

**BY-LAWS
OF
FILIPINO AMERICAN INSTITUTE OF ACCOUNTANTS
OF
METRO DC, INC.**

T/A

“AFAI”

A Non-Profit Informal Tax-Exempt Educational Organization

Mission Statement

AFAI's mission is to provide instruction of the public on subjects useful to the individual and beneficial to the community.

Objectives

AFAI was formed to provide continuing education instruction to all members of the accounting profession and general American public in the areas of accounting, taxation, law, entrepreneurship management, personal consumer finance, workplace financial education including pro-bono tax preparation/educational services to senior citizens; which would be useful to the individual and beneficial to the community. In addition, AFAI will receive and administer funds for educational and charitable purposes such as scholarships, all for the public welfare, and for no other purpose.

**ARTICLE I
OFFICES**

The principal office of the corporation, hereinafter referred to as the "Corporation," shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

**ARTICLE II
MEMBERSHIP**

Section 1. Members. The Corporation shall have volunteer members and shall be divided into the following categories:

A) **Active Member-** Any individual who has paid his/her annual dues and is actively

participating in the activities of AFAI.

- B) **Student Member**-Any individual who is still pursuing a Bachelors of Science degree as described in Article II, Section 2 below.
- C) **Honorary Member**- Any individual who has rendered service of high distinction and or received an award in the performance of his/her projects that benefit AFAI. Acceptance in this category of membership is subject to the recommendation of the President and the approval of the Board of Directors.

Section 2. Qualifications. Any individual with a Bachelors of Science degree in Accounting, Finance, Management, International Business and other related areas of Business Studies may become a member. From time to time the Board of Directors at its discretion may admit members whose qualifications would be of benefit to AFAI but may not be necessarily in the areas of studies previously described.

Section 3. Dues. Members shall pay annual dues which shall be determined by the Board of Directors at the beginning of each calendar year. Dues shall be divided into two categories: active member and student member.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Corporation.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for continuous one (2) year periods, unless removed. Those set forth in the Seventh Article of the original Articles of Incorporation shall comprise the original Board of Directors unless they have resigned by the time that these by-laws have been approved.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written notice to each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting

is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason or an increase in the number of Directors, shall be filled by a majority vote (51%) of the active members present in the meeting.

Section 9. Compensation. Directors, as such, shall not receive any salaries for their services.

Section 10. Meetings Held by Telephone or Similar Communications Equipment

Members of the Board of Directors or its committees may participate in a meeting of the Board of Directors or such committees by means of a conference telephone or similar communications equipment such as through the Internet by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 11. Inactivity of Board Member. A Director who has missed three consecutive regular or special meetings the Board of Directors will be considered inactive and shall constitute a valid ground for removal of the inactive board member at the Board's discretion. Removal shall take place only at a special meeting of the Board with a majority (51%) vote of Board members present that constitute a quorum. The procedures set forth in Section 8 of this Article shall be used to replace the inactive Board member.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The active members may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected every two years by the active members at the regular meeting of the members to be held within sixty days of the close of the election year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified. The term of the new officers will commence on January 1 of the following year.

Section 3. Removal. Any officer elected or appointed by the active members may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation

would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers of Officers.

(a) ***The President:*** The President shall be the chief executive officer of the Corporation. He shall be a non-voting member of the Board of Directors. He shall have general management of the business of the Corporation and general supervision of the other officers. He will see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

(b) ***Executive Vice President:*** The Executive Vice President shall perform the duties and exercise the powers of the President in case of his temporary absence from the office of the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors or President. Upon request of the President, the Executive Vice President shall assist the President on administrative and internal affairs of AFAl. He shall assume the office of the President in case of his resignation, retirement, incapacitation or removal from office.

(c) ***Secretary:*** The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose or in the form of an electronic based record. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal to all authorized documents requiring the seal. He shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d) ***Treasurer:*** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors. He shall prepare financial statements annually or as required by the Board of Directors. He shall disburse the funds of the Corporation as may be required for the operation of the organization and shall render to the President and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his transactions as Treasurer and of the financial condition of the Corporation. He shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President which includes but is not limited to filing all the necessary forms with the Internal Revenue Service, State Governments, the Maryland State Department of Assessments and Taxation (SDAT) on an annual basis and other jurisdictions as necessary.

(e) **Delegating Powers to Other Officers:** In case of the absence of any officer of officer of the Corporation, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any director.

(f) **Other Positions:** The Board from time to time may create new positions that are needed to achieve the mission and objectives of AFAl.

ARTICLE V COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees and Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate various working Committees and any other such committees as it deems appropriate and necessary at its discretion, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 3. Other Committees. Other committees (e.g., Finance, Membership, Fund Raising, Scholarship, Education, Regulatory Compliance, Web-site Development, etc.) not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interest of the Corporation shall be served by such removal.

Section 4. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and to the Board of Directors. Counsel shall be organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment of the Board of Advisors and tenure thereon shall be at the pleasure and in the complete discretion of the President.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall

from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the Treasurer or the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Board may require more signatures to affect a sound system of internal control.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any lawful purpose of the Corporation.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Corporation including financial statements may be inspected by any member, or agent for any proper purpose at any reasonable time.

ARTICLE VIII ACCOUNTING YEAR

The accounting year of the Corporation shall be the calendar year or a fiscal year as determined by the Board of Directors.

ARTICLE IX DISSOLUTION

(a) Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

**ARTICLE X
SEAL**

The Board of Directors shall provide a corporate seal, which shall be set forth below.

**ARTICLE XI
AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the active members at any regular or special meeting called for such purpose. At least fourteen (14) days written advance notice of said meeting shall be given to each member.

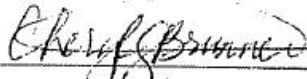
**ARTICLE XII
ARBITRATION CLAUSE**

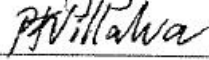
Any controversy or claim arising out of or relating to these By-Laws, or breach thereof, shall be settled by binding arbitration in Maryland, Virginia or the District of Columbia in accordance with the Commercial Arbitration Rules of the American Arbitration Association; and judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

**ARTICLE XIII
CONFLICT OF INTEREST**

No member, director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by a majority of directors present and voting at a meeting at which the presence of such director is not necessary to constitute a quorum, (b) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized, and (c) any interested Director has abstained from participating in discussions or votes related to such authorization, other than to disclose the facts and nature of such interest.

Adopted by the full Board of Directors this 28th day of September, 2007.





James
W. Jones
McKinnon