

**AMENDED AND RESTATED NATIONAL BYLAWS
OF THE
ASIAN PACIFIC ISLANDER AMERICAN PUBLIC AFFAIRS
(Community Education Foundation)**

(National Governing Board, National Headquarters Team, Chapters, Regions, States)

ARTICLE I - NAME, OFFICE, AND PURPOSE

Section 1.01. Name. This national corporation shall be known as the ASIAN PACIFIC ISLANDER AMERICAN PUBLIC AFFAIRS (Community Education Foundation) ("APAPA").

Section 1.02. National Headquarters Office. The principal office of APAPA ("National Headquarters Office") shall be in the County of Sacramento, California, in the United States of America. APAPA's National Governing Board may change the principal office from one location to another.

Section 1.03. Chapter, Region, State Office. The office for a Chapter, Region or State of APAPA may be in any location in the United States of America. APAPA's Chapter, Region or State may change the principal office from one location to another.

Section 1.04. Purpose. APAPA is a nonprofit 501(c)(3) public benefit corporation with the national organization incorporated in Sacramento, California. The mission of APAPA is to advance Asian Pacific Islander American communities through increased leadership and civic engagement. We empower Asian and Pacific Islander Americans through education, leadership, and active participation in civic and public affairs.

Section 1.05. Organization of APAPA. APAPA is comprised of the APAPA National Governing Board (NGB), the APAPA National Headquarters staff and employees (APAPA HQ), the State, Regions, and Chapters. All of these States, Regions, and Chapter entities may also have boards, individual members, committees, advisory boards, and other entities or positions to provide support as needed. Each entity may incorporate with approval of NGB in any location in the United States.

Section 1.06. Irrevocable Dedication of Assets. APAPA's assets are irrevocably dedicated to its purpose. No part of the net earnings, properties, or assets of APAPA, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of APAPA. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, or all debts and liabilities of APAPA shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 1.07. Construction and Definitions. Unless the context requires otherwise, or as otherwise stated herein, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limited the generality of the preceding sentence, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE II – APAPA NATIONAL HEADQUARTERS

Section 2.01. APAPA National Headquarters staff and employees. (APAPA HQ) The APAPA HQ shall be the operating body of this organization, and can be comprised of a CEO, National Executive Director, National Senior Advisor, National President, Accountant, Bookkeeper, Legal Counsel, Fund Development Director, Chapter Development Director, Internship Chair/Director, Marketing Manager, Chief Operating Officer, Office Coordinator, Events Director, and other positions as needed.

Section 2.02. One Supervisor Position. There shall be one lead supervisory position at APAPA HQ to supervise, make personnel decisions, plan the annual budget, lead fundraising, supervise events/programs, and manage APAPA HQ. This lead position will be designated by NGB, and will report on behalf of APAPA HQ to NGB. This lead position can be the CEO, National President, National Senior Advisor, National Executive Director or another position. The lead can delegate operational, fundraising, financial, and administrative responsibilities to others at APAPA HQ. One or more APAPA HQ representatives shall attend regular NGB meetings as requested by NGB to present information as nonvoting meeting attendees.

Section 2.03. APAPA HQ shall serve and support all APAPA chapters. APAPA HQ shall plan for and implement national events, programs, marketing messages, social media platforms, fundraising/fund development/grant proposals, community partnerships, chapter communications/development/outreach, an annual budget, financial reports, audits as legally required, government relations, insurance policies, and PR/communications/press releases on behalf of the organization. APAPA HQ shall focus on operations, serve as the Executive Branch of the NGB to oversee Chapters, and implement national strategies, plans, and programs.

Section 2.04. APAPA HQ Funding. APAPA HQ can receive funding and donations for overall staffing, administration, marketing, logistical, or operational costs relating to or supporting national events and programs. Funding for individual staff or employees is a conflict of interest and will not be accepted. Any funding for local chapter, region, or state events/programs will be directed to those entities.

ARTICLE III - NATIONAL GOVERNING BOARD DIRECTORS

Section 3.01. National Governing Board. (NGB) The NGB shall be the governing body of this organization with individuals of good character. They set policies, establish strategic plans, and support the APAPA HQ Team and overall organization. The NGB also develops and provides funding support and resources to APAPA HQ to support national programs and events. The NGB shall approve by majority vote all new chapters/regions/state entities, including the President and Chair for State entities. The NGB is comprised of 5 to 25 board members. Diversity among the NGB members is encouraged.

Section 3.02. Terms and Election of National Governing Board Officers and Board Members

- (a) All NGB members are elected by a simple majority approval of the NGB.
- (b) APAPA HQ, including the CEO, Executive Director, Senior Advisor, National President, or other manager or director, may also attend NGB meetings to present information and participate in the NGB meetings if requested by the NGB, however, they will have no voting power.

- (c) NGB members and officers serve a three year term, and may be re-elected by a simple majority approval of the Board. Any NGB officer or board member, including the NGB Chair, can be removed for not fulfilling the responsibilities of the position by a 2/3 vote of a quorum of the NGB members.

Section 3.03. National Governing Board Chair and NGB Officers

- (a) The officers of NGB can be comprised of the National Chair, National Vice Chair, Secretary and other officers voted in by a majority of NGB members.
- (b) The chair of the NGB (the "National Chair") shall preside at all meetings of the NGB, and can serve as a national spokesperson for APAPA. The National Chair shall be primarily responsible for development and fundraising with other NGB members to support APAPA HQ operations, and national programs and events.
- (c) If the National Chair does not act to support APAPA's best interest when it is necessary or reasonable to do so, the NGB Vice Chair may act on his/her behalf. If the NGB Vice Chair does not act to support APAPA's best interest when it is necessary or reasonable to do so, the majority of remaining NGB members may act to support APAPA's best interest on behalf of the NGB with a majority vote.

Section 3.04. Resignation and Removal of NGB Officers and Board Members

- (a) Any NGB Officers or Board Members may voluntarily resign effective upon giving written notice to the National Chair.
- (b) The NGB may declare vacant and fill the role of the officer or board member who has resigned, has been absent from more than three board meetings without excuse in any consecutive 12-month period, or has been declared of unsound mind by an order of court or convicted of a felony or a misdemeanor.
- (c) Any NGB officer or board member, including the NGB Chair, who acts in a way that is detrimental to APAPA may be removed from office by a 2/3 vote of a quorum of NGB members.

Section 3.05. Meetings of the National Governing Board.

- (a) Regular meetings of the NGB shall be held at least quarterly, or more frequently as needed.
- (b) The National Chair can call a special meeting of the NGB on his or her own, or shall call a special meeting of the NGB upon request by a majority of the other members of the National Board.
- (c) Notice of all regular meetings shall be given to all NGB members at least one week in advance of regular meetings, and at least two days in advance of special meetings.
- (d) In accordance with California Corporation Code Section 5211(a)(6), participation in a meeting through use of conference telephone equipment or voice over internet protocol communication constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting

through use of electronic video communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting.

Section 3.06. Quorum of NGB Directors. A minimum of fifty-one percent (51%) of the NGB directors, including the NGB Chair, or their designated proxy consent shall constitute a quorum for the transaction of business and voting. Once a quorum has been established, it shall remain in force until the meeting is adjourned.

Section 3.07. Required Vote of NGB Directors. Every act or decision made by a majority of the NGB directors present at a meeting duly held at which a quorum is present is the act of the NGB.

Section 3.08. Compensation of NGB Directors. Directors may be entitled to receive their actual, necessary expenses in attending meetings of the National Board, or committees of the National Board and of advisory committees. Directors, including those who are also officers, shall receive no compensation as directors. However, a director may be reimbursed for any expenditure paid or incurred by the director in the conduct of the business and affairs of APAPA. Any payment or reimbursement to the director shall be made by majority vote of a quorum of the NGB.

ARTICLE IV - APAPA CHAPTERS, REGIONS, STATES

Section 4.01. Mission and Proper Governance of Chapters, Regions, States

- (a) The NGB may establish and support all APAPA Chapters, Regions, and State entities throughout the United States. APAPA Chapters, Regions, and State entities shall make best efforts to support local and national APAPA events and programs to advance the objectives, mission and purpose of APAPA.
- (b) The NGB can determine the status of any APAPA Chapter, Region, or State entity, including the President and Chair, to ensure proper governance.
- (c) All Chapters, Regions, and State entities shall adhere to and follow the APAPA bylaws. New APAPA chapters shall also agree to follow a Master Licensing Agreement.
- (d) No APAPA entity is required to formally incorporate or obtain a separate nonprofit tax ID number, except as required by state or federal law.

Section 4.02. Formation of a Chapter, Region, and State Entity.

- (a) Chapter Application: Any group of five or more eligible individuals or nonvoting members may apply to the NGB to establish a Chapter.
- (b) State, State Region, or National Region Application: Any group of three or more eligible Chapters can apply to the NGB to form a Region. Any group of three or more Regions can apply to the NGB to form a State. The Region Board or a State Board shall include one lead voting representative on behalf of each chapter within the designated Region or State.
- (c) Submission of Applications: New Chapter, Region, and State Applications can be submitted to APAPA HQ to facilitate the voting process for the NGB.

- (d) Majority NGB Vote Required: A Chapter, Region, or State shall be established upon a majority vote approval of the NGB. The President or Chair position of each Chapter, Region or State can be subject to approval and appointment by a majority vote of NGB members. The NGB shall specifically approve the name of the entity proposed by the said Chapter, Region, or State.
- (e) Corporate Formation: If a Chapter, Region, or State decides to formally incorporate, it must first obtain approval of its formation, structure, board, and bylaws from NGB by majority vote. The bylaws of the Chapter, Region, or State must be consistent and not in conflict with any material provision of these bylaws with that determination made by the NGB. Once approved, it must obtain a separate 501(c)(3) Tax ID number, file and pay for its own annual taxes, track monthly income and expenses, obtain its own insurance, maintain its own tax-exempt status, and provide financial or other information as requested to APAPA HQ and NGB.

Section 4.03. Structure of Chapter, Region, and State entity

- (a) Any drafted bylaws, and any proposed amendments and/or modifications of these Bylaws by the Chapter, Region, or State shall be reported to APAPA HQ and subject to the approval of the NGB by majority vote prior to adoption by the entity.
- (b) Each Chapter, Region, and State entity shall elect a board of directors and officers, including a chair, president, treasurer, secretary, and other officers and board members, to govern the affairs of the entity. The entities can also form and create an Advisory Committee, Ambassador Committee, other supporting groups, and individual positions, including program chairs and advisors.
- (c) Elections should occur with new terms for officers and board members to start on January 1st.
- (d) The purpose of an APAPA Region or State is to provide guidance, support, resources, and coordination for chapters to support and engage in regional, state, and national APAPA events/programs. APAPA Regions and States do not manage, supervise, direct, or control the independent chapters.
- (e) Each Chapter, Region, and State entity shall maintain all administrative files and records of the entity, including receipts or contracts related to services provided or purchases to support the entity. Chapters, Regions, State entities are required to provide financial and activity summary reports to APAPA HQ and NGB as requested, and in no event later than the deadlines for filing relevant state and local tax documents.

Section 4.04. Sponsorship Levels for Chapter, Region, State

- (a) Consistent sponsorship levels among all Chapters, Regions, States are recommended for national alignment.
- (b) A Chapter, Region, or State may have Lifetime Members or other membership. If they choose to have membership levels, they must follow the membership levels and amounts set by NGB to achieve national alignment and consistency, and no membership shall include voting rights.

- (c) Chapters, Regions, and States can decide the donation amounts or levels for sponsorship donation levels. It is recommended that the entities follow the national sponsorship donation levels for national alignment.
- (d) Consistent membership dues among Chapters, Regions, and States will be established by NGB and are required for national alignment.

Section 4.05. Number of Directors for Chapter, Region, State

- (a) For Chapter: The authorized number of directors of a Chapter shall be no less than five (5) and no more than twenty-one (21), with the exact odd number to be determined by the Chapter Board, and which may be modified from time to time by the Chapter Board.
- (b) For Region and State: The authorized number of directors of a Region or State shall be comprised of one voting representative of each Chapter as designated by the Chapter(s) within each Region or State entity. The Regional Chair or President may also be a board member of the State.

Section 4.06. Term and Election of Board Members and Officers for Chapter, Region, State

- (a) Board members and officers of Chapters, Regions, State entities are elected for a term of two (2) years, with a maximum of two terms for a total of four (4) years. After four years of total service, the board member or officer can take one or more years off the board of directors, and then can be elected by the board to serve again. During the year or more time off the board, the non-board member may serve in a non-voting advisory role as voted by a majority of the board members. It is recommended that these advisors attend the board meetings.
- (b) The Chair or President or Nominating Committee Chair shall present a nominee for the position of board member or officer to the rest of the Board. The Board shall vote with a simple majority to elect the nominee.
- (c) A vacancy occurring in a position may be filled by the Board with a majority vote.
- (d) Each position shall hold office until the expiration of the term for which elected and until a qualified successor has been elected.

Section 4.07. Resignation and Removal of Chapter, Region, and State Directors.

- (a) Any director may voluntarily resign effective upon giving written notice to the chair of the board, the president, the secretary, or the entire Board.
- (b) The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony.
- (c) Any Board member, director, officer, chair or president who is not contributing or not fulfilling the duties of the position, or who has engaged in conduct that is considered detrimental to APAPA may be removed from office by a 2/3 vote of a quorum of the board of directors then in office.

Section 4.08. Meetings of the Chapter, Region, and State Board.

- (a) It is recommended that Chapter, Region, and State Board meetings be held monthly, bi-monthly, quarterly, or as frequently as needed.
- (b) The Chair or President of the Chapter, Region, or State can call a special meeting on their own, or shall call a special meeting upon request by a majority of the other board members.
- (c) Notice of all regular meetings shall be given at least one week ahead or regular Board meetings, and at least two days in advance of special meetings of the Board.
- (d) In accordance with California Corporation Code Section 5211(a)(6), participation in a meeting through use of conference telephone equipment or voice over internet protocol communication constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting.

Section 4.09. Quorum of Directors. Fifty-one (51%) of the directors shall constitute a quorum for the transaction of business. Once a quorum has been established, it shall remain in force until the meeting is adjourned.

Section 4.10. Required Vote of Directors. Every act or decision made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.11. Compensation of Directors. Directors may be entitled to receive their actual, necessary expenses in attending meetings of the Chapter, Region or State Boards, of committees of the Chapter, Region or State Boards and of advisory committees. Directors, including those who are also officers, shall receive no compensation as directors. However, a director shall be reimbursed for any expenditure paid or incurred by the director in the conduct of the business and affairs of the Chapter, Region or State . Any payment or reimbursement to the director shall be made upon prior written approval by the Chapter, Region or State Boards.

ARTICLE V – OFFICERS OF THE CHAPTERS, REGIONS, STATES

Section 5.01. Officers Duties.

- (f) The officers of a Chapter, Region, or State are the Chair, President, the Secretary, the Treasurer, and such other officers as provided by the Board. All Board members and officers can vote on the Board. The President and/or the Chair may at his/her discretion choose to serve as a nonvoting member during their entire term.
- (g) The Chair supports and provides guidance to the President and the Board. The Chair should be an individual with sufficient experience on the Board and in the community to provide resources to strengthen the goals of the Board. The Chair should work closely with the President and other parties, including board members, sponsors, advisors, and community partners, to plan for the annual budget, events, and programs.

- (h) The President is the chief executive officer and operations manager. The President shall, provide general direction, guidance, and support of the Board, and all events and programs. The President can direct officers, and shall attend and preside at all meetings. The President should work closely with the Chair and other parties, including board members, advisors, and community partners, to plan for the annual budget, events, and programs.
- (i) The Secretary shall organize information, documents, and materials as needed or requested by the Board, President, or Chair. The Secretary shall take meeting minutes, and provide them to all board members. The Secretary shall also sign in the name of the entity, either alone or with one or more officers, all documents authorized or required to be signed by the Secretary. The Secretary shall assist the Board in planning or scheduling meetings, and shall track elections and term limits.
- (j) The Treasurer is the chief financial officer. The Treasurer is responsible for the receipt, and disbursement of all funds. The Treasurer shall prepare an annual budget, and track progress throughout the year for the Board. The Treasurer shall keep and maintain all financial records. The Treasurer shall prepare financial summaries or statements for board meetings. The Treasurer shall serve as a signer on the bank account for the entity.

Section 5.02. Appointment and Removal of Officers.

- (a) The officers are elected by majority vote of the board members. Closed ballot may be requested and accommodated at any time.
- (b) Any officer may be removed from office with written notice by a majority vote of the Board.
- (c) Any officer may resign from the position by providing written notice to the Board.

Section 5.03. Finances, Annual report, Bank Account.

- (a) New and existing Chapters, Regions, States may receive national funding or other funding sources to start the new entity, hold a grand opening, or hold successful local or national events and programs. However, all APAPA entities shall be financially independent and shall be solely liable for their own debts.
- (b) Each entity shall file a copy of its annual financial report with National APAPA HQ. The financial report shall include information requested by APAPA HQ or the NGB on all income and expenses.
- (c) Entities can open a bank account using the national tax ID number for the APAPA organization. The entity shall provide APAPA HQ with online viewing access.

Section 5.04. Voluntary Dissolution. A Chapter, Region, or State entity may petition to the NGB to dissolve their entity. The petition must bear the signatures of two-thirds of the board members of the entity. The entity shall indicate its plans for disposition of its assets. Dissolution shall be approved by a majority vote of the NGB.

Section 5.05. Enforcement of National Policies.

- (a) Chapters, States, and Regions shall follow all resolutions and policies adopted by the NGB and implemented by APAPA HQ. Chapters, States, and Regions shall act in accordance with these bylaws.
- (b) Chapters, States, and Regions shall act in a manner that is consistent with nonprofit 501(c)(3) activities. Chapters, States, and Regions can support voters registration efforts and provide candidates or speakers with equal opportunity to express a viewpoint at an event, but shall not make political contributions to any individual, endorse political candidates in the name of the chapter or APAPA, or ask other individuals or entities to do so.

Section 5.06. NGB Oversight and Supervision. The NGB may impose disciplinary actions on a State, Region, or Chapter (and/or the individual officers and board members) which can include, but is not limited to, public or private reprimand, suspension or termination, censure, and/or probation.

Section 5.07. Voluntary Dissolution. The Board of a Chapter, State or Region may petition to the NGB to dissolve their chapter. The petition must bear the signatures of two-thirds of the Board of the Chapter, State, or Region. The Chapter, State or Region shall indicate its plans for disposition of its assets. Dissolution shall be approved by a majority vote of the NGB.

ARTICLE VI – MEMBERS

APAPA shall not have voting members within the meaning of California Nonprofit Corporation Law. The NGB may, in its discretion, admit individuals to one or more classes of nonvoting members; the nonvoting class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE VII – CONFLICT OF INTEREST

Section 7.01. Financial Interest Withdrawal. Whenever an officer or board member has a financial interest in any matter coming before the board of directors of any entity for a vote, the affected individual shall fully disclose the nature of the interest, and withdraw from any advocacy, lobbying, discussion and voting on the matter.

Section 7.02. Matter Not Considered If Conflict In Voting. If the affected individual does not comply with the terms in this section, the NGB Chair or a majority of the NGB may vote with a quorum to not consider the matter due to the conflict of interest.

Section 7.03. Fair Consideration. Any payments directly or indirectly to the benefit of any officer or board member who is associated with a chapter, region, or state, must be reasonable in value and not exceed the amounts to other entities in similar standing or positions.

Section 7.04. Contracts with Directors and Officers. No Director or officer of APAPA, nor any other corporation, firm, association, or other entity in which one or more of APAPA's Directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with APAPA, unless (i) the material facts regarding such Director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the NGB prior to consideration by the NGB of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the NGB by a vote sufficient for that purpose without counting the vote or votes of

such interested Director(s); (iii) prior to authorizing or approving the transaction, the NGB considers and in good faith determines after reasonable investigation under the circumstances that APAPA could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) APAPA enters into the transaction for its own benefit, and the transaction is fair and reasonable to APAPA at the time the transaction is entered into. The provisions of this Section 7.04 do not apply to any transaction which is part of an educational or charitable program of APAPA if it (i) is approved or authorized by APAPA in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of APAPA.

Section 7.05. An APAPA Officer, Chair, or President of a Chapter, Region, or State shall not serve as an Officer of more than one entity within the same Chapter, Region or State geographical area.

ARTICLE VIII - INDEMNIFICATION

Section 8.01. Definitions. For the purposes of this Article:

- (a) "Agent" means any person who is or was a director, officer, employee, or other agent of APAPA, or is or was serving at the request of APAPA as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Corporation which was a predecessor Corporation of APAPA or of another enterprise at the request of such predecessor Corporation;
- (b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "Expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification.

Section 8.02. Actions Brought by Persons Other than APAPA.

- (a) APAPA shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, APAPA, an action brought under Section 5233 of the Corporations Code by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of APAPA, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, provided that such person acted in good faith and in a manner that he or she reasonably believed to be in the best interests of APAPA. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.
- (b) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of APAPA or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 8.03. Actions Brought by APAPA.

- (a) **Indemnification given.** APAPA shall have the 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 by or in the right of APAPA, or brought under Section 5233 of the: Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of APAPA, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action, provided that such person acted in good faith, in a manner that he or she believed to be in the best interests of APAPA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (b) **Indemnification denied.** No indemnification shall be made under for any of the following:
 - a. Any amounts paid in respect of any claim, issue or matter as to which any person shall have been adjudged to be liable to APAPA in the performance of his or her duty to APAPA; except that the court in which such action was brought may determine, upon application, that, in view of all the circumstances of the case, such person should be entitled to indemnity for the expenses in an amount which the court shall determine, and in such event, such person may be indemnified in that amount;
 - b. Any amounts paid in settling or otherwise disposing of a threatened or pending action without court approval; or
 - c. Any expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.04. Successful Defense by Agent. To the extent that an agent of APAPA has been successful on the merits in defense of any proceeding or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.05. Required Approval. Except as provided in these Bylaws, any indemnification under this Article shall be made by APAPA only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth above, which determination shall be made by any of the following:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding;
or
- (b) The court in which the proceeding is or was pending, on application made by APAPA or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by APAPA.

Section 8.06. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by APAPA before the final disposition of the proceeding on receipt of an undertaking

by or on behalf of the agent to repay the amount of the advance if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.

Section 8.07. Other Contractual Rights. Any right to indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent such additional rights to indemnification are authorized in the articles of incorporation of APAPA. The rights to indemnification under this Article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of APAPA may be entitled by contract or otherwise.

Section 8.08. Limitations. No indemnification or advance shall be made under this Article VIII, except as provided above, in any circumstance where it appears:

- (a) That such indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That such indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.09. Insurance. The NGB may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, or agent of APAPA against any liability asserted against or incurred by the Director, officer, or agent in such capacity or arising out of the agent's status as such, whether or not APAPA would have the power to indemnify the Director, officer, or agent against that liability under the provisions of this section; provided, however, that APAPA shall have no power to purchase and maintain insurance to indemnify any agent of APAPA for a violation of Section 5233 of the Corporations Code.

Section 8.10. Fiduciaries of Corporate Employee Benefit Plan. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of APAPA. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX. FISCAL MANAGEMENT

Section 9.01. Fiscal Year. The fiscal year of APAPA shall be January 1 through December 31.

Section 9.02. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of APAPA for all debts of APAPA shall be signed by any two officers or executive team members as part of National Headquarters, a Chapter, a State, or a Region.

Section 9.03. Financial Audit. APAPA shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from

any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by APAPA, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (i) shall be available at APAPA HQ during regular business hours; and (ii) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on APAPA's website.

ARTICLE X - AMENDMENTS

Section 10.01. Amendment of Articles or Bylaws. The amendment of APAPA articles or APAPA bylaws must be approved by two-thirds majority vote of a quorum of the NGB.

Section 10.02. Alteration of Tax Status. The alteration of tax status for APAPA or an entity of APAPA must be approved by a two-thirds majority vote of a quorum of the NGB.

Section 10.03. Maintenance of Articles and Bylaws. APAPA shall keep at APAPA HQ the original or a copy of all bylaws Articles and Bylaws for all Chapters, Regions, and States as amended and approved by NGB to date.

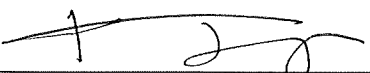
ARTICLE XI. RULES OF ORDER

Section 11.01. The NGB can adopt policies and procedures to govern the conduct of all APAPA meetings and business by a majority vote. Such policies and procedures may be based on the most current version of Robert's Rules of Order.

CERTIFICATION OF NATIONAL CHAIR OF APAPA NGB MEMBERS

I certify that I am the presently elected and acting National Governing Board Chair of the ASIAN PACIFIC ISLANDER AMERICAN PUBLIC AFFAIRS (Community Education Foundation) (APAPA, a California Corporation), and the foregoing bylaws ("Bylaws"), consisting of these 13 pages, are the true and correct, duly adopted bylaws of this Corporation, that the Bylaws were first adopted on include all amendments, if any, to the date of this certificate, and that the Bylaws were

Executed in California, this 8 day of September, 2021.



Ken Fong
APAPA NGB Chair

9/8/2021

Date