

BY LAWS OF THE PAGSANJAN CLUB INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, PAGSANJENOS, in order to:

Preserve our customs and traditions;

Promote common welfare and understanding among us;

Foster closer ties;

Assist and give assistance to civic organizations involving Pagsanjenos in the Philippines and elsewhere; and

Provide moral support and/or assistance to members of the corporation,

have voluntarily associated ourselves and formed this non profit public benefit corporation.

Article I
Corporate Name

The name of the corporation shall be:

“PAGSANJAN CLUB INTERNATIONAL, INC.”

The corporation shall establish its office in the State of California or in any other place as the Board of Directors may deem proper.

Article II
Nature And Purposes

Section 1 – This organization is a non profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non Profit Public Benefit Corporation Law for Charitable Purposes.

Section 2 – The specific purposes of this corporation are to provide aid to the Puericulture Center of Pagsanjan, Laguna, Philippines; establish scholarships, establish a library for said town, and provide aid and/or assistance to the townspeople and to the members of this corporation.

Article III
Agent for Service of Process

The name and address in the State of California of this corporation's agent for the service of process shall be:

Rodel B. Ual
5909 Edgefield Avenue
Lakewood, CA 90713

Article IV
Limitation of Activities

Section 1 – This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2 – No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3 – The corporation's activities and programs shall be conducted without regard to race, class, creed, age, sex, or physical handicap.

Article V
Utilization and Distribution of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non profit foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Article VI
Membership and Membership Fees

Section 1 - Membership in the corporation shall be limited to Pagsanjenos and their relatives by blood or affinity. All members shall have the same rights, privileges, preferences, restrictions, and conditions. To be eligible to vote in any election of officers and directors, a member's household must have paid the annual

membership fee for the current year and the voting member must at least be of legal voting age.

Section 2 – The annual membership fee shall be \$20.00 per household or any such amount as the Board of Directors may, from time to time, prescribe.

Article VII
Conduct of the Corporate Affairs and Meetings

Section 1 – The voting members of the corporation shall elect twelve (12) members of the Board of Directors, who shall constitute the over-all policy making body of the corporation, conduct its affairs, and discharge the usual powers of corporate directors.

Section 2 – The annual meeting of the corporation shall be held as close as possible to December 12 of each year to coincide with the celebration of the Feast of Our Lady of Guadalupe. The exact date and place for such meeting shall be decided upon by the Board of Directors.

Section 3 – The Board of Directors shall meet once a month at such place and time as the directors shall decide.

Section 4 – Special membership meetings may be called by the President or upon written request of at least five (5) members of the Board.

Section 5 – At least 25 members shall constitute a quorum at any membership meeting. At least half plus one (1) of the members of the Board shall constitute a quorum at any Board Meeting.

Section 6 – Notices of all meetings shall be sent via mail, email, fax, telephone, or any other means of communication at least five (5) days before the date of the meeting.

Article VIII
Directors and Officers

Section 1 - The Board of Directors shall comprise no more than twelve (12) persons who shall serve for a term of two (2) years and who shall be chosen as follows:

The outgoing president shall automatically be a member of the Board;

The eleven (11) officers as enumerated under Section 3, once elected by the general membership, shall become members of the Board of Directors;

The President, with the approval of the Board, may appoint a nominating Committee of three (3) persons, who shall make nominations during a general

meeting for which an election is to be held, provided however, that further nominations can be made from the floor.

Section 2 – The Board of Directors shall manage the property, finance, and activities of the corporation, except in so far as such powers that are reserved for members or delegated to the officers.

Section 3 – The following officers shall be elected by the general membership:

A President, who shall be the Chairman of the Board and who shall preside at all meetings of the corporation. The President may not be elected for two (2) consecutive terms.

One Vice President

One Secretary

One Treasurer

One Auditor

One Assistant Secretary

One Assistant Treasurer

One Sergeant at Arms

One Press Relations Officer

Two Events Coordinators

Section 4 – The President, with the concurrence of the Board of Directors, may create such offices as necessary and appoint persons to fill such offices and vacancies that may arise.

Section 5 – Officers Duties and Responsibilities

The President, in addition to being Chairman of the Board of Directors, shall be the Chief Executive Officer of the corporation. He or she shall oversee the affairs of the corporation and implement all the policies as approved by the Board of Directors.

The Vice President shall perform such functions as may be assigned by the Board of Directors from time to time. He or she shall perform the functions of the President in the President's absence.

The Secretary shall perform all the secretarial duties usually pertaining to that office and such other duties that may be assigned from time to time. The Secretary shall be the custodian of all corporate records and shall be the agent for the service of all processes. He or she shall be responsible for notifying all concerned regarding the venues, dates, and times of all meetings.

The Treasurer shall be the custodian of all corporate funds. The Board of Directors may delegate its authority to establish bank accounts, and its authority to designate the signatories required on checks and other instruments of withdrawal. The Treasurer shall prepare a periodic report of receipts and disbursements and the financial statements of the corporation.

The Assistant Secretary and Assistant Treasurer shall perform the respective functions in the absence or incapacity of the Secretary or the Treasurer.

The Auditor shall see to it that all financial transactions are done within the guidelines approved by the Board of Directors and that the financial statements reflect the true financial condition of the corporation.

The Press Relations Officer shall be in charge of interacting with the general public and disseminating information regarding the activities of the corporation.

The Sergeant at Arms shall see to it that proper decorum is observed at all meetings and activities.

The Events Coordinators shall handle the logistics to assure that details of planned activities are properly conducted.

Article IX Committees

Section 1 – The Board of Directors shall create committees deemed proper and necessary to fulfill the objectives and purposes of the corporation.

Section 2 – All committee chairs, vice chairs, and members shall be appointed by the President, subject to the approval of the Board of Directors.

Section 3 – The President shall be an ex-officio member of all committees, with the exception of the Nominating Committee.

Article X
Fiscal Year

The fiscal year of the corporation shall commence on January 1st and end on December 31st of each calendar year.

Article XI
Amendments

These Articles of Incorporation and By-Laws may be amended by a two-thirds (2/3) vote of the members present in a special or general meeting called for amending this Articles of Incorporation and By-Laws.

Article XII
Chapters

The Board of Directors may establish chapters in other areas and may cooperate with other organizations in a manner deemed desirable for the accomplishment of the purposes and objectives of the corporation.

Adopted in _____, California

On _____

Gloria A. Dinfotan

Marina V. Garcia

Norma M. Gatpayat

Rodel B. Ual

Cynthia C. Rivera

Connie E. Reyes

Marilene C. Concepcion

Luis O. Rivera

Ely R. Trinidad

Mario R. Reodica

Roger N. Aquino

Elma L. Ang