

**BY-LAWS OF THE
PHILIPPINE-AMERICAN CHAMBER OF COMMERCE OF TEXAS**

These By-Laws of the State Chamber are written for both State and Regional organizations, unless otherwise specified.

The Philippine-American Chamber of Commerce has a neutral, non-partisan position regarding political and religious affiliations. It is non-profit, non-religious and non-sectarian, and non-political. It will not support political parties, but may endorse congressional bills that will benefit Filipinos, Filipino-American businesses and professions. We are a 501C6 non-profit corporation.

Mission Statement

To inspire the spirit of entrepreneurship among Filipinos, Filipino-Americans, and their friends, to promote the growth of business and professions, and to be of service to our communities. This service may include humanitarian causes involving our constituents.

To support and promote trade, investments, tourism, and other economic relations and activities between the Philippines and the United States.

ARTICLE I

Principal Office

The principal office of this Chamber is located in the County of Denton, State of Texas.

ARTICLE II

Membership

Membership Classifications:

Classes of Members. There shall be five (5) classes of members of the Chamber: Charter, Regular, Corporate, Sustaining and Honorary.

- a) **Charter Members** are the first fifty (50) members of the Chamber, and who have subscribed to the principal objectives of the Chamber. When no longer active in the organization, the Charter Members get listed in the Membership Roster as members of the “Founders Circle.”
- b) **Regular Members** of the Chamber (individuals and small business owners) shall be persons engaged in a profession or services in the United States, or persons with businesses in the United States or in the Philippines, or have definite plans to establish same, who are determined by the Board of Directors to have substantial interest in the fulfillment of the mission and purposes of the Chamber. Regular members in good standing shall be entitled to one vote each in all general and special meetings of the members of the Chamber and shall enjoy all rights and privileges allowed by law, these By-Laws and the duly adopted resolution of the Chamber, including the privilege of being elected to serve on the Board.
- c) **Corporate Members** are Chambers, associations and other organizations whose business is nominal, significant, indirect or contingent and who are determined by the Board of Directors

to have substantial interest in the fulfillment of the mission and purposes of this Chamber, and in the development of the trade and commerce with the Philippines. Corporate members shall be entitled to one vote each regardless of the number of persons in their employ.

- d) **Sustaining Members or Benefactors** are persons, firms, Chambers or associations whose interests in or with the Philippines are significant and outstanding and who are determined by the Board of Directors to have a substantial desire to help promote U.S.-Philippine business and trade and the economic development of the Philippines, and who are supportive of the general mission and purposes of the Chamber. Sustaining Members shall have the privileges of Regular Members but shall not have the right to vote or be elected to office, except in an honorary capacity.
- e) **Honorary Members** are individuals who have demonstrated keen interest in the Chamber and its purposes and activities but may not be physically able to participate as Regular Members. Honorary Members have either participated in the Chamber's past projects or have performed service for businesses, for the Philippines or for the public. They shall be eligible to election as Honorary Members. Honorary Membership shall ordinarily confer no specific duties or obligations to the Chamber, except as may be specified by the Board of Directors.

Dues and Assessments: Lifetime membership dues are as follows: \$100.00 for individual Regular Members, \$250.00 for Business Members, \$1,000.00 for Corporate Members.

Termination of Membership: The Board of Directors, by an affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause (for committing actions or words inimical to the general interest of the organization) after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Resignation: Any member may resign by filing a written resignation with the Secretary.

Reinstatement: Upon written request signed by a former member and filed with Secretary, the Board of Directors, by affirmative vote of a majority of all the members, may reinstate such former member to membership upon such terms as the Board may deem appropriate and payment of dues.

ARTICLE III

Membership Meetings

State Annual Meetings: An annual meeting of the State Board Members shall be held in the month of October each year, at a time and place to be determined by the Board of Directors, for the purpose of a) evaluating state programs and accomplishments; b) planning for the new year; c) review and amendment of the By-Laws as necessary; and d) Bi-annual election of State Executive Officers as mandated by the terms of office. All elected Officers are expected to attend the Annual State Meeting.

Regional Annual meetings: An annual Regional General Membership meeting shall be held in the month of October each year for the purpose of a) evaluating regional programs and accomplishments; b) planning for the following year; b) electing officers of the state and directors of the Region as mandated by the terms of office and c) for the transaction of such other business as may come before the organization.

Special Meetings: Special meetings of the membership may be called by the State President and/or Region Chairs, by majority consent of the Board of Directors, or not less than one-third of the members having voting rights. Written notice indicating the time, place and purpose of the meeting must be given

not less than 2 or more than 7 days unless it is an emergency that necessitates immediate action. No business shall be transacted at the special meeting of the members except as stated in the Notice of such special meeting.

ARTICLE IV

Organization/Dissolution

The Chamber is organized pursuant to the General Non-Profit Chamber Law of the State of Texas. Nothing contained in these By-Laws shall be construed to authorize this Chamber to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such. All elective positions are voluntary and non-paying positions. On liquidation or dissolution of the Chamber, all properties and assets of this Chamber remaining after paying for all debts and obligations shall be distributed and paid over to a non-profit fund, foundation or Chamber organized and operated exclusively for charitable and/or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code, as the Board of Directors shall determine.

The PACC Texas is a state organization with state-wide operations, and is run and funded by the State office. All officers and members will represent one organization – the State organization. PACC Texas cannot and will not be split into several organizations or sub-organizations that may create rivalry and dissension. As such, all projects and representations will carry the name of PACC Texas. The proposed creation of regions (currently Region I – Greater Dallas, and Region II – Greater Houston and Region III -Rio Grande Valley) is done for the purpose of expanding the state organization and to facilitate projects, membership recruitment, handling of meetings and other activities that otherwise would present geographical issues, Texas being such a very large state. To help the regions, the State organization will provide seed funding and give the regions a fair degree of autonomy with respect to running regional projects and managing their own bank sub-account. But as a registered corporate legal entity with legal and fiduciary responsibilities to the government and to its members, and for all other intents and purposes, there is, and will continue to be only ONE organization – the PACC Texas.

ARTICLE V

Directors

The Board of Directors of PACC Texas is elected from the active members of the Chamber. Any candidate to become a Board Director must have been an active member for at least six (6) months and must have unquestioned integrity, strong interest in the goals of the Chamber, and willingness to serve.

The Board of Directors of the State Chamber shall consist of the State Officers (See Article VIII) and the appointed representatives from each region. Each region shall have five voting representatives to achieve equitable representation. The five voting regional representatives may include regional officers who are elected to the State Board. Under no circumstances will each region be represented by more than 5 votes.

The number of directors of the Regional Chambers shall not be more than twenty (20). Board of Directors should include the area representatives from the different cities covered by the region.

The directors shall hold office for a term of two (2) years. The directors can run for re-election when their term expires. There is no limit to the number of times Board members can be re-elected to the Board. However, State Officers can only be re-elected for two consecutive terms for the same office.

Members of the Board of Directors shall elect among themselves the Officers of the Chamber. An incumbent officer of a Regional board may be elected as State Officer and concurrently keep his membership on the Regional Board. If the elected State Officer decides to resign his/her executive office on the Regional board, the Region shall hold a special election of the Regional Board within 30 days to fill the vacated position on the Regional Executive Board.

Any action required or permitted to be taken by the Board of Directors of an emergency nature may be taken without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such action, providing the matters to be discussed are in the nature of an emergency. Such written consent or consents sent by regular mail or electronic mail shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall be binding and have the same force and effect as the majority vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by formal consent of the Board of Directors without a meeting and that the By-Laws authorize the directors to so act, and statement shall be prima facie evidence of such authority. Teleconferences, in lieu of face-to-face meetings are allowed.

The Board of Directors may assign an alternate temporary Board member to serve in place of a regular director who might not be able to attend to his/her duties for an extended period of time due to illness, out of the country for an extended period of time, and other valid reasons for the temporary leave of absence. The alternate Board Member must be an active Chamber member in good standing and he/she shall exercise all the duties and privileges of a regular Board Member until the return of the absent Board Member, or at the expiration of his/her term of office, whichever comes first.

ARTICLE VI

Directors' Meetings

Regular Meetings: **State Board of Directors meeting** shall be held at least once a year, typically in October and/or as often as they deem necessary, on a date, time and place that they designate or via teleconferencing if a face-to-face meeting is not feasible for whatever reason. At each regular meeting of the State Board, a minimum of five (5) representatives from each region designated by the region must personally attend. To ensure equal representation from all Regions, the voting power of each region participating in Regular State Board meetings will be limited to five, regardless of how many regional representatives are present at the meetings.

Regional Board of Directors meeting shall be held no less than six times a year, and/or as often as they deem necessary, on a date, time and place that they designate.

Attendance: Directors unable to attend a meeting of the State or Regional Board shall advise the Secretary orally or in writing at least one day before the meeting, stating the cause of his/her inability to attend. Electronic notification is acceptable for this purpose. The absence of a director for three consecutive board meetings, without justifiable reason, will result in his/her automatic removal from the Board. The State President or the Regional Chair, as the case may be, shall notify the delinquent board member in writing as to reasons for his/her termination.

Notice: Notice of any special meeting of the Board of Directors shall be given at least two (2) days and preferably one week previously thereto by oral or written notice, preferably by electronic mail.

Quorum: State Board -- A majority of the State Executive Officers and at least two Regional Officers shall constitute a quorum for the transaction of business at any meeting of the State Board.

Regional Board -- A majority of the active Regional Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Regional Board.

Proxies: Proxies are allowed for attending Board Meetings. Proxies may participate in discussions but may not vote and may not participate in electing officers. Proxies must be in writing, or sent to the Secretary via electronic mail by the regular Board Member assigning the proxy.

Vacancies: Any vacancy occurring on the Board of Directors (both State and Region) shall be filled by the Board from the members in good standing, which appointed member shall serve for the unexpired term of his or her predecessor in office and may be eligible for the position at the general election.

Compensation: Directors as such shall not receive any salaries for their services as Board Members. This does not preclude any director who possesses special professional skills used in his/her livelihood from providing professional services to the Chamber and getting nominal compensation for them (example, a CPA who does the corporate books and tax reporting, a webmaster or designer) if and when such services are needed and requested by the Chamber. All invoices for services and receipts for expenses shall be submitted to, and approved by the Board of Directors.

Allowances: Until such time that the organization has raised enough funds to support per diems and allowances of officers, no officer will receive allowances for representation. Participation in national conferences of the Chamber Federation and other important national conferences that will benefit PACC Texas may be partly subsidized, at the discretion of the Board. This will not include expenses to participate in trade missions overseas. Expenses for annual participation in state or regional celebration of Philippine Independence Day may be reimbursed at the discretion of the Board, including but not limited to subsidizing cost of tickets and page sponsorship in souvenir programs. Year-round participation in other organizations' meetings or activities will not be subsidized.

Support of Charitable Causes

Having been chartered as a business-oriented corporation and not as a charitable organization, the PACC Texas board will exercise extreme caution and discretion when responding to numerous requests for support of charitable causes that may come before it. The Chamber may respond to fund-raising requests to support Philippine-based disasters (e.g., Typhoon Ondoy, Haiyan), or local disasters that affect Filipinos, but not man-made or natural disaster relief in other countries (e.g., Haiti, Sierra Leone, etc.). The Board may not spend existing limited funds to donate to local or state charities without a clear mandate from the Board, and especially when not raising funds specifically for the requested donation.

ARTICLE VII

Honorary Board

There is hereby created an Honorary Board whose members shall be elected by the Board of Directors from time to time from among outstanding Filipinos and Americans who have rendered outstanding and exemplary service to Philippine-American business interests and/or government activities.

Advisory Board

There is hereby created an Advisory Board whose members shall be elected by the Board of Directors. Members of the Advisory Board are chosen from past State Presidents or other respectable members of the Filipino American business community who may be able to advise the State President on business matters concerning the Chamber. They are invited to attend and participate at all meetings of the Board and the general membership. Members of the Advisory Board will not have the right to vote. Past State

Presidents who desire to remain active are automatically eligible to serve as members of the Advisory Board if approved by the Board of Directors.

Term of Office for the members of the Advisory Board shall be three (3) years and may be extended.

ARTICLE VIII

Officers

Officers: The officers of the State Chamber shall consist of the following: State President, State Vice Presidents, consisting of three or more Region Chairs (the number thereof to be determined by the Board of Directors, depending on number of active regions), a State Secretary, State Treasurer, State Auditor, and the State Executive Director and Deputy Executive Director. These officers are to be elected by the Board of Directors from the existing members of the board. The Executive Director and the Deputy Executive Director

Term: The officers above designated, with the exception of the Executive Director whose term of office is five (5) years and State Officers whose term of office is three (3) years, shall hold office for a term of twenty four (24) months until their respective successors are elected, or until their death, resignation or removal. The officers will be entitled to only one re-election for the same office. At expiration of their full-terms, officers who wish to remain active may run for a different position, subject to the approval of the Board.

State President: The State President shall be the official head and principal Executive Officer of the state organization and shall generally supervise and control all of the business and affairs of the Chamber. He/She shall preside at all meetings of the members and the Board of Directors, present to the general annual meeting a report of the operations and activities of the Chamber for the preceding year, lay out plans for the next year, and attest to the minutes of all meetings.

The State President is responsible for preserving the mission and goals of the Chamber. The State President will continue to develop the Chamber to have a strong and respectable presence in the business community here and in the Philippines through close and active working liaison with government and business leaders in the two countries.

The State President may sign, with the Executive Director, the Secretary or any other proper officer of the Chamber authorized by the Board of Directors, any debt, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Chamber, and in general he shall perform all duties incident to the office of the State President and such other duties as may be prescribed by the Board of Directors from time to time.

The State President is elected from and by the members of the State Board of Directors and must be an active member of the board for at least two years to ensure that he/she possesses the background and experience to handle his/her vast responsibilities. He or she shall hold office for a term of three (3) years or until his/her death, resignation or removal. The State President's term of office survives the terms of the other officers to ensure the continuity of the organization, facilitate transition from one regional administration to the next, and to preserve and protect operating relationships between the regions.

Assuming that all regions are strong and active, ideally the State President should alternate between the regions. The state presidency alternating between regions is preferred, but not mandatory and is an issue that may be deliberated and decided by the State Board during the nomination process.

State Executive Director: The Executive Director is responsible for implementation of rules and regulations, objectives, policies and procedures of the Chamber in an administrative capacity. In the absence or incapacity of the State President or on the request of the State President in the latter's absence or incapacity, the Executive Director shall temporarily perform the duties of the State President, and when so acting, shall exercise the authority of State President, and be subject to all restrictions upon the State President. The Executive Director shall also perform such duties as from time to time may be assigned to him/her by the State President or by the Board of Directors.

In addition, the Executive Director will oversee the financials of the Chamber, including timely tax preparations and reporting to the respective government agencies. The Executive Director shall also plan and oversee Ways-and-Means projects to keep the organization financially viable. The Executive Director will make himself/herself available to the Treasurer and the Secretary for consultations regarding administrative and financial policies and procedures.

Further, the Executive Director is responsible for planning and overseeing all projects and vehicles for internal and external communications, e.g., the Chamber website, Chamber newsletter as well as inter-Chamber communications, PR strategies and tools to propagate the good name of the Chamber, historical records and joint projects and may delegate these responsibilities to other officers, as appropriate.

The Executive Director is elected by the members of the Board of Directors. He/she must possess the background and experience to handle his/her vast responsibilities. He or she shall hold office for a term of five (5) years or until his/her death, resignation or removal. The Executive Director's term of office survives the terms of the other officers to ensure the continuity of the organization and facilitate transition from one administration to the next. Notwithstanding the fact that the Executive Director in most Chambers of Commerce and similar non-profit organizations is a full-time and salaried position, the Executive Director of PACC Texas will remain a purely voluntary position with no salary or allowances, until such time that the organization has reached a level of self-sufficiency through massive infusion of corporate support.

The Executive Director shall have a voting power as a regular member of the Board of Directors.

The Executive Director may appoint a Deputy Executive Director or Directors as needed to create a balance of responsibility in the regions. The Deputy Director must not come from the same region where the Executive Director is residing or holding office.

State Vice Presidents: Each Region Chair shall automatically assume one of the State VP positions. The State VP's responsibilities are to assist the State President in all State projects; to oversee and support the projects and activities of his/her own Region; and to perform special projects as may be designated by the State President or the State Executive Director that have statewide impact. The State Vice President's term is co-terminus with his/her term as Region Chair. He/she will not succeed the President at the end of the President's term.

Region Chairs: There shall be Regional Chairs, currently three Regional Chairs – Region I, Region II and Region III. These Regional Chairs shall be in charge of planning, developing and executing their business outreach programs and overseeing the implementation of such programs in their respective regions.

Region Vice Chairs: There shall be a Regional Vice Chair for each Region elected by the Regional Board to assist and support the Region Chair with his/her duties on an ongoing basis, and to automatically take over when the Region Chair is unable to perform his/her duties for any reason. Should the Regional Chair be unable to attend a meeting or an official project or function, he/she should inform the Regional Vice Chair and request that he/she be represented. It is the duty of the Regional Chair, in case of prolonged absence and inability to perform his/her duties to inform the Regional Vice Chair, the Regional

Board and the State President and request a leave of absence. In the absence of such notice and obvious lack of communications from the Regional Chair, the Regional Vice Chair may call a meeting of the Regional Board to resolve the issue. The State President or the Executive Director must also be invited to the meetings of the Regional Boards, but their attendance is not mandatory.

Each Region Chair shall appoint a Program Chair who shall be in charge of special events, programs, and fund raising activities and a Membership Chair who shall be in charge of Membership Services, Start up Businesses, and Special Events and Membership Drives to recruit new members and retain old members.

Treasurer (State and Region): The Treasurer is responsible for preparing and executing goals, plans and programs for efficient collection of dues from new and old members, as well as for preparing ways and means and fund-raising activities for the Chamber. He/She shall maintain the bank account of the Chamber and shall deposit funds of the Chamber to that account in a timely manner. He/she is also responsible for keeping the financial books of the Chamber and for preparing all regular and special financial reports to the BOD and the Membership as well as to government agencies, as required. He/she will make sure that all members are in good standing. In addition he/she will be responsible for a monthly Treasurer's report at every meeting. The State Treasurer has the primary fiduciary responsibility for the Chamber's funds and will continue to monitor all of the accounts, including the Regional sub-accounts. Each Regional Treasurer must coordinate with the State Treasurer at all times.

Secretary (State and Region): The Secretary is responsible for keeping the record of all meetings, taking and preparing the minutes of each BOD meeting and making sure that every BOD member receives a copy before each meeting for review. The Secretary is responsible for regularly reading the minutes of the previous BOD meeting to the BOD members at each monthly meeting. The Secretary is also responsible for working with the State President and/or Regional Chairs on the Agenda prior to each Board Meeting and for publishing and distributing the Agenda to each BOD member at each meeting. The Secretary is also responsible for checking the attendance at every meeting and keeping the records of attendance for each meeting. The Region Secretaries are also required to copy and inform the State President and the State Secretary of the minutes of their regional meetings.

The Secretary shall see to it that all notices are duly given in accordance with the provisions of these by-laws or as required by law. He/She shall be custodian of the corporate records. He/She shall keep a register of the mailing address and telephone numbers of each member.

Auditor (State and Region): The Auditor shall examine and check the accuracy, fairness, and general acceptability of accounting records and statements and upon review, attest to the accuracy of the accounts. The Auditor will be responsible for preparing a complete audit of the Chamber's financial books and reports at the end of each term, and for reporting his/her audit findings to the State President, Region Chairs and to the BOD for review and approval. The Auditor is also responsible for working closely with the Treasurer to ensure that all financial transactions are in compliance with generally accepted accounting rules and regulations for private, voluntary non-profit organizations.

Appointed Officers

Chairman for Programs: In charge of special events and programs of the Chamber. The Programs Chair will plan events with the help of the other members of the Executive Board and the BOD, and will be responsible for contacting speakers and giving them guidelines and format of the Chamber meeting. The Programs Chair will report to the Regional Chair and will prepare a one-year plan for the Chamber's monthly program and will present his/her plans to the State President, the Regional Chair and the BOD for discussion/approval at each meeting in advance of the actual program performance. Upon approval by the Board, the Program Chair will carry out the program plans. There will be a Program Chair for each of the two regions, both operating under their respective Region Chairs.

Chairman for Membership: In charge of Membership Recruitment, Retention and Membership Services. The Membership Chair will report to the Region Chair and is responsible for creating programs, strategies and goals for recruitment, retention as well as services. He/she will see to it that applications are properly processed and that members are qualified and understand the mission of the Chamber. He/she is responsible for properly presenting and introducing the new members to the entire body at its regular meetings. He/she will promote the new members' start up businesses, and organize special events and membership drives to recruit new members and retain old members. There will be a Membership Chair for each of the two regions, both operating under their respective Region Chairs.

A vital goal of the Membership Chair is to come up with incentive programs or services for the benefit of the members in his/her region, including but not limited to establishing relationships with government agencies as well as private providers of products and services that will benefit the Chamber members through collective power and buying privileges.

Public/Media Relations Officer (Region) The Public and Media Relations Officer is appointed by the Region Chair with the approval of the BOD. He/she is primarily responsible for keeping and enhancing the good public image of the Chamber and for keeping the public and the media informed on the Chamber's activities through press releases and appropriate memoranda. The Public/Media Relations Officer will assist the State President, the Executive Director and the Region Chairs in the updating and publishing of the Chamber's membership roster, website, newsletters and other vehicles for public information. The Public/Media Relations Officer will keep an up-to-date roster of media people (TV, Radio, Print Media, National Fil-Am Publications, and On-Line Magazines) for purposes of publicizing the Chamber's goals, events and activities. Any publications, press releases and updates to the website must be approved by the State President and/or the Executive Director. The State Executive Director oversees all PR, Media and Government relations activities of the State Chamber.

Region Director for Humanitarian Projects (Region chair should propose or appoint) to coordinate all projects of the region that are humanitarian in nature. These would include working with government and non-government agencies as well other non-profit organizations for the purpose of providing relief support to victims of natural disasters in the Philippines inclusively, and coordinating fund raising efforts or gathering and shipping of in-kind relief donations to the victims. These may also include one-time assistance to Filipino victims of natural disasters in the local region, as well as one-time assistance to Filipinos in homeless shelters working with the consulate officials to send them back to the Philippines.

Part of the responsibilities of the Director for Humanitarian Projects is to plan and execute projects for helping victims of natural disasters and other calamities in the U.S. within Texas and elsewhere. Example of this is the very active efforts exerted in Houston to house the Filipino and non-Filipino refugees from the Katrina flooding in Louisiana a decade ago.[]

Area Representative: The Region Chair, with the approval of the Board of Directors, shall appoint an area representative in each city where there are more than 10 members to promote communication and facilitate chamber services. Area Representatives who have established a core group of members in their respective cities will be appointed to the Regional Board.

ARTICLE IX

Framework

State Operations: The State Chamber shall be responsible for overseeing the operations of each region and provide logistical support to the Region's programs, as appropriate, including seed funding, manpower support and other needed forms of assistance. The State Chamber is also responsible for paying all the necessary taxes, fees, licenses and certifications to the IRS and to the other government agencies.

State Projects: There are projects that are sponsored by the State Chamber, including but not limited to: Trade Missions both Incoming and Outgoing, Philippine Government-related projects, Sister-Chamber Agreements, Chamber Federation projects, Hosting Conventions, Conferences and incoming Business Missions and Investment Roadshows from the Philippines, Trade and Tourism Projects and Disaster Relief projects where the participation of all regions is required. The Consular Outreach program of PACC Texas is a joint project of the Honorary Philippine Consulate and the Chamber, the implementation of which is delegated to the regions under the direction from the offices of the Consulate General and the Honorary Philippine Consulate.

Membership: Each member of the Regional Chamber is a member of the State Chamber. The State Chamber will not solicit individual memberships in the regions except major corporations which the State Chamber will be in a much better position to approach.

Corporate Membership/Sponsorship: The State Chamber shall work together with and involve the Region Chair of the appropriate Region when approaching major corporations within the particular region to join the Chamber as a Corporate Member or to solicit sponsorships for Chamber projects.

Regional Territories:

Region I - Dallas shall be the seat of Greater Dallas Region. Covered areas will include the Dallas-Fort Worth Metroplex, as well as Tyler, Abilene, Wichita Falls, Amarillo, Kaufman, Midland-Odessa, Lubbock and other cities in the East and West Texas.

Region II - Houston shall be the seat of Greater Houston Region. Covered areas will include all cities in and around Greater Houston and Central Texas, which may include Sugar Land, Victoria, Galveston, Huntsville, Austin, Temple, Georgetown, Bryan, College Station, and other cities in Central Texas.

Region III - McAllen shall be the seat of Rio Grande Valley Region. Covered areas will include Rio Grande Valley cities of McAllen, Harlingen, Corpus Christi, Brownsville, as well as San Antonio, El Paso and other cities in the deep South and far South West.

The regional distribution of cities may change in the future as more regions are created. In order to create a new region, there must be a host group consisting of no less than 20 prospective core members of the new Region Chamber. The State officers will provide essential support and seed funding (only as needed) to the newly-formed Region and nurture it in its organizational phases.

Regional Operations: Each region will operate independently and have its own organizational structure and programs as provided for in Articles II, III, V, VI and VIII, subject to review for mission compliance by the State President, the Executive Director and the State Board. As such, they can create their own programs and projects for the benefit of members in their respective regions. The Regional Chairs will keep the State President and Executive Director informed of all regional programs and projects.

REVENUE SHARING

A. Sharing of Membership Dues

Memberships: Regions shall be responsible for soliciting new members with the help of the State organization. All memberships solicited should be reported to the State and recorded as members of PACC Texas. Membership dues collected by the Regions will be deposited in the regional account, with twenty-five percent (25%) of the dues to be remitted to the State Chamber Treasurer.

Grants: Campaigns with major corporations will be the primary responsibility of the State, with the help of the Regions as needed, in approaching big corporations that are geographically based in the region. Donations and/or Grants from large corporations will be shared 75% to the State and 25% to the Region who assisted in getting it.

B. Sharing of Project Revenues

Projects are to be classified as State Projects, Region Projects or Joint Projects. Big, high-impact projects that involve national governments and consulates will continue as State Projects are essentially funded by the State. Examples of State Projects are Roadshows sponsored by the Philippine Ambassador and Philippine government and private sectors, and Consular Outreach programs of the Philippine government. Regional Projects are supported by, but may not typically involve the State Office and can be run independently of the State and managed geographically. State projects that are heavily supported and hosted by the Regions, e.g., the Consular Outreach program, will be regarded as Joint Projects and the net revenues after deducting all expenses and seed monies, will be divided 75%-25% between Region and State, 75% to Region and 25% to State. The State Chamber will continue to advance the costs of such projects, as needed. It must also be emphasized that the sharing of revenue is based on the net income or proceeds from the joint projects, and not on gross receipts.

Regions may organize their own local fund-raising activities with the help of the State organization and will receive seed funding from the State as needed. Twenty-five percent (25%) of net proceeds from the Regions' fund raising projects after deducting all project expenses is submitted to the State organization.

ARTICLE X

Special Committees

Creation: From time to time, the Board of Directors may, by resolution, create one or more special committees for the purpose of planning, executing and administering one-time special projects that the Board of Directors may decide to undertake. These special committees shall only exist for the duration of the special project or projects that they are designated to be in-charge of. Unless the projects are recurring, the special committees for special projects will cease to operate once the project or projects are finished and the final reports are prepared and published. The Chairperson(s) of the Special Committees will be appointed by the State President, by the Regional State Presidents or the Board and will report to the officer who appointed them or directly to the Board, as appropriate.

Rules: Each designated Committee Chair may appoint the officers and members of the Special committee(s). The Committee members may adopt rules and procedures for its own government, provided they are consistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE XI

Contracts, Bank Accounts and Deposits **(Applies to both State and Regions)**

Contracts: The Board of Directors may authorize the State President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may general or confined to specific instances. The Regional Officers shall not enter into legal contracts

without informing the State President and the State Board. Exceptions are small local purchase contracts necessary for the local Region's operations.

Bank Accounts: All checks, drafts, or orders for payment of money issued in the name of the Chamber, shall be signed by the Treasurer. All checks for more than \$500.00 will require two signatures – the Treasurer and another authorized officer of the organization. The authorized signatories other than the Treasurer may include any other member of the Executive Board.

State funds: The State Treasurer, the State President, the Executive Director or a designated alternate officer when the Treasurer or President is incapacitated or out of the country.

Regional funds: The Region Treasurer and the Region Chair or a designated alternate officer when the Region Chair is not available. The State President is a signatory on all accounts until the end of his/her term of office and a new State President has been elected and the State Treasurer will exercise fiduciary responsibility over all regional funds, and will have full authority over the regional funds in case of default by a region. Signature authority will cease at the end of the term of office.

All disbursements and planned expenditures will be reported by the Treasurer to the Board at its regular meetings.

Deposits: The Treasurer has responsibility for all funds of the Chamber, which shall be deposited in the organization's depository. The existing depository bank, which is presumed to have statewide presence, shall remain the same even with the change of officers.

Defaults: The State President and State Treasurer will exercise fiduciary responsibility over all Chamber funds including State and Regional funds. They will have full authority over the regional funds should any of the Regions fail to continue operations. In such event, the regional bank account of the defaulting region shall revert back to the State funds.

ARTICLE XII

Books and Records

The Chamber shall maintain at its principal office correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its membership, Board of Directors, and committees having any of the authority of the Board Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Chamber for any proper purpose at any time.

ARTICLE XIII

Fiscal Year

The fiscal year of the Chamber shall begin on the first day of January and end of the last day of December in each year.

ARTICLE XIV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Non-Profit Chamber Law of Texas or under the provisions of the articles of the in Chamber or the by-laws of the Chamber, 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.

ARTICLE XV
Liability

Officers and members of this Chamber **shall not be personally liable** for the debts, liabilities or obligation of the Chamber.

ARTICLE XVI
Amendments to By-Laws

These By-Laws may be altered, amended or repealed by a majority of the State Board of Directors who are present at a meeting called specifically for this purpose at which there is a quorum.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our signatures on this ___ day of _____:

Gary Ilagan, State President

Printed Name

Signature

Gus I. Mercado, State Executive Director

Printed Name

Signature

(All State Officers and Board of Directors Affixed their Signatures)

Printed Name

Signature

Printed Name

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