

(Non-Stock)

BY-LAWS
OF
KABATAANG PILIPINO, INC.
(Name of Corporation)

ARTICLE I

MEETINGS

Section 1: Annual Meetings. The annual meetings of the members shall be held at the principal office of the Corporation or any appropriate place as advised by the Board Secretary on any date in December each year or any appropriate date as advised by the Board Secretary. The Chairman or Executive Director shall render his/her annual report to the members regarding the activities of the Corporation. The election of directors shall also be held during regular annual meeting.

Section 2: Regular Meetings. The regular meetings of the Board of Trustees shall be held at the principal office of the Corporation or any appropriate place as advised by the Board Secretary every first Saturday of the month or any appropriate date as advised by the Board Secretary. The Chairman or Executive Director shall preside over the meeting to discuss the Corporation's activities.

Section 3: Special Meetings. Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees, the Chairman, the Executive Director, or upon the written petition of 1/3 of the general membership filed before the Board Secretary.

Section 4: Notices. Notices of the time and place of the annual, regular, and special meetings of the members shall be given either personally, by personal delivery snail mail, or by e-mail, at least one (1) week before the date set for such meetings. The notice of every special meeting shall state briefly the purpose(s) of the meeting.

Section 5: Quorum. A quorum for any meetings of the general membership shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

Section 6: Order of Business. The order of business at the annual meeting of the general membership may be as follows:

- a. Proof of service of the required notice of meeting
- b. Proof of the presence of a quorum
- c. Reading and approval of the minutes of the previous annual meeting
- d. Unfinished business
- e. Report of the Chairman/Executive Director
- f. Election of the Trustees for the ensuing year
- g. Other matters

Section 7: Voting Proxy. Each member shall be entitled to one vote, and he/she may vote either in person or by proxy which shall be in writing and files with the Board Secretary before the scheduled meeting. However, the Founding Chairman, in recognition of his efforts in establishing the Corporation, shall be vested with the absolute power to veto as he may see fit on any resolution endorsed by the Board or the general membership.

ARTICLE II

THE BOARD OF TRUSTEES

Section 1: The Board of Trustees. The corporate powers of the Corporation shall be exercised, its business conducted and its property controlled by the Board of Trustees.

Section 2: Qualifications. The trustees to be elected shall have the following qualifications:

- a. Must be of legal age at the time of assuming the position;
- b. A bonafied member of the Corporation;
- c. Strongly shares the Corporation's mission, vision, and beliefs.

Section 3: Disqualification of Trustees or Officers. No member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his/her election or appointment, shall qualify as a trustee or officer. Other criteria for disqualification may be formulated by the Board of Trustees as it sees fit to do so.

Section 4: Term of Office of Trustees. The trustees, except for the Founding Chairman, shall hold office for one year and until their successors are duly elected or appointed and qualified. The Founding Chairman, in recognition of his efforts in establishing the Corporation, shall hold the Chairmanship of the Corporation until he voluntarily resigns, became incapacitated, or upon his death.

ARTICLE III

OFFICERS

Section 1: Officers. The officers of the Corporation shall be a Chairman, an Executive Director, a Secretary, a Treasurer, and an Internal Auditor. Except for the Founding Chairman, they shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

Section 2: Term of Office of Officers. All officers of the Corporation, except the Founding Chairman, shall hold office for one year or until their successors are duly elected or appointed and qualified. The Founding Chairman shall have the absolute power to change the composition of the Board of Trustees and/or the Officers as he may see fit.

ARTICLE IV

FUNCTIONS AND POWERS OF OFFICERS

Section 1: The Chairman. The Chairman shall be the Chief Executive Officer (CEO) of the Corporation. S/He may preside in all meetings of the general membership and the Board of Trustees and shall exercise the highest level of authority in all activities or business of the Corporation.

However, the Founding Chairman, in recognition of his efforts in establishing the Corporation, shall for the meantime exercise absolute power and authority in all matters and business of the Corporation until he voluntarily resigns, became incapacitated, or upon his death. Succeeding Chairman shall have the functions and powers in accordance with the first paragraph of this provision.

Section 2: The Executive Director. The Executive Director shall be the Chief Operating Officer (COO) of the Corporation. In the absence of the Chairman, s/he shall preside in all meetings of the members of the Corporation and the Board of Trustees.

S/He shall execute all resolutions of the Board of Trustees. S/He shall be charged with directing and overseeing the activities of the Corporation. S/He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the Corporation for the fiscal year under his/her term.

Section 3: Secretary. The Secretary shall give all notices required by these By-Laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book or record kept for the purpose. S/He shall keep the seal of the Corporation and affix such

seal to any paper or instrument requiring the same. S/He shall have custody of the members register and the correspondence files of the Corporation. S/He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him/her.

Section 4: Treasurer. The Treasurer shall be the Chief Financial Officer (CFO) of the Corporation. S/He shall have charge of the funds, receipts and disbursements of the Corporation. S/He shall keep all money and other valuables of the Corporation in such banks as the Board of Trustees may designate. S/He shall keep and have charge of the books of accounts. S/He shall also perform such other duties and functions as may be assigned to him/her from time to time by the Board of Trustees.

Section 5: Internal Auditor. The Internal Auditor shall have the absolute power to conduct an audit or inspection of the corporation's finances, book of accounts, and/or properties following generally accepted auditing principles at any time s/he deemed appropriate or as requested by the Chairman, the Executive Director, or any government body requiring thereof. S/He shall directly report to the Chairman or the Executive Director of his/her audit findings. S/He shall likewise perform such other compatible, non-conflicting duties and functions as may be assigned by the Board of Trustees.

ARTICLE V

MEMBERS

Section 1: Qualifications for Membership. The Board shall determine the qualifications of an applicant for membership.

Section 2: Rights of Members. A member shall have the following rights:

- a. To exercise the right to vote on all matters relating to the affairs of the Corporation;
- b. To be eligible to any elective or appointive office of the Corporation;
- c. To participate in all deliberations/meetings of the Corporation; and,
- d. To examine all the records or books of the Corporation during business hours.

Section 3: Suspension, Expulsion and Termination of Membership. Suspension, expulsion and termination of membership shall be in accordance with the rules and regulations of the Corporation. Any member of the Corporation may file charges against a member by filing a written complaint with the Board Secretary of the Corporation. The Board of Trustees shall call a special or *ad hoc* meeting to deliberate the charges. The affirmative vote of majority of all the Trustees shall be necessary to suspend a member. Provided that where the penalty is expulsion, the affirmative vote of 2/3 of the Board of Trustees shall be necessary.

ARTICLE VI

FUNDS

Section 1: Funds. The funds of the Corporation shall be derived from admission fees, annual dues and special assessments of members, gifts, donations, or income from businesses or bank placements that the Corporation had engaged into.

Section 2: Disbursements. Withdrawal from the funds of the Corporation, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the Chairman or by the Executive Director. If necessary, the Board of Trustees may designate other signatories.

Section 3: Fiscal Year. The fiscal year of the Corporation shall be from June 1st to May 31st of each year.

Section 4: Uses of Funds. The funds of the corporation shall only be used to carry out the Corporation's mission and purposes stated in the *Articles of Incorporation*, placement in any investment instrument as approved by the Board of Trustees for and in the name of the Corporation, or payment of the Corporation's legal debts or liabilities and administrative expenses. No fund of the Corporation shall be used for personal benefit of any Trustee or its members.

ARTICLE VII

CORPORATE SEAL AND LOGO/INSIGNIA

Section 1: Form. The corporate seal, logo, and insignia shall be in such a form and design as may be determined by the Board of Trustees.

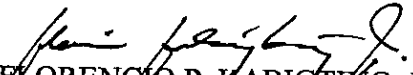
ARTICLE VIII

AMENDMENTS OF THE BY-LAWS


Section 1: Amendments. These By-Laws, or any provision thereof, may be amended or repealed by an affirmative vote of at least 2/3 of the general membership, by a majority vote of the Board of Trustees at any regular or special meeting duly convened for the purpose.


Constitution and By-Laws of Kabataang Pilipino, Inc.

Adopted this 18th day of May, 2002 in the Municipality of San Pedro, Laguna, Philippines by the affirmative vote of the undersigned representing ALL incorporators of the Corporation in a special meeting duly held for the purpose.



FLORENCIO P. KABIGTING, JR.


LYDIA P. KABIGTING



JOAN P. KABIGTING



FLORENCIO C. KABIGTING


ROWENA P. KABIGTING


NORMAN F. TORRES

WITNESSES:


PATMA LAUMBOS


Salvacion Ganas