

BY-LAWS OF FALEA FOUNDATION

LAW OFFICES OF ALFREDO EVANGELISTA
A Limited Liability Law Company

ALFREDO G. EVANGELISTA 3373
Suite 710, Ocean View Center
707 Richards Street
Honolulu, Hawaii 96813
Telephone 808-528-3955
Mobile 808-294-5510
Facsimile 808-523-9476
E-mail: age-esq@hawaii.rr.com

TABLE OF CONTENTS

	<u>Page</u>
Article I General	1
Section 1.1 Name	1
Section 1.2 Location	1
Section 1.3 Purpose of By-Laws	1
Section 1.4 Fiscal Year	1
Section 1.5 Seal	1
Section 1.6 Books and Corporate Records	1
Section 1.7 Inspection of Books and Corporate Records	1
 Article II Interpretation	 1
Section 2.1 Definitions	1
Section 2.2 Number	2
 Article III Purposes	 2
 Article IV Members of the Corporation	 2
Section 4.1 Eligibility	2
Section 4.2 Voting Rights	2
 Article V Meetings of the Membership	 2
Section 5.1 Biennial Meetings	2
Section 5.2 Special Meetings	2
Section 5.3 Place of Meeting	3
Section 5.4 Notice of Meetings	3
Section 5.5 Action Without a Meeting	3
Section 5.6 Quorum	3
Section 5.7 Voting	3
 Article VI Members of the Board of Directors	 3
Section 6.1 Number of Directors	3
Section 6.2 Chairperson of the Board of Directors	4
Section 6.3 Liability	4
Section 6.4 Term of Office	4
Section 6.5 Vacancies	4
Section 6.6 No Compensation	4
Section 6.7 Resignation	4
Section 6.8 Removal	4
Section 6.9 Conflicts of Interest	4
 Article VII Powers and Responsibilities of the Board	 5
Section 7.1 General Powers	5
Section 7.2 Standards of Conduct	5

	<u>Page</u>
Article VIII Meetings of the Board	6
Section 8.1 Regular Meetings	6
Section 8.2 Special Meetings	6
Section 8.3 Notice of Meetings	6
Section 8.4 Waiver of Notice	6
Section 8.5 Quorum	6
Section 8.6 Executive Sessions	7
Section 8.7 No Attendance at Meetings by Telephone	7
Section 8.8 Presumption of Assent	7
Article IX Officers	7
Section 9.1 Officers, Election and Term	7
Section 9.2 Vacancies	7
Section 9.3 President	7
Section 9.4 Vice President	7
Section 9.5 Secretary	8
Section 9.6 Treasurer	8
Article X Committees	8
Section 10.1 Composition	8
Section 10.2 Nominations Committee	8
Section 10.3 Finance Committee	8
Section 10.4 Scholarship Committee	8
Section 10.5 Education Committee	8
Section 10.6 Other Committees	8
Article XI Conduct of Business	8
Section 11.1 Execution of Contracts	9
Section 11.2 Checks and Orders	9
Section 11.3 Chart of Accounts	9
Article XII Indemnification	9
Section 12.1 Indemnification Generally	9
Section 12.2 Insurance	9
Article XIII Arbitration or Mediation	9
Section 13.1 Involving the Corporation	9
Section 13.2 Among Other Persons	10
Section 13.3 Arbitration Rules	10
Section 13.4 Invalidity	10
Article XIV Amendment of By-Laws	10

**BY-LAWS
OF
FALEA FOUNDATION**

**ARTICLE I
GENERAL**

Section 1.1. Name. FALEA FOUNDATION is a nonprofit Hawaii corporation. In these By-laws, FALEA FOUNDATION 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 January 18, 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 education and to provide for scholarships for graduating high school seniors in the State of Hawaii; (b) receive grants, subsidies and gifts to be utilized in carrying out the above described purposes; (c) 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; (d) 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 (e) have and exercise all of the powers conferred by law on nonprofit corporations.

These activities shall be carried out to the extent and in such manner that they further charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended or superseded from time to time.

ARTICLE IV MEMBERS OF THE CORPORATION

Section 4.1. Eligibility. The Members of the Corporation shall consist of the officers and directors of the Filipino-American League of Engineers and Architects.

Section 4.2. Voting Rights. A Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

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 Meeting. 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, provided that the actual signature of the Director or Member is also transmitted 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 physical attendance of five (5) Members 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. 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 Directors. (a) There shall be a Board of Directors of the Corporation which shall be composed of not less than four (4) members and not more than sixteen (16) directors to include the President, Vice-President, Secretary, Treasurer, and at least four (4) 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. 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 monthly 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. No Attendance at Meetings by Telephone. No Director may participate in a meeting of the Board by telephone.

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, a Secretary, and a Treasurer. 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 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. In the absence or disability of the President, the Vice President 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 shall also perform all other duties assigned by the President or the Board.

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.

ARTICLE X COMMITTEES

Section 10.1. Composition. The President, upon approval by the Board, shall appoint the Chair and its members of each committee. 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. Nominations Committee. The President shall appoint, not less than thirty (30) days prior to the biennial meeting of the Members, a Nominations Committee consisting of the Vice President as Chairperson and two (2) Directors.

Section 10.3. Finance Committee. The Committee on Finance shall be responsible for raising revenues for the Corporation. The Treasurer shall be an ex-officio member of this Committee.

Section 10.4. Scholarship Committee. The Committee on Scholarship shall be responsible for administering the Corporation's scholarship program.

Section 10.5. Education Committee. The Committee on Education shall organize seminars and workshops related to the Mission of the Corporation.

Section 10.6. 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.

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.

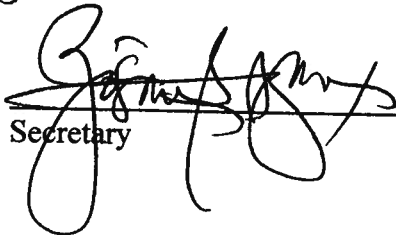
Section 13.3. Arbitration Rules. Unless the Board shall decide to the contrary, all disputes or claims for damages or other relief governed by Section 13.1 or 13.2 of these By-laws shall be arbitrated in accordance with the rules of Dispute Prevention Resolution, Inc.

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 may be adopted, by the affirmative vote of the Members present at which a quorum is present at any biennial meeting of the Corporation or at any special meeting specifically called for such purpose; provided, however, at least fifteen (15) days prior thereto written notice, together with the text of the proposed amendment, is given to the Members.

Dated this 9th day of February, 2007.


Secretary

RESOLUTION 2007-002

(Selection of Bank; Authorized Signatories)

BE IT RESOLVED BY the Board of Directors of the FALEA Foundation, at its regular meeting on February 9, 2007, that Central Pacific Bank shall be, and hereby is, designated as the bank of the FALEA Foundation.

BE IT FURTHER RESOLVED THAT the President, Napoleon Agraan, the Vice-President, John C. Ramos, and the Treasurer, Maria Soledad Tacon, be the authorized signatories on behalf of the FALEA Foundation, with two of the three signatures being required at all times.

DATED: Honolulu, Hawaii, _____

February 9, 2007

Secretary