**CONSTITUTION & BY LAWS**
**University of the Philippines Nursing Alumni Association International**

## ARTICLE I. NAME, NATURE, EMBLEM

Section 1. Name. This organization shall be formally and officially known as the University of the Philippines Nursing Alumni Association International and by its contraction, UPNAAI, and also by its corporate name, UPNAAI, Inc. For the purposes of this Constitution and Bylaws, and wherever cited hereafter in this document, UPNAAI, shall mean the official name of the association as stated in paragraph 1, this Section.

Section 2. Nature. UPNAAI shall be an educational, charitable and a non-profit organization.

Section 3. Emblem. The Association shall have for its logo, the University of the Philippines seal, the nursing emblem, and the UPNAAI symbol over a design of the globe, depicting the organization's worldwide reach.

## ARTICLE II. PURPOSES

Section 1. The Association's three-fold purposes shall be:

(a) To unite and foster fellowship, mutual understanding and cooperation among alumni members all over the world.

(b) To strengthen and maintain the high standards of the nursing profession through continuing education, research, networking and sharing of resources among members.

(c) To initiate and implement projects and programs that encourage professional relationships among members, socio-civic activities and promote goodwill towards the health profession, community, country and humanity.

Section 2. For purposes of Section 1 of this Article, the association shall collect dues from its members, may solicit and accept donations and hold fundraising that is not contrary to law or public policy to finance its mission and vision as a non-profit organization.

Section 3. As a non-profit organization, no funds, properties, tangible or intangible, or any part of the proceeds earned or derived from thereof shall inure to the benefit of any member, officer, director or any individual. Funds and properties collected, or received by, for or on behalf of the association shall belong to UPNAAI and shall be used solely for the objectives of the association and/ or incidental to its fulfillment.

Section 4. The name of the association and its goodwill cannot be used for personal purposes by any individual or by other organizations nor entities, either by appropriation, reference, inference or implication.

## ARTICLE III. PLACE OF BUSINESS

Section 1. The principal location and official mailing address of this association shall be what is in the record compliant with the incorporation office in the State of California.

Section 2. The principal location as stated in Section 1 of this article shall be permanent provided that on recommendation, the board may consider alternative locations subject to its approval.

**ARTICLE IV. BOARD OF DIRECTORS (BOD)**

Section 1. Composition and Election. Subject to the provisions and the laws of the United States of America, California statutes, special laws and local ordinances with respect to non-profit organizations, the business affairs of UPNAAI shall be managed, and all administrative powers shall be exercised by or at the direction of an odd number of Board of Directors. It shall consist of a minimum of fifteen (15) but not more than nineteen (19) elected members including the President and the President-Elect.

The members of the Board shall be elected by and from the membership during the General Election held every two years in California or any location provided, however, that the Board, by majority vote, may pass a resolution designating another location for the conduct of election.

Section 2. Term of Office. Each director shall be in office for a two-year term with rights of reelection, provided that no person shall be elected as director for more than two consecutive terms (4 years). A director may, however, run for reelection after the four-year term provided such director does not hold the same prior officer position outlined under Article VI of these By-laws, provided further, that in no event such director serves the association for more than eight (8) years.

Paragraph 1, this Section, notwithstanding, the term of office shall continue until their successors are elected and qualified. Any member filling out an unexpired term for more than one-half of the full term (1 year of 2 years) shall be considered to have served one full term.

Section 3. Fiscal Year. The new Fiscal Year shall begin on October 1 and shall end September 30.

Section 4. Orientation of the Board of Directors (BOD). All new Board members should participate in an orientation process shortly after election of the Board.

Section 5. Compensation. The Board of Directors shall not receive nor shall be entitled to compensation or salary.

Section 6. Vacancies. In the event a vacancy occurs, the Board of Directors shall approve a replacement for the position. Whenever possible, the candidate who obtained the next highest vote in the last election year shall automatically be appointed to the position for the balance of the unexpired term.

Section 7. Removal. The members of the Board of Directors can be reprimanded, censured or expelled for violating the bylaws of the association, misconduct or neglect of duty by 2/3 of the members of the Board. No such action shall be taken against any Board member until he/she has been advised of specific charges given reasonable time to prepare a response and afforded a full hearing before the Ad Hoc Ethics Board appointed by the Board of Directors. Members of the Board of Directors expelled from office pursuant to this section shall be ineligible to serve as Officer or Board members of the association in the future.

**ARTICLE V. OFFICERS, ELECTION, VACANCIES**

Section 1. Composition and Election. The corps of officers shall be elected from the newly elected directors at the end of the Business Meeting of the annual convention. They shall be presented to the members and inducted to office on the following day during the Dinner Dance. No person shall be considered qualified for presidency without serving the UPNAAI Board for at least one year prior to election.

Section 2. Term of Office. The officers shall serve for two years, and their term of office shall begin at the beginning of the fiscal year as described in Article IV, Section 3 under Fiscal Year.

Section 3. Fiscal Year. The Officers shall have the same fiscal year as the members of the Board as described in Article IV, Section 3.

Section 4. Orientation of the Officers. All new Officers shall have an orientation of their roles and responsibilities.

Section 5. Vacancies. In the event of a vacancy in any of the officer positions, the provisions in Article IV, Section 6 shall be applied.

Section 6. Order of Presidential Succession

If the President for any reason is unable to serve during term of office, the President position shall be replaced in the following order:  President-elect, First Vice President, Second Vice President, Third Vice President.

**ARTICLE VI. DUTIES OF OFFICERS**

Section 1. President. The President shall be the chairman of the Board and Chief Executive Officer of the Association; shall preside at all meetings of the association; shall be responsible for the execution of the objectives, rules, resolutions promulgated by the board; shall appoint positions to special taskforce, and Ad Hoc committees created by the board; shall represent UPNAAI in all matters related to the organization, and shall serve such other duties as the Board of Directors may so designate. The CBL endows the President an executive decision-making power for extenuating emergency situations.

The President shall appoint the Assistant Treasurer and Press Relation Officer (PRO) from the elected members of the Board and such other positions provided by these By-Laws.

Section 2. President-Elect. The President-Elect shall assist in the operations of the organization and in matters as deemed necessary by the President and shall assume the Presidency once the incumbent’s term is over. The President-Elect shall also perform duties as needed.

Section 3. Vice Presidents. There shall be three Vice Presidents:

(a) First Vice President. The First Vice President shall assist the President in the execution of all rules and resolutions promulgated by the Board of Directors and such other matters as the President may deem necessary and convenient. The First Vice President shall be the Chair of the Education and Research Committee.

(b) Second Vice President. The Second Vice President shall assist the President and shall oversee all policies and procedures related to organization's activities and resources. The Second Vice President shall be the Chair of the Program Committee.

(c) Third Vice President. The Third Vice President shall keep historical and updated records of all members and shall have systems in place to protect their private information. The Third Vice President shall be the Chair of the Membership Committee.

Section 4. Recording Secretary. The Recording Secretary shall chronicle all official proceedings of the Association, record the minutes of the meetings, sign official documents of the UPNAAI, make a report to the Board and publish the same when required; shall be familiar with and be able to notify members of the place, date and time of meetings, and shall create an archive of all documents, records, membership roll and books of the Association.

At the end of the term of office, or in cases of disability, incapacity, resignation, or removal, the Recording Secretary shall turnover whatever information regarding any meeting minutes and/or official documents to the incoming President and Recording Secretary. Transition timeline shall be as defined in the Policy & Procedure.

Section 5. Corresponding Secretary. The Corresponding Secretary shall perform the duties of the Recording Secretary in his/ her absence; shall conduct the official correspondences of the association; shall be the Chair of the Constitution and Bylaws Committee and perform other duties as may be assigned by the President of the Board.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds and properties of UPNAAI and shall see to it that full and accurate financial reports are made and presented at all regular meetings; shall close the books and prepare a formal, audited, and financial report at the end of the fiscal year. The Treasurer shall concurrently be the Chair of the Finance Committee. The Treasurer shall be responsible for filing all tax matters as required by law.

At the end of the term of office, or in cases of disability, incapacity, resignation or removal, the Treasurer shall turn over whatever information regarding any financial transaction, monies if any, files, books, ledgers, bank books, bank statements, IRS records, etc. to the next Treasurer, or Treasurer designee and along with the Auditor shall account for the same to facilitate an efficient and effective transition.

Section 7. Auditor. The Auditor shall audit all financial statements of the Treasurer prior to its publication, release or applicable filings. The Auditor shall conduct an annual audit per Policy and Procedure, or whenever so directed by the Board, to review all monies and properties, bank accounts, and other financial matters of UPNAAI. The Auditor shall affix his/her signature to all financial documents so audited and shall certify to the correctness of the financial reports. He or she is specifically task of maintaining and protecting the integrity of the Association's assets. The Auditor shall be the Chair of the Audit Committee.

Section 8. Board of Members At Large. Members of the Board of Directors not specifically elected to an officer position shall assume duties assigned to them by the President. They may be appointed as Public Relations Officer, Assistant Treasurer, Chairman or Member of standing committees, task force or Ad Hoc committees; and shall perform any other duties or functions as assigned by the President or the Board.

(a) Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer in his/her functions as stipulated in Article VI. Section 5 shall assume the duties of the Treasurer in the latter's absence, inability or incapacity to serve.

(b) Public Relations Officer (PRO). The PRO shall be responsible for external marketing of the association and shall act as the official spokesperson for the organization. The PRO shall be the designated Chair of the Sunshine Club.

**ARTICLE VII. MEMBERSHIP**

Section 1. Any individual who is a (1) nursing graduate of the University of the Philippines, (2) has applied for membership, and (3) paid the corresponding membership dues, shall be eligible to be a member of the organization.

Section 2. The association shall be composed of individuals who are of legal age, of good moral character and of manifest interest in the organization. All members should always act in good faith and conduct themselves in a manner that is in the best interest of the organization.

An individual shall be considered a member in good standing if all requirements of membership under this article are complied with. A member is entitled to a single vote and shall have the right and duty to exercise the same when called for in any proceeding.

Section 3. Membership Categories. The following shall be the categories of membership:

(a) Annual Member. Any individual who qualifies to be a member under Section1 of Article VII shall be considered a member of the association and shall be entitled to vote and be voted upon and serve on the organization's permanent committees. Unless an individual is already a life member, an annual member may be eligible for office provided she/ he is a member in good standing as of May 1 of the election year.

(b) Life Member. Any individual who qualifies as a member under Section 3, paragraph (a) may choose to become a life member by applying for the same and by paying the scheduled life membership fees, and shall be entitled to rights and privileges provided by these by- laws, and those that the board, by resolution, may so provide and shall, in addition, receive a Certificate of Life Membership.

(c) Associate Member. A person may become an associate member if he/she is the spouse, child or brother/sister of a regular member, a professional sponsored by a regular member, and has indicated his/her willingness to join the organization as such and provided he/she pays the required fees as a life member.

(d) Honorary Member. From time to time, voting members may nominate, subject to the approval by majority of members of the board in a quorum, individuals to become honorary members. To qualify for nomination, such individuals shall have rendered service and assistance to the organization in a capacity deemed to be in the best interest of UPNAAI. Members of this section shall be entitled to the same rights and privileges, duties and obligations imposed upon members under Section 3 of this article except to vote and be voted upon.

Section 4. Chapter Organization. The organization, by resolution of the BOD, may accept other UP nursing alumni associations to be part of UPNAAI, subject to the following:

(a) Criteria.

1. The chapter applicant shall be composed of at least 10 members

2. The chapter applicant's constitution and bylaws must be consistent with those of UPNAAI, Inc.

3. The payment of chapter fee in the amount determined by the UPNAAI Board

(b) Installation. Any entity that:

1. Is organized as a UP Nursing Alumni Association

2. Has complied with the criteria outlined in Article VII. Section 4(a) 1, 2, and 3.

3. Has applied to become a chapter organization

4. Has paid the chapter dues, shall be eligible for installation as a chapter of UPNAAI in official proceedings or ceremony during the anniversary celebration of the organization.

(c) Members. UPNAAI members may also become a chapter member (and are encouraged to do so) by complying with the membership requirements of the chapter. Likewise, the chapter member may become a direct member of UPNAAI by complying with the direct membership requirements of the organization.

(d) Revenue Sharing. The BOD (Board of Directors) may, by resolution, adopt a formula for revenue sharing between the organization and its chapters.

(e) Shared Governance. The organization and its chapters shall create a governing board (either on an ad hoc or term basis) to jointly administer and govern the common affairs and all designated cooperative projects of the organization, including, but not limited to: educational programs, research and development, humanitarian efforts and other collaborative activities. In working together, the members should always have in mind the success of the endeavor, the achievement of the purpose for which it was embarked, the promotion of the best interest of the members, and the ultimate good of the organization.

(f) Chapter Representation. The President and the Treasurer, or in the absence of the latter, the President's designee, shall represent the chapter as delegates to UPNAAI and shall be members of the governing board as outlined in Section 4, Item e. The Chapter President may appoint one more delegate for every 25 additional chapter members above the minimum required under Section 4, Item a.

(g) Conflict of Provisions. Any issues exclusively concerning the Chapter shall be governed by the provisions of the Chapter Bylaws and issues concerning UPNAAI shall be governed by its own Bylaws. Whenever there is a conflict of provisions between UPNAAI and the Chapter Bylaws, and/or if the issue in question involves the general welfare of the members and the interest of the organization as a whole, the Constitution and Bylaws of UPNAAI shall prevail.

In the event a chapter organization fails to abide by the criteria and provision set forth above or any violation thereof, may be a cause for its disqualification.

Section 5. Affiliate Organization. An affiliate organization, based in another country, by resolution of the Board may be accepted as part of UPNAAI and referred to as U.P. Nursing Alumni Association outside of the U.S.A. Establishment of an affiliate organization shall follow the requirements set forth for chapter formation as stipulated under Article VII, Section 4 (a to c) only. However, the affiliate organization's CBL may be similar to UPNAAI's to the extent that the laws and statutes of the country of their residence allow. The said CBL must reflect the mission and values of UPNAAI. The affiliate organization is not expected to participate in matters of governance by UPNAAI and other organized activities that might have legal and tax implications for both UPNAAI and the affiliate organization. All other activities, such as participating or attending UPNAAI conventions, being a host-chapter, access to the UPNAAI website, are benefits that members of affiliate organizations may avail of.

Section 6. Membership Fee. The organization shall, by resolution, determine the membership fees.

Section 7. Membership Book. The organization shall keep and maintain a Membership Database of the names of all its members, including home address, email and telephone numbers. The association shall take utmost effort to maintain the integrity and privacy of information contained therein which shall not be used for any purpose other than that of UPNAAI's.

Section 8. Disciplinary Action. Any member, who with clear, repeated, and valid cause, and given at least reasonable notice of such behavior, may be subject to disciplinary action with the consent of two- thirds (2/3) of all the Board members constituting a quorum.

Section 9. Disqualification of Members. Any member may be disqualified from the roll of membership for acts, errors and omissions detrimental to the purposes of the organization, subject to the super majority rule provided by Section 8, this article.

The BOD, with the approval of the members may, by resolution, promulgate additional standards for disqualification of members provided that such standards shall be in the interest of the organization.

**ARTICLE VIII. COMMITTEES**

Section 1. Standing Committees and Subcommittees. The association shall have standing committees that shall implement its mission and vision. A member of the Board or Officer shall chair standing committees. The Chair can either be appointed by the President or a Board member may volunteer depending on their knowledge, skill and experience with the charge of the committee, by election to certain officer positions, e.g., First, Second and Third Vice-Presidents. Board members are expected to either Chair or Co-Chair Standing or Subcommittees. The Chair of the Committee shall likewise be authorized to appoint committee members and presented to the Board for approval. The following shall be established as the Standing Committees with their corresponding subcommittees:

(1) Executive Committee. The Executive Committee shall be composed of all the elected officers of UPNAAI. It shall be chaired by the President. The committee shall be charged with the duty and responsibility of implementing the purposes of the association.

(2) Finance Committee. The Finance Committee shall be chaired by the Treasurer. The committee shall be in-charge of all the financial affairs of the organization including collection and disbursement and other accounting issues.

(3) Audit Committee. The Audit Committee shall be chaired by the Auditor. The committee shall be responsible for the auditing and verification of all finances. The committee shall maintain the integrity of the association's assets.

(4) Education and Research Committee. The Education and Research Committee shall be chaired by the First Vice President. The committee shall be in charge of planning, implementing and evaluating educational programs focusing on current issues and trends shaping nursing and health care in general through lectures, seminars, and study tours. The committee shall also support, promote and enhance research related activities.

(5) Program Committee. The Program Committee shall be chaired by the Second Vice President. The committee shall plan and arrange meetings and social activities and other undertakings of the association. The Program Committee shall collaborate with the SVC Committee regarding fundraising events.

(6) Membership Committee. The Membership Committee shall be chaired by the Third Vice President who shall keep a current listing of all members of the association. Issues concerning membership shall be handled by the committee.

(7) Organizational Development Committee**.** The Organizational Development Committee shall be responsible for the election of officers and assist the organization for establishing new chapters. The Committee shall have two subcommittees: Nomination and Election Committee (NEC) and Chapter Formation and Organization Committee (CFOC). The Chair of this committee shall manage both subcommittees. The NEC shall be responsible for the honest and unbiased conduct of the election of the Board of Directors (BOD) of the organization. Subject to the approval of the board, the NEC, by committee resolution, shall establish rules of elections (general or special) that are not contrary to the provisions of these Bylaws. The members of the NEC are two (2) active members and two (2) board members who shall be nominated by the BOD. The CFOC shall facilitate the application, review, acceptance and installation of an organization as a chapter of UPNAAI. This committee shall ensure that the membership requirements, and UPNAAI's standards are met.

(8) Constitution and Bylaws Committee. The constitution and bylaws committee shall be chaired by the corresponding secretary. The committee members shall be appointed by the chair as approved by the board members and shall periodically review the constitution and bylaws and advice recommend to the BOD additions, deletions, corrections and other changes.

(9) Communications and Team Engagement Committee**.** The main responsibility of this committee is to enhance the visibility of the organization and its alumni, highlighting their accomplishments in nursing research, leadership, education, innovation, and community service. The committee shall

be chaired by a board member. The committee members shall be appointed by the chair and shall be in-charge of the maintenance of the UPNAAI's website, and social media platforms for communication.

(10) Sustainability and Viability Committee. This committee shall be chaired by a board member appointed by the UPNAAI president and shall be responsible for fundraising activities or projects and finding other means to sustain the operational costs of the organization and continually support charitable causes. This committee is also responsible for vendor recruitment to support the annual convention.

(11) Awards and Citation Committee**.** This committee shall be chaired by a board member appointed by the UPNAAI president. It shall establish guidelines for the recognition of outstanding members and shall include two subcommittees: Julita Villaruel Sotejo (JVS) Awards Subcommittee and the UPNAAI Excellence Awards Subcommittee. The awards and citation committee chair shall be the coordinator for the JVS award subcommittee and shall designate another coordinator for the UPNAAI Excellence Awards subcommittee as approved by the BOD. The awards and citation committee has the sole discretion to bestow the UPNAAI Recognition of Service Excellence Award (Up-ROSE) to honor a Life Member who has shown exceptional service to UPNAAI.

(12) Yearbook Committee. This committee shall be chaired by a board member appointed by the UPNAAI president and shall be responsible for the creation and publication of the yearbook that serves as a repository of the milestones and achievements of UPNAAI and its members.

Section 2. Subcommittees. The chair of any subcommittee shall be any Lifetime Member of UPNAAI who has the ability to perform the charge of that committee (can be a BOD, member of the Advisory Council (AC), or a member of good standing).

Section 3. Ad Hoc Committees. The President may create an Ad Hoc Committee for the purpose of serving or in response to a certain event, occurrence and emergency which is temporary in nature and shall be effective only for the duration of such event, occurrence, or emergency. The President shall appoint its chairperson and its members.

**ARTICLE IX. THE FORMATION OF AN ADVISORY COUNCIL (AC)**

Section 1. Advisory Council. An AC shall be formed as a permanent consultative body of the Association with no voting rights. It shall consist of no fewer than two (2) and no more than three (3) members selected from the roster of past presidents and prior members of the Board of Directors (BOD), all of whom must be in good standing. Members shall be nominated with their consent and elected by the BOD. The term of the ACs shall be concurrent with the term of the BODs, which is two (2) years. The ACs may also serve as advisers of different committees and/or subcommittee chair by invitation from the committee chairs.

If a member of the AC resigns before the end of the term, the BOD shall nominate and elect his/her replacement, only if there is one adviser remaining. The AC shall be invited to attend all meetings but may not be subject to the required attendance expected of the BOD.

Section 2. AC Meeting. The AC may meet separately to deliberate on matters presented to them by the Board for consultation and shall give their best effort to arrive at a consensus of opinions. The AC may choose a lead person to represent the AC to the Board.

**ARTICLE X. INTERNAL GOVERNANCE**

Section 1. Internal Control. The Board shall establish internal control procedures relative to the day-to- day management of the organization by establishing and revising policies and procedures that align the fiduciary, strategic, and generative requirements for nonprofit organizations.

Section 2. Meetings. The BOD shall meet at least eight (8) times per fiscal year at a date and time mutually agreed upon. The notice of the meetings, with agenda, shall be circulated at least 10 days prior to the meeting.

The General Membership Meeting (GMM) shall be held during the roll call and luncheon business meeting of the UPNAAI convention at the designated site of the convention. The president may call for a special meeting of the BOD. The president-elect may likewise do the same in the absence of the president.

Emergency meetings may be called in extreme situations of urgency where decisions of the body cannot wait for the regular or special meetings.

At least fourteen (14) days' notice shall be required of all special meetings. By the very nature of the cause for which emergency meeting is called, the longer period shall be waived.

Section 3. Quorum. Majority (50%+1) of the BOD shall constitute a quorum during the regular BOD meeting. The quorum for the GMM shall consist of all members present at such meeting provided that the majority of all bona fide members were duly notified of the date and place at least 60 days prior to such GMM. Bona fide members are those members in good standing and have paid their current dues. The majority of BOD shall constitute a quorum for special meetings. No quorum is required for emergency meetings, provided the BOD and the membership are adequately represented. Unless otherwise waived above, no business may be transacted without the proper quorum.

Section 4. Majority Rule Voting. Except as provided elsewhere in the bylaw or resolution, issues shall be decided by a simple majority vote of the members present and qualified to do so.

Voting may be accomplished by:

(1) Secret ballot. In which case the organization shall protect and maintain the integrity of the vote.

(2) Raising of the hands. To be counted accordingly.
(3) Viva voce. By Ayes (yes) and Nays (no) during a roll call.
(4) Teleconferences. A roll call is necessary to establish quorum.

(5) Electronic, online, or computer-based voting where there is a mechanism or system that allows such voting to take place.
Proxy voting, as well as write-ins are not allowed.

**ARTICLE XI. BOOKS AND RECORDS**

Section 1. Record Keeping. The association shall keep complete books and records of account and minutes of the proceedings of the BOD. These are also referred as financial records and minutes of the BOD meetings.

Section 2. Period of Accounting. The period of accounting for each term shall be the same as the term of office of the Board of Directors which is by fiscal year.

Section 3. Auditing. Audits shall be done once a year or as needed or required.

Section 4. Transparency. The treasurer shall prepare a financial report to be presented at the GMM. Likewise, financial records shall be kept available at all times for inspection by the IRS or by any governing body of the State of California.

**ARTICLE XII. CONFLICT OF INTEREST**

Section 1. Conflict of Interest. All Officers, Board members and members of the AC shall disclose in writing any actual or potential financial, personal, religious, or any other types of conflicts of interest. Even when there is nothing to declare, the form needs to be completed, signed and submitted to the recording secretary for archiving. Upon determination of a possible conflict of interest, the President shall convene an ad hoc Ethics Board. The potential conflict of interest shall then be presented to the Ethics Board who shall render recommendation to the Executive Board. The Executive Board shall then consider the recommendation and take action. Such deliberation shall be conducted in the absence of the Board member, Officer or AC who has a potential conflict of interest. Actions that might be recommended may range from no action, recusal from voting relative to the conflict, or resignation from the position as officer, as member of the Board, or as member of the Advisory Council.

**ARTICLE XIII. INDEMNIFICATION**

Section 1. Right of Indemnity. To the fullest extent permitted by law, this association shall indemnify its directors, officers, and other persons described in the California Corporations Code Section 5238(a), including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used by this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or Section 5238(c) has been met and if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those

Sections shall be advanced by the association before final disposition of the proceeding, on receipt by the association of an undertaking by or on behalf of that person that the advance shall be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the association for those expenses.

Section 4. Insurance. The association has the right to purchase and maintain insurance deemed necessary on behalf of its officers, directors, employees, and other agents.

**ARTICLE XIV. AMENDMENTS OF THE BYLAWS**

Section 1. The bylaws may be reviewed and amended every two (2) years or as needed by a simple majority vote of the members voting for the same at regular or special meetings of the BOD, provided that such amendment/s has/have been presented to all the BOD at least thirty (30) days prior to such a meeting, and the general membership notified at least sixty (60) days prior to such a meeting after the approval by the BOD. Any resolution for approval and/or amendment of the by-laws for ratification brought to the members during the general meeting shall be deemed approved or ratified as the case may be by simple majority vote of all members present in the general meeting.

**ARTICLE XV. NATURE OF ACTIVITIES AND DISSOLUTION OF THE ORGANIZATION**

Section 1. Nature of Activities. The association is a non-stock, nonprofit, educational and charitable corporation registered under the laws of the State of California. In 1988, it was granted tax-exempt status under 501(c)(3) of the Internal Revenue Code.

Effective July 31, 2009, it was granted tax exemption under Section 501(c)(3) of the Internal Revenue Code and the California Revenue & Taxation Code (R&TC) Section 23701d(c)1. In view of these statutes and other provisions relative thereto, the association shall not carry out activities that are not by nature legitimate activities (a) of a corporation that is exempt from Federal Tax or (b) by a corporation, contribution to which are deductible under applicable Federal and State revenue laws.

Notwithstanding the foregoing, the association shall not engage, carry out, or support any activity that is against the law or public policy.

Section 2. Dissolution Process. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a nonprofit fund, foundation or educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue code.