

## SECRETARY'S CERTIFICATE

I, **DENISE M. MENDIOLA**, Secretary of **PACIFIC ASIA TRAVEL ASSOCIATION, MICRONESIA CHAPTER, INC.** ("the Corporation") hereby certify as follows:

1. **Correct Copy of Resolution.** The foregoing document is a full, true and correct copy of a Resolution (the "Resolution"), duly adopted at a regular meeting of the members of the Board of Directors of the Corporation duly and legally held at the regular meeting place thereon on November 29, 2018, of which meeting all of said members had due notice and at which at least a majority were present, thereof.

2. **Adoption of Resolution.** That at such meeting the Resolution was adopted by all the members present at said regular meeting.

3. **No Amendments.** That no other amendments, modifications, or revocations since the date of its adoption of said Resolution, and that the same is now in full force and effect.

4. **Specimen Signatures.** The specimen signatures appearing below are the signatures of the duly authorized representatives, officers, and employees authorized to sign on behalf of the Corporation by the virtue of this Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary, this 30<sup>th</sup> day of November, 2018.

  
\_\_\_\_\_  
**DENISE M. MENDIOLA**, Secretary



**PACIFIC ASIA TRAVEL ASSOCIATION,  
MICRONESIA CHAPTER, INC.  
Guam Non-Profit Corporation  
Resolution No. 01-2018**

Regular Meeting of the Board of Directors  
November 29, 2018

Resolution Amending and Adopting  
**PACIFIC ASIA TRAVEL ASSOCIATION, MICRONESIA CHAPTER, INC.,**  
Amended Bylaws.

**WHEREAS**, Section 11.01 of the **PACIFIC ASIA TRAVEL ASSOCIATION, MICRONESIA CHAPTER, INC.** Bylaws provide that the Bylaws may be amended or repealed upon approval and adoption by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present of such Directors; and,

**WHEREAS**, the majority of the Directors hereby unanimously consent to the actions taken or to be taken in lieu of meeting as set forth in the Resolutions below, and agree that the majority of the parties have signed this Consent or an exact counterpart hereof, such actions (though not taken at a meeting) shall have the same force and effect as any action unanimously voted upon and approved at a duly called meeting of the board; and

**WHEREAS**, the Board hereby desires to amend the Bylaws as to the provisions as contained in Section 5.01, relating the composition of the Board of Directors of the corporation.

**NOW THEREFORE BE IT RESOLVED**, that the Bylaws of the Corporation is duly amended and approved by a majority vote of the Board of Directors as the Amended Bylaws pursuant to Section 11.01 of the Bylaws of the corporation;

**FURTHER RESOLVED**, the undersigned does hereby certify that said Amendment does not affect adversely or otherwise any rights or actions which have or might have accrued to others from the time of filing the original Bylaws of the corporation;

**RESOLVED FURTHER**, that the Chairman, Secretary and Directors of this Corporation shall certify the amendment to the Bylaws;

**IT IS ALSO RESOLVED**, that the Secretary of this Corporation shall file the duly certified amendment and file a copy in the Minute Book of the Corporation.

  
\_\_\_\_\_  
**PILAR LAGUANA**, Director

  
\_\_\_\_\_  
**BERMANCE ALDIS**, Director

\_\_\_\_\_  
**JUDY TORRES**, Director

  
\_\_\_\_\_  
**DENISE M. MENDIOLA**, Director

  
\_\_\_\_\_  
**PAULA MONK**, Director

**AMENDED BYLAWS  
OF  
PACIFIC ASIA TRAVEL ASSOCIATION,  
MICRONESIA CHAPTER, INC.  
A GUAM NON-PROFIT CORPORATION**

1.01 **Principal Office.** The principal office of Pacific Asia Travel Association, Micronesia Chapter, Inc. (hereafter "PATAMIC"), a Guam non-profit corporation, shall be located at:

401 Pale San Vitores Road  
Tumon, Guam 96913

PATAMIC may relocate the principal office, and may also establish such other offices, the Board of Directors shall direct if the business of PATAMIC so requires.

1.02 **Registered Office and Agent.** PATAMIC shall maintain a registered office and a registered agent within the territory of Guam in accordance with the requirements of the Guam Business Corporation Act ("GBCA"). The location of the registered office and the designation of the registered agent shall be approved by the Board of Directors.

**Purpose**

2.01 **Non-profit Purpose.** This Corporation is a non-profit Corporation and is not organized for the private gain of any person. It is organized under the laws of the territory of Guam and is organized for the purposes set forth in the Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

Within the context of these general purposes, PATAMIC's specific purposes shall be:

- (a) To operate as a non-profit corporation for the purpose of promoting and coordinating tourism in the Micronesia region, including but not limited to the Commonwealth of the Northern Mariana Islands, Federated States of Micronesia (including Pohnpei State, Yap State, Kosrae State and Chuuk State), Guam, Republic of Belau, and the Republic of the Marshall Islands.

- (b) To encourage and assist the development of travel industries throughout Micronesia in manner which recognizes the urgent importance to practice an environmental ethic that supports responsible conservation and restoration of Micronesia's unique combination of natural, social, and cultural resources by:
1. Providing an instrument for close collaboration amongst the various governmental and private interests concerned with the development of tourism in Micronesia;
  2. Augmenting and assisting local promotional and development efforts of the tourism industry and encouraging sources of capital for tourist accommodation and recreational projects;
  3. Providing a liaison between the travel and transportation industries and all governments in the region;
  4. Carrying out advertising, promotional, and publicity measures on a regional basis to focus the attention of the travel industry and traveling public upon Micronesia as one of the world's unique destination areas;
  5. Encouraging the development of adequate passenger transportation services and facilities to and within Micronesia;
  6. Carrying out statistical and research work relating to travel trends and tourism development on a regional basis;
  7. Negotiating with governments, whether directly or through the appropriate bodies, for an easing of monetary regulations and travel formalities tending to be barriers to tourist travel;
  8. Developing, sponsoring, and providing training for the industry;
- and

9. Supporting and contributing to Pacific Asia Travel Association's ("PATA") mission and goals.

Notwithstanding any other provision in these Bylaws, PATAMIC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of PATAMIC, and PATAMIC shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

#### **2.02 Dedication of Property.**

- (a) All corporate property is irrevocably dedicated to the purposes set forth in section 2.01. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.
- (b) On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to non-profit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the territory of Guam and which have as their principal purpose promotion of tourism in Micronesia.

### Construction

3.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the GBCA of the Guam Code shall govern the construction of these Bylaws.

### Members

4.01 The original members of this Corporation are:

- a. Monty McDowell
- b. Pilar Laguana
- c. Judy Totes
- d. Donald M. Evans

4.02 All members in good standing of Micronesia Regional Tourism Council, Inc., and/or its successors, shall automatically be eligible to become members of the Corporation as soon as the Corporation obtains tax exempt status. Upon receipt of tax exempt status, the members in good standing of Micronesia Regional Tourism Council, Inc., and/or its successors, shall have ninety days to elect to become members of the Corporation.

4.03 Annual dues shall be established by the Board.

4.04 Membership fees for new members shall be established by the Board.

4.05 **Good Standing.** Any Member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good standing and shall not be entitled to vote as a Member.

4.06 **Termination.** A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) The Member's failure to pay dues, fees or assessments as set by the Board of Directors within one year after they become due and payable;



- (c) Any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- (d) The good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests including, without limitation, conviction of a felony or unethical conduct.

**4.07 Suspension.** A member may be suspended, under Section 4.08 of these Bylaws, based on the good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests including, without limitation, conviction of a felony or unethical conduct. Suspension may be for a defined period or until the member satisfies any conditions of reinstatement which may have been imposed. A person whose membership is suspended shall not be a member during the period of suspension.

**4.08 Procedure for Termination or Suspension; Reinstatement.** If grounds appear to exist for terminating or suspending a member under Sections 4.06 or 4.07 of these Bylaws, the following procedure shall be followed:

- (a) The Board of Directors shall give the Member at least 45 days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including electronic mail. Notice given by posted mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.

- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the suspension or termination should occur. Any hearing may be conducted telephonically.
- (c) The Board of Directors or duly designated committee shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors or authorized committee shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 180 days after the effective date of the expulsion, suspension, or termination.
- (e) Members whose membership has been terminated under Section 4.05 who wish to be reinstated shall first apply to the Board of Directors for reinstatement. The Board of Directors may set such conditions for reinstatement as it deems appropriate, or may require the former member to reapply for membership in the Corporation under the then-current standards and procedures for membership.

**4.09 Annual Business Meeting.** An annual business meeting of members shall be held in December in Guam. Members of the Board of Directors shall be elected bi-annually and other proper business may be transacted at each annual meeting.

**4.10 Regular Meetings.** Regular meetings, to which all members in good standing shall be invited, shall be held at least three (3) times per calendar year. The Annual Business Meeting is considered as a regular meeting.

**4.11 Special Meetings.** A majority of the Board of Directors, or the Chairman, or ten percent (10%) or more of the Members having a right to vote may call a special meeting of the Members for any lawful purpose at any time.

**4.12 Procedure for Calling Special Meetings.** A special meeting called by Members pursuant to Section 4.11 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the Chairman or any Director of the Corporation. The Secretary shall cause notice of any special meeting to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least 10 but no more than 120 days after receipt of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Chairman or the Board of Directors. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

**4.13 Place of Meetings.** Except for the Annual Meeting which shall be held in Guam, meetings of the Members shall be held at any place designated by a majority of the Board of Directors.

**4.14 Notice.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 4.15 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual business meeting, the notice may generally state the matters, if any, that the Board of Directors, at the time notice is given, intends to present for action by the members. However, the failure of the notice to set forth a particular matter shall not preclude the Board of Directors from presenting that matter or resolution to the Members for action at the annual business meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice

of any meeting, other than the annual business meeting, at which, officers are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing an officer or member of the Board of Directors unless proposed by the Board of Directors;
- (b) Amending the articles of incorporation or these Bylaws unless proposed by the Board of Directors; or
- (c) Electing to merge the Corporation with another entity, electing to dispose of all or substantially all of the Corporation's assets, and electing to wind up and dissolve the Corporation.

**4.15 Time and Manner of Notice.** Notice of any meeting of members shall be in writing and shall be given to each Member entitled to vote at least 30 days before the meeting date. Notice of any meeting may be given either personally or by first-class mail, or by other means of written communication, including electronic mail or facsimile transmission, charges prepaid, and shall be addressed to each member entitled to vote, at the postal or electronic mail address or facsimile number of that member as it appears on the books of the Corporation or at such address given by the member to the Corporation for purposes of notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or any person designated by the Chairman, and if so executed, shall be filed and maintained in the Corporation's minute book. However, the failure to execute an affidavit of mailing, or execution of such affidavit after any meeting for which notice was given, shall not affect the validity of any action taken at such meeting. Notice shall be deemed delivered when deposited in the United States mail, if notice is mailed and upon successful transmission if notice is given by facsimile transmission or electronic mail.

**4.16 Voting Rights.** Each member entitled to vote shall have the right to vote on the election of directors of the Corporation, on the disposition of all or substantially all of the

Corporation's assets, on any merger and its principal terms and any amendment of those terms, on any amendment of these Bylaws or the Corporation's Articles of Incorporation, on any election to dissolve the Corporation, on any resolution properly brought before the Members for action pursuant to Section 4.22 of these Bylaws, and on any other matter required by law or these Bylaws to be voted on by the members. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting members. Members who are not in good standing or whose memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter.

**4.17 Quorum.** Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. "Voting power" means those Members in good standing entitled to vote.

**4.18 Continuing Without a Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**4.19 Voting.** The members entitled to notice of any meeting or to vote at any such meeting shall be only those persons in whose name memberships stand on the records of the Corporation on the record date for notice determined pursuant to Section 4.20 of these Bylaws. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number, or voting by classes is required by law or by the Articles of Incorporation. In any election of members of the Board of Directors, the candidates receiving the highest number of votes are elected.

**4.20 Waiver.** A member's attendance at a meeting shall also constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters

required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.21 **Record Date.** For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the record date for sending such notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten days before the date of the meeting; for voting by written ballot shall be ten days before the mailing of written ballots; and for taking any other action shall be ten days before that action.

4.22 **Adjournment.** Any members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the member represented at the meeting. No meeting may be adjourned for more than 60 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting, at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

### **Board of Directors**

5.01 **Board of Directors.** Subject to the provisions and limitations of the GBCA and any other applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the Corporation's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors. The Board of Directors shall be charged with the control and management of the affairs, business and properties of the Corporation. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Corporation shall be managed

and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors. The Board of Directors shall be composed of the Chairman, Vice-Chairman, Secretary, Treasurer, and immediate past Chairman of PATAMIC.

**5.02 Rules.** The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the territory of Guam, the Articles of Incorporation, or these Bylaws.

**5.03 Specific Powers of the Board of Directors.** Without prejudice to the general powers conferred by Sections 5.01 and 5.02 and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

**First:** To adopt and amend rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

**Second:** To purchase or otherwise acquire for PATAMIC any property, rights, or privileges which the Corporation is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Board of Directors shall, in its discretion, deem appropriate.

**Third:** In its discretion, to pay for any property or rights acquired by PATAMIC.

**Fourth:** To appoint and, at its discretion, remove or suspend such subordinate Officers, or agents, permanently or temporarily, as it may deem appropriate, to determine their duties and to specify their salaries or emoluments, and to require such security in such instances, and in such amounts as the Board deems appropriate.

- Fifth:** To confer upon any appointed Officer of PATAMIC, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or servants.
- Sixth:** To determine who shall be authorized on PATAMIC's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
- Seventh:** To change the registered office in Guam from one location to another; to appoint and approve a registered agent for PATAMIC; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

**5.04 Number and Qualification of Members of the Board of Directors.** The authorized number of members of the Board of Directors shall be at least two (2) and no more than five (5), unless changed by amendment of the Articles of Incorporation or these Bylaws.

**5.05 Manner of Election and Term of Office.** The Members of the Board shall be elected by the Members entitled to vote at the annual business meeting of the Members. Each member of the Board of Directors shall take office upon election and shall hold office until a successor has been elected and qualified if the annual meeting is not held or the directors are not elected at such meeting, the directors may be elected at any special meeting of Members held for that purpose.

**5.06 Nomination.** The Board of Directors may adopt rules governing the nomination of persons as members of the Board of Directors. In the absence of any such rules nominations for election of officers and members of the Board of Directors may be made from the floor at the annual business meeting by members in good standing entitled to vote.



**5.07 Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors, other than the annual meeting, shall be held at such dates and times as may be set by the Board of Directors.

**5.08 Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the Chairman or any other member of the Board of Directors. Special meetings may be held on five days' notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), facsimile, telegraph electronic mail, or other electronic means. Notice of the special meeting need not be given any member of the Board of Directors who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that member either before or at the commencement of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**5.09 Telephonic Meetings.** Any meeting of the Board of Directors, other than the annual meeting, may be held by conference telephone, videoscreen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

**5.10 Quorum at Meetings of the Board of Directors.** A majority of the members of the Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business, if a quorum is present, the affirmative vote of a majority of the members of the Board of Directors present shall be deemed the act of the Board of Directors unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws;

provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.

5.11 **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors

5.12 **Compensation of Directors.** No member of the Board of Directors shall receive any salary or compensation for his or her services as a member of the Board of Directors except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

5.13 **Conduct of Meetings.** The Chairman or, in his or her absence, the Vice Chairman, will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the Board of Directors will act as Secretary of the Board and shall keep written minutes of all actions taken by the Board.

5.14 **Adjournment.** A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment

5.15 **Removal of Members of Board of Directors.** Any member of the Board of Directors may be removed from office at any time by a majority vote of the voting members of the Corporation whenever in their judgment removal is in the best interests of the Corporation.

5.16 **Resignation of Members of Board of Directors.** Any member of the Board of Directors may resign effective upon giving written notice to the Chairman, the Secretary or to the Board of Directors. The notice may specify a later effective date of the resignation. If the

resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

**5.17 Vacancies on the Board of Directors.** A vacancy on the Board of Directors occurs on the death, resignation or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Except as otherwise provided in these Bylaws, vacancies on the Board, except for the office of Chairman, shall be filled by appointment by the Chairman until the next annual business meeting of the Members of the Corporation. Should the office of Chairman become vacant, the Vice Chairman shall assume the office of Chairman.

**5.18 Reduction In the Number of Board of Directors Members.** Any reduction in the authorized number of members of the Board of Directors shall not result in any member of the Board being removed from office prior to the expiration of the term of his or her office

**5.19 Committees.**

- (a) Subject to the provisions of Section 5.21 below, in the event that the Board of Directors determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees or by an executive committee, the Board from time to time establish one or more such committees. The establishment of a standing or special committee or an executive committee shall be effected by a resolution of the Board of Directors approved by the vote of a majority of the members of the Board then in office, which specifically sets forth the powers and duties delegated to such committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility under the law

- (b) The term “standing committee” or “special committee” shall mean any committee appointed by the Board of Directors which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board of Directors. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such committee, and meetings of standing or special committees may be called by the Board of Directors or by the chairman of the standing or special committee

**5.20 Limitations Upon Committees of the Board of Directors.** No committee of the Board of Directors, including any executive committee, shall have any of the authority of the Board of Directors with respect to (a) the approval of any action required by law as also requiring the approval of the Members; (b) the filling of vacancies on the Board of Directors or on any committee of the Board; (c) the amendment or repeal of Bylaws or the adoption of new Bylaws; (d) the amendment or repeal of the articles of incorporation or the adoption of new articles; (e) adopting a plan of merger or consolidation; (f) recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or (g) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

### **Officers**

**6.01 Authorized Officers; Manner of Election and Terms of Office.** The Officers of the Corporation shall be a Chairman, Vice Chairman, a Secretary and a Treasurer. The Officers shall be elected by majority vote of the Board of Directors entitled to vote at the annual business meeting of the Members. The Officers shall serve two-year terms of office. Each officer shall take office upon election and shall hold office for two years at which the office is up for election and until a successor has been elected and qualified. If the annual meeting is not held or the

officers are not elected at such meeting, the officers may be elected at any special meeting of the Board of Directors held for that purpose. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. No two offices shall be held by the same person, except that if the Secretary assumes the office as Chairman pursuant to section 5.18, that person may hold both offices until the next election of officers. The Chairman and at least one other officer must be a member of the Corporation.

The original officers of the Corporation are:

- a. Chairman - Pilar Laguana
- b. Vice Chairman - Donald Evans
- c. Treasurer - Judy Torres
- d. Secretary - Megan Statkus

**6.02 Chairman.** The Chairman shall be the Chief Executive Officer of the Corporation shall convene and shall preside as Chairman at all meetings of the Board of Directors and of the Members. The Chairman shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The Chairman shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The Chairman shall perform such other duties as the Board of Directors may direct.

**6.03 Vice Chairman.** The Vice Chairman shall assume the role of Chairman whenever the Chairman may be unavailable and shall assist the Chairman in the execution of his duties.

**6.04 Treasurer.** The Treasurer shall supervise all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The Secretary/Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the Chairman.

6.05 **Secretary.** The Secretary shall keep minutes of all meetings of the Board of Directors and of the Members; shall attend all sessions of the Board of Directors; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Director.

6.06 **Other Officers.** The Board of Directors or the Chairman may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Corporation's affairs.

6.07 **Resignations of Officers.** Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time the same is received by the Corporation, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

6.08 **Vacancies in Office.** Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of Chairman, shall be filled by appointment by the Chairman until the next annual business meeting of the Members of the Corporation Should the office of Chairman become vacant, the Vice Chairman shall assume the office of Chairman.

6.09 **Compensation of Officers.** Officers of the Corporation shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

#### **Indemnification of Officers and Directors**

7.01 To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a director or officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the

Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- (a) receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- (b) an intentional infliction of harm upon the Corporation;
- (c) or an intentional violation of law.

#### **Contracts With Directors and Officers**

8.01 No Member of the Board of Directors or Officer of PATAMIC, nor any corporation, firm, association or other entity in which one or more of PATAMIC's Directors or Officers have a material financial interest shall be interested, directly or indirectly, in any contract or transaction with PATAMIC, unless (a) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Director(s); (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decide after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) PATAMIC for its own benefit enters into the transaction, which is fair and reasonable to PATAMIC at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of PATAMIC if it (a) is approved or authorized by PATAMIC in good faith and without unjustified favoritism, and (b) 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 PATAMIC.

No loan shall be made by PATAMIC to any of its Officers or Directors.

### Corporate Records, Contracts and Accounts

9.01 **Books and Records.** PATAMIC shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Board of Directors, and any committees having any of the authority of the Board of Directors. In addition, PATAMIC shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or the Member's agent, or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

9.02 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PATAMIC.

9.03 **Checks.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of PATAMIC, shall be signed by such officer or officers, agent or agents of PATAMIC 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, such instruments shall be signed by the Treasurer.

9.04 **Deposits.** All funds of PATAMIC shall be deposited from time to time to the credit of PATAMIC in such banks, trust companies or other depositories as the Board of Directors may select.

### Waiver

10.01 Whenever any notice whatsoever is required to be given under the provisions of any statutes or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.


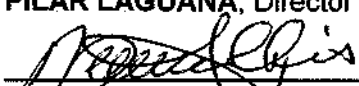

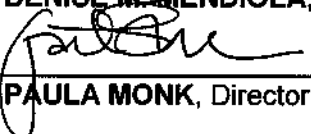


**Amendments**

11.01 Any proposed adoption, alteration, repeal or amendment of any provision of these Bylaws shall first be approved by the Board of Directors. If approved by the Board of Directors, the proposed bylaw adoption, alteration, repeal or amendment shall be presented to the Members for approval at the next annual meeting of the Members. The approval of a majority of the voting Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repair or amendment of any bylaw. Notwithstanding the foregoing, any proposed adoption, alteration, repeal or amendment of a bylaw bearing the signature of at least ten Members in good standing and submitted to the Board of Directors at least thirty days prior to the annual business meeting of Members must be submitted to the Members for action at the annual business meeting. The Board of Directors may adopt, alter, amend or repeal the bylaws provided that no such action shall become effective until approved by a majority of the voting Members at the next annual meeting of Members.

We, the undersigned, being the directors of PATAMIC hereby CERTIFY that the foregoing constitute a full, true, and correct copy of the Bylaws of PATAMIC and hereby adopt said Bylaws.

**IN WITNESS WHEREOF**, we have hereunto set our hands as of the dates set forth below.

Date: <u>Nov 30, 2018</u>	 _____ PILAR LAGUANA, Director
Date: <u>NOV. 30. 2018</u>	 _____ BERMANCE ALDIS, Director
Date: _____	_____ JUDY TORRES, Director
Date: <u>11-30-18</u>	 _____ DENISE M. MENDIOLA, Director
Date: <u>11/30/2018</u>	 _____ PAULA MONK, Director

