN ASSOCIATION
OF EAST TENNESSEE, Inc.***

§1. CORPORATE POWER and DEFINITIONS

1. The general purpose for which the corporation is organized is as a NON-PROFIT Corporation, for the express purpose of being a social organization intended to promote Philippine American culture and fellowship; this corporation is a mutual benefit corporation, is not a religious corporation, and will not have "members" (as such are defined by the *Tennessee Nonprofit Corporation Act*), but instead shall have "Members" (as defined in §3, hereinbelow) solely for the purposes of Voting. The Corporation shall otherwise have all powers granted by law pursuant to the *Tennessee Nonprofit Corporation Act*.

2. The word "Corporation" shall be used hereinafter interchangeably with the word "Association", without distinction thereto.

3. The word "Members" shall likewise be used hereinafter interchangeably with the word(s) "Shareholders" or "Shares", without distinction thereto.

§2. OTHER PURPOSES and GOALS

The other purposes and goals of the Corporation/Association are:

1. To promote closer relationship and understanding among the Filipino-American families in East Tennessee;
2. To participate in local activities which will enhance better understanding of Filipino culture and traditions;
3. To provide guidance and assistance to Filipino-American students in the East Tennessee area;
4. To act and serve as host to visiting Philippines government officials and delegations; and
5. To participate in civic and community activities (including sports education, cultural, commerce, and others) in order to promote better understanding of the Philippines.

§3. MEMBERSHIP

1. The MEMBERS of the Non-Profit Corporation shall be the "Shareholders" of the corporation, and shall together have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

2. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist in respect of any of the shares of the corporation.

3. **Eligibility**--The MEMBERS are defined as those natural persons who meet the following requirements, and are therefore eligible to become a MEMBER of the Association (*i.e.*, the Corporation):

- a) Any natural person who is in any way affiliated with the Philippines by virtue of birth, citizenship, ancestry, national origin, or cultural heritage;
- b) Any natural person now or formerly married to a Filipino;
- c) Any natural person who has adopted a child from the Philippines;
- d) Current members of the **United States Armed Forces** who are or have been stationed or served in the Philippines;
- e) Veterans of the **United States Armed Forces** who are or have been stationed or served in the Philippines;
- f) Current or former members of the **United States Peace Corps** who are or have been stationed or served in the Philippines;
- g) Current or former representatives or *bona fide* missionaries of a recognized religious organization who are now serving or in the past have served in the Philippines;
- h) Any natural person who has resided in the Philippines for one (1) or more year(s);
- i) Any natural person who is sponsored (in writing) by a current MEMBER of the Association, and whose sponsorship is thence accepted by the Board of Directors.

In all cases (as described and delineated above) Membership shall be formalized by and through Registration with the Association's incumbent Secretary(ies) and payment of the appropriate Annual Membership Fee, as such may be set from time to time by the Association. In addition thereto, Members must be *bona fide* residents of (and domiciled in) the region of East Tennessee as such is defined by the provisions of *Tennessee Code Annotated*, which defines the specific Counties which comprise "East Tennessee."

4. **Voting Rights**—All natural persons who meet the eligibility requirements (as set forth in §3, ¶3, above) shall be considered a "Voting Member" provided he or she is at least eighteen (18) years of age; each Voting Member shall be entitled to one (1) vote on each matter submitted for a vote to the Members, specifically including (but not limited to) votes for the Board of Directors.

§4. MEETINGS OF MEMBERS

A. **Place of Meeting.** All Meetings of the Members of the Association shall be held in a place within any of the following Tennessee Counties: Knox, Anderson, or Blount, at such a time as is convenient to the Members, as may be designated by the Board of Directors or the President (upon the consent of the Board of Directors).

B. **Regular Annual Meeting.** An Annual Members' Meeting shall be held on either the First or Second Saturday of December of each Calendar Year, at such place and time as shall be designated by the Board of Directors or the President (upon the consent of the Board of Directors). At such Annual Meeting the Election of Directors shall take place, and the Members may transact such other business as may properly come before them.

C. **Special Meetings.** Special Meetings of Members may be called by the Board of Directors or the President (upon the consent of the Board of Directors) whenever deemed advisable, or shall be called by the Secretary when ordered by a majority of the Board of Directors, or upon the written request of Members of the Association representing at least twenty-five percent (25%) of all Registered Members' votes entitled to be cast at such meeting. Such request shall state the purpose of such Meeting and the matters proposed to be acted upon. Unless Registered Members representing at least fifty percent (50% of all votes entitled to be cast) request such a Meeting, no Special Meeting may be called to consider any matter which is substantially the same as a matter voted upon at any meeting of the Association held during the preceding twelve (12) months, which determination shall be made in the sole and absolute discretion of the Board of Directors.

D. **Notice.** Written or printed notice stating the place, day, and hour of the Meeting--and in the case of a Special Meeting, then the purpose or purposes for which the Special Meeting is called--shall be delivered **not less than ten (10) days nor more than two (2) months before the date of the meeting, either personally [i.e., "hand-delivery"] or by United States Mail**, by or at the direction of the President, or the Secretary, or the officer or persons calling the Meeting, to each Member of record entitled to vote at such a meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States Mail (postage prepaid) addressed to the Member at their address as it appears in the records of the Association.

E. **Quorum and Adjourned Meetings.** A quorum at a Members' Meeting shall consist of persons entitled to cast a majority of the votes of the entire membership. In the absence of a quorum, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time, until a quorum shall be present or represented.

F. **Action by Written Consent.** Whenever Members of the Association are

required or permitted to take any action by vote, such action may be taken without a Meeting upon written consent, setting forth the action so taken, signed by the persons entitled to vote thereon.

G. Organization. At each Meeting of the Association, the President (or, in the President's absence, the Vice President--or in the absence of both the President and the Vice President, then a Member present in person or represented by proxy and entitled to vote thereat), shall act as chairperson, and the Secretary (or in the Secretary's absence, a person thence appointed by the chairperson) shall record the minutes of the Meeting.

H. Voting. Except as otherwise required by the Charter, the By-Laws, or any law, the affirmative vote of a majority of the votes represented at any duly called Members' Meeting (at which a quorum is present) shall be binding upon the Members. All votes shall be public, and properly recorded.

I. Member in Good Standing. A Member shall be deemed to be "in Good Standing", and therefore entitled to vote at any Annual Meeting or at any Special Meeting, if and only if Registration Fees and Dues have been paid, together with all interest, costs, attorneys' fees, penalties and other expenses, if any, properly chargeable to said Member, on or before the date fixed for such Meeting, and prior to such Vote being recorded.

J. Order of Business. The order of business at an Annual Meeting of the Members, or at any Special Meeting, insofar as practicable, shall be as follows:

1. Reading and approval of Minutes of preceding Meeting, which may be waived by vote of the Members; however, in all such cases the preceding Minutes must be made available to all interested Members;
2. Election of Board of Directors (if necessary) by Vote of Members;
3. Appointment of Officers (if necessary), by Directors;
4. Reports of Committees;
5. Old (or Unfinished) Business;
6. New Business;
7. Ratification of Budget (including Assessments, *i.e.*, Fees or Dues), by Members and Directors;
8. Adjournment.

§5. Greater than Majority Vote Required for Certain Corporate Action

The affirmative vote of SEVENTY FIVE PERCENT (75%) of the Members of the corporation shall be required to amend its Charter in any way, or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or to voluntarily dissolve, liquidate, or wind up its affairs.

§6. Members' Rights--Reservation of Power to Change Bylaws

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the Members of the corporation.

§7. Members' Meetings--Quorum Requirement.

The presence, at any Members' Meeting, in person or by proxy, of persons entitled to vote 50% of the Registered Members of the corporation shall constitute a quorum for the transaction of business.

§8. Voting Requirement Generally

The affirmative vote of 51% of the Registered Members of the corporation shall be the act of the Members.

§9. Particular Actions Requiring Greater than Majority Approval

The following actions shall require the affirmative vote of the of at least 75 % of the Registered Members:

(1) Amendment of the Charter;

(2) Merger or consolidation with or into any other corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

§10. BOARD OF DIRECTORS

A. Number and Qualification. The Board of Directors of the Association shall consist of five (5) persons. To qualify as a Director, all such persons nominated for a Director's position shall be "a natural person" (*i.e.*, not a corporation, limited liability company, partnership or other association), and shall be a Registered Member of the Association "in Good Standing", as defined in §3, ¶3, above.

B. Election. The Board of Directors shall each be individually elected by a majority of the votes of the Members of the Association, publicly cast by duly authorized Members (*see*, §3, ¶3, above) during an Annual Meeting of the Association, or any duly scheduled Special Meeting called for such purpose. The Board of Directors, in its discretion, may appoint a *Chairman of the Board of Directors*.

C. Term of Office. 1. The Board of Directors shall each be elected for bi-annual term(s) of office by the Members, by majority vote (for each) of the Registered

Members of the Corporation (*i.e.*, the Association). The Term of Office for each Director shall be two (2) Years, expiring at the second Annual Meeting following their election. However, the Members shall have the right at any Annual Meeting, or at any Special Meeting called for such purpose, to remove any Director of the Association with or without cause. A successor Director may then be immediately duly elected and qualified, and shall in such event serve the remainder of the term (of the removed predecessor).

2. Each such bi-annual term(s) of office shall be staggered; three (3) of the Directors shall be elected in "odd-numbered" years (each for a bi-annual term), with the first such terms to conclude on December 31, 2025; the other two (2) of the Directors shall be elected in "even-numbered" years (each for a bi-annual term), except that for the first such Election (*i.e.*, in 2023) these two (2) such Directors shall be elected for a three-year term (*i.e.*, to conclude on December 31, 2026).

3. The Board of Directors shall serve at the pleasure of the Corporation/Association Members, and any member of the Board of Directors may be replaced by majority vote of the Members of the Corporation/Association prior to the expiration of his or her term of office, pursuant to the By-Laws of the Corporation (*i.e.*, the Association).

4. All such bi-annual term(s) shall commence upon January 1 of the year immediately following the Annual Meeting at which the Director was duly elected by vote of the Members, and shall conclude on December 31 of the second year following therewith (with the exception of the first such terms for two (2) of the Directors; see, §10, ¶2, above).

D. Regular Directors' Meetings. Regular Meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, or by the *Chairman of the Board of Directors*, but at least one (1) such meeting shall be held each calendar year (which may coincide with the Annual Meeting of the Members of the Association). Notice of regular meetings shall be given by the Secretary or other designated person to each Director, either via "hand-delivery" or by United States Mail, or by telephone, or by facsimile transmission, which Notice shall state the time, place and purpose of the Directors' Meeting.

E. Special Directors' Meetings. Special Meetings of the Board of Directors may be called by the President, and/or may be called by the Secretary at the written request of any two (2) Directors. Not less than five (5) Business Days' Notice of a Meeting shall be given to each Director, either personally, by mail, telephone or facsimile, which Notice shall state the time, place and purpose of the Meeting.

F. Waiver of Notice. Any Director may waive Notice of a Meeting, and such waiver shall be deemed equivalent to the giving of Notice. Actual attendance by a Director at any meeting of the Board shall be deemed a waiver of Notice. If all Directors

are present at any meeting of the Board of Directors, then no Notice shall be required, and any business may be transacted at such meeting. In the sole discretion of the Board of Directors, meetings of the Board of Directors (or portions thereof) may be open to Members of the Association for observation or participation in such manner and to the extent the Board of Directors may deem appropriate.

G. Quorum and Adjourned Meetings. At all Meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and acts of the majority of Directors present at a meeting at which a quorum is present shall be acts of the Board of Directors, unless otherwise provided in the Charter and/or the By-Laws. If any Directors' Meeting cannot be organized because a quorum is not present, then the Directors who are present may adjourn the Meeting from time to time until a quorum is present.

H. Consent in Lieu of Meeting and Vote. Anything to the contrary in these By-Laws, or the Charter notwithstanding, the entire Board of Directors shall have the power to take action on any matter on which it is authorized to act, without the necessity of a formal meeting and vote, if the entire Board of Directors, or all the Directors empowered to act, whichever the case may be, shall consent in writing to such action.

I. Powers and Duties. The Board of Directors may act in all instances on behalf of the Association, except as provided by these By-Laws, or other applicable law. The Board of Directors shall have, subject to the aforementioned limitations, the powers and duties necessary for the administration of the affairs of the Association, which shall include but not be limited to the following:

1. To make, levy and collect Assessments against Members to defray the costs of the operation and the maintenance of the Association, and to use the proceeds of said Assessments in the exercise of the powers and duties granted unto the Association;
2. To facilitate the necessary and appropriate maintenance of the Association according to accepted standards established by the Association, and as required by appropriate federal, state, and local laws and/or regulations;
3. To make and amend Rules and Regulations governing the use of any Property which may be acquired for the use and benefit of the Members, so long as such Rules and Regulations and other limitations which may be placed upon the use of the Property do not conflict with the terms of the Charter;
4. To acquire, operate, lease, manage, and otherwise trade and deal with property, real and personal, as may be necessary or convenient in the operation and management of the Association, and in accomplishing the purposes set forth in the Charter and/or these By-Laws;

5. To contract for the management of the Association, and to delegate to such manager all of the powers and duties of the Association, subject to the limitations of the Charter, with the cost of employing such manager to be a part of the Association;

6. To comply with and to enforce by legal means all terms and conditions of the Charter, these By-Laws and any Rules and Regulations hereafter promulgated governing the use of any Property which may be acquired by the Association;

7. To pay all taxes and assessments which are liens against any part of the Property which may be acquired by the Association, and to assess the same against the Members;

8. To carry insurance for the protection of the Members and the Association;

9. To employ personnel and/or other professionals (including, without limitation, attorneys and accountants) for reasonable compensation to perform the services required for proper administration of the Association, with such costs to be considered common to the Members;

10. To borrow money for the maintenance, well-being and any legitimate improvement of any Property which may be acquired by the Association, the repayment of which shall be Common to the Members;

11. To keep a complete and accurate record of all of the acts and corporate affairs of the Association, and to present a summary report thereof to the Members at the Annual Meeting or at any Special Meeting;

12. To delegate to Members appropriate responsibilities with respect to the maintenance, repair, replacement or insurance of portions of any Property which may be acquired by the Association; and

13. To exercise any other power necessary and proper for the governance of the Association.

J. Other Eligibility of Directors (including as Officers). Nothing contained in these By-Laws shall prohibit a Director from being eligible to also serve as an Officer of the Association, nor preclude the Board of Directors from employing a Director as an employee of the Association, or by contracting with a Director for the management of any Property which may be acquired by the Association.

§11. Directors--Removal by Members

The Members shall have the right at any regular Meeting, or at any Special Meeting called for such purpose, to remove any director of the corporation with or without cause, by majority vote of the Registered Members (with voting rights, as set forth and delineated in §2, ¶3 and ¶4, above).

§12. OFFICERS—APPOINTMENT

A. Designation, Qualification and Appointment. All Officers of the Corporation shall be appointed by the Board of Directors; all Officers of the Corporation shall serve at the pleasure of the Board of Directors, for such terms as may be determined by the Board of Directors, and such appointments shall be solely at the discretion of the Board of Directors.

B. The Association shall have (at minimum) as Officers a **President**, and a **Secretary**. All Officers must be adults, and natural persons (*i.e.*, an Officer may not be a corporation, limited liability company, partnership or other association), and shall be a Registered Member of the Association “in Good Standing”, as defined in §3 ¶3, above., with the exception of **Treasurer** or **Corporate General Counsel**, which offices have no such “Member” requirement or qualification. All Officers shall be appointed by the Board of Directors at any Annual Meeting or Directors’ Meeting. Officers shall serve in all respects at the sole discretion of the Board of Directors. Two or more offices may be held by the same person, except the offices of **President** and **Secretary**.

C. Additional Officers. The Board of Directors, in its discretion, may appoint one or more Vice-Presidents, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, a Corporate General Counsel, and other officers as the business of the Association may require.

D. Employment of Attorney. In addition to being an appointed Officer of the Association, an Attorney for the Association (*i.e.*, Corporate General Counsel), must be an Attorney licensed to practice law in the State of Tennessee (or admitted to practice *Pro Hac Vice*), and shall be paid the ordinary professional charges for appropriate services as such, which shall be specifically delineated by a separate contractual agreement, if necessary, in the event that such attorney does not agree to *Pro Bono* representation of the Association.

E. Duties and Responsibilities of Officers. With the exception of the **Corporate General Counsel** (*see*, §11.C., above), the Officers of the Association shall have the following duties and responsibilities:

1. The **President** shall be the Chief Executive Officer of the

Association, and shall preside at all Meetings of the Association (other than Meetings of the Board of Directors). The President shall have all the powers and duties which are usually vested in the office of the President of an Association (or other Corporation), including but not limited to, the power to appoint committees from among the Members from time to time, as may be appropriate, and to otherwise assist in the conduct of the affairs of the Association. The President of this Association is authorized and empowered on behalf of the Association to enter into any such contracts upon the terms and conditions contained in the proposed contracts, or on such terms and conditions as may be agreed upon between the President and the other party to the proposed contract, provided such contracts are in furtherance of the lawful business of the Association (and for the benefit of the Members), as contemplated in the Charter and these By-Laws.

2. The **Vice President** shall, in the absence or disability of the President, exercise the powers and perform the duties of the President, also generally assisting the President and exercising such other powers and performing such other duties as shall be prescribed by the Directors.

3. The **Secretary** shall keep the Minutes of all proceedings of the Members and of the Board of Directors, and shall keep the Minute Book and record all proceedings therein. The Secretary shall be responsible for serving all Meeting Notices to the Members and Directors, and such other Notices as required by law. The Secretary shall keep the books and records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the Secretary of an Association (or Corporation) and as may be required by the Directors or President. The Assistant Secretary, if any, shall perform the duties of Secretary when the Secretary is absent.

4. The **Treasurer** shall have custody of all of the property of the Association, including funds, securities and evidences of indebtedness. The Treasurer shall keep the Assessment rolls and accounts of the Members, shall keep the financial books and records of the Association in accordance with good accounting practices, and shall likewise perform all other duties incident to the office of Treasurer.

5. Additional Officers shall have such duties and powers as may be designated by the Board of Directors, in their sole discretion.

§13. Indemnification

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement,

actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter, against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for in this charter, the corporation shall have power to make any other or further indemnification, allowed by law except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of Registered Members.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the Members, the corporation shall, not later than the time of delivery to the Members of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in

any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

§14. Amendment of Charter or Articles of Incorporation

1. The corporation reserves the right to amend, add to, or repeal any provision contained in the Charter, or in the Articles of Incorporation, in a manner consistent with law and in conformity with the provisions set forth in the Charter, the Articles of Incorporation, and in the Bylaws.

2. At a meeting of the Registered Members entitled to vote on a proposed amendment or amendments to the Charter the proposed amendment(s) shall be adopted upon receiving the affirmative vote of 75% of the total Registered Members entitled to vote on such amendment(s).

§15. Dissolution--Vote of Members

This corporation may be dissolved prior to the time fixed in the Charter by an affirmative vote of 75% of the Registered Members at a Meeting of the Members called for that purpose in the manner, not inconsistent with law, set forth in the Bylaws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Tennessee Nonprofit Corporation Act.

§16. Members' Meetings--Notice

Written or printed notice stating the place, day, and hour of the Meeting, and in the case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be delivered not less than ten (10) days nor more than two (2) months before the date of the Meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the Meeting, to each Registered Member of record entitled to vote at such a Meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member(s) at their address as it appears in the records of the corporation, with postage prepaid.

§17. Special Meeting--Contents of Notice

Notice of any Special Meeting for Members shall specify the place, the date, and the hour of the Meeting. Such notice shall further state the purpose or purposes for which the Meeting is called.

§18. Board of Directors--General Powers

Subject to the limitations of the Charter, these Bylaws, and the Tennessee Nonprofit Corporation Act concerning corporate action that must be authorized or approved by the Members of the corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board.

§19. Fiscal Affairs

In connection with the fiscal affairs of the corporation, the Board of Directors shall have the following powers:

1. To make provision for the prompt discharge of corporate obligations as they mature, including payment for any property or rights acquired by the corporation, either in money or in stock, bonds, debentures, or other securities of the company lawfully issued for the purpose.
2. To borrow money on the credit of the corporation. No loan shall be contracted in behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authorization may be general or may be confined to specified transactions.
3. To establish and provide for the proper maintenance and use of a sinking fund for repairs or alterations to the buildings and plant of the corporation and for any other proper corporate purpose that will be advanced, in the opinion of the Board, by the use of a sinking fund.
4. To fix the salaries (if any) of the corporate officers and to review the same from time to time; and to establish salary schedules (if any) for employees of the corporation.
5. To determine salaries (if any) and other remuneration of agents appointed for the corporation.
6. To select banks and other depositories for the funds and securities of the corporation.
7. To designate the officer, officers, or employees who shall be authorized to sign checks, drafts, orders for the payment of money, notes, and other specialties in behalf of the corporation. Until and unless other provisions are made by the Board of Directors, all such instruments shall be signed by either the President or the Secretary, or the Treasurer.

§20. Authorization to Execute Contracts

Whereas, it is for the best interests of this corporation to enter into contracts from time to time.

Resolved, that the President of this corporation is authorized and empowered on behalf of the corporation to enter into any such contracts upon the terms and conditions contained in the proposed contracts, or on such terms and conditions as may be agreed upon between the President and the other party to the proposed contract.

§21. Authorization to Purchase Real Property

Resolved, that the Board of Directors of the corporation is authorized to purchase for and on behalf of the corporation such land or other real property according to such stipulations and agreements relative to such purchase as may be deemed advisable or proper.

§22. Designation of Depository and Authorization of Signatories

Resolved, that any and all banks lawfully authorized to act as such to which the Board of Directors shall at any time direct that a copy of this resolution be duly certified by the Secretary or Treasurer of this corporation with the designation of the title or name of the account and the names of the persons authorized to sign checks or other withdrawals from such account, as well as the names or titles of the persons authorized to borrow money or to otherwise deal with any such bank, are designated depositories of the corporation for an account or accounts to be named as the Board of Directors may determine, and that all authorized officers, agents, and employees of the corporation are empowered to deposit any funds of the corporation in any such bank.

Further resolved, that until further order of the Board of Directors, all checks, notes, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money drawn against accounts duly authorized pursuant to this resolution may be cashed, deposited, or negotiated by any such bank, and all funds of the corporation shall be subject to withdrawal or charge at any time on such instruments or orders for the payment of money when made, signed, drawn, accepted, or endorsed on behalf of the corporation by officers duly authorized as signatories pursuant to this resolution. Any such bank is authorized to pay any such instrument or to make any such charge, and also to receive the same from the payee or any other holder without inquiry as to the circumstances of issue or the disposition of the proceeds even if drawn to the individual order of any signatory, or payable to the bank or others for their account, or tendered in payment of their individual obligation, or drawn against an account in the name of any officer or agent of the corporation.

Further resolved, that any person or persons duly authorized pursuant to this

resolution by the Board of Directors to do so are authorized on behalf of the corporation:

(1) To borrow money and obtain credit for the corporation on any terms and to make and deliver notes, drafts, acceptances, instruments of guaranty, and any other evidences of indebtedness in form satisfactory to any such bank.

(2) To pledge, or sign and deliver, as collateral security for money borrowed or credit obtained, stocks, bonds, receivables, accounts, mortgages, deeds of trust, merchandise, bills of lading, warehouse receipts, insurance policies, certificates, and any other property held by or belonging to the corporation, and to endorse, assign, or guarantee the same in the name of the corporation.

(3) To discount any receivables or paper held by the corporation and to endorse the same in the name of the corporation.

(4) To withdraw from any authorized bank, and to give receipt for, or to authorize such bank to deliver to the bearer, or to one or more designated persons, any or all documents and securities or other property held by it, whether held as collateral security or for safekeeping or for any other purpose.

(5) To authorize and request any such bank to purchase and sell for the account of the corporation, stocks, bonds, and other securities.

(6) To execute and deliver all instruments required by any such bank in connection with any of the foregoing matters and to affix the seal of the corporation.

Further resolved, that the President or any Vice-President joined by the Secretary or any Assistant Secretary of the corporation are authorized to certify under the seal of the corporation to any and all banks the names of the persons, without designation of title, authorized to sign for the corporation, together with specimens of their signatures. In the event of any change or revision of authority of persons authorized to sign for the corporation, the fact of such change or revision together with specimens of the authorized signature shall be certified to any such bank, and the bank is authorized to honor any instrument signed by any new or other authorized persons, and instruments executed by any such new or other authorized persons shall have the same force and effect as if such persons were named in the original certification. The certification of change shall not repeat these resolutions, but shall only indicate the changes made.

Further resolved, that this resolution shall be a continuing one, and shall remain in full force and effect unless and until duly amended, added to, or repealed by resolution of the Board of Directors.

Further resolved, that any bank to which this resolution has been certified shall be promptly notified in writing by the President or any Vice-President joined by the

Secretary or any Assistant Secretary of the corporation of any change in these resolutions, such notice to be given to each office of each bank in which any account of this corporation is maintained. Until any such bank has actually received notice in writing, it is authorized to act in pursuance of these resolutions, and until it has actually received notice, it shall be indemnified from any loss suffered or liability incurred by it in continuing to act in pursuance of these resolutions, even though the resolutions may have been changed.

§23. Authorization to Sign Checks

Resolved that either the President, or Secretary, or Treasurer of the corporation is authorized to sign checks on any of the corporation's accounts; and to sign, endorse, accept, make, execute and deliver checks, notes, drafts, acceptances, or bills of exchange for deposit, discount, rediscount, or any other purpose, and to do all lawful acts necessary in connection with such acts.

§24. Authorization to Borrow Money

Resolved, that the President of the corporation is authorized to borrow on behalf of the corporation, in addition to all amounts already authorized, an amount or amounts of money not exceeding TEN THOUSAND and 00/100 DOLLARS (\$10,000.00). The rate of interest shall be such as the President may, in discretion, determine to be the lowest rate available, and other terms shall be as the president may determine. The President and Secretary of the corporation are (together) further authorized to execute on behalf of the corporation a note or notes evidencing the amount borrowed and the terms of the transaction as previously specified.

§25. ENFORCEMENT

A. Enforcement. The Board of Directors shall have the power, at its sole option and discretion, to enforce the terms of this instrument or any rule or regulation promulgated pursuant thereto, by any or all of the following; lawful self-help; sending notice to the offending party to cause certain things to be done or undone, restoring the Association to its original position and charging the breaching party with the entire cost or any part thereof; complain to the duly constituted authorities; or by taking any other action before any court, summary or otherwise, as may be provided by law.

B. Waiver. No restriction, condition, obligation or covenant contained in these By-Laws shall be deemed to have been abrogated or waived by reason of the failure to enforce the same irrespective of the number of violations or breaches thereof which may occur.

§26. AMENDMENTS

Subject to the provisions contained in the Charter and in the Tennessee Nonprofit Act, these By-Laws may be further amended, altered or repealed, or new Bylaws may be made, at any meeting of the Association duly held for such purpose, previous to which written notice shall have been sent, a quorum being present, by an affirmative vote of the votes of the Association. Directors and Members not present at the meeting(s) considering the amendment(s) may express their approval in writing.

§27. CONFLICT; INVALIDITY

A. Conflict. Anything to the contrary notwithstanding, if any provision of these By-Laws is in conflict with or contradiction of the Charter, or with the requirements of any law or regulation, then the requirements of said Charter, law or regulation shall be deemed controlling.

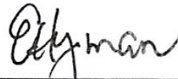
B. Severability. The invalidity of any part of these By-Laws shall not impair or affect in any manner the enforceability or affect the remaining provisions of the By-Laws.

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CERTIFICATE OF RESOLUTION

I, ELSA L. HYMAN, *Secretary and Director* of **PHILIPPINE AMERICAN ASSOCIATION OF EAST TENNESSEE, INC.**, a Tennessee non-profit corporation [referred to herein as "the **Association**"] qualified and doing business in the State of Tennessee, hereby certify that the foregoing is a full, true, and correct copy of the resolution of the Members and of the Board of Directors of the Association, duly and regularly passed and adopted at a Special Meeting of the Members and of the Board of Directors, duly called and held in all respects as required by law for such specific purpose, as required by law, at its attorney's office, on June 9, 2023, at which meeting a majority and quorum of the Members, and thence a majority and quorum of the *Board of Directors* of the Association were present.

Executed by me as *Secretary and Director* of the Association on June 9, 2023.

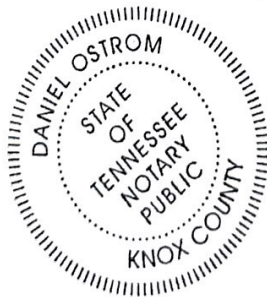


ELSA L. HYMAN, *Secretary and Director*
Philippine American Association of East Tennessee, Inc.

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, **ELSA L. HYMAN**, the within named bargainer, with whom I am personally acquainted, or who proved to be on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office this 9 day of June, 2023.

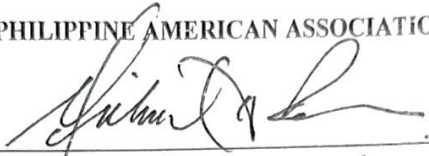


NOTARY PUBLIC

My Commission Expires: April 7, 2026

Ratified and Approved by me as *President* and as a *Director* of the Association on June 9, 2023.

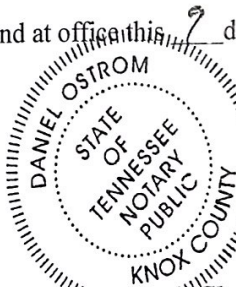
PHILIPPINE AMERICAN ASSOCIATION OF EAST TENNESSEE, INC.



By: **MICHAEL ROSE**, *President and Director*

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, **MICHAEL ROSE**, the within named bargainer, with whom I am personally acquainted, or who proved to be on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

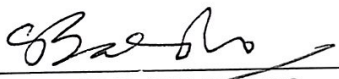
WITNESS my hand at office this 9 day of June, 2023.




NOTARY PUBLIC
My Commission Expires: April 7, 2026

Ratified and Approved by me as *Chairman of the Board of Directors* of the Association on June _____, 2023.

PHILIPPINE AMERICAN ASSOCIATION OF EAST TENNESSEE, INC.

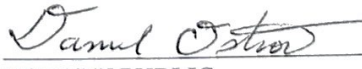

By: **ORLYNO BALDONADO**,
Chairman of the Board of Directors

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, **ORLYNO BALDONADO**, the within named bargainer, with whom I am personally acquainted, or who proved to be on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office this 9 day of June, 2023.




NOTARY PUBLIC
My Commission Expires: April 7, 2026

Ratified and Approved by me as *Corporate General Counsel* and as a *Director* of the Association on June 9, 2023.

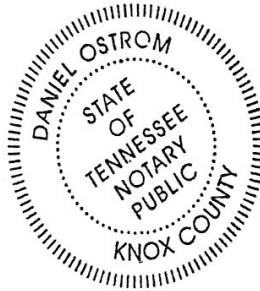
PHILIPPINE AMERICAN ASSOCIATION OF EAST TENNESSEE, INC.



By: **ROGER D. HYMAN**, *Corporate General Counsel*
and *Director*

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, **ROGER D. HYMAN**, the within named bargainer, with whom I am personally acquainted, or who proved to be on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office this 9 day of June, 2023.




NOTARY PUBLIC
My Commission Expires: April 7, 2026

This instrument was prepared by **ROGER D. HYMAN**, Attorney at Law, *GENERAL KNOX LAW, P.C.*, 105 Legacy View Way (P.O. Box 26072), Knoxville, Tennessee 37912-9672, ph. (865) 686-7789.