

**BY-LAWS
OF
FILIPINO-AMERICAN
LEAGUE OF
ENGINEERS AND ARCHITECTS**

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PREAMBLE

We, the members of the Filipino-American League of Engineers and Architects ("FALEA") from the State of Hawaii, recognizing the need for a close association in order to promote our image as reputable professionals and aspiring to collectively attain our goals and objectives as a group, do hereby promulgate these By-Laws.

BY-LAWS OF FILIPINO-AMERICAN LEAGUE OF ENGINEERS AND ARCHITECTS

ARTICLE I GENERAL

Section 1.1. Name. FILIPINO-AMERICAN LEAGUE OF ENGINEERS AND ARCHITECTS is a nonprofit Hawaii corporation. In these By-laws, FILIPINO-AMERICAN LEAGUE OF ENGINEERS AND ARCHITECTS is called the "Corporation."

Section 1.2. Location. The principal or registered office of the Corporation shall be in the City and County of Honolulu, State of Hawaii. The Corporation may have other offices within the State of Hawaii as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 1.3 Purpose of By-laws. These By-laws are adopted pursuant to Article XVI of the Articles of Incorporation and Section 414D-187, Hawaii Revised Statutes. These By-laws are the By-laws of the Corporation and of the Board of Directors. In the event of any conflict between these By-laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 1.4. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of September in each year.

Section 1.5. Seal. The Corporation shall have a seal. The seal shall be of such form as the Board of Directors may determine from time to time.

Section 1.6. Books and Corporate Records. The Corporation shall keep accurate and complete books and records of account and shall keep and maintain at its principal office, or such other place as its Board of Directors may order, minutes of all meetings of the membership, Board of Directors, and committees.

Section 1.7. Inspection of Books and Corporate Records. The Articles of Incorporation, these By-laws, the books and records of account and the minutes of proceedings of the membership, Board of Directors, and committees shall be open to inspection upon the demand of any Member, at any reasonable time. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made upon

the President or Secretary of the Corporation.

ARTICLE II INTERPRETATION

Section 2.1. Definitions. In these By-laws, unless the context otherwise requires, the term:

"Articles of Incorporation" means the Articles of Incorporation, originally issued on February 8, 2007, as amended from time to time.

"Board" means the board of directors of the Corporation.

"By-laws" means these By-laws as amended from time to time.

Section 2.2. Number. In these By-laws, unless the context otherwise requires, the singular shall mean the plural and the plural shall mean the singular.

ARTICLE III PURPOSES

The purposes of the Corporation are to (a) promote a standard of professionalism amongst engineers, architects, surveyors, and related scientific/technical professionals; (b) foster opportunities for professional enhancement and career advancement; (c) promote unity, friendship, camaraderie, and mutual assistance among members; (d) promote participation by Filipinos in the engineering, architecture, surveying, and related scientific/technical disciplines; (e) represent and to advocate the interests of Filipinos in the engineering, architecture, surveying, and related scientific/technical disciplines; (f) foster the exchange of ideas and information among and between the Corporation's members and other members of the engineering, architecture, and surveying, and related scientific/technical disciplines; (g) encourage and promote the professional growth of its membership; (h) facilitate the exchange of business and to broaden opportunities for Filipinos in the engineering, architecture, surveying, and related scientific/technical disciplines; (i) receive grants, subsidies and gifts to be utilized in carrying out the above described purposes; (j) solicit and accept public and private contributions and bequests to be used without personal gain or profit to any director or officer of the corporation in carrying out the corporation's purposes; (k) act as trustee under any trust or fiduciary relationship incidental to the principal objectives of the Corporation to the extent permissible under the laws of the State of Hawaii; and (l) have and exercise all of the powers conferred by law on nonprofit corporations.

ARTICLE IV MEMBERS OF THE CORPORATION

Section 4.1. Eligibility. There shall be six classes of membership: (a) regular, (b) associate, (c) student, (d) special, (e) honorary, and (f) affiliate.

(a) A regular member is a graduate of an engineering, surveying, architecture, or related scientific or technical disciplines; or one who is a licensed engineer, surveyor, or architect and who is a resident of the State of Hawaii.

(b) An associate member is an engineering contractor or draftsman or a scientifically or technically trained person involved in the fields of engineering, surveying, architecture, or a related scientific or technical profession and who is a resident of the State of Hawaii.

(c) A student member is one pursuing a degree or non-degree program in the fields of engineering, surveying, architecture, or a related scientific or technical discipline and who is a resident of the State of Hawaii.

(d) A special member is a graduate of an engineering, surveying, architecture, or related scientific or technical disciplines; or one who is a licensed engineer, surveyor, or architect and who is not a resident of the State of Hawaii.

(e) An honorary member is a deserving individual recommended and approved to join the Corporation by the Board. An honorary member may be a resident or a non-resident of the State of Hawaii.

(f) An affiliate member is an individual who is involved in the construction and real estate industries such as a salesperson, supplier, builder, product manufacturer, and the like.

Section 4.2. Application for Membership and Acceptance. Each applicant for membership shall complete an application as approved by the Board of Directors. Each application for regular, associate, student, special, and affiliate membership shall be accompanied by a one-time membership application of Five Dollars (\$5.00) as well as the required membership dues. An applicant shall be accepted as a member only upon an affirmative vote of the majority of the membership of the Board.

Section 4.3. Membership Dues. Membership dues for each biennial year shall be paid by each member as follows.

(a) Each regular member shall pay biennial membership dues in the amount of Forty Dollars (\$40.00).

(b) Each associate member shall pay biennial membership dues in the amount of Twenty Dollars (\$20.00).

(c) Each student member shall pay biennial membership dues in the amount of Five Dollars (\$5.00).

(d) Each special member shall pay biennial membership dues in the amount of Thirty Dollars (\$30.00).

(e) Each affiliate member shall pay biennial membership dues in the amount of Twenty Dollars (\$20.00).

(f) Exemption from membership dues. Honorary members and past presidents of the Corporation shall be exempt from the payment of membership dues ,

Section 4.4. Voting Rights. A Regular or Associate Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the membership. All other members shall not have any Voting Rights.

Section 4.5. Eligibility to Run as an Officer or Director . Only Regular members who are in good standing, i.e., those who have paid their biennial membership dues, shall be eligible to run as an officer or director of the Corporation.

Section 4.6. Termination or Suspension of Membership . The Corporation's Board of Directors may terminate or suspend a member for cause.

At least fifteen (15) days written notice of the proposed termination or suspension, with the reasons therefor, shall be sent to the last known address of the member via U.S. mail, postage prepaid, and via the last known e-mail address of the member.

The member shall be provided an opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the proposed effective date of the termination or suspension. In making its decision, the Board of Directors shall take into consideration all of the relevant facts and circumstances. Default in the payment of membership dues for two consecutive years shall constitute cause.

ARTICLE V MEETINGS OF THE MEMBERSHIP

Section 5.1. Biennial Meetings. The biennial meeting of Members shall be held in the month of August of every even-numbered year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of the officers and directors at the biennial meeting shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 5.2. Special Meetings. A special meeting of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

Section 5.3. Place of Meeting. The Board of Directors shall designate the time and place for biennial and special meetings. If no meeting place is designated, then the place of meeting shall be the registered office of the Corporation. If all of the members shall meet at any time and place and consent to such meeting, then such meeting and any corporate action then taken shall be valid.

Section 5.4. Notice of Meetings. At the direction of the President, the Secretary, or

Members calling a meeting, notice of a meeting stating the place, day and hour, shall be delivered either personally, by mail, facsimile, or e-mail to each Member entitled to vote at such meeting, not less than ten (10) nor more than twenty (20) days before the date of such meeting. In case of a special meeting, the purpose or purposes of the meeting shall be stated in the notice. The notice of the meeting shall be deemed to be delivered when personally delivered to the Member, or deposited in the United States mail addressed and postage prepaid to the last known address of the Member, or sent by facsimile or e-mail to the last known facsimile number or e-mail address of the Member.

Section 5.5. Action Without a Meeting. Proper corporate action may be taken by either the Board or the Members without a meeting if written consent, setting forth therein the actions so taken, shall be signed by all of the Directors or Members entitled to vote, whichever the case may be. Written consents may be provided via e-mail, to the e-mail address designated by the Corporation's Secretary or via facsimile to the facsimile number designated by the Corporation's Secretary.

Section 5.6. Quorum. The participation of 50% plus one(1) of Members in good standing, i.e., those who have paid their biennial membership dues, shall constitute a quorum at a duly noticed meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 5.7. Voting. The election of officers and directors shall be by secret ballot or by e-mail, as determined by the Board. A candidate receiving a plurality of the votes cast shall be deemed duly elected. In the event of a tie, the votes shall be recast by the Members in good standing who are present at the biennial meeting until the winner shall have been determined. Except as herein provided, all votes on any question shall be viva voce at all meetings.

ARTICLE VI MEMBERS OF THE BOARD OF DIRECTORS

Section 6.1. Number of Board Members. (a) There shall be a Board of Directors of the Corporation which shall be composed of not less than seven (7) Officers and not more than six (6) Directors. Officers include the President, Vice President/President-Elect, Secretary, Treasurer, Auditor/Business Manager, Public Relations Officer, and the Immediate Past President and Directors. The Board may fix the exact number of directors to be elected.

(b) Each Director shall give to the Secretary the mailing address, telephone number, facsimile number, and e-mail address (if any) and any changes thereof to which notices shall be sent to the Director. If the Secretary receives no notice of address, the address of the principal office of the Corporation shall be the Director's address for purposes of notice.

Section 6.2. Chairperson of the Board of Directors. The President, during the term of office, shall serve as the Chairperson of the Board of Directors.

Section 6.3. Liability. No Director shall be personally liable for the debts, liabilities or obligations of the Corporation, unless the Director was grossly negligent in the performance of, or failure to perform, his or her duties.

Section 6.4 Term of Office. The terms of Directors shall be two years; however, Directors shall remain in office until their successors have been elected.

Section 6.5. Vacancies. The Board shall have power to fill vacancies occurring in its elective membership through any cause, until the next biennial meeting of the Corporation, when such vacancies shall be filled by election for the unexpired term.

Section 6.6. No Compensation. Directors shall serve without compensation, but shall be reimbursed for certain out-of-pocket expenses in accordance with policies set by the Board.

Section 6.7. Resignation. Any Director may resign from the Board or an office of the Corporation by giving written notice to the President or the Secretary. Any such resignation shall take effect at the date of receipt or such notice or at any later time therein specified. The acceptance of a resignation shall not be necessary to make the resignation effective.

Section 6.8. Removal. The non-participation in events, non-payment of membership dues for two (2) consecutive biennial years, or three (3) unexcused absences in the fiscal year shall constitute cause for removal of any Director. Excused absences include but are not limited to illness, medical emergencies and being off-island during the scheduled meeting. After the third unexcused absence, the Corporation shall send written notification to the last known address of the Director via United States mail, postage prepaid, and via the last known facsimile and e-mail addresses of the Director. Within fifteen (15) days after the postmark date of the letter informing the Director of cause for his or her removal, the Director may submit in writing any justification for such absences. The Corporation must physically receive the written justification for absences within the fifteen (15) days after the postmark date of the letter notifying the Director of cause for removal. Upon the expiration of fifteen (15) days after the postmark date of the letter informing the Director of cause for his or her removal, the Board shall meet to determine, after considering all the circumstances, whether to remove the Director. A Director may be removed only if a majority of the Directors then in office vote for removal.

Section 6.9. Conflicts of Interest. A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. For purposes of this Section, a Director of the Corporation has an indirect interest in a transaction if: (a) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or (b) another entity of which the Director is a director, officer, or trustee is a party to the transaction.

A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved as follows: (a) the material facts of the transaction and the Director's interest were disclosed or known to the Board or a committee of the Board and the transaction was authorized, approved, or ratified by the Board or a committee of the Board by an affirmative vote of a majority of the Directors either on the Board or on the committee, who have no direct or indirect interest in the transaction ;

provided that a transaction may not be authorized, approved, or ratified under this Section by a single Director. (A majority of the Directors on the Board who have no direct or indirect interest in the transaction constitutes a quorum for the purpose of taking action under this Section.); or (b) the material facts of the transaction and the Director's interest were disclosed or known to the Members of the Corporation and they authorized, approved, or ratified the transaction by a majority of the votes entitled to be counted under this Section. Votes cast by or voted under the control of a Director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction, may not be counted in a vote of Members to determine whether to authorize, approve or ratify a conflict of interest transaction. (A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this Section constitutes a quorum for the purpose of taking action under this Section.)

ARTICLE VII POWERS AND RESPONSIBILITIES OF THE BOARD

Section 7.1. General Powers. Except as herein provided, all corporate powers shall be exercised by or under the Board including the management of the Corporation's affairs.

Section 7.2. Standards of Conduct.

(a) The members of the Board shall discharge their duties as a Director, including the duty as a member of a committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the Director reasonably believes to be in the best interests of the Corporation.

(b) In discharging the Director's duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) A committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

(c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 7.2 b unwarranted.

(d) A Director is not liable to the corporation, any Member, or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this section.

(e) Any person who serves as a Director to the Corporation without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of,

or failure to perform, such duties.

ARTICLE VIII MEETINGS OF THE BOARD

Section 8.1. Regular Meetings. Regular meetings of the Board shall be held bimonthly at such time and place as the President or a majority of the Board may from time to time prescribe. The Board may determine by resolution the time and place of regular meetings of the Board without notice other than such resolution.

Section 8.2. Special Meetings. Special meetings of the Board for any purpose or purposes may be held on the call of the President or any two (2) Directors. Business transacted at a special meeting shall be limited to the matters stated in the notice of the meeting.

Section 8.3. Notice of Meetings.

(a) The Secretary shall give notice of each regular meeting of the Board. Notice shall be in writing and be given personally, or by mail, facsimile, or e-mail to the Director's mailing address, registered pursuant to Section 6.1(b) of these By-laws, not less than ten (10) days before a meeting. The failure of any Director to receive notice shall not invalidate the proceedings of any meeting at which a quorum of Directors is present. Except as otherwise provided by law, the Articles of Incorporation or these By-laws, a notice or waiver of notice need not state the purposes of the meeting.

(b) Notice of each special meeting, setting forth the time, date, and place of the meeting and the specific nature of the business to be transacted thereat, shall be given by the Secretary in person or by telephone, mail, facsimile or e-mail not less than two (2) days in advance of the meeting to each Director at the address required to be filed with the Secretary by Section 6.1(b) of these By-laws.

Section 8.4. Waiver of Notice. The transaction of business at any meeting of the Board, however called and noticed and wherever held, shall be valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each Director signs a written waiver or notice. All such waivers shall be filed with the corporate records as part of the minutes of the meeting.

Section 8.5. Quorum. A quorum of the Board consists of a majority of the Directors in office immediately before a meeting begins. If there is no quorum because of permanent vacancies in the membership of the Board, the remaining Director or Directors may not act except to elect Directors to fill the permanent vacancies. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present. An act of the majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board except when a greater number may be required by law, the Articles of Incorporation, or by these By-laws.

Section 8.6. Executive Sessions. At the determination of the President, or upon the vote of a majority of Directors present when a quorum is present, the Board shall go into executive session and shall exclude therefrom all persons who are not members of the Board except those

persons invited by the Board to attend the executive session.

Section 8.7. Attendance at Meetings. Directors may participate in a meeting of the Board by telephone, or electronic conferencing.

Section 8.8. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action. To dissent, the Director's dissent or the Director's withholding of the Director's vote shall be entered in the minutes of the meeting. Alternatively, the Director shall file a written dissent to the action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward the dissent by registered or certified mail to the secretary within two (2) days after the date of the action. The right to dissent shall not apply to a Director who voted in favor of the action.

ARTICLE IX OFFICERS

Section 9.1. Officers, Election and Term. The officers of the Corporation shall be a President, a Vice President/President-Elect, a Secretary, a Treasurer, an Auditor/Business Manager, a Public Relations Officer, and an Immediate Past President. Each officer shall be elected for a term of two years.

Section 9.2. Vacancies. A vacancy in any of the offices of the Corporation shall be filled in accordance with Section 6.5 of these By-laws.

Section 9.3. President. The President shall be the chief executive officer of the Corporation and, subject to the Articles of Incorporation and these By-laws, shall have all powers normally exercised by the president of a nonprofit corporation. The President shall see that all orders and resolutions of the biennial meeting and the Board are carried into effect. The President shall also have general supervision and direction of the officers of the Corporation and shall see that their duties are properly performed. The President shall preside at meetings of the Corporation and the Board. Upon the completion of a term as President, the President shall automatically be elected to serve as Immediate Past President. Upon conclusion of the President's term of office, the President shall have the affirmative duty to transfer any and all financial reports and records of the Corporation to the incoming president no later than thirty (30) days after the end of the President's term.

Section 9.4. Vice President/President-Elect. In the absence or disability of the President, the Vice President/President-Elect shall perform all the corporate duties of the president to the extent permitted by the Articles of Incorporation and these By-laws. The Vice President/President-Elect shall also perform all other duties assigned by the President or the Board. Upon the completion of a term as President-elect, the President-Elect shall automatically be elected to serve as President.

Section 9.5. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall keep or cause to be kept a register showing the names

and addresses of the Members and officers. The Secretary shall give notice or cause notice to be given in conformity with the By-laws of all meetings of the Board. The Secretary shall also perform all other duties assigned by the President or the Board.

Section 9.6. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and exercise general supervision over the receipt, custody and disbursement of funds. The Treasurer shall regularly review the accounting and bookkeeping of the Corporation, shall regularly report to the biennial meeting and the Board regarding the financial condition and results of operations of the Corporation, and shall perform all other duties assigned by the President or the Board. Upon conclusion of the Treasurer's term of office, the Treasurer shall have the affirmative duty to transfer any and all financial reports and records of the Corporation to the incoming president no later than thirty (30) days after the end of the Treasurer's term.

Section 9.7. Auditor/Business Manager. The Auditor/Business Manager shall conduct an annual audit of the financial records of the Corporation, shall attest by the Auditor's signature an approval of all financial reports of the Treasurer, and shall perform all other duties assigned by the President or the Board. He/she shall be in charge of conducting business activities of the Corporation as directed by the Board and all other duties assigned by the President or the Board and shall perform all other duties assigned by the President or the Board.

Section 9.8. Public Relations Officer. The Public Relations Officer shall be the liaison person of the Corporation and shall be responsible for issuance of press releases as directed by the Board and shall perform all other duties assigned by the President or the Board.

Section 9.9. Director. A Director shall act as the advisory body of the Corporation. He/she shall assist, and oversee Committees assigned by the President.

ARTICLE X COMMITTEES

Section 10.1. Composition. The President, upon approval by the Board, shall appoint the Chair and its members of each committee as deemed necessary. Each committee shall have at least two (2) members of the Board. Each committee may determine its quorum, procedures and other matters relating to its meetings.

Section 10.2. Executive Committee.

(a) The Board may, by the affirmative vote of the majority of the total number of Directors, establish an executive committee composed of the Officers.

(b) The executive committee may act between meetings of the Board and shall at all times be subject to the control and direction of the Board. Subject to such control and direction, the executive committee shall have and may exercise all the authority and powers of the Board in the direction of the property, business and affairs of the Corporation. The executive committee

shall have no power to:

- (1) amend or repeal these Bylaws;
- (2) elect, appoint, or remove any member of any committee or any Director or officer of the Corporation;
- (3) amend the Articles of Incorporation, restate the Articles of Incorporation, adopt a plan of merger, or adopt a plan of consolidation with another corporation;
- (4) authorize the sale, lease, exchange, or mortgage of any real property of the Corporation;
- (5) authorize an unbudgeted expenditure in excess of \$1,000 between meetings of the Board;
- (6) approve any agreement which has a term of more than six (6) months;
- (7) authorize any agreement which calls for the expenditure of funds in excess of \$5,000;
- (8) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- (9) adopt a plan for the distribution of the assets of the Corporation; or
- (10) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by the executive committee.

(c) The majority of the members of a executive committee shall constitute a quorum of the executive committee, but the affirmative vote of the majority of the whole executive committee shall be necessary for an act of the executive committee.

(d) The executive committee may adopt further rules governing the conduct of its business.

(e) The minutes of the meetings of the executive committee shall be distributed promptly after each meeting to all Directors. At every meeting of the Board, the proceedings and actions taken by the executive committee since the last meeting of the Board shall be reported in writing and ratified, as necessary.

(f) The delegation of authority by the Board to the executive committee does not alone constitute compliance by a Director with the standards of conduct described in Article VII, Section 7.2.

Section 10.3. Athletics Committee. The Committee on Athletics shall plan, organize, and be otherwise responsible for the athletic activities of the Corporation.

Section 10.4 Awards and Activities Committee. The Committee on Awards and Activities shall plan the social and cultural activities of the Corporation. It shall also be responsible for the annual selection of outstanding engineers, surveyors, and architects. The Committee shall formulate and prepare appropriate policies and guidelines to be used in the selection of outstanding members.

Section 10.5. By-Laws Committee. The Committee on By-Laws shall be responsible for amending the Corporation's By-Laws, as directed by the Board,

Section 10.6. Elections Committee. The Committee on Elections shall be responsible for registering voters, preparing the ballots, supervising the elections, tabulating the results, and announcing the results. The Committee shall be the sole judge of all matters pertaining to

Elections and its decision shall be final.

· Section 10.7. Finance Committee. The Committee on Finance shall assist the Treasurer in preparing the budget and presenting the budget and audited financial reports to the membership. The Committee shall also be responsible to devise ways and means to enhance the financial status of the Corporation. The Treasurer shall be an ex-officio member of this Committee.

Section 10.8. Information and Publications Committee. The Committee on Information and Publications shall be responsible for the dissemination of technical matters, publications, and other related articles. The Chairperson of the Committee shall be the Editor of the information published in the Corporation's website.

Section 10.9. Membership. The Committee on Membership shall promulgate the necessary procedures for acceptive prospective members. It shall prepare and update the membership records and roster, issue certificates of membership, and publish a membership directory.

Section 10.10. Nominations Committee. The President shall appoint, not less than thirty (30) days prior to the biennial meeting of the Members a Committee on Nominations consisting of the Vice President as Chairperson and two (2) Directors. The Committee shall actively recruit, encourage, and accept all nominations of Regular members who are in good standing, i.e., current in the payment of their annual membership dues.

Section 10.11. Other Committees. The President, upon approval by the Board, may create such other committees that are in the interest of the Corporation, and shall appoint the members thereto. Any member appointed to such a committee shall serve at the pleasure of the President.

ARTICLE XI CONDUCT OF BUSINESS

Section 11.1. Execution of Contracts. The Board may make contracts with any person, firm, corporation, association or organization to act as an agent or employee of the Corporation, to perform duties and services and to exercise power and authority on behalf of the Corporation, including ministerial, executive and discretionary powers, subject always to the supervision and control of the Board. Any such contract (a) shall contain such terms and provisions with respect to the duties, services, powers and authority to be performed by such agent or employee, compensation therefor and such other provisions as the Board may determine, and (b) may permit such agent or employee to deal in his own behalf with the Corporation, to hold similar positions for other corporations with which the Corporation may do business and to receive compensation therefor.

Section 11.2. Checks and Orders. Funds of the Corporation shall be disbursed only on checks or other withdrawal orders of the Corporation signed by at least two officers or other

persons as may be specifically authorized by the Board.

Section 11.3. Chart of Accounts. The Board may adopt and from time to time amend a chart of accounts of the Corporation.

Section 11.4. Governance. Unless inconsistent with the Articles of Incorporation or these By-Laws, the affairs of the Corporation shall be governed by and conducted in accordance with the most recent edition of Robert's Rules of Order. In the event of any conflicting provision or rule, the Articles of Incorporation and these By-Laws shall prevail and govern.

Section 11.5. Use of Corporation's Name. The Board shall aggressively act to protect the use of the Corporation's name. Only a majority of the Board, or the majority of the membership present at a duly constituted biennial or special meeting at which a quorum is present, may authorize the use of the Corporation's name for any activity or purpose, and upon such terms and conditions as deemed to be in the best interest of the Corporation. Such terms and conditions shall include, at the very minimum, the financial implications of such an activity.

The Board shall promptly notify all individuals, organizations, or other entities who use the Corporation's name without the express written approval of the Board, to cease and desist such unauthorized actions. The status of an officer and director, present or past, does not in any way create an exemption hereunder.

ARTICLE XII INDEMNIFICATION

Section 12.1. Indemnification Generally. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 12.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

**ARTICLE XIII
ARBITRATION OR MEDIATION**

Section 13.1. Involving the Corporation. All disputes or claims for damages or other relief among or between the Corporation and any Member, Director, officer, employee or agent of the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 13.2. Among Other Persons. All disputes or claims for damages or other relief among or between any Member, Director, officer, employee or agent of the Corporation which relates to any matter involving the Corporation or the outcome of which could affect the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 13.3. Arbitration Rules. Unless the Board shall decide to the contrary, all disputes or claims for damages or other relief governed by Section 13.1 or 13.2 of these By-laws shall be arbitrated in accordance with the rules of Dispute Prevention Resolution, Inc.

Section 13.4. Invalidity. In the event that any provision of this Article XIII is declared invalid by a competent court, every dispute or claim for damages or other relief among or between the persons described in this Article XIII shall be tried solely by a judge without a jury.

**ARTICLE XIV
AMENDMENT OF BY-LAWS**

These By-laws may be altered, amended or repealed or new By-laws adopted by a two-thirds (2/3) vote of members in good standing, i.e., those who have paid their annual dues, present at which a quorum is present at any biennial meeting of members or at any special meeting specifically called for such purpose; provided, however, that the members of the Board of Directors have first adopted a resolution authorizing the submission to the membership of such alteration, amendment, or repeal, or adoption of new By-laws and the resolution, together with the proposed changes be submitted to the membership at least ten (10) days prior to the date of the biennial or special meeting.

Dated this 7th day of October 2016.


Maritez A. Marquez

Secretary

AMENDMENT NO. 1..... Dated, October 7, 2016