

Bylaws of the
SAN DIEGO ASIAN FILM FOUNDATION, INC.
A Not-For-Profit Corporation based in California

ARTICLE I – NAME

Section 1.1 The name of this corporation is San Diego Asian Film Foundation, Inc., (to be referred to as “SDAFF” and hereinafter referenced as the “Corporation”).

ARTICLE II – OFFICES

Section 2.1 The principal office of the Corporation shall be located in the County of San Diego and the State of California. The Corporation may maintain offices at such other places as the Board of Directors may at any time determine.

Section 2.2. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE III – PURPOSE

Section 3.1 The specific purpose of the Corporation is to:

- To nurture and support Asian Pacific Islander American artists working in film and video, especially those artists creating work in San Diego.
- To seek, recruit, and present culturally sensitive and educational programs that represent the diversity of the Asian Pacific American experience, and market those programs to the broadest audience possible.
- To provide an exhibition venue to showcase unique, quality films that are made by or about persons of Asian descent
- To provide encouragement, information, advice, networking opportunities, mentorship, and when possible, financial assistance, to young Asian Pacific American artists who aspire to professional media and media arts careers.

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 3.2 No substantial part of the activities of the Corporation shall be involved in acting to influence legislation. The Corporation is prohibited from participating in or contributing to any political campaign for or against any candidate for public office.

Section 3.3 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, for a public purpose. No part of the net earnings, properties, or assets of

the corporation, on dissolutions or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation.

ARTICLE IV – MEMBERS

Section 4.1 The Corporation shall not have members.

Section 4.2 If the Corporation decides to become a membership-based organization, the terms and conditions of membership shall be set out in an Addendum to these Bylaws.

Section 4.3 During the period of time that the Corporation makes no provision for members, then pursuant to the California Nonprofit Corporation Law, any action which would otherwise, under law or the provisions of the SDAFF Articles of Incorporation or Bylaws of the Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 NUMBER. The Corporation will have at leave five (5), but not more than twenty (20) directors, with the exact number of directors to be fixed within these limits by resolution of the Board of Directors.

Section 5.2 RESPONSIBILITIES. Subject to the provisions of the California Nonprofit Corporation Law and to any limitations in the SDAFF Articles of Incorporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.3 ELECTION AND TERM OF OFFICE. The initial directors of the Corporation will be designated by SDAFF's Incorporator. Upon expiration of any term of the initial directors, subsequent members of the Board of Directors will be designated by SDAFF's executive director, and/or may be nominated by current directors, to be approved by a two-thirds majority vote of the current Board. Each director may hold office for two years, with terms beginning January 1st of each term. Directors may serve consecutive terms.

Section 5.4 VACANCIES. Any vacancy on the Board of Directors may be deemed to exist on the occurrence of the following: (1) death, resignation, or removal of any director; (2) whenever the number of authorized directors is increased. Vacancies shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 5.5 RESIGNATION AND REMOVAL. Any director may resign at any time by giving written notice to another Board Member, the President, or the Secretary of the

Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. By action of the Board, any director may be removed for missing three (3) unexcused consecutive board meeting, or being declared of unsound mind by a competent court order, or in the case of felony conviction, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Benefit Corporation Law.

Section 5.6 MEETINGS. Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board. Any meetings, regular or special, may be held by conferenced telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

In March of every year, the Board of Directors will hold an annual meeting for the purpose of organization, planning, budgeting, and the transaction of other business. The Board from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5.7 SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the President or by two (2) directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 5.8 QUORUM. Fifty-one percent (51%) of the Board of Directors is required for quorum for the transaction of business at any meeting of the Board. The Board members present at a duly held meeting at which a quorum is present may continue to transact business until adjournment, if any action taken is approved by at least a majority of the members required to constitute a quorum, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5.9 NOTICE AND WAIVER. Notice of any special meeting shall be given at least five (5) business days prior thereto by written notice delivered personally, by electronic mail (e-mail), by mail or by facsimile to each Director at his/her last known address as maintained in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Approval by the Board of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal(s) addressing:

- (i) Removal of a director without cause;

- (ii) Filling vacancies of the Board;
- (iii) Amending the Articles of Incorporation; or
- (iv) Electing to wind up and dissolve the corporation

Section 5.10 BOARD ACTION. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 5.11 COMPENSATION. Directors shall not receive any salary or compensation for their services. Any director may be reimbursed for reasonable out-of-pocket expenses which have been authorized and approved in advance by the Board of Directors.

Section 5.12 LIABILITY. No director acting within the course and scope of his/her duties shall be personally liable for any debt, obligation or liability of the Corporation.

Section 5.13 To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code sections 5238/7237/9246 (collectively the "Sections"), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in the Sections. "Expenses" as used in these bylaws, shall have the same meaning as in the Sections.

On written request to the Board by any person seeking indemnification under the Sections, the Board shall promptly decide under the Sections whether the applicable standard of conduct set forth in the Sections has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors not disqualified from voting, the Board shall contact a 3rd party attorney, licensed and in good standing in the State of California, familiar with this subject matter, and obtain an opinion as to whether the applicable standard of conduct has been met and if so, the Board shall authorize indemnification.

ARTICLE VI - OFFICERS

Section 6.1 NUMBER, QUALIFICATION, ELECTION, AND TERM. The officers of the Corporation shall consist of a President (or Chairperson of the Board), a Secretary, a Treasurer (or Chief Financial Officer), and such other officers, as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the

regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his/her election, and until his/her successor shall have been elected and qualified or until his/her death, resignation or removal.

Section 6.2 RESIGNATION AND REMOVAL. Any officer may resign at any time by giving written notice of such resignation to the members of the Board and to the remaining officers. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, or by any such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 6.3 VACANCIES. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by the majority vote of the Board.

Section 6.4 DUTIES OF OFFICERS. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may, from time to time, be specifically decided by the Board.

Section 6.5 COMPENSATION. The officers of the Corporation may be entitled to such compensation as the Board shall from time to time determine, provided that any such officer is not also serving as a member of the Board of Directors.

Section 6.6 DELEGATION OF DUTIES. In the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his/her powers or duties to any other officer or to any other Director.

Section 6.7 LIABILITY. No officer acting within the course and scope of his/her duties shall be personally liable for any debt, obligation or liability of the Corporation.

Section 6.8 CONTRACTS WITH DIRECTORS AND OFFICERS. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more this corporation's directors are directors or have a material financial interest, shall be involved in the approval, solicitation or engagement, directly or indirectly, in any contract or transaction with this corporation, unless (i) the material facts regarding that director'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 prior to the Board's consideration of such contract or transaction; (ii) such contract or transaction is authorized in good faith by the majority of the Board by a vote sufficient for that purpose without counting the votes of the interested director(s); (iii) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a reasonably more advantageous arrangement with reasonable effort under the circumstances; and (iv) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

ARTICLE VII – COMMITTEES

Section 7.1 The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the Corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

Section 7.2 By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated to any committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

ARTICLE VIII – FISCAL YEAR

Section 8.1 The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

ARTICLE IX – RECORDS AND REPORTS

Section 9.1 The Corporation shall keep current and correct records of the accounts, minutes of minutes, and proceedings of the Corporation. Such records will e kept at SDAFF's principal office. Any such records will be in written form or in a form capable of being converted into written form.

Section 9.2 The Board shall cause to be prepared annual or other reports required by law and will make those reports available for inspection by any officer or director. Said required reports shall include an annual report to be sent to the directors and officers of the corporation within 120 days after the end of the corporation's fiscal year. This report shall contain the following information, in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the corporation, as of the end of the fiscal year.
- (ii) The principal changes in the assets and liabilities, including trust funds.
- (iii) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes.
- (iv) The corporation's expenses or disbursements for both general and restricted purposes.
- (v) An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year, provided however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and officers.

ARTICLE X – AMMENDMENTS

New Bylaws may be adopted by or these Bylaws may be amended or repealed by the two-thirds vote of the Board of Director. The Board of Directors may not amend Bylaw provisions fixing the authorized number of directors.