

BYLAWS
OF
FILIPINO AMERICAN CHAMBER OF COMMERCE
OF GREATER NEVADA, INC.

A 501(c)(6) Nevada Nonprofit Corporation (approval pending)

Dated: December 7, 2011

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BYLAWS

FILIPINO AMERICAN CHAMBER OF COMMERCE OF GREATER NEVADA, INC.

The Directors adopt these Bylaws of Filipino American Chamber of Commerce of Greater Nevada, Inc., as of December 7, 2011.

ARTICLE 1 INCORPORATION AND PURPOSE OF NONPROFIT CORPORATION

This Article addresses basic formation issues of the Nonprofit Corporation.

1.1 Formation of Nonprofit Corporation. The Incorporator, Jocelyn Duldulao, incorporated this Nonprofit Corporation on behalf of the initial Board of Directors, pursuant to Nevada Revised Statutes (“NRS”) Chapter 82.

1.2 Name of Nonprofit Corporation. The name of the Nonprofit Corporation is Filipino American Chamber of Commerce of Greater Nevada, Inc.

1.3 Purpose the Nonprofit Corporation. The purpose of the Nonprofit Corporation is to:

1.3.1 Actively serve the interests and needs of the local business community through education and other means.

1.3.2 Develop relationships with the other chapter chambers in the Federation of Philippine Chambers of Commerce in the United States.

1.3.3 Develop relationships with chapter chambers in the Philippine Chamber of Commerce and Industry in the Philippines.

1.3.3 Actively promote the synergistic community of businesses committed to creating and providing viable economic opportunities which shall benefit all members of society.

1.4 Articles of Incorporation. The Incorporator executed and filed Articles of Incorporation (“Articles”) with the Nevada Secretary of State’s office. The Directors shall execute, acknowledge, file, record and/or publish all other documents legally required for the formation, preservation and operation of the Nonprofit Corporation.

1.5 Offices. The Nonprofit Corporation shall maintain a business address located at _____ . The Nonprofit Corporation may change its business address and may maintain additional offices at such other places as the Board of Directors determines.

1.6 Resident Agent. The name and address of the resident agent for service of process is Robert Henry.

1.7 Members. The Nonprofit Corporation will have a membership. The Board shall develop Membership Guidelines and Policies and any changes at its discretion.

1.8 Serving Directors and Officers. The Board of Directors manages all activities of the Nonprofit. Schedule “A” lists the names of each Director and Officer.

1.9 Corporate Records.

a. The Nonprofit Corporation shall maintain its Corporate Records at its Corporate Office which will include the following:

- 1) A current list of each Director’s and Officer’s full name and last known business address;
- 2) A copy of the filed Articles of Incorporation and all amendments, with any relevant executed powers of attorney; and
- 3) A current copy of the Nonprofit Corporation’s Bylaws.

b. Any Director may inspect and copy all records kept under this Section during ordinary business hours.

c. All Directors and Officers shall protect the right of each Director to inspect all records kept under this Section.

d. Any Director may exercise this right to inspect through an agent or representative.

e. The Nonprofit Corporation may keep records specified in this section in electronic form.

f. If a Director or Officer wrongfully attempts to prevent another Director from accessing the records kept under this section, that Director may seek a court order under authority of these Bylaws to order access to such records. The Director or Officer wrongfully attempting to prevent the Director from accessing the records shall personally and individually pay for court costs, attorney fees and any other fees that the other Director incurs in attempting to gain access to the records kept under this section.

1.10 Tax Exemption. The Board intends for Nonprofit Corporation to operate as tax exempt entity and has or will apply for tax exempt status as a Chamber of Commerce as a tax-exempt entity under 501(c)(6) of the Internal Revenue Code. The Nonprofit Corporation will carry out its mission through education and other programs that serve one of its purposes.

Article 2 BOARD OF DIRECTORS

2.1 Mission. Management authority of the Nonprofit Corporation vests in the Board of Directors, and that Board shall act to carry out the nonprofit purpose.

2.2 Number and Term of Office. The Board of Directors will consist of at least three Directors with a maximum of 15. Each director shall hold office until death, resignation, or removal.

2.3 Admission of New Directors. Directors may, by majority vote of a Quorum of Directors at a Board meeting, appoint additional Directors. Once elected, the newly appointed Directors may vote on any matters before the Board of Directors.

2.4 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or any Officers of the Nonprofit Corporation. Unless otherwise specified in such written notice, such resignation takes effect upon receipt by the Board of Directors or such officer.

2.5 Removal. The Board of Directors may, by an affirmative vote of a 2/3 vote of a quorum of Directors at any meeting, remove any Director with or without cause.

2.6 Duties and Powers. The Board of Directors shall control and manage the affairs, property, and interests of the Nonprofit Corporation and may exercise all powers of the Nonprofit Corporation provided under Nevada law.

2.7 Compensation. The Nonprofit Corporation shall not pay compensation to Directors for their services. The Board of Directors may reimburse Directors for expenses of attendance of any meeting of the Board. Any Director serving the Nonprofit Corporation as an Officer or in any other capacity may receive compensation in that capacity.

2.8 Committees. The Board of Directors may, designate from among its members committees for any function, delegating Board authority to that committee.

Standing Committees: Governance, Finance, Membership, Training Institute, Development.

2.9 Decision Making Authority. Except as otherwise specified in these Bylaws, all Board of Director actions require approval by an affirmative vote of a majority of quorum of Directors at any properly noticed meeting.

2.10 Duty of Care. Each Director shall use reasonable business judgment in discharge of Director duties. Exercise of due care includes, but is not limited to:

- 1) Attend all meetings of Directors;
- 2) Exercise independent judgment; and

3) Read reports that the Officers provide to the Board regarding the condition of the Nonprofit Corporation.

2.11 Duty of Loyalty. Each Director has a duty of loyalty to act in the best interests of the Nonprofit Corporation.

2.12 Independence. At least one Director will be independent with respect to the Nonprofit Corporation. If the Board consists of nine Directors, at least two Directors will be independent. “Independent” means the Director is not an officer, director, or has financial interest in an affiliate of the Nonprofit Corporation.

Article 3 OFFICERS

3.1 Number, Qualifications, Election and Term of Office.

a. The Officers of the Corporation will consist of a President, a Secretary, a Treasurer, and any other officers the Board of Directors deems necessary. All Officers are also Directors of the Nonprofit Corporation. One person may hold more than one office.

b. The Board of Directors shall elect the officers of the Nonprofit Corporation at the regular annual meeting of the Board.

c. Each officer shall hold office until the next annual meeting of the Board of Directors, or until death, resignation, or removal.

3.2 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or any Officer. Unless otherwise specified in such written notice, such resignation takes effect upon receipt by the Board of Directors or by such officer.

3.3 Removal. Any Officer may be removed with or without cause by a 2/3 vote of a quorum of the Board of Directors at any meeting, and a successor elected by a 2/3 vote of a quorum of the Board of Directors at any meeting.

3.4 Vacancies. The Board of Directors may fill a vacancy in any office for the unexpired portion of the term by a majority vote.

3.5 Duties of Officers.

a. The President is the chief executive officer of the Nonprofit Corporation and shall supervise the operations of the Nonprofit Corporation. The President shall preside at all Directors' meetings and shall present at each annual Directors' meeting a report of the operations of the Nonprofit Corporation for the preceding fiscal year.

b. The Secretary shall attend all Directors' meetings shall keep a true and complete record of the proceedings and give notice of all Directors' meetings.

c. The Treasurer shall manage the Nonprofit Corporation's funds and securities. The Treasurer shall keep full and accurate accounts of receipts and disbursements and deposit all Nonprofit Corporation assets in a depository designated by the Board of Directors. The Treasurer shall disburse the funds of the Non Profit Corporation and render to the President or the Board of Directors, an account of these transactions as Treasurer and of the financial condition of the Nonprofit Corporation.

d. The Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

3.6 Shares of Other Corporations. If the Nonprofit Corporation owns shares or interest of any business entity, the President may, on behalf of the Nonprofit Corporation, exercise ownership rights, including, but not limited to attending meetings, requesting accountings, or voting on that business entity's matters.

3.7 Salaries. The Board of Directors may set the Officers' salaries or compensation, if any, comparable to salaries or compensation in the industry, taking into account factors including, but not limited to size of the Nonprofit Corporation, its assets, its activities, and officers' experience. In determining reasonable salaries, the Board shall compile and record all data it uses to determine reasonable salary.

Article 4 MEETINGS

4.1 Annual and Regular Meetings; Notice.

- a. The Board of Directors shall hold an annual Directors' meeting.
- b. The Secretary shall give five days written notice in advance of any regular meeting of the Board of Directors, specifying location and time.

4.2 Special Meetings; Notice.

- a. The President or any Director may call a Special Meeting of the Board of Directors.
- b. The person calling the Special Meeting shall give five days written notice in advance of any Special Meeting of the Board of Directors, specifying location and time.
- c. Attendance by any Director to a Special Meeting constitutes a waiver of notice.
- d. Directors may call a Meeting outside the presence of the Officers.

4.3 Chairman. When present, President shall preside at all Board meetings. In the President's absence, executive VP shall preside, or if absent, the remaining Directors shall choose a chairman to preside.

4.4 Quorum and Adjournments.

- a. At all Board meetings the presence of a majority of the entire Board constitutes a quorum for the transaction of business.
- b. A majority of the directors present at the time and place of any regular or Special Meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum is present.

4.5 Manner of Acting.

- a. At all Board meetings, each director present has one vote.
- b. The Board may act by written consent. Any action authorized by unanimous written consent, is equivalent to a unanimous vote at a duly called Board meeting.

4.6 Technological Communication. All written communications transmitted by e-mail or by fax are equivalent to hand delivery of a paper instrument. Presence at any meeting by telephone, teleconference, web-conference, or any technology based method which allows all participants to communicate with each other simultaneously is equivalent to physical presence.

4.7 Meeting Minutes. Secretary shall keep minutes of all Director meetings, recording the time and day of the meeting, reports given to the Directors, topics that the Directors discuss, and Directors' votes and resolutions. Secretary shall keep such minutes with the Corporation's record books.

Article 5 CONFLICTS OF INTEREST

The purpose of this conflict of interest policy is to protect this Nonprofit Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Nonprofit Corporation or might result in a possible excess benefit transaction. This policy supplements but does not replace any applicable state and federal laws governing conflict of interest applicable to the Nonprofit Corporation.

5.1 Definitions.

a. "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.

b. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Nonprofit Corporation has a transaction or arrangement,
- 2) A compensation arrangement with the Nonprofit Corporation or with any entity or individual with which the Nonprofit Corporation has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Nonprofit Corporation 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. 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.

5.2 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person shall disclose the existence of the financial interest and shall disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

5.3 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, he/she 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 the Nonprofit Corporation 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 the Nonprofit Corporation'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.

5.4 Violation of the Conflict of Interest Policy

a. 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.

b. 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 6 ACCOUNTING

This Article addresses the Nonprofit Corporation's accounting and bookkeeping records.

6.1 Tax Exempt Status. The Nonprofit Corporation will be a tax exempt entity under IRC 501(c)(6).

6.2 Fiscal Year; Accounting Method. The Nonprofit Corporation's fiscal year will be from January 1 to December 31, and it will report its income or losses on a **cash basis** for tax purposes.

6.3 Nonprofit Corporation Accounting Books.

a. The Treasurer shall keep complete, proper accounting books of business at the Nonprofit Corporation's office or at any place the Board designates. The Treasurer shall maintain these books of account on a **cash basis** in accordance with Generally Accepted Accounting Principles, showing all items of income and expense.

b. Each Director may audit, examine, and copy the Nonprofit Corporation's accounting books during usual business hours. The Director may exercise this right through any agent or representative.

6.4 Bank Accounts. The Nonprofit Corporation shall deposit all of its funds in Board approved bank accounts.

6.5 Accounting Procedures. The Nonprofit Corporation shall adopt an accounting policy.

6.6 Annual Report. The President shall make available to each Director an annual report within 90 days after the Nonprofit Corporation's fiscal year end or within a reasonably longer period if necessary. President shall include in this report at least:

- 1) a copy of the Nonprofit Corporation's federal income tax returns for that fiscal year, and
- 2) any additional information that the Directors may require for appraising the financial status of the Nonprofit Corporation and its effectiveness in carrying out its mission.

6.1 Unrelated Business Income. UBI is _____.

6.2 Valuation of Contributions. Before accepting any contributions of non-cash property over the amount of _____, the Board shall first obtain a reasonable appraisal of the fair market value of the contribution.

6.3 Payroll Taxes. The President shall keep the Nonprofit Corporation current on all required payroll taxes.

Article 7 RESTRICTIONS

7.1 Restricted Activities. The Nonprofit Corporation shall not engage in political lobbying, non-exempt activities, inurement, hire for profits for management, or cede control to joint ventures.

7.2 Fundraising Standards. The Nonprofit Corporation shall apply at least 50% of all funds raised its fundraisers directly to its charitable purpose.

7.3 Approval of Expenditures. The Board shall adopt an Expense and Reimbursement policy.

Article 8 MISCELLANEOUS

8.1 Books and Records. The Nonprofit Corporation shall keep complete books and records of all fundraising activities, all disbursements of funds, and all Board decisions.

8.2 Amendments. The Board of Directors may amend all bylaws of the Nonprofit Corporation by an affirmative two-thirds vote of all serving Directors.

8.3 Dissolution The Board of Directors may dissolve the Nonprofit Corporation by an affirmative 90 percent vote of all serving Directors. Upon dissolution the Directors shall distribute all the Nonprofit Corporation's remaining assets exclusively for Nonprofit Corporation's purpose under Section 1.3.

8.4 Governing Law. The Nevada law governs all issues arising out of this Agreement.

8.5 Variation of Pronouns. All pronouns and any variations refer to masculine, feminine or neuter, singular or plural, as the person's or persons' identity requires.

FILIPINO AMERICAN CHAMBER OF
COMMERCE OF GREATER NEVADA, INC.

Name: Maria Henry
Title: Secretary

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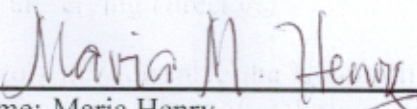
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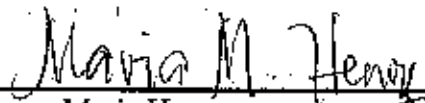
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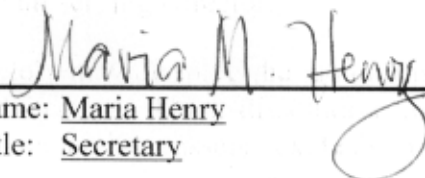
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FILIPINO AMERICAN CHAMBER OF
COMMERCE OF GREATER NEVADA, INC.


Name: Maria Henry
Title: Secretary

Article 9 SCHEDULE "A" – OFFICERS AND DIRECTORS

President	Robert Henry
Treasurer	Christie Garcia
Secretary	Maria Henry
Director	Robert Henry
	Christie Garcia
	Maria Henry
	Ron Cabildo
	Mita Del Fierro
	Rozita Lee
	Ranier Galgana
	Chris Gayoso
	Jude Nazareth