

**BY-LAWS OF THE
Philippine Nurses Association of Metropolitan D.C., Inc.**

These By-Laws shall Conform with the State of Maryland.

ARTICLE I

ORGANIZATION

1.01 Name: The name of this organization shall be PHILIPPINE NURSES ASSOCIATION OF METROPOLITAN, DISTRICT OF COLUMBIA, INC., hereinafter referred to as the Association or Corporation. The official abbreviation shall be PNAMDC, Inc.

1.02 Location: The principal location of the Corporation shall be located within or without the State of Maryland. The Corporation may operate and have offices in other states. The mailing address of the association shall be the current President's designated address or as established.

1.03 Mission Statement: As the official professional association of Filipino – American Nurses in the Metropolitan, D.C., PNAMDC, will uphold the positive image and welfare of its constituent members; promote professional excellence and contribute to significant outcomes to healthcare and society.

1.04 GOALS: The Goals of the Association shall include, but not be limited to:

- a. To educate the general public in promoting health, wellness and fitness and provide other health care support in general.
- b. To promote and facilitate the training and professional growth and development of nurses, in particular, Filipino and Filipino-American Nurses.
- c. To facilitate and establish a collaborative partnership with professional healthcare organizations that support mutual organizational goals.
- d. To provide financial support and services to various legitimate agencies or organizations, that are engaged in charitable aid for the health and welfare of local communities and the underserved population in the Philippines.
- e. To uphold the positive image of nurses, in particular, Filipino and Filipino-American Nurses.

ARTICLE II

MEMBERSHIP and DUES

2.00 Membership of the association is a privilege and is contingent upon compliance with the requirements specified in these By-Laws

2.01 Who Shall Be Member:

A. Active Member: Any professional registered nurse of Filipino or Filipino-American ethnic origin, active and retired, who had been licensed to practice in the Metropolitan DC area and other US states and territories and who has paid their required membership dues.

B. Associate Member: Any professional registered nurse, non-Philippine ethnic origin who has been granted a license in Metropolitan DC and any US state and territories, and who has paid their required membership dues. An associate member may attend and participate in all activities of the association including voting, except running for office.

C. Honorary Member: An individual conferred by majority vote by the Board of Directors and Executive Officers on the basis of distinguished service or valuable assistance to the nursing profession and meets the goals of this association. Honorary members may attend and participate in all functions of the association except voting or elections.

D. Auxiliary Member: An individual sponsored by an active member, associate member or an honorary member on the basis of service to the organization. An auxiliary member may participate in all activities of the association except voting and running for office.

E. Student Member: A Filipino, Filipino-American or non- Philippine ethnic origin student taking up undergraduate nursing course. A student member may participate in all activities of the association, except voting and running for elected office.

2.02 Term of Membership: A member shall be one who is current in membership dues and other obligations. Notwithstanding the foregoing, any member may resign anytime by mailing or delivering written or electronic notice to the Recording Secretary of the Corporation (any resignation to take effect as specified therein, or, if not specified, upon receipt by the Recording

Secretary), and any member may be removed at any time, with just cause, by majority vote of the Executive Officers and Board of Directors.

2.03 Meeting of Members.

2.03a. Annual Members Meeting: Unless otherwise provided by the Board of Directors, the annual meeting of members shall be held on a month to be designated by the President. The President shall arrange for and call an annual meeting of members at any time and place to be designated, in consideration of the association's fiscal year cycle.

2.03b Special Meetings: Special meetings of the members may be called at any time by the President, the Recording Secretary, or by the Board of Directors.

2.03c Agenda for Meetings: At the annual and special meetings, members may present projects, concerns, and issues for consideration by the Executive Officers and Board of Directors.

At the end of every two years, the members shall elect, by majority vote of the members present, the Executive Officers and Board members to fill in seats open for election. The current President will preside over the meeting and report on the year's completed projects. The Treasurer will present the annual financial report. The Executive Officers and Board of Directors shall provide the date of the election.

At any meeting, members may demand by majority vote of members present, an accounting of the financial record to demonstrate transparency and accountability consistent with the Corporation's tax exempt and charitable purpose. This can pertain to identified actions by the Board affecting monies accepted, rejected, held, accumulated, or spent by the Board of Directors or Executive Officers.

2.03d Notice of Annual and Special Meetings: Written notice of each meeting of the members shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, shall state the purpose for which the meeting is called.

The written notice of any meeting shall be given no less than five or more than thirty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, directed to the member at his

address as it appears on the records of the Corporation. An affidavit of the Corresponding Secretary or an Assistant Corresponding Secretary (if any) that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

When a meeting is adjourned to another time or place, notice shall be given to the membership. The Corporation may continue to transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

2.03e Waivers of Notice. Whenever a notice is required to be given by law, the Certificate of Incorporation or these Bylaws, a written waiver, signed by the member entitled to such notice, whether before, or after the time stated therein shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need to be specified in any written waiver of notice.

2.03f Quorum: One-fourth or 25, whichever is lesser, of the voting members of the association shall constitute a quorum at a meeting of members. The affirmative vote of a majority of such members present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be acted upon by the members.

2.03 g Presiding Officer and Secretary: The President shall preside over a meeting of the members. If the President is not present, the President-Elect shall preside. If the President – Elect is not present, the members present shall appoint a presiding officer for the meeting. If neither the Recording Secretary nor the Assistant Recording Secretary is present, the appointee of the person presiding at the meeting shall appoint a Recording Secretary of the meeting.

2.04 Member Duties, Benefits and Rights

2.04a Duties: A member must participate in one of the projects or serve as an officer or Board member, subject to eligibility requirements for those positions; to watch over the performance of the officers and the Board of Directors and determine the proper use of funds, and other matters affecting the Corporation's tax- exempt charitable purpose; and, if there is cause to initiate removal of any Board member; and to demand, with a majority of members, an accounting from the Board for monies accepted, rejected, spent, held or accumulated by the Corporation.

2.04b. Dues: Each member shall promptly pay annual dues to be set by the majority of members. The fiscal year of the Corporation shall be the period from January 1 to December 31, unless the Board and Executive Officers fix another period as the fiscal year or establishes a calendar year.

2.04c. Member Rights: Each member who is current in paying any and all dues to the Corporation shall be entitled to vote on any issue. Whenever any Corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by the affirmative vote of a majority of the members present in person or represented by proxy at the meeting and entitled to vote thereon. All members shall have the right to discuss issues at every meeting. An officer is eligible to be elected to the Board of Directors after having held an elected office for two terms or 4 years.

2.04 d Member Benefits: Members shall not be entitled to any financial benefits whatsoever, including insurance, free advertising, or discounts to any projects of the association, or preference in any contracts or arrangements.

2.05 Ethical Standards/Disqualification of Members

a. By a majority vote, the Executive Officers may censure or expel a member for cause provided there was a due process hearing at which the member was permitted to defend himself/herself.

b. Any member may be removed from the membership roster for:

1) Violation of the association's confidentiality clause i.e providing email addresses, telephone numbers, home addresses and other personal information without the explicit consent of the member involved to any outside agencies or persons.

2) Acts, errors and omissions detrimental to the goals of the association.

3) Failure and continuous refusal to pay membership fees.

c. Any member suspended or expelled maybe reinstated by a majority vote of

the Board of Directors and Executive Officers after such member has submitted an application and paid current dues and assessments.

ARTICLE III

EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

3.00 Executive Officers and Board of Directors: The governing body of this association shall be the Executive Officers and Board of Directors, which consists of all elected and appointed officers and Board of Directors.

3.0 a Duties of the Executive Officers:

- a. Together with the Board of Directors, direct the business and financial affairs of the Association.
- b. Establish the Association's administrative policies.
- c. Foster growth and development of the association.
- d. Suspend or expel members of the Association for due cause.
- e. Fill all vacancies of the Executive Officers and Board of Directors unless otherwise specified by the By-Laws.
- f. Perform such other duties and exercise authority as prescribed in these By-Laws.

3.01 Duties of the Board of Directors:

- a. Oversee the business and financial affairs of the Corporation.
- b. Together with the Executive Officers, set the policies of the association.
- c. Together with the Executive Officers, set the annual budget.
- d. Review recommendations of the President and determine actions to be taken.
- e. Approve projects, and review activities in conformity with the association's purposes and technical requirements of tax-exempt status.
- f. Perform such other duties and exercise authority as prescribed in these By-Laws

3.02 Number of Board of Directors: The number of Directors constituting the entire Board of Directors shall be no less than 5 (five). and no more than 7. The number of Directors may be increased or decreased by amendment of the Bylaws, by action of the members, or by action of the Board.

3.03 Qualification: Unless otherwise required by law, the Certificate of Incorporation or these By-laws, a Director must be a member of the association, and must have been an elected officer for two (2) terms or four (4) years, except for the initial directors.

3.04 Election and Term of Directors: The first Board of Directors shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office for a term of two years until a successor has been elected and qualified, or earlier upon resignation or removal.

3.04a. The current President and the immediate four past Presidents of the Corporation shall be members of the Board of Directors.

3.04 b. Two other members of the Board of Directors shall be elected by the membership. Each Director shall hold office for one term or (2) years beginning with the day of the induction of the Directors and ending at the beginning of the term of the successor Directors.

The Directors shall elect a chairman and co-chair from among them by majority vote of the entire Board. The co-chair will take on the role of the chairman in her/his absence.

3.05 Vacancies: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors or for other reasons, may be filled from the Executive Officers by a majority vote of the Executive Officers and Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor in the office.

3.06 Removal of Board of Director: A Director may be removed with due cause by a majority of the members. Due cause shall be determined by a hearing after adequate notice is given.

3.07 Resignation: Except as otherwise required by law, any director may resign at any time by giving written notice to the Board or to the President or to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein. No acceptance of such resignation shall be necessary to make it effective.

3.08 Meetings of the Board: An annual meeting of the Board of Directors shall be held each year, directly after the annual meeting of the members (General Assembly) at such time and place as shall be fixed by the Board of Directors for the transaction of such business as may properly come before the membership meeting. Minutes of the Annual Meeting of the Board and all

meetings of the Board will be disseminated to the Executive Officers within 30 days of the meeting.

3.08a. Quorum: Unless otherwise required by the Articles or Certificate of Incorporation, four (4) of the total number of directors shall constitute a quorum.

3.08b. Regular Meetings: The Board shall hold regular meetings at such times and places as fixed by the Board. Special meeting of the Board may be held at any time called by the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President or any two Directors.

3.08c. Informal Action by Directors: Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken through teleconference without a meeting, if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

3.08d Communication Process: Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any one or more members of the Board may participate in a meeting of such Board by means of telephone conference or similar communication equipment by which all persons participating in the meeting can hear each other or read each other's communication i.e. email. Participation in a meeting by such means shall constitute presence in person at the meeting.

3.08 e Notice of Meeting: The business to be transacted at, and the purpose of any regular or special meeting or hearing of the Board, shall be specified in the notice or waiver of such meeting.

3.09 Compensation: The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that the Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in a reasonable amount as approved by a majority of the entire Board.

3.10 Powers and Specific Duties:

3.10a The Board and Executive Officers shall present an accounting of monies rejected, accepted, held, accumulated, or spent by the Corporation upon

demand by majority of members at an annual meeting or special meeting.

3.10b The Board and Executive Officers may demand from any individual or committee an accounting of monies received for the association from any source or disbursed to any recipient at any time.

3.10c. The Board and Executive Officers may refer issues to an independent legal counsel who shall render opinions and recommendations on the Corporation's transactions or as appropriate under these By-laws. The Board and/or Executive Officers may refer to an independent financial auditor who shall examine the Corporation's financial transactions on occasions required by the Board and/or Executive Board or as required in these By-laws and render reports accordingly.

ARTICLE IV

OFFICERS, AGENTS AND EMPLOYEES

4.01 Officers: The general membership shall elect, not from within the Board of Directors, a President-Elect, Secretary and a Treasurer, and such other officers as may be deemed necessary. A nominee may be a candidate for only one office at any given time and, if currently holding an elected office, may not be a candidate for another office or the same office, unless the current term expires at the time of the induction of the new set of officers. The Past presidents of this association may run for any office in the Executive Officers or Board of Directors following the end of his/her term of office.

4.02 Eligibility for Office: A member shall be of good standing and have been a member for one year.

4.03 Meetings of Executive Officers: Executive Officers shall hold regular meetings in person or through conference line. Special meetings may be held at any time called by the President or majority of the Executive Officers. Active members are welcome to attend regular Executive officers' meeting, however will not be allowed to vote on motions and issues.

4.03 a Quorum: Unless otherwise required by the Articles or Certificate of Incorporation, 50% plus 1 of the total number of Executive Officers shall constitute a quorum.

4.04 Terms of Office/Removal: Each officer shall hold office for two-year term. The officer's term shall begin immediately following their induction into office. Unless otherwise provided by the resolution of the Board of Directors, all officers shall be elected or appointed at the applicable membership meeting. Members of the Executive Officers maybe subject to reprimand, censure, suspension or termination from office by a two thirds (2/3) vote of the Executive officers for violating the By-Laws of the Association,

misconduct or neglect of duty in office, absence in 50% of the regular meetings and/or any behavior injurious to the association. No action shall be taken against any officer until he/she has been advised of specific charges, given reasonable time to prepare response, afforded a fair hearing process before the Executive Officers. It is also incumbent upon the Board of Directors to validate justification of reason or charges for removal from office.

4.04 a Reinstatement: Any member suspended or expelled may be reinstated by a majority vote of the Executive Officers and the Board of Directors after such member has submitted an application and paid current dues and has favorable assessments.

4.05 Powers and Duties of Officers: Subject to the control of the Board of Directors , all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these By-laws or by resolution of the Board, and to the extent not so provided, as generally pertain to their respective offices.

4.05a President: The President shall serve as the Chief Executive Officer of the Corporation, and shall preside over meetings of the officers and members. The President shall perform all duties customary to that office and shall supervise and control the operations of the Corporation in accordance with the policies and directives approved by the Board of Directors or set forth by the ARTICLES and BYLAWS, including providing the Board with an overall budget request and specific budget requests from the committees. The President shall be a member of the Board, but may not necessarily be the chairman.

4.05b President – Elect: The President-Elect shall assist the president as the President shall request. The President-Elect shall succeed the President in the event of premature vacancy, and shall serve the remainder of the President's term. President-Elect will serve as the Parliamentarian and use the Robert Rules of Order. When presiding a meeting in the absence of the President will appoint a Parliamentarian among the members present.

4.05 c Secretary:

(1) Recording Secretary: Records the proceedings of all business meetings. Distributes approved minutes to the Executive Officers and Board of Directors. Preserves reports and records including By-laws and standing rules of the association in a permanent file. Keeps on file all pertinent information regarding projects, programs, and activities of the association. In the absence

of the Recording Secretary, the Assistant Recording Secretary will take over.

(2) Assistant Recording Secretary: The Assistant Recording Secretary shall take the place of the Recording Secretary during the latter's absence and shall perform such other duties that maybe assigned by the President.

(3) Corresponding Secretary: Issues notice regarding updates of meetings, activities, and other information to the membership. Keeps on file an accurate membership roster as compiled and reported by the Chairperson of the Membership Committee.

(4) Assistant Corresponding Secretary: The assistant Corresponding Secretary shall take the place of the Corresponding Secretary during the latter's absence and shall perform such other duties that maybe assigned by the President.

4.05d Treasurer: The treasurer shall have the custody of, and be responsible for, all funds and securities of the corporation. She/he shall keep complete and accurate account of receipts and disbursements of the corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate.

Whenever required by the Board, the treasurer shall render a statement of accounts, and at the annual meeting of the members provide a report of the financial activity of the previous year. She/he shall at reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board. The Treasurer shall oversee the Corporation's compliance with the particular requirements under the Internal Revenue Code for filing, record keeping and accounting of the Corporation as a tax-exempt non-profit section 501(c) (3) corporation, in coordination with an independent auditor and independent legal counsel who may be retained by the Board.

(1) Assistant Treasurer: The Assistant Treasurer shall take the place of the Treasurer during the latter's absence and shall perform such other duties that maybe assigned by the President.

4.05e Public Relation Officers: The PRO shall be responsible for projecting the association's various accomplishments, activities and other events to the public through the press, news media and other communication channels. Perform such other functions as maybe assigned to them.

4.05 f Auditors: Responsible for the annual audit of all financial records of the association. Assist in securing any pertinent financial records needed by the professional auditor or certified accountant.

4.06 Agents and Employees: The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without such prejudice to such person's contract rights, if any, and the appointment of such person shall not in itself create contract rights.

4.07 Compensation of Officers, Agents and Employees: The corporation shall not pay compensation in whatever amounts to officers for service rendered; the corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board.

4.08 Reimbursement: The Corporation may reimburse officers, agents and employees for any reasonable monetary expenses incurred in the performance of their duties.

ARTICLE V COMMITTEES

5.01 Committees: Committees and sub-committees may be formed to implement particular tasks or projects.

5.01a President's Committees: The President may approve or designate and appoint one or more executive committees made up of the membership. The President shall oversee these committees and these committees shall report to the President.

5.01 b Board of Director 's Committees: The Board may assign committees for particular issues or tasks within the jurisdiction of the Board of Directors. A committee of the Board shall report to the Chairman of the Board and the Board at large. The designation or appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it by law.

5.02 Budget Authority: The Board shall approve or deny a budget request of any committee. The committees must seek funding of its task, if necessary, from the Board. No committee may spend over the budget approved by the Board, unless the Board approves the excess spending.

5.03 Records: Minutes shall be kept of each meeting of each committee.

Copies of the minutes of each such meeting shall be filed with the corporate records.

ARTICLE VI

ELECTIONS

6.01 Nominations and Voting Procedures and Inspectors of Elections: The Standing Committee on Elections and Nominations shall coordinate and oversee nominations and elections. The Executive Officers immediate past President shall assume the chair position immediately after the completion of the term as president and appoint its vice chairman and members. The Committee on Nominations and Elections shall be responsible for announcing the opening of nominations for vacant offices, and establish the date and place of nominations for said positions. Unless otherwise modified by the Committee, rules for procedure for nominations and elections shall be conducted under Roberts Rules of Order.

6.01 a: Standing Committee On Nominations and Elections. There shall be a Standing Committee on Nominations and Elections, whose members shall be appointed by the Chairman with the approval of the Board of Directors. The members of the committee shall be drawn from the general membership and shall not include the following: current candidates for any office, any current officers, and Board Members. The committee shall establish procedures for nomination and elections consistent with and in promotion of the provisions of Article VI and the law of the State of Maryland.

6.02 Inspectors:

6.02a Appointment: The Committee shall in advance of any meeting of members, appoint one or more inspectors to act at the meeting and make written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of members, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector upon appointment, shall take and sign an oath to faithfully execute the duties of inspector with strict impartiality and according to the best of his ability.

6.02 b Duties of Inspectors: The inspector shall (1) ascertain the number of members and the voting power of each, (ii) determine the members represented at a meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of members represented at the meeting, and their count of all votes and ballots. The

inspector may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors.

6.03 Polls: The date and time of the opening and closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting. No ballot, proxies or votes, nor any renovation thereof or changes thereto, shall be accepted 13 by the inspectors after the closing of the polls. In determining the validity and counting of proxies and ballots, the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with Maryland law.

6.04 Special Voting Accommodations: Members may request absentee ballots for voting purposes.

6.04b. Absentee Ballots. Under terms and procedures to be determined by the Board of Directors, eligible members may use absentee ballots for voting purposes.

ARTICLE V11

STANDARDS AND CRITERIA FOR TAX- EXEMPT STATUS

7.01 Purpose of Article: This article sets forth standards, criteria intended to ensure that the association qualifies for and maintains tax-exempt status through its purposes, organizational structure and its operations.

7.01a Fundamental Standards and Criteria: The overall charitable purpose of the association as described in the articles and the provisions in the ARTICLES shall act as the guiding criteria, standards and procedures for all actions by the association, its Board, officers and members.

7.01b Exclusive Purpose: All activities of the association must exclusively promote and conform with the association's mission and goals as well as educational, cultural and charitable purposes.

7.01c Review of Actions and Transactions: Any action by the board, or any other individual or committee if reviewed by anybody or person, including any outside counsel, auditor or investigator, shall be evaluated on the basis of whether the action exclusively promotes, implements, serves or furthers the charitable purposes of the association as expressed in the ARTICLES and further described hereunder.

7.01 d Tax-Exempt Limitations: The maintenance of the association's federal tax- exempt status and prevention of any excise or other tax on the

association serves the charitable purposes of the association and therefore all activities must be in compliance with the various rules and requirements under section 501(c) (3) and related provisions of the Internal Revenue Code, as described in detail in the ARTICLES, including; the technical requirements to secure and maintain the section 501(c) (3) non-private foundation status; filing requirements and other disclosure requirements: accounting and record keeping obligations; payments of any fees and taxes, and prevention of activities that generate unrelated business income.

7.02 Educational, Cultural, and Charitable Purposes.

The association will sponsor seminars and workshops on health issues for the general public; conduct public health screenings and other health-related services for seniors, youth and the public in general; establish programs for membership skill-building, professional growth and networking.

Subject to the limitations of a Section 501(c) (3) exempt organization, the association will strive to work with government and private agencies on promoting the end of racism and other forms of discrimination in the nursing profession, not only between the “American mainstream” but even within minority groups.

7.03 No Commercial Activities: The association shall not engage in any commercial activities or any activities that appear to be commercial, except for soliciting charitable donations, and soliciting for ticket sales, advertising for fundraising projects approved by the Board.

7.04 Public Benefit: The funds raised by the association are for the public benefit and not for any individual or group, and all fund disbursement activities must be evaluated on this basis.

7.05 Private Inurement: No part of the association’s net earnings must inure to the benefit of, or be distributable to any member, director, officer of the association or any individual. The association shall not pay any salaries to any officer, director or member. The association shall not pay any excessive rents or fees to any independent contractor providing goods or services to the association.

7.06 Transaction with Ineligible Person: (refer to 7.10) The association shall not contract in exchange for a fee or other form of payment the provision of goods or services to the association if the person providing said goods and services is an ineligible person.

7.07 Legislation: No substantial part of the association's activities shall involve, directly or indirectly, in attempting to influence legislation at any level of government, and the association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

7.08 Dissolution: In the event of dissolution or final liquidation of the association, all or the remaining assets and property of the association must, after paying or making provision for payment of all of the liabilities and obligations of the association and for necessary expenses thereof, be distributed to an association or association's established and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) as determined by the Board of Directors. No assets or property may be distributed to any member, director or officer, or any private individual.

7.09 Non-Private Foundation Status: The association intends to fund its activities by means of contributions from the general public and intends to qualify as a publicly supported organization under section 170(b)(1)(A)(vi) of the Internal Revenue Code and related regulations. Any funds or property received, whether from a fund-raising activity or from spot contributions, may not be accepted by the association if that acceptance will violate or risk the non-private foundation status of the association or will result in excise or other taxes. During such times as the association is treated as a private foundation under section 509, the Board of Directors will ensure that no action or activity or omission ensues in excise or penalty taxes.

7.10 Definition of Ineligible Person:

An "ineligible person" is any one of the following hereunder described:

- 1) Any person having any ownership or management interest of any degree or to any extent in any business at any time, past, present, whether direct or indirect, contingent or vested, if that business currently provides or is contracted to provide goods or a service or services to the association, or has provided such within the past three years or is under contract to such at any time in the future;
- 2) Any person that is related in any way, whether by blood or otherwise, to the person described in 1) above;
- 3) Any beneficiary, trustee or agent of the persons described in 1) or 2);
- 4) Any person owning any real or personal property used by the corporation.

ARTICLE VIII

REVIEW AND ENFORCEMENT PROCEDURES

8.01 Review by the Board of Directors: As a matter of procedure, every

prospective action and every immediate past action of the association must be reviewed by the Board of Directors on the basis of whether such action conforms with or promotes any or all of the above overall goals, and whether such actions harm any or all of the above goals. The Board may request the opinion of counsel on the legal and tax effects of particular actions. The Board may rely on the findings by the independent auditor.

8.02 Enforcement: Any action that harms any of the association's charitable goals will not be implemented, shall be discontinued, or shall be corrected, whichever is appropriate. Any action that promotes any of the above goals will be reviewed as to whether any other alternative action is available that will promote more goals than the action under review.

ARTICLE IX

PROTECTIVE MECHANISMS

9.01 Durable Review Procedure: No provision pertaining to review procedures may be taken away by the Board or member vote.

9.02 Investments: The association shall not engage in the investment of any of its funds except for placing monies accepted into interest bearing bank accounts; nor shall the association hold any funds for longer than the fiscal year, except for a limited amount that would meet the association's minimum operating expenses, unless the Board otherwise decides.

9.03 Financial Disclosure: The board may require any member to provide a financial disclosure statement indicating all business and property interests that may pose a potential conflict between the duties to the association and its tax-exempt and charitable nature and that individual's interests in the business or property. This financial disclosure statement must be updated immediately by the individual for any event or development that may cause the submitted statement to be inaccurate or misleading.

9.04 Accounts: Unless otherwise provided by the Board of Directors, the board shall establish at its first annual meeting an Operating Account, Membership Account and Charity Account. The treasurer shall oversee the deposit of monies and contributions in the appropriate accounts, and maintain a running balance and a ledger of the amounts deposited to, kept in and disbursed from these accounts and shall report to the President and the Board of Directors on meetings or as required by the Board or the President.

9.05 Bank Accounts: The Board of Directors must review the source of the contribution and any other relevant circumstances in the acquisition of the amount that is in the Checking Account. The Board may request opinion of legal counsel on the appropriateness of accepting such amount. After due deliberation, the Board may either reject or accept the amount. If the amount is rejected, the Treasurer shall return the amount to the contributor.

9.05a. Operating Account: All monies delivered to the organization through contributions that are connected with any particular project shall be deposited in the Operating Account.

The Treasurer, with the approval of the Board of Directors shall establish the bank account. No contribution will be accepted by the association without a review by the Board of Directors of the consequences of the acceptance to this charitable purpose and its tax- exempt/non-private foundation status.

9.05 b Membership Account: All monies received from the membership dues shall be deposited in the Membership Account and shall be used to promote and facilitate training, professional development, and membership engagement. Other donations specified for the benefits of the members shall be deposited in the Membership.

9.05 c Charity Account: All monies received from the donations and fund raising events for medical missions will be deposited in the Charity Account. Other funds raised by the association shall be used to promote awareness of the general public in matters of health, wellness, and positive outcomes to healthcare and community as stipulated in the association's mission statement shall be deposited in the Charity Account.

9.06 Disbursing Funds

9.06a The Board of Directors shall approve requests for disbursements from all accounts, for amounts exceeding \$500.00 but less than \$10,000.00. Any request or initiative for spending an amount of \$10,000.00 or more shall be approved by the Board and then referred to the membership for a referendum upon majority vote.

9.06b Expenses incurred for fund raising for medical missions will be obtained from the Charity account. Proceeds will be deposited to the Charity Account.

9.06 c No check from any provider of goods or services in relation to a project can be made payable to any particular member of the association or any other

party except to the official name of the project; every project bank account will have a particular name. Furthermore, any and all expenses will be receipted, recorded, and presented for audit.

9.07 Accounting: Upon recommendation by the Treasurer, the Board may establish any legal and acceptable system or method of accounting for the funds and disbursements, so long as this method conforms with tax-related filing and record keeping requirements.

ARTICLE X

ADVISORY COUNCIL

10.01 The Advisory Council shall be comprised of past presidents after successful completion of term as Board of Director.

10.02 Functions of the Advisory Council

A. Acts in an advisory capacity and participates, with a one (1) vote privilege as a group, in the deliberations and recommendations of the Executive Board.

B. The Advisory Council will decide amongst themselves who will represent the group to cast the one (1) vote.

C. Participate in activities to further the purpose and functions of this Association.

ARTICLE XI

MISCELLANEOUS

11.01 Fiscal Year: The fiscal year of the Corporation shall be the period from January 1 to December 31, unless the board fixes another period as the fiscal year or establishes a calendar year.

11.02 Seal. The Corporate Seal, if any, shall be in such form as may be approved by the Board of Directors and Executive Officers.

11.03 Checks, Notes and Contracts: Unless specifically provided in these BYLAWS, the Board shall determine who shall be authorized from time to time on behalf of the Corporation to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

11.04 Books and Records to be Kept: The Corporation shall keep at its principal office in Maryland: 1) correct and complete books and records of account, 2) minutes of the proceedings of the members, the Executive Officers, Board of Directors and any committees, and 3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or the member's agent or attorney, for any proper purpose at any reasonable time.

11.05 Official Publications. The official publication of the Association shall be "The Filipino-American Nurse" and the official online Website of the Association shall be: <https://www.pnamdc.org>

11.06 Amendment of ARTICLES and BY-LAWS. The ARTICLES may be amended by a majority vote of the members pursuant to these BY-LAWS and Maryland Law. Amendments to these By-Laws shall be ratified by a two-thirds (2/3) majority vote of the members present and voting, provided that the proposed amendments, after having been considered and recommended by the Executive Officers and Board of Directors, are presented by mail or electronically to current members thirty (30) days prior to the General Assembly at which time such proposed amendments shall be voted on. Amendments to these By-Laws shall take effect upon ratification at the General Assembly.

11.07 Indemnification and Insurance: The corporation may not indemnify or arrange for indemnification of any Director or Officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another corporation for any reason whatsoever.

11.08 Loans: No loans shall be made by the Corporation to any member, director officer or any third party.

11.09 References: References to "Association" "Organization" or "Corporation" are meant to be the same; references, if any, to the masculine or feminine, plural or singular are meant to be the same.

IN WITNESS OF HAVING DULY READ AND APPROVED THESE BYLAWS, THE UNDERSIGNED BOARD MEMBERS ATTACH OUR SIGNATURES:

Lourdes B. Careaga
Marissa Usman
Myrna Joy Arellano
Resurreccion Jao

Lorna Seidel
Elsa Aquino
Leonora Mendoza

Date of Ratification: August 17, 2019
General Assembly Meeting
Fort Ward Museum & Park
4301 West Braddock Rd. Alexandria, VA 22304