

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ARTICLE I - ORGANIZATION

1. Name. The name of this corporation shall be ARIZONA KNIGHTS OF RIZAL, INC. (AZKOR, INC.).
2. Seal. This organization shall have a seal, in the form attached to this text marked as "Official Seal of AZKOR, INC." and deemed an integral part of these By Laws. AZKOR, INC.'s dry seal shall bear upon its face: (a) in a circular design, the words: "ARIZONA KNIGHTS OF RIZAL, INC." atop, and "NON OMNIS MORIAR" below; (b) within the circle, an equilateral triangle bearing the profile of Dr. Jose Rizal in the center with the name "Jose Rizal" under it, with a five pointed star in every angle of the triangle each mounted on a sun with eight (8) salient rays as background, and (c) also within the circle beneath the triangle in two lines, the entries "Phoenix, Arizona, USA, January 6, 2010". Every diploma and certificate to be issued by AZKOR, INC. and other important documents to be so issued by the Board (Council) requiring the Corporate seal, shall bear this dry seal upon direction of the Board (Council).
3. Change of Name. The corporation may change its name at its pleasure, by a two-thirds vote of the Board of Directors.
4. Principal Office and Area of Operation. The principal office of the corporation for the transaction of its business is located in Maricopa County, Arizona. Its area of operation covers the entire state of Arizona, with flexibility of geographical coverage to encourage the formation of other Knights of Rizal chapters in Arizona.
5. Office Location. The county of the corporation's principal office can be changed only by amendment of these By Laws and not otherwise. But the Board of Directors/Trustees (Chapter Council) can change the principal office from one location to another within Maricopa County, Arizona, by noting the changed addresses and effective dates below, and such changes of address shall not be deemed an amendment of these By Laws:

(A) 221 W. Conrad Drive	Effective Date: June 8, 2008
Phoenix, AZ 85023	
 (B) _____	Effective Date: _____

 (C) _____	Effective Date: _____

6. Offices in Other Places. The corporation may also have offices at such other places, within or without the State of Arizona, where it is qualified to do business, as its business may require and as the Board of Directors/Trustees (Chapter Council) may, from time to time, designate.

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ARIZONA KNIGHTS OF RIZAL, INC.
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ARTICLE II - PURPOSES AND LIMITATIONS

1. General Purposes. This Corporation is organized and operated for the purpose of transacting any and all lawful businesses for which non-profit corporations may be incorporated under the laws of the State of Arizona as may be amended from time to time. This Corporation is organized exclusively for charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Within the meaning of said Section 501(c)(3), US IRC, this Corporation may receive and administer funds for charitable, scientific, literary and/or educational purposes, and to that end, it is empowered:

- (a) to receive, acquire, hold, possess and have title to any property, or any undivided interest therein, without limitation as to amount or value;
- (b) to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in: the instrument under which such property is received, the Articles of Incorporation of this Corporation, these By-Laws, or any applicable laws and regulations; and
- (c) to do any other act or thing necessary or incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors (trustees) or officers except as permitted under applicable laws.

2. Specific Purposes. To the extent that the following conform to said charitable, scientific, literary and/or educational purposes, the general nature of the business to be transacted by this Corporation is hereunder more specifically enumerated, but is not necessarily limited, as follows:

- (a) providing social services such as, but not limited to: assistance for seniors and others needing social justice; counseling for housing, employment and related matters affecting new immigrants, particularly those from the Philippines; and scholarship grants for deserving Filipino-American students.
- (b) helping to sustain inspirational, freedom promoting and self-sufficiency generating projects of non-profits, particularly those of, but not limited to, the "Order of the Knights of Rizal", a nonprofit entity which is a civic, cultural, non-sectarian, non-partisan, and non-racial entity devoted to helping alleviate the sufferings and unfold the full potentials of people through the study, propagation and application of the ideals and teachings of Dr. Jose Rizal, national hero of the Philippines;
- (c) supporting programs and projects for the preservation and restoration of human dignity (to encompass rights and responsibilities) among peoples wherever there is a need therefor, which support shall be provided through charitable, scientific, literary and/or educational activities;
- (d) operating as a self-governing Chapter, in the State of Arizona, USA, of the global "Order of the Knights of Rizal" with all the rights and prerogatives to the ceremonies and privileges as well as to the authorization of its members to wear the uniform(s), insignias, badges, emblems, distinctive ribbons or membership rosettes or buttons of the "Knights of Rizal"; and
- (e) implementation of other projects consistent with the humanitarian vision and purposes of the "Knights of Rizal" in the compliance with and pursuant to Section 501(c)(3) of the United States Internal Revenue Code.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
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The foregoing enumeration of specific purposes shall not be deemed to limit or restrict the general powers of this Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is incorporated.

3. Character of Affairs. The character of affairs of this corporation will be that of a public charity under Section 501(c)(3) of the United States Internal Revenue Code, as amended, organized and operated exclusively for any or all of the following purposes: charitable, scientific, literary, and educational.

4. Strategic Approach. To accomplish the foregoing general and specific purposes, this corporation shall accept, raise, receive, hold, invest, reinvest, manage, administer and have title to contributions, donations, gifts, legacies, bequests, devises, funds, benefits of trusts and property of any sort or nature, and shall accordingly judiciously apply, use or expend the income or principal thereof, for the purposes for which this organization has been established.

5. Limitations.

(A) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No member, director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publication or distribution of statements relating to such campaign.

(C) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations that qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or to the federal government, or to a state or local government, for a public purpose.

6. Adoption by Reference of Charter Purposes, Objectives, Limitations and Organizational Principles. The purposes, objectives, limitations, organizational principles and other matters contained in: (a) the Charter of the Order of the Knights of Rizal otherwise known as Republic Act No. 646 (entitled "An Act To Convert The "Orden De Caballeros De Rizal" Into A Public Corporation To Be Known In English As "Knights Of Rizal" And In Spanish As "Orden De Caballeros De Rizal", And To Define Its Purposes And Powers") and (b) the existing By-Laws of the Order of the Knights of Rizal and amendments thereof, are hereby adopted by reference and made integral parts of these By-Laws, provided they are consistent with Arizona state law and United States federal law.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

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ARTICLE III - MEMBERSHIP

1. Qualifications for Membership. All persons of legal age, of good moral character and reputation, who are (a) willing to learn more about Rizal and follow his teachings and (b) sympathetic to the purposes of the Knights of Rizal, are eligible for active membership, upon approval by the Chapter Council of a written application therefor duly endorsed by at least two active members of AZKOR, INC.

2. Regular Members. Members of AZKOR, INC. shall be known as Knights of Rizal (*Caballeros de Rizal* or *Mga Maginoong Maka-Rizal*) and shall be classified by degree from the 1st degree up to the 5th degree. AZKOR, INC. shall have regular members who are those who join this Chapter and go through the normal initiation process and screening by its Chapter Prefectural Tribunal. They start as Knights of Rizal (KR) and are levied annual dues to maintain their good standing. Regular members of AZKOR, INC. include Knights who transfer membership from another Chapter to this Chapter. AZKOR, INC. shall give due recognition and honor to all those conferred honorary memberships by the Supreme Council of the Order of the Knights of Rizal.

3. Membership Degrees. The degrees of membership are as follows:

(A) First Degree – KNIGHT OF RIZAL (KR). A Knight of Rizal is one who has been initiated in the first degree of the Order. Any person of legal age, of good moral character and reputation, who believes in Rizal and is willing to learn more about him and follow his teaching is eligible for admission in this degree. Application for membership shall be made in writing, duly recommended by at least two (2) members in good standing of the Order, screened and favorably endorsed by AZKOR, INC's Prefectural Tribunal, and approved by the Chapter Council.

(B) Second Degree – KNIGHT OFFICER OF RIZAL (KOR). A Knight Officer of Rizal is one who has been elevated to the second degree of the Order upon fulfillment of the following minimum degree of work requirements: He must have served at least six (6) months in the first degree, must be favorably recommended by AZKOR, INC's Prefectural Tribunal, and approved by the Chapter Council.

(C) Third Degree – KNIGHT COMMANDER OF RIZAL (KCR). A Knight Commander of Rizal is one who has been exalted to the third degree of the Order. Any Knight of Rizal, regardless of the degree he is in or of the time he has meritoriously served therein, who has fulfilled the requirements as may be prescribed by the Supreme Council for the purpose, may be exalted as "Knight Commander of Rizal" upon approval of the Supreme Council. A Knight of Rizal who has been elected as member of the Supreme Council or as a Chapter Commander, or has been given lifetime membership, shall be qualified for exaltation as Knight Commander of Rizal. Provided, however, that any person, not a member of the Order, who has distinguished himself by meritorious service which has enhanced the objectives of the Order or has written a book of general acceptance on Rizal, may also be exalted to this degree, as regards this Corporation, upon written recommendation of AZKOR, INC's Prefectural Tribunal to AZKOR, INC's Board of Directors/Chapter Council, and upon endorsement of the latter to the Supreme Council for its approval. The Supreme Council may on its own, and upon written recommendation of its Prefectural Tribunal, also exalt such a person to this degree. The written recommendation of the concerned Prefectural Tribunal shall specifically state the achievements of the candidate which have been considered as the bases for the recommendation for exaltation.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



(D) Fourth Degree – KNIGHT GRAND OFFICER OF RIZAL (KGOR). A Knight Grand Officer of Rizal is one who has been exalted to the second highest degree of the Order. Any Knight of Rizal or any person who has performed an outstanding achievement for the Order, may be conferred the degree of Knight Grand Officer of Rizal by the Supreme Council. A Knight of Rizal, with a third degree or lesser rank, who has been duly elected as Supreme Trustee, shall be exalted to the fourth degree with the rank of Knight Grand Officer of Rizal.

(E) Fifth Degree – KNIGHT GRAND CROSS OF RIZAL (KGCR). A Knight Grand Cross of Rizal is one who has been exalted to the highest degree of the Order. Any Knight of Rizal or any person who has performed an outstanding achievement for the Order, may be conferred the degree of Knight Grand Cross of Rizal by the Supreme Council at a Regular or Special General Assembly called for the purpose. After the election and organization of the Executive Officers of the Order, a trustee of the Supreme Council elected as Supreme Commander shall be conferred the Knight Grand Cross of Rizal.

4. Membership Dues. AZKOR, INC. may collect from its members an annual membership fee in such amount that the member concerned may be willing or can afford to pay, irrespective of rank or position, provided that the same shall not be less than twenty-five US dollars (US\$25.00) a year, which shall be payable on the last day of January of each year or on the date adjusted by the Board of Directors as it might deem necessary for the best interest of this Corporation. The Board or Chapter Council may increase this minimum amount at its discretion. The fees collected from the members shall constitute the operating fund of the Corporation to be used for its activities and projects, and for the payment of the corresponding chapter and other fees determined by the Supreme Council, which fees shall be remitted on or before the appointed dates.

5. Member in Good Standing. Every member of AZKOR, INC. who has paid all membership dues, authorized assessments and other valid charges, plus applicable surcharges owing thereon, and who is not under suspension from the exercise of any membership right or privilege, is a member in good standing of AZKOR, INC.

6. Donations. Voluntary contributions or donations may be accepted from members or from the public. Members of the Order who have contributed or donated the minimum amounts specified in the Charter and By-Laws may qualify for lifetime membership pursuant to Supreme Council procedures established for the purpose.

7. Termination or Suspension of Membership.

(A) Membership in the Order may be terminated:

By death or voluntary resignation;

By failure or refusal to pay the annual membership dues, authorized assessments or other valid charges, plus applicable surcharges owing thereon, after having been duly served at least three (3) written notices; or

By the commission of, or involvement in, any offense involving moral turpitude, or any misconduct or misbehavior affecting the dignity, integrity and/or reputation of the Order including, but not limited to, defiance of, or refusal to obey, an order or decision of the Council of Elders.

(B) Membership in the Order may be suspended, rather than terminated, depending on the circumstances of each case, for any of the causes specified in Section 7(A)[2] or 7(A)[3] above.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
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8. Power to Investigate. The Board of Directors/Trustees (Chapter Council), in the case of any AZKOR, INC. members, shall have the power to investigate and determine whether or not a member should be suspended or terminated. Provided, however, that the member concerned shall be notified in writing by the Pursuivant, as the case may be, of such investigation at least ten (10) calendar days prior to the date set for the hearing. An affirmative vote of two-thirds (2/3) of the Board (Council), sitting *en banc*, shall decide a case of suspension or termination. Provided, further, that the decision of the Chapter Council for suspension or termination may be appealed to the Supreme Council for final decision.

9. Reinstatement. Any member of AZKOR, INC. whose membership has been terminated or suspended under Section 7(A)[2] of this Article may be reinstated upon recommendation of five (5) members in good standing and approval of the Board (Council). Provided, however, that in the case of termination or suspension of membership under Section 7 (A)[2] of this Article, reinstatement of the member concerned may be effected only, in addition to the fulfillment of the requirements herein, by full settlement of all his back accounts to AZKOR, INC.

ARTICLE IV - BOARD OF DIRECTORS/TRUSTEES (CHAPTER COUNCIL)

1. Administration and Governance. Subject to the pertinent provisions of Arizona Law, other applicable laws or regulations, this corporation's Articles of Incorporation and these By Laws, the general administration and direction of the affairs of AZKOR, INC., all its activities and affairs, and all its corporate powers shall be in the hands or under the direction of, and shall be managed, executed and conducted by the Board of Directors/Trustees (Chapter Council) of nine (9) Members, which is hereby vested with full powers and authority to act and perform all such functions as the corporation itself may do and perform. The members of the Board of Directors/Trustees (Chapter Council) shall be elected by Members from among themselves.

2. Initial Composition. Until otherwise changed by vote of the Members, the initial Board of Directors/Trustees (Chapter Council) is composed of the following persons:

<u>Names</u>	<u>Addresses</u>
Conrado R. Ballecer, Jr.	221 W. Conrad Drive, Phoenix, AZ 85023
Emmanuel Torres	16003 N. 170th Lane, Surprise, AZ 85388
Rudy Lim	18425 N. 14 th St., Phoenix, AZ 85022
Vicente O. Enciso	3206 N. 136th Drive, Avondale, AZ 85392
Franklin D. Rosales	3416 N. 45th Place, Phoenix, AZ 85018
Herminio Mendoza	4600 E. Ocotillo Rd., Paradise Valley, AZ 85253
Bernabe C. Rodriguez	13609 W. Earll Dr., Avondale, AZ 85392
Urso A. Penalosa	8520 W. Palm Lane, 1031, Phoenix, AZ 85037
Marcelino Catuira	667 E. La Costa Dr., Chandler, AZ 85249

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



3. Specific Powers. Consistent with its exercise of general corporate powers, the Board (Council) can, at appropriate times and circumstances it may choose, do any or all of the following:

- (a) Solicit, collect, receive, acquire, hold, have title to and invest money and property, both real and personal, whether or not received as gift, contribution, bequest, devise or otherwise; sell and convert all types of property into cash; and use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation, for the purposes for which this corporation is formed;
- (b) Act as trustee under any trust created to provide funds for the principal objectives of this corporation and receive, hold, manage and use funds and property subject to such trust;
- (c) Borrow money and incur indebtedness on behalf of this corporation and, for the corporation's purposes, cause to be executed and delivered - in the corporate name - promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
- (d) Buy or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of mortgages, pledges, hypothecations or encumbrances; deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association, and while being owner or holder thereof, exercise all the rights, powers and prerogatives of such ownership;
- (e) Enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, county, parish, state, territory, government (foreign or domestic), other municipal or governmental subdivision, and any other juridical entity; and
- (f) Perform any other tasks expected of juridical entities, especially those of non-profit, public benefit corporations, such as this entity.

4. Duties. It shall be the duty of the Directors/Trustees (Chapter Council Members) to:

- (a) Perform any and all duties and powers imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these By Laws; among others, each Member of the Board of Directors/Trustees is expected to provide competence and support in the areas of: governance and planning, advocacy and outreach, finance and stewardship, philanthropic leadership; programming and evaluation undertakings; and excellence in the espousal of the principles and ideals of Dr. Jose Rizal;
- (b) Conduct, manage and control the affairs and business of the corporation, and make necessary rules or regulations consistent with federal and state laws, the Articles of Incorporation of this Corporation, and these By Laws;
- (c) Supervise, as a body, all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Select and appoint outstanding Knight or Knights, with at least KCR rank, as Adviser(s) of AZKOR, INC. who shall, upon the Council's request, recommend and provide wisdom, advice and guidance on Rizalist Ideals, policies, Chapter direction and other matters the Board may wish to consult on;
- (e) Adopt and use a corporate seal as well as alter the said seal and certificates, conformably with the Charter, By-Laws and issuances of the Supreme Council of the Order of the Knights of Rizal;
- (f) Meet at such times and places as required by these Bylaws;
- (g) Register their addresses with the Pursuivant (Secretary) of AZKOR, INC. for inclusion in the Directors'/ Trustees' Roll Book and undertake that notices of meetings mailed or faxed or emailed to them at such addresses shall be deemed valid notices thereof.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



5. Term of Office. Each Director/Trustee shall hold office for a period of two (2) years, renewable for another term of two years, and until his or her successor is elected and qualifies.
6. Corporate Action. The Board of Directors/Trustees (Chapter Council) shall only act in the name of the Corporation when it is regularly convened by its Commander (President/CEO) after due notice to all the Directors/Trustees of such meeting.
7. Rules. The Board of Directors/Trustees (Chapter Council) may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
8. Restriction Regarding Interested Directors/Trustees. Notwithstanding any other provision of these By-Laws, not more than one of the persons serving on the Board/Council may be interested persons. For purposes of this Section, the phrase "interested persons" means either:
 - (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director, as might be authorized; or
 - (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE V - CORPORATE OFFICERS

1. Officers. The officers of this Corporation shall be elected by the members of the Board (Council) from amongst themselves and shall be as follows:

Commander
Deputy Commander
Chancellor
Pursuivant
Exchequer
Archivist
Auditor
Deputy Pursuivant, and
Deputy Exchequer

2. Commander. The Commander is the President/Chief Executive Officer of AZKOR, INC. and as such he shall have general supervision over the management of the affairs of the corporation. He shall preside at all the meetings of the Board of Directors/Trustees (Chapter Council) and the AZKOR, INC. Assemblies. He shall sign all certificates, diplomas, contracts and all other important documents and shall also sign all checks or withdrawal slips drawn against bank accounts, jointly with the Exchequer. He shall create with the approval of the Board (Council), all committees of the Board (Council) which he may deem necessary; and shall submit to the Annual General Assembly a report covering the activities of the Board (Council) in particular and of AZKOR, INC. in general during each year of his incumbency. He shall call Regular or Special General Assemblies of AZKOR, INC. or special meetings of the Board (Council) whenever he deems it necessary. He shall ensure through oversight that all books, reports and certificates required by law are properly kept or filed. He shall have and exercise such powers as are reasonably construed as belonging to the Chief Executive Officer of any organization. He shall represent the Board of Directors/Trustees (Chapter Council) in the relations of this Corporation with all levels of the American government, with the Supreme Council of the Order of the Knights of Rizal and its instrumentalities, and with all other entities whether natural or juridical, private or public. And he shall perform such other duties as are incident to his office or required of him by these By-Laws, the Articles of Incorporation of this corporation, and pertinent state and federal laws and regulations.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



3. Deputy Commander. The Deputy Commander (Vice-President) shall assist the Commander in the performance of his duties, and in the absence, illness, inability or resignation of the Commander, shall have the powers and discharge the duties of the Commander. In the absence of the Commander, he shall sign all checks or withdrawal slips drawn against bank accounts, jointly with the Exchequer or Deputy Exchequer or such other officer designated by the Board (Council). He shall assume the responsibilities of a Vice President for Administration and for Operations, serving as the Commander's oversight point-person for administrative compliance as well as for the implementation of AZKOR, INC's programs and projects, and shall perform such other obligations as the Commander or the Board (Council) may direct.

4. Chancellor. In the event that both the above officers are unable to discharge their duties as herein prescribed, the Chancellor shall be the Commander pro-tempore with all the powers and duties of the Commander. The Chancellor (or VP for Ceremonies & Communications) shall be the ceremonial officer of the Board (Council) and as such shall assist the Commander in all the ceremonies of the Board (Council), in the installation of officers or members and in all social and civic activities of the Board (Council). He shall also assume the responsibilities of a Vice President for Marketing, to take charge of communicating and letting the world know, appreciate, and be committed to the support of the vision, purposes, programs and projects of this Corporation and shall perform such other duties as may be required of him by the Commander or Board (Council).

5. Pursuivant. The Pursuivant (Secretary) shall inscribe the minutes and records of the corporation in appropriate books; shall file any certificate required by any statute, federal or state; and shall give and serve all notices to Directors/Trustees of this organization. He shall be the custodian of the official seal of this corporation and shall ensure that said seal shall be imprinted on all official documents of the corporation. He shall present and submit to the Directors/Trustees at meetings any letter or communication addressed to him as Pursuivant (Secretary) of the corporation. He shall attend to all corporate correspondence of this organization and shall prepare and publish all orders and resolutions of AZKOR, INC. when directed by the Commander. In the absence of both the Commander and Deputy Commander, he shall sign all checks or withdrawal slips drawn against bank accounts, jointly with the Exchequer and, in general, shall perform such other duties as are incident to his office or required by the Board (Council).

6. Exchequer. The Exchequer (Treasurer) shall be the custodian of the funds and properties of the Corporation and shall keep an accurate account of all money received and disbursed by him. He shall deposit all collections and funds of the Board (Council) and, upon direction of the Board (Council), he shall cause to be deposited in a regular business bank or trust company a sum specified by the Board (Council) and the balance of the funds of the organization shall be deposited in a savings bank or credit union, except that the Board (Council) may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the State of Arizona. He shall sign all checks or withdrawal slips drawn against such funds when disbursements thereof are authorized by the Board (Council), jointly with the Commander, or the Deputy Commander, or the Chancellor, or Pursuivant, as the case may be. No special fund may be set aside that shall make it unnecessary for the Exchequer to sign the checks issued upon it. He shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board (Council) meeting where said report was made. He shall submit to the Annual General Assembly the audited report covering the financial condition of the corporation during each year of his incumbency and shall perform such other duties as are incident to his office or required of him by the General Assembly or by the Board (Council).

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

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7. Archivist. The Archivist (or Historian/Librarian) shall keep all records, files, correspondence and documents of AZKOR, INC. and of the Board (Council) as may be directed by the Board (Council). He shall act as Historian and Librarian thereof and make recommendations for the acquisition of such books, relics, or other objects pertaining to Dr. Jose Rizal or of interest to the Order. He shall perform such other duties as are incident to his office or required of him by the Board (Council).

8. Auditor. The Auditor shall review and audit the disbursements and expenses of the Corporation from time to time and shall certify to the Board (Council) in writing that the financial statements and reports of the Exchequer were audited and reviewed by him and that the expenses and disbursements as shown therein are duly authorized by the Board (Council) in accordance with the provisions of these By-Laws. He shall perform such other duties as are incident to his office or required of him by the Board (Council).

9. Deputy Pursuivant and Deputy Exchequer. The Deputy Pursuivant (Assistant Secretary) and the Deputy Exchequer (Assistant Treasurer) shall respectively assist the Pursuivant and the Exchequer in the performance of their respective duties. They shall also perform such duties as may be assigned to them by the Board (Council).

10. Other Officers and Staff. In the exercise of its discretion to determine what is necessary and best for the conduct of the business of this corporation, the Board (Council) shall determine positions, hire and fire employees for and from such positions, as well as prescribe the duties and fix the compensation of every officer, agent or employee of the corporation, in accordance with applicable laws and regulations. Accordingly, the Board (Council) may appoint an Executive Director or a Webmaster, and may create such other staff or employee positions, with such duties and reasonable compensations as it may determine appropriate, for the effective and efficient day-to-day administration of AZKOR, INC.

11. Initial Officers. Initially, the Officers of this Corporation shall be the following:

<u>Positions</u>	<u>Names</u>	<u>Addresses</u>
Commander	Conrado R. Ballecer Jr.	221 W. Conrad Dr., Phoenix, AZ 85023
Deputy Commander	Emmanuel Torres	16003 N. 170th Lane, Surprise, AZ 85388
Chancellor	Rudy Lim	18425 N. 14 th St., Phoenix, AZ 85022
Pursuivant	Vicente O. Enciso	3206 N. 136th Drive, Avondale, AZ 85392
Exchequer	Franklin D. Rosales	3416 N. 45th Place, Phoenix, AZ 85018
Archivist	Herminio Mendoza	4600 E. Ocotillo Rd., Paradise Valley, AZ 85253
Auditor	Bernabe C. Rodriguez	13609 W. Earll Dr., Avondale, AZ 85392
Deputy Pursuivant	Urso A. Penalosa	8520 W. Palm Lane, 1031, Phoenix, AZ 85037
Deputy Exchequer	Marcelino Catuira	667 E. La Costa Dr., Chandler, AZ 85249

12. Term of Office. The terms of office of Officers shall be two (2) years to coincide with their terms in the Board (Council) or until their replacements are selected and qualified.

13. No compensation. No officer/director/trustee shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director or trustee from receiving any compensation from this corporation for duties other than as a director or trustee or officer.

14. Removal. A Director/Trustee/Officer may be removed when sufficient cause exists for such removal. The Board (Council) may entertain charges against any Director/Trustee/Officer. Any such Director/Trustee/Officer under removal proceedings may hire an attorney to represent him. The Board (Council) shall adopt such rules for this type of hearing as it may, in its discretion, consider necessary for the best interests of the organization. The Board (Council) may adopt a decision to remove a Director/Trustee by a majority vote of all its members.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



15. Vacancy. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any Director/Trustee/Officer shall be filled by the Members of AZKOR, INC. at a meeting called for the purpose. In the event of a vacancy in any office other than that of Commander, such vacancy may be filled temporarily by appointment by the Commander until such time as the Members shall fill the vacancy.

ARTICLE VI - ELECTIONS OF BOARD (COUNCIL) AND OFFICERS

1. Date of Election. The election of the nine (9) elective members of the Board of Directors/Trustees (Chapter Council) shall take place on the second Sunday in February of each year or on such date as the Board/Council may designate, as it may deem necessary for the best interest of AZKOR, INC.

2. Procedure. The following procedure shall be followed:

- (a) Only members in good standing as provided for in Section 5 of Article III of these By-Laws shall be entitled to vote or be voted upon for any office or position in AZKOR, INC.
- (b) Nominations for the nine elective members of the Board of Directors/Trustees (Chapter Council) shall first be submitted by a Nomination Committee previously constituted by the Board (Council) in any number as it may deem wise. Additional nominations on the floor may, however, be made by any member in good standing.
- (c) All nominees for the Board of Directors/Trustees (Chapter Council) shall first accept the nomination before they may be voted upon. Nominees present in the AZKOR, INC. assembly may manifest such acceptance verbally or in writing; nominees not present shall manifest such acceptance in writing.
- (d) After the nominations are closed, the members present and qualified to vote, shall proceed to vote, depositing their ballots in a box provided for that purpose.
- (e) As soon as the voting is closed, the Commander shall appoint a Board of Canvassers and Chairman thereof from among the voting members who shall canvass the ballots cast. The results of the voting shall be reported to the Commander by the Chairman of the Board of Canvassers.
- (f) The nine candidates securing the highest number of votes shall be proclaimed by the Commander.
- (g) The newly elected members of the Board of Directors/Trustees (Chapter Council), including the immediate past Commander who shall preside, shall then meet and elect from among themselves the Officers as provided for in Section 1 of Article V of these By Laws.
- (h) The elected Officers shall take and sign before the outgoing Commander the prescribed oath of their respective offices.
- (i) The members of the new Board of Directors/Trustees (Chapter Council) may, at their discretion, postpone the election of the Officers.

ARTICLE VII - MEETINGS AND QUORUMS

1. Assemblies. AZKOR, INC. shall hold annual and whenever necessary, special general assemblies. The Annual General Assembly shall be held in the first quarter of the year, with the specific date to be fixed by the Board (Council) at its June meeting prior to such Annual General Assembly.

2. General Assembly for Elections. The General Assembly for the purpose of electing Directors /Trustees of the Board (Council), as provided for in Section 1 of Article VI of these By-Laws, shall be held every two years on the second Sunday of February of the relevant year or on such other date as the Board (Council) may determine.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



3. Other Annual Assemblies. Other Annual Assemblies shall take place in June and December of each year to celebrate Dr. Rizal's coming to the light and to commemorate his martyrdom, as well as for any or all of the following purposes: (a) initiation of new members [Knight of Rizal]; (b) elevation to the 2nd degree [Knight Officer of Rizal]; or (c) any other purpose as the Board/Council may determine to be appropriate.

4. Special General Assemblies. Other than those provided for in Section 3 of this Article, Special General Assemblies may be called by the Commander, at his discretion or upon written request of at least ten (10) members in good standing, on such date, time and place as the Commander may determine, for the purpose of strengthening relations and for such other purposes as he may deem necessary. The notice shall state the reasons for calling the meeting, who called for it, and the business to be transacted at such meeting. Only the business specified in the notice may be transacted at such special meeting, unless the Members present unanimously agree to consider another item of business.

5. Board Meetings. The Board (Council) shall hold regular meetings once a month. The Commander may call special meetings of the Board (Council) at his discretion or upon written notice of at least three (3) members of the Board (Council) on such date, time and place as the Commander may designate and for such purpose as he may deem necessary. Any Knight of Rizal may be invited by the Commander to attend any meeting of the Board (Council) for the purpose of expressing his opinion on matters of interest to AZKOR, INC.

6. Quorum. A majority of the members in good standing present at any annual general or special general assembly shall constitute a quorum. Once quorum has been declared by the Commander at any such general assembly, any and all proceedings held therein shall be considered valid in all respects. In meetings of the Board (Council): the attendance of five (5) members thereof shall constitute a quorum; a lesser number of Directors/Trustees may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws; the Pursuivant shall cause a notice of this scheduled meeting to be sent to all those Directors/Trustees who were not present at the meeting originally called; a quorum as set forth above shall be required at any such adjourned meeting.

7. No proxy. No proxies shall be accepted or recognized at any general assembly of AZKOR, INC.

8. Notices. Notices of annual or special general assemblies shall state the date, time, place and purpose or purposes of such General Assembly and shall be mailed, faxed and/or emailed to each Member fifteen (15) days prior to the date set for such General Assembly. Notices for the meetings of the Board (Council) shall be mailed or delivered personally to each Director/Trustee at least three (3) days prior to the date set for such meeting.

9. Waiver of Notice. Notice of Meetings need not be given to any Director/Trustee or Member who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting such lack of notice to him prior to the meeting or at its commencement.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



10. Board Action By Unanimous Written Consent Without Meeting. Any action required or allowed to be taken by the Board of Directors/Trustees (Chapter Council) under any provision of law may be taken without a meeting if all members of the Board (Council) shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined above. Such written consent or consents shall be filed with the minutes of the proceedings of the Board (Council). Such action by written consent shall have the same force and effect as the unanimous vote of the Directors/Trustees. 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 unanimous written consent of the Board of Directors/Trustees without a meeting and that the By-Laws of this Corporation authorize the Directors/Trustees to so act, and such statement shall be *prima facie* evidence of such authority.

11. Use of Conference Equipment. Members of the Board of Directors/Trustees (Chapter Council) may participate in any meeting of the Board (Council) through the use of conference telephone, videophone, telecopy or telefax transmission, email or similar or new set of communications equipment. As a rule, this facility will not be used in assemblies but the Board (Council) may allow for exemptions, as circumstances may warrant.

ARTICLE VIII - VOTING

1. Voice Vote. All votes shall be by voice at all meetings, except for the election of Directors/Trustees. For elections, ballots shall be provided and there shall not be any place or mark on those ballots that might tend to indicate the person who cast the ballot. The Board (Council) may, however, dispense with this ballot requirement by voice vote.

2. Ballots. At any regular or special meeting, any question may be voted upon in the manner and style provided for the election of Directors/Trustees, if a majority so requires.

ARTICLE IX - ORDER OF BUSINESS

1. Order of Business. The normal order of business of meetings of this Corporation shall be:

- (a) Calling of meeting to order;
- (b) Roll call;
- (c) Determination of quorum;
- (d) Reading and approval of minutes;
- (e) Unfinished business;
- (f) New business; and
- (g) Adjournment

ARTICLE X - COUNTERPART ORGANIZATIONS

1. Counterparts. AZKOR, INC. recognizes and adopts as counterpart organizations those entities so designated by the Supreme Council of the Order for being all dedicated to the same aims and purposes as the Knights of Rizal. The Board (Council) may, as it deems proper and necessary, and conformably with Supreme Council guidelines, recognize as a counterpart organization any other organization which is dedicated to and interested in promoting the purposes of the Order. AZKOR, INC shall collaborate and coordinate activities with said organizations and the Supreme Council in pursuance of common objectives.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ARTICLE XI - COMMITTEES

1. Board Discretion. The Board of Directors/Trustees (Chapter Council) shall appoint all committees of this organization. Except for the permanent committees herein specified, the term of office of such committees shall be for a period of one year; but the Board may shorten or lengthen this term, as it may deem fit. After the election of the members of the Board (Council) and the organization of the elected officers, the permanent functional committees are reactivated or additional committees are created to carry out the various activities of the Order. Aside from the Executive Committee, whose membership shall be set by the Board/Council from 5 to 9 members, each permanent committee shall have one to three members. The categories and names of these permanent Committees are as follows:

A. COORDINATION

Executive Committee

B. ADMINISTRATION

Prefectural Tribunal Committee
Finance & Resource Development Committee
Legislative and Legal Affairs Committee
Public Issues Committee
Protocol, Ceremonial and Heraldry Committee
Nomination Committee
Publications and Research Committee
Public Relations Committee
Counterpart Organizations Committee
June 19th and December 30th Committee

C. OPERATIONS

Charity and Social Services Committee
Science and Self-Sufficiency Committee
Education and Scholarships Committee
Literary, Rizal Essay & Oratorical Contests Committee

2. Executive Committee. The Executive Committee is responsible, subject to the direction of the Board (Council), for the formulation of guidelines, programs and operating policies and for the direction, coordination, and management of operations and activities of AZKOR, INC. The Commander shall be the Chairman of the Committee and shall have a membership, as the Board (Council) may determine, of not less than five (5) and not exceeding nine (9), including the chair in both cases, all of whom are members of the Board (Council). For its minimum number, this Committee's membership shall be composed of the Commander, Deputy Commander, Chancellor, Pursuivant, and Exchequer. This Committee shall, among others, specifically perform the following functions:

(a) Governance Oversight. To provide oversight on behalf of the Board (Council) in respect of the governance of the Corporation, with particular focus on transparency and social responsibility. It shall research, design and recommend any and all possible action plans to actualize this Corporation's reason for being, in coordination with concerned committees. It shall also be responsible for maintaining the currency of the Corporation's By-Laws and recommending amendments as needed, and for this purpose, shall call on the Legislative and Legal Affairs Committee for assistance.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



(b) Board (Council) Development. To assess the strengths and operations of the Board (Council) and its committees on an on-going basis as well as forecast and provide for their leadership needs for the future. For this purpose, it shall pay particular attention to: [i] developing and maintaining a roster of Members who can be considered for membership in the Board and its committees, through elections, with the help of the Prefectural Tribunal Committee; [ii] monitoring the participation of Board and committee members to ensure effective governance of the Corporation, and reporting annually to the Board (Council) concerning the same; [iii] nominating through the Nominations Committee suitable Members to fill vacancies on the Board (Council), as well as recommending officers and committee chairs; and

(c) Financial Operations. To oversee all financial operations of the AZKOR, INC., receive and review quarterly reports comparing budget-to-actual expenses, recommend approval by the Board (Council) of program and project budgets as submitted by the Committee Chairs or the Executive Staff, if any, and work with the Finance Committee to make financial projections and prepare annual operational budgets for approval by the Board (Council).

3. Prefectural Tribunal Committee. This committee, to be composed of the Deputy Commander (as Chairman) and two members, shall constitute AZKOR, INC.'s Prefectural Tribunal and shall also undertake the functions of a membership committee for searching and making initial contacts of prospective members of the Order, screening them, conducting interviews and making recommendations of those qualified for admission to Membership in the various degrees of the Order pursuant to the Code of By-Laws. The committee may also recommend those deserving of conferment and awards including the distinguished service cross and distinguished service star. It shall work closely with the Executive Committee for Board (Council) Development functions.

4. Finance & Resource Development Committee. This committee, to be composed of the Exchequer (as Chairman), the Deputy Exchequer and a member, shall in general focus on the aspect of sourcing and management of funds and shall, in particular, develop and implement approved programs and courses of action that would produce funds and resources for this Corporation's continued existence, operation and growth. It shall generate creative programs or projects that would bring to the Corporation residual and growing income and resources and shall find ways and means of financing the various activities and programs of AZKOR, INC. pursuant to its objectives. It shall attend to matters pertaining to collection, disbursement and programming of the funds of the Order and shall team up with the Executive Committee in making financial projections and the performance of financial operations functions.

5. Legislative and Legal Affairs Committee. The Legislative and Legal Affairs Committee shall monitor legislative developments in Arizona, the US, the Philippines and other parts of the world, as these developments may affect AZKOR, INC. and the Order. It shall make studies and recommendations for safeguarding the interests of the Order in the legal arena. This Committee shall be composed of one Member who shall have legal training and, in appropriate cases if admitted to the Arizona Bar, act as the Legal Counsel of AZKOR, INC; otherwise, the Board/Council may opt to hire an attorney for the purpose of legal representation. This Committee shall assist and coordinate with the Executive Committee for the continuing review and update of these By-Laws.

6. Public Issues Committee. The Committee on Public Issues gathers, collates, observes, analyzes and examines the current and continuing vital public issues as these might affect the goals and objectives of AZKOR, INC. and the Order in particular, and of the US and the Philippines in general, to the end that legitimate measures may be recommended, approved, taken and pursued in keeping with the basic principles of freedom, justice, honor and general welfare. This Committee shall be composed of one member.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



7. Protocol, Ceremonial and Heraldry Committee. This committee, to be composed of the Chancellor (as Chairman) and a member, shall see to it that the approved rituals and ceremonies of the Order are observed and implemented. It may recommend improvements on such rituals and ceremonies. It may also make recommendations on the insignia, uniforms, banners, seals and other symbolic paraphernalia to be used or adopted by AZKOR, Inc. and the Order, and to make such other recommendations for improvement or alteration of the same. It shall also spearhead AZKOR, INC's implementation of the specific purpose of "operating as a self-governing Chapter, in the State of Arizona, USA, of the global 'Order of the Knights of Rizal' with all the rights and prerogatives to the ceremonies and privileges as well as to the authorization of its members to wear the uniform(s), insignias, badges, emblems, distinctive ribbons or membership rosettes or buttons of the Knights of Rizal" [Art. II(2)(d)].

8. Nomination Committee. This committee, to be composed of a Chairman and two members, shall receive, submit and propose the names of qualified members for nominations to the Board (Council) on or at any annual election of directors/trustees pursuant to the Code of By-Laws. It shall coordinate with the Executive Committee in the performance of board development functions.

9. Publications and Research Committee. This committee, to be composed of the Pursuivant (as Chairman) and the Deputy Pursuivant, shall gather, edit, collate, compile and recommend publication of all lectures, bulletins, speeches, and other scholarly works to the Board (Council) for distribution and dissemination to AZKOR, Inc. members, the Supreme Council, other chapters of the Order, counterpart organizations or the general public.

10. Public Relations Committee. This committee, to be composed of the Chancellor (as Chairman) and a member, shall propose and undertake programs to inform the general public of the activities of the Order and to promote the objectives of the Order to a wider segment of society. It shall propose, refine and execute approved communications and marketing strategies to include branding and related matters.

11. Counterpart Organizations Committee. This committee, to be composed of a Chairman and a member, shall establish, maintain and cultivate working relationships with recognized counterpart organizations and shall coordinate activities of interest to AZKOR, INC., the Order and other affiliated organizations. It shall also recommend and oversee the approved programs of activities for institutional chapters of students in schools, colleges and universities. Such recommendations on programs may refer to organization, supervision, discipline and compliance with rules and regulations promulgated by the Supreme Council from time to time.

12. June 19th and December 30th Celebrations Committee. This committee, to be composed of a Chairman and a member, shall recommend and execute the approved measures to ensure that appropriate activities or ceremonies are undertaken to celebrate the birth and commemorate the death of Dr. Jose Rizal, and shall coordinate with other committees to accomplish this mandate.

13. Charity and Social Services Committee. This Committee, to be composed of a Chairman and two members, shall recommend and, once approved by the Board/Council, execute projects and activities in implementation of: (a) the charitable purposes of AZKOR, INC. as a non-profit entity and (b) the specific purpose of providing such social services as [1] assistance for seniors and others needing social justice and [2] counseling for housing, employment and related matters affecting new immigrants, particularly those from the Philippines [Art. II(2)(a)]. For these purposes, it shall prepare plans, guidelines and programs, subject to approval by the Board/Council, to be pursued by AZKOR, INC. on a year-round basis; it shall coordinate with other committees in the execution of its programs to accomplish charitable, civic and patriotic objectives and, in appropriate cases, to respond to the call of emergencies and humanitarian causes. Through this Committee, AZKOR, INC. members can emulate the example of Rizal in Dapitan as a community worker.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



14. Science and Self-Sufficiency Committee. This Committee, to be composed of a Chairman and two members, shall recommend and, once approved by the Board/Council, execute projects and activities in implementation of: (a) the scientific purposes of AZKOR, INC. as a non-profit entity, and (b) the programs and projects for helping to sustain inspirational, freedom-promoting and self-sufficiency generating projects of non-profits like those of, but not limited to, the "Order of the Knights of Rizal", an entity devoted to helping alleviate sufferings and unfold potentials of people through the study, propagation and application of the ideals and teachings of Dr. Jose Rizal [Art. II (2)(b). It shall undertake to bring forth the positive and dynamic AZKOR, INC. Rizalist who is aware of the plight of the less fortunate, analyzes the problems of the people and the community, and addresses challenges like hunger, disease, insecurity and destitution. To this end, this Committee shall also focus on putting into effect the implementation of other projects consistent with the humanitarian vision and purposes of the Knights of Rizal in the compliance with and pursuant to Section 501(c)(3) of the United States Internal Revenue Code. [Art. II (2)(e)].

15. Education and Scholarships Committee. This committee, to be composed of a Chairman and two members, shall recommend and, once approved by the Board/Council, execute projects, seminars and activities in implementation of: (a) AZKOR, INC's educational purposes as a non-profit entity, (b) supportive programs and projects for the preservation and restoration of human dignity (to encompass rights and responsibilities) [Art. II (2)(c)], and (c) the specific purpose of providing scholarship grants to deserving Filipino-American students [Art. II (2)(a)]. It shall also recommend and undertake programs, studies and knowledge-sharing activities that develop and improve the educational system attuned to the ideals and principles of Dr. Rizal specifically along character formation, nation building, enlightened citizenship and progressive economic development.

16. Literary, Rizal Essay & Oratorical Contests Committee. This Committee, to be composed of a Chairman and two members, shall recommend and, once approved by the Board/Council, execute projects and activities in implementation of the literary purposes of AZKOR, INC. as a non-profit entity. It shall also prepare, subject to the approval of the Board/Council, criteria regarding the holding of essay and oratorical contests and, for said purpose shall recommend the qualifications of the contestants, judges, venue, frequency, prizes, theme, sectors to be involved--whether national or regional, and such other matters as in its judgment may be conducive to the accomplishment of the objectives of AZKOR, INC. This Committee shall spearhead and manage the essay and oratorical contests that AZKOR, INC. shall hold.

ARTICLE XII - COUNCIL OF ELDERS

1. Composition and Organization. There shall be a Council of Elders to be composed of all past Commanders, the incumbent Commander, the Chapter Adviser(s), the Deputy Regional Commander, the Regional Commander, the Deputy Area Commander and the Area Commander of the Order of the Knights of Rizal having jurisdiction over Arizona, USA. This Council shall be chaired by the most senior Knight amongst its members; should he decline for whatever reason, the next most senior Knight shall serve as Chairman; this process shall be followed until a willing chair steps up.

2. Function. The Council of Elders may from time to time be consulted by the Board/Council on vital matters affecting the interests and integrity of the Order and AZKOR, INC. In the event of an internal controversy or dispute arising out of or in connection with the administration of the business or affairs of the Corporation or disposition of its assets or issues likely to cause or causing a stalemate and/or deadlock or dissension in the Board/Council, the matter shall be referred to the Council of Elders who shall act as arbitrators and whose decision, reached by a majority of its members within thirty (30) calendar days from the time the issues have been elevated for its consideration, shall be final and executory. This recourse to the Council of Elders shall be made whenever the incumbent Commander, any three (3) Officers/Directors/Trustees or a group of at least ten (10) members in good standing of the Order shall certify the same to the Council of Elders and only after conciliation efforts in accordance with arrangements established by the Supreme Council have failed.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



ARTICLE XIII - ORGANIZATIONAL CHART

1. Integrated Chart. The integrated presentation on the relationships of the Council of Elders, the Board of Directors/ Trustees (Council) and Corporate Officers as well as the Permanent Committees of this Corporation is shown in Annex "A".

ARTICLE XIV - CONFLICT OF INTEREST AND OTHER REQUISITE POLICIES

1. Conflict of Interest Policy. AZKOR, INC.'s Conflict of Interest Policy is herewith attached as Annex "B" and made integral part and parcel of these By Laws.

2. Other Requisite Policies. Other standard policies required by law and regulation, are hereto appended to form integral components of these By-Laws, to wit:

Annex "C"	-	Ethics Policy;
Annex "D"	-	Whistle Blower Policy;
Annex "E"	-	Board Governance Policy;
Annex "F"	-	Document Retention & Destruction Policy;
Annex "G"	-	Gift Acceptance Policy;
Annex "H"	-	Travel & Expense Reimbursement Policy;
Annex "I"	-	Process of Determining Compensation Policy;
Annex "J"	-	Joint Venture Policy;
Annex "K"	-	Investment Policy; and
Annex "L"	-	Public Reporting and Transparency Policy.

ARTICLE XV - CEREMONIES AND RITUALS

1. What should be observed. The ceremonies to be observed in the initiation of new members, in the elevation, exaltation and conferment to higher degrees and/or awards shall be the rituals prescribed by the Supreme Council.

2. Who Performs Ceremonies. The ceremonies for the admission of new members and the elevation to Knight Officer of Rizal (2nd degree) shall be performed by the Supreme Commander or AZKOR, INC.'s Chapter Commander, and the ceremonies for the exaltation to Knight Commander of Rizal (3rd degree) shall be performed by the Supreme Commander of the Order, or by any member of the Supreme Council or by any Knight of Rizal with the rank not lower than the 3rd degree upon authority from the Supreme Commander. The ceremonies for the conferment of the Knight Grand Officer of Rizal (4th degree) and the Knight Grand Cross of Rizal (5th degree) shall be performed by the Supreme Commander and the other officers of the Order.

3. Chapter Ceremonies. The ceremonies for the establishment of chapters shall also be prescribed by the Supreme Council and performed by the Supreme Commander or any member of the Supreme Council, or any Knight of Rizal with the rank not lower than the 3rd degree upon authority from the Supreme Commander; and shall be held at the domicile of the chapter or at some other place that the Supreme Council may designate.

ARTICLE XVI - UNIFORMS, INSIGNIAS, AWARDS AND DECORATIONS

1. What is authorized. The uniforms, insignias, awards, decorations and titles for all degrees of the Order shall be those prescribed by the Supreme Council.

2. Appropriate Occasions. The uniforms, insignias or medals prescribed by the Supreme Council shall be worn by the members of the Order in all official assemblies, rituals, ceremonies of the Order and other appropriate occasions.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ARTICLE XVII - FISCAL YEAR

1. Fiscal Year. The fiscal year or 'Rizalian Year' of AZKOR, INC. shall begin on the first day of January in each year and end on the last day of December of the same year, coinciding with the calendar year.

ARTICLE XVIII - AMENDMENTS

1. Mode of Amendment. These By-Laws or any section thereof, except as specifically provided for herein, may be amended or repealed either in full or in part and may be altered or replaced with new By-Laws---subject to any provision of law applicable to the amendment of By-Laws of Arizona nonprofit corporations, the Articles of Incorporation of this Corporation and these By-Laws---by the affirmative vote of the majority of the Members in good standing present and voting at the time such amendment or repeal is submitted to voting at a regular or a Special General Assembly called for the purpose.

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CERTIFICATION

THESE BY-LAWS have been adopted on the 8th day of February, 2010, in the City of Phoenix, County of Maricopa, State of Arizona, USA, by unanimous affirmative vote of AZKOR, INC. members in good standing present and voting, with proper quorum, at a special general assembly called for the purpose, and have thenceforth been considered as the governing BY-LAWS OF THE ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]

BY:

Signature of Pursuivant:
Printed Name of Pursuivant:
Date of Signature:

VICENTE O. ENCISO
February 8, 2010

ATTESTED:

Signature of Commander: _____
Printed Name of Commander: **CONRADO R. BALLECER, JR.**
Date of Signature: February 8, 2010

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



“Official Seal of AZKOR, INC.”



CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

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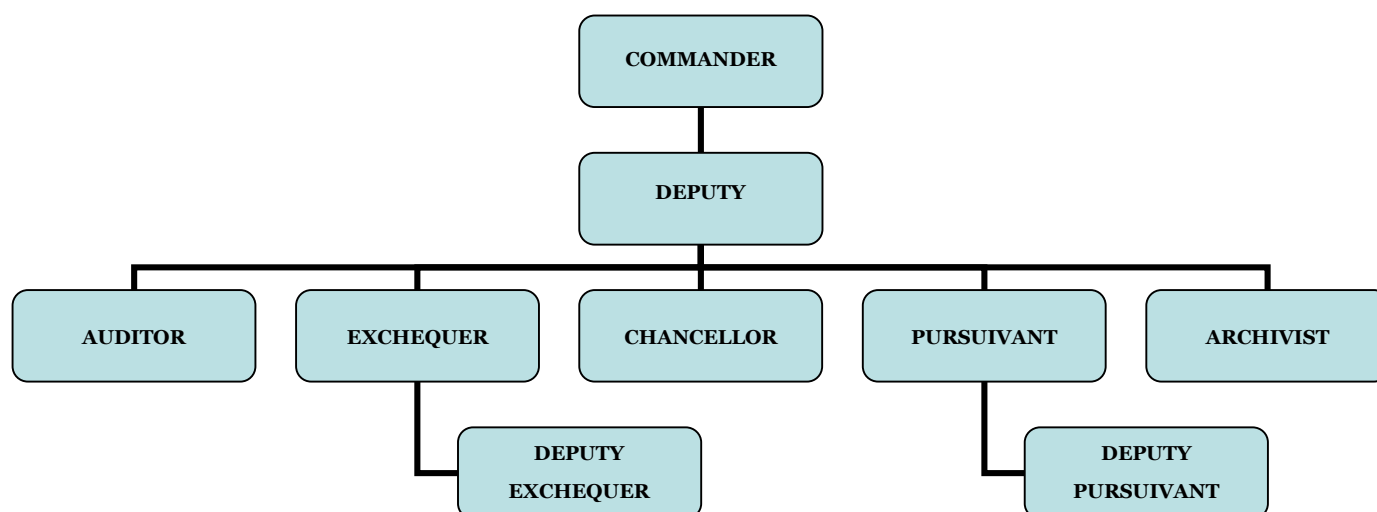


ANNEX "A"

ORGANIZATIONAL CHART OF THE ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

An Arizona Non-Profit Corporation

BOARD OF DIRECTORS AND CORPORATE OFFICERS



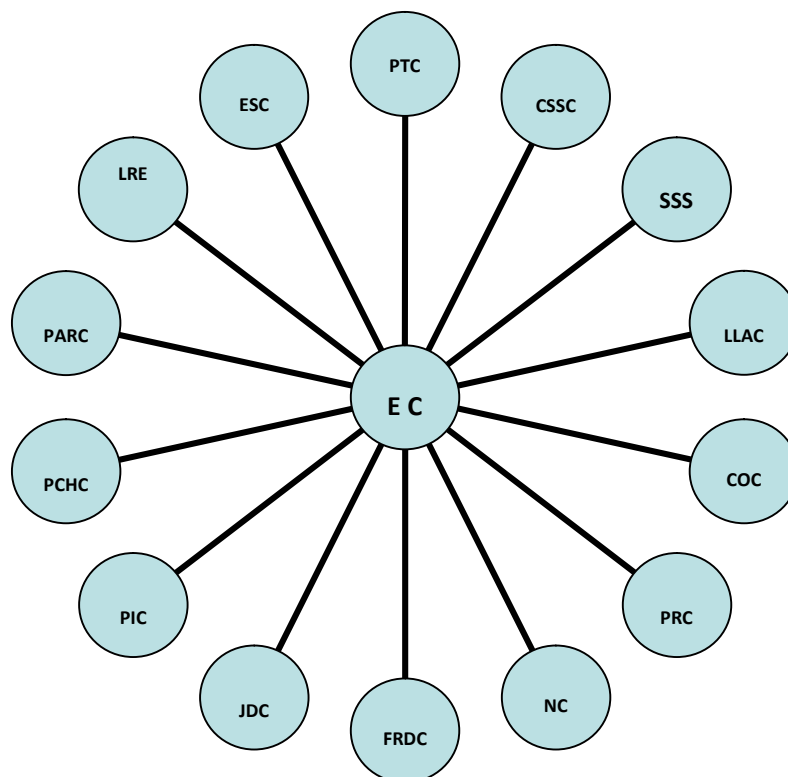
The initial Board of Directors/Trustees (Chapter Council) is composed of the following persons, whose respective Corporate Officers' positions and addresses are also indicated:

<u>Positions</u>	<u>Names</u>	<u>Addresses</u>
Commander	Conrado R. Ballecer, Jr.	221 W. Conrad Drive, Phoenix, AZ 85023
Deputy Commander	Emmanuel Torres	16003 N. 170th Lane, Surprise, AZ 85388
Chancellor	Rudy Lim	18425 N. 14 th St., Phoenix, AZ 85022
Pursuivant	Vicente O. Enciso	3206 N. 136th Drive, Avondale, AZ 85392
Exchequer	Franklin D. Rosales	3416 N. 45th Place, Phoenix, AZ 85018
Archivist	Herminio Mendoza	4600 E. Ocotillo Rd., Paradise Vly, AZ 85253
Auditor	Bernabe C. Rodriguez	13609 W. Earll Dr., Avondale, AZ 85392
Deputy Pursuivant	Urso A. Penalosa	8520 W. Palm Lane, 1031, Phoenix, AZ 85037
Deputy Exchequer	Marcelino Catuira	667 E. La Costa Dr., Chandler, AZ 85249

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
 (An Arizona Non-Profit, Tax Exempt Corporation)



PERMANENT COMMITTEES



Permanent Committees

(CATEGORIES & Names)

A. COORDINATION

1. Executive Committee

B. ADMINISTRATION

2. Prefectural Tribunal Committee
3. Finance & Resource Development Committee
4. Legislative and Legal Affairs Committee
5. Public Issues Committee
6. Protocol, Ceremonial and Heraldry Committee
7. Nomination Committee
8. Publications and Research Committee
9. Public Relations Committee
10. Counterpart Organizations Committee
11. June 19th and December 30th Committee

C. OPERATIONS

12. Charity & Social Services Committee
13. Science & Self-Sufficiency Committee
14. Education & Scholarships Committee
15. Literary, Rizal Essay & Oratorical Contests Committee

Acronym

Chairmen

EC	Commander
PTC	Deputy Commander
RDC	Exchequer
LLAC	To Be Designated (TBD)
PIC	TBD
PCHC	Chancellor
NC	TBD
PARC	Pursuivant
PRC	Chancellor
COC	TBD
JDC	TBD
CSSC	TBD
SSSC	TBD
ESC	TBD
LREOCC	TBD

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "B"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

Policy on Conflict of Interest and Annual Statement

[This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow AZKOR, INC. to assess director independence in order to answer questions on Form 990.]

Article I – General Statement of Policy

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC], its Affiliates and Components, and all Officers, Directors, and Committee Members scrupulously shall avoid any conflict between their respective personal, professional or business interests and the interests of AZKOR, INC., in any and all actions taken by them on behalf of AZKOR, INC. in their respective capacities. If any Officer, Director or Committee Member of AZKOR, INC. has any direct or indirect interest in or relationship with any individual or organization that proposes to enter into any transaction with AZKOR, INC. including but not limited to transactions involving: (a) the sale, purchase, lease or rental of any property or other asset; (b) employment, or rendition of services, personal or otherwise; (c) the award of any grant, contract, or subcontract; or (d) the investment or deposit of any funds of AZKOR, INC., such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on AZKOR, INC. or its components to affect a decision to participate or not participate in such transaction."

Article II – Purpose

The purpose of this conflict of interest policy is to protect AZKOR, INC.'s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of AZKOR, INC. or might result in a possible excess benefit transaction.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

This policy is also intended to identify "independent" directors.

Article III – Definitions

Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which AZKOR, INC. has a transaction or arrangement,
- A compensation arrangement with AZKOR, INC. or with any entity or individual with which AZKOR, INC. has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AZKOR, INC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

Independent Director -- A director shall be considered "independent" for the purposes of this policy if he is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- is not, and has not been for a period of at least three years, an employee of AZKOR, INC. or any entity in which AZKOR, INC. has a financial interest;
- does not directly or indirectly have a significant business relationship with AZKOR, INC. which might affect independence in decision-making;
- is not employed as an executive of another corporation where any of AZKOR, INC.'s executive officers or employees serve on that corporation's compensation committee; and
- does not have an immediate family member who is an executive officer or employee of AZKOR, INC. or who holds a position that has a significant financial relationship with AZKOR, INC.

Article III – Procedures

Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or the Executive Committee.

Recusal of Self – Any director may recuse himself at any time from involvement in any decision or discussion in which the director believes he has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Board or the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Executive Committee shall determine whether AZKOR, INC. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in AZKOR, INC.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings.

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from AZKOR, INC. for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AZKOR, INC. for services is precluded from voting on matters pertaining to that member's compensation.
- c. However, no voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AZKOR, INC. either individually or collectively, is prohibited from providing information to any committee regarding compensation.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



Article VI – Annual Statements.

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflict of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands that AZKOR, INC. is charitable entity and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews.

To ensure that AZKOR, INC. operates in a manner consistent with its charitable and other tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of bargaining at arm's length.
- Whether partnerships, joint ventures, and arrangements with management organizations, of any, conform to AZKOR, INC.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts.

When conducting the periodic reviews as provided for in Article VII above, AZKOR, INC. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



Annual Conflict of Interest Statement

Director and Officer Annual Conflict of Interest Statement

1. Name: _____

Date: _____

2. Position:

Are you a voting Director?

Yes / No

Are you an Officer?

Yes / No

If you are an Officer, which Officer position do you hold?: _____.

3. I affirm the following:

"I have received a copy of the AZKOR, INC. Conflict of Interest Policy. _____ (initial).

"I have read and I understand the policy. _____ (initial)

"I agree to comply with the policy. _____ (initial)

"I understand that AZKOR, INC. is a charitable entity and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes."

_____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with AZKOR, INC.? Yes / No

i. If yes, please describe it:

ii. If yes, has the financial interest been disclosed, as provided for in the Conflict of Interest policy?

Yes / No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with AZKOR, INC.? Yes / No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided for in the Conflict of Interest policy?

Yes / No

5. Are you an independent director, as defined in the Conflict of Interest policy?

Yes / No

a. If you are not independent, why?

Signature of Director:

Name of Director:

Date:

Date of Review by Executive Committee:

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "C"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]

Policy on Ethics

I. Personal and Professional Integrity

- A. All members, directors, executive staff and volunteers of AZKOR, INC. act with honesty, integrity and openness in all their dealings as representatives of AZKOR, INC.
- B. AZKOR, INC. promotes a working environment that values respect, fairness and integrity.

II. Mission

- A. AZKOR, INC.'s mission is to engage in activities that, in keeping with and at the same time disseminating and promoting the ideals, teachings and principles of Dr. Jose Rizal, will help people: (a) in their times of distress whether caused by societal stresses or natural disasters; (b) when they need some redress and have thirst for social justice; (c) to rise above ignorance and poverty through scholarships and other means; (d) to adjust to the exigencies of immigrating; and (d) to unfold their full potentials. AZKOR, INC. achieves its mission through charitable, scientific, literary and/or educational activities, projects and programs.
- B. AZKOR, INC.'s programs support that mission; hence, all who work for or on behalf of AZKOR, INC. understand and are loyal to that mission and purpose.
- C. The mission not only responds to the needs of constituencies and communities served by AZKOR, INC. but also benefits the society at large.

III. Governance

- A. AZKOR, INC.'s Board of Directors/Trustees is responsible for: (a) setting the mission and strategic direction of AZKOR, INC. and (b) oversight of the finances, operations, and policies of AZKOR, INC.
- B. The Board and individual directors and officers shall act in accordance with AZKOR, INC.'s Governance policy, the Conflict of Interest policy and any other established policies related to the appropriate conduct of directors and officers.
- C. Among its duties, the governing body:
 - 1. Ensures that its board members have the skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of AZKOR, INC. and its public purpose;
 - 2. Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means;
 - 3. Is responsible for the hiring, firing, and regular review of the performance of executive personnel, and ensures that the compensation of these executive personnel is reasonable and appropriate;Ensures that executives and appropriate staff provide the governing body with timely and comprehensive Information so that the governing body can effectively carry out its duties;
Ensures that AZKOR, INC. conducts all transactions and dealings with integrity and honesty;
Ensures that AZKOR, INC. promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
Ensures that AZKOR, INC. is fair and inclusive in its hiring and promotion policies and practices for all board, staff and volunteer positions;
Ensures that board policies of AZKOR, INC. are in writing, clearly articulated and officially adopted;
Ensures that the resources of AZKOR, INC. are responsibly and prudently managed; and,
Ensures that AZKOR, INC. has the capacity to carry out its programs effectively.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



IV. Legal Compliance

A. AZKOR, INC. is knowledgeable of and complies with all applicable laws, regulations and professional standards.

V. Responsible Stewardship

A. AZKOR, INC. manages its funds responsibly and prudently. This includes the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- AZKOR, INC. compensates staff, and any others who may receive compensation, reasonably and appropriately;
- To the extent AZKOR, INC. has endowments or grants, it prudently draws from endowment or grant funds consistent with donor/grantor intent, legal guidelines and to support the public purposes of AZKOR, INC.;
- AZKOR, INC. ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of AZKOR, INC; and,
- All financial reports are factually accurate and complete in all material respects.

VI. Transparency and Disclosure

A. AZKOR, INC. provides appropriate and timely information to the public, its members, and all stakeholders and is responsive to reasonable requests for information.

B. All information about AZKOR, INC. will fully and honestly reflect the policies and practices of AZKOR, INC.

C. Basic information data about AZKOR, INC. such as the annual Form 990 and any audited financial statements, will be posted on AZKOR, INC.'s website or will be made otherwise available to the public in accordance with board policy on transparency and public reporting.

D. All solicitation materials shall accurately represent AZKOR, INC.'s policies and practices and will reflect the dignity of program beneficiaries.

E. All financial, organizational, and program reports will be complete and accurate in all material respects.

VII. Program Evaluation

A. AZKOR, INC. regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs.

B. AZKOR, INC. is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. AZKOR, INC. is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



VIII. Inclusiveness and Diversity

A. AZKOR, INC. promotes inclusiveness and diversity. AZKOR, INC. takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

IX. Fundraising

A. To the extent that AZKOR, INC. raises funds from the public or from donor institutions, AZKOR, INC. is truthful in its solicitation materials and will disclose important and relevant information to potential donors.

B. AZKOR, INC. will respect the privacy concerns of individual donors and expend funds consistent with donor intent.

C. To the extent it raises funds from the public AZKOR, INC. will respect the rights of donors, as follows:

1. To be informed of the mission of AZKOR, INC., the way the resources will be used and AZKOR, INC.'s capacity to use donations effectively for the intended purposes;
 2. To be informed of the identity of those serving on AZKOR, INC.'s board and to expect the board to exercise prudent judgment in its stewardship responsibilities;
 3. To have access to AZKOR, INC.'s most recent board approved program and financial reports;
 4. To be assured their gifts will be used for the purposes for which they were given;
 5. To receive appropriate acknowledgement and recognition;
 6. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
 7. To expect that all relationships with individuals representing AZKOR, INC. will be professional in nature;
 8. To be informed whether those seeking donations are volunteers, employees of AZKOR, INC. or hired solicitors;
 9. To have the opportunity for their names to be deleted from mailing lists; and,
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "D"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]

Whistle Blower Policy

I. General Statement of Policy

It is the intent of AZKOR, INC. to adhere to all laws and regulations that apply to the organization and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all members, directors, officers, employees, volunteers, representatives or contractors is necessary to achieving compliance with various laws and regulations.

AZKOR, INC.'s Code of Ethics requires members, directors, officers, employees, volunteers, representatives or contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As such members, directors, officers, employees, volunteers, representatives or contractors of AZKOR, INC., they swear to practice honesty and integrity in fulfilling AZKOR, INC. responsibilities and in complying with all applicable laws and regulations.

This Whistleblower Policy encourages reporting of law violations as well as prohibits retaliation against those who report violations. Thus, members, directors, officers, employees, volunteers, representatives or contractors: (a) are encouraged to come forward with credible information on illegal practices or serious violations of law, regulations or adopted policies of the AZKOR, INC.; and (b) are protected from retaliation.

The Commander [President/CEO] shall ensure that a copy of this Policy is given to and acknowledged by all members, officers and employees. In addition, the Commander shall ensure that whistleblower protection notification is posted in the workplace(s) as required by state law.

II. Reporting Responsibility

It is the responsibility of all members, directors, officers, employees, volunteers, representatives or contractors of AZKOR, INC. to comply with laws and regulations governing Arizona non-profit entities and with the Code of Ethics and policies of AZKOR, INC.

III. Reporting Violations Encouraged

AZKOR, INC. encourages complaints, reports or inquiries about illegal practices or serious violations of law, regulations or AZKOR, INC.'s policies, including illegal or improper conduct by AZKOR, INC. itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which AZKOR, INC. has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via AZKOR, INC.'s human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

IV. Where to report

If any member, director, officer, employee, volunteer, representative or contractor reasonably believes that some policy, practice, or activity of AZKOR, INC. is in violation of law, regulation or AZKOR, INC. policy, a written complaint may be filed by that person. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases of the complaints, reports or inquiries.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



Members, directors, officers, employees, volunteers, representatives or contractors should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, reports should be directed to the AZKOR, INC. Commander [President/CEO]; if the Commander is implicated in the complaint, report or inquiry, or if the person making the report is not comfortable speaking with the Commander or is not satisfied with the response, that person is encouraged to report to the Deputy Commander or any officer of the Board.

AZKOR, INC. will conduct a prompt, discreet, and objective review or investigation. However, persons making the report must recognize that AZKOR, INC. may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

V. No Retaliation

AZKOR, INC. prohibits retaliation by or on behalf of the AZKOR, INC. against members, directors, officers, employees, volunteers, representatives or contractors for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. No person who in good faith reports a violation of laws, regulations or AZKOR, INC. policies shall suffer harassment, retaliation or adverse employment consequence.

AZKOR, INC. will not retaliate against a member, director, officer, employee, volunteer, representative or contractor who, in good faith, has made a protest or raised a complaint against some practice of AZKOR, INC., or of another individual or entity with whom AZKOR, INC. had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

AZKOR, INC. will not retaliate against a member, director, officer, employee, volunteer, representative or contractor who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of AZKOR, INC. that said person reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

A member, director, officer, employee, volunteer, representative or contractor who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or divestment of membership or position.

A person who reports a violation is protected from retaliation only if that person brings the alleged unlawful activity, policy, or practice to the attention of AZKOR, INC. and provides AZKOR, INC. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described herein is only available to members, directors, officers, employees, representatives, volunteers, or contractors who comply with this requirement.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within AZKOR, INC. prior to seeking resolution outside AZKOR, INC.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



V. Acting in Good Faith

This protection extends to those whose allegations are made in good faith but prove to be mistaken. Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of laws, regulations or AZKOR, INC. policies.

But any allegations that prove not to be substantiated and have been made maliciously or with knowledge that they were false will be treated as a serious disciplinary offense. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

VI. Confidentiality

Upon the request of the complainant, AZKOR, INC. will use its best efforts to protect the confidentiality of the complainant for any good faith report. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VII. Handling of Reported Violations

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The complainant will be informed that follow-up has or is occurring within two weeks after the Commander [President/CEO] or board officer has received the complaint or report. The Executive Committee shall be informed of all such complaints or reports.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



Acknowledgment of Receipt of Whistle Blower Policy

By member, director, officer, employee, volunteer, representative or contractor

My signature below indicates my receipt and understanding of this Whistleblower Policy.
I also verify that I have been provided with an opportunity to ask questions about this Policy.

Signature _____

Printed Name _____

Date _____

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "E"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

Policy On Board Governance

I. Purposes of this Policy

- A. To provide a framework within which directors and officers of AZKOR, INC. will be guided in the execution of their fiduciary duties on behalf of the AZKOR, INC.
- B. To help assure awareness by directors and officers of AZKOR, INC. of their basic fiduciary duties under Arizona state law and of their obligations related to federal tax exemption granted AZKOR, INC.
- C. To help assure that the decisions and conduct of the directors and officers of AZKOR, INC. are at all times consistent with their duties and obligations and with the charitable mission of AZKOR, INC.

II. Obligations of the Board and Individual Directors

- A. Mission: AZKOR, INC. is operated exclusively for the exempt purposes established in its Articles of Incorporation and in its By Laws and shall engage primarily in activities which further that mission.
- B. Role of Directors:
 - 1. The directors are those persons with voting power on the Board of Directors/Trustees responsible for the operation of AZKOR, INC. All corporate powers are exercised by or under the authority of the Board and the affairs of AZKOR, INC. are managed under the direction of the Board.
 - 2. The directors, in their roles as executive officers specified in AZKOR, INC.'s Articles of Incorporation and By Laws, manage the day-to-day affairs of AZKOR, INC. The Board may, however, appoint other executives to whom tasks can be delegated when the exigencies of the organization so require; in such cases, the directors must exercise reasonable and prudent oversight with respect to corporate officers, agents and employees to whom such affairs are delegated.
 - 3. In the performance of his duties, a director may rely on information and reports received from officers or employees of AZKOR, INC. whom the director reasonably believes to be reliable and competent in the matters presented, as well as on professional advisors (e.g. attorneys, certified public accountants) and other persons with regard to matters the director reasonably believes are within the person's professional or expert competence. A director may also rely upon a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



4. Core Fiduciary Obligations of Directors

a. Duty of Care

(i) A director shall discharge his duties as such director, including duties as a member of a committee: (a) in good faith; (b) with the care of an ordinarily prudent person in a similar position would exercise under similar circumstances; and (c) in a manner the director reasonably believes to be in the best interests of AZKOR, INC.

(ii) The duty of care implies a duty of reasonable inquiry. Every director is obligated to ask questions and demand information to allow that director to have sufficient information and understanding to make decisions he reasonably believes are in AZKOR, INC.'s best interests.

(iii) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance on advice from employees, officers, advisors and consultants, or other directors or standing committees unwarranted.

b. Duty of Loyalty

(i) Each director is obligated to exercise an undivided and unselfish loyalty to AZKOR, INC. Each director must exercise her/his obligations and powers in the best interests of AZKOR, INC. and its charitable mission, not in his own interests or in the interests of another person or entity (even if charitable in nature).

(ii) Each director must serve the best interests of AZKOR, INC. and may not narrow his board role to serving the interests of a particular member, non-voting affiliate, or narrow segment or constituency within the community of nonprofit organizations served by AZKOR, INC.

(iii) Each director shall fully comply with AZKOR, INC.'s conflict of interest policy and code of ethics.

(iv) Each director must refrain from taking corporate opportunities that rightfully belong to AZKOR, INC. A corporate opportunity is a business or personal opportunity that is known to the director because of her/his position as a director. A director may not personally benefit from an opportunity that rightfully belongs to AZKOR, INC. Each director is obligated to affirmatively protect the interests of AZKOR, INC. and to refrain from doing anything that would deprive AZKOR, INC. of profit or advantage which the director's skill or ability might bring to it.

c. Obedience to Purpose

(i) Each director is obligated to further the mission of AZKOR, INC., to be faithful to its purposes and goals, and to act in conformity with all laws affecting AZKOR, INC.

III. Manner of Governing

A. The Board shall enforce upon itself whatever discipline is needed to govern with excellence.

B. The Board shall cultivate a sense of group responsibility. The Board, not the staff, is responsible for governing with excellence. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than allowing individual expertise of directors to substitute for judgments that should be made by the Board as a body.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



C. The Board shall follow the By Laws in implementing a governance structure and operations that are accountable to AZKOR, INC.'s members and its mission. In particular, it shall do the following:

1. Establish standing committees with charters and require that directors actively participate in such committees in accordance with the committee charters.
2. Conduct regularly scheduled board meetings and expect that directors will attend (unless they have an excused absence) and actively participate.

Adopt and monitor policies that assure adequate oversight of the affairs of AZKOR, INC., including of its officers and employees, adequate implementation of its programs, and compliance with the law.

D. The Board shall assess its performance and the performance of individual directors at least annually. This self-assessment shall include monitoring of Board and director performance against policies related to governance and to relationships to Executive personnel. This assessment may be conducted by a committee of the Board initially, especially with regard to the performance of individual directors, but the Board shall engage in a discussion and self-assessment of its performance at least annually.

E. The Board shall engage in periodic evaluation of whether it is fulfilling its obligations by asking for member input or by conducting a survey of the nonprofit community in Arizona and of parties interested in the nonprofit community in Arizona.

F. The Board shall direct, control and inspire AZKOR, INC. through careful organizational planning to assure that AZKOR, INC. is effectively pursuing its mission. The Board shall review its organizational plans at least annually and shall update it as needed to effectively pursue AZKOR, INC.'s charitable mission.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "F"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]

Document Retention & Destruction Policy

This Document Retention and Destruction Policy of the AZKOR, INC. identifies the record retention responsibilities of staff, volunteers, members, directors/trustees and outsiders for maintaining and documenting the storage and destruction of the AZKOR, INC.'s documents and records.

There are three items to note, namely: first, this is part of document management, rather than simply document retention; holding on to documents too long is an unnecessary expense; second, there may be some documents that are worth saving for the community's sake or for the sake of clients that go beyond these legal guidelines; and third, e-mail messages are also documents that should conform to these guidelines.

I. Purpose

A. AZKOR, INC. values proper documentation and record-keeping because of the following though not the only considerations:

Maintain a record of the legal structure of AZKOR, INC.;

Document Board and board committee membership, decisions and activities;

Document membership, membership votes and other activities related to involvement of members in the governance of AZKOR, INC.;

Maintain a list of non-voting affiliates;

Maintain AZKOR, INC.'s policies -- both board and administrative policies;

Allow AZKOR, INC. to demonstrate effective pursuit of its mission, to evaluate the success of its programs and to determine whether the organization is achieving desired results;

Maintain a record of federal and state tax filings and important supporting information;

Maintain a record of financial statements and budgets and important supporting information, to monitor budgetary and financial results and activities, and to identify sources of receipts;

Identify all donations and grants and to maintain required documents;

Maintain personnel and employment records;

Maintain records of all contracts or other documents creating legal obligations or potential legal liabilities, including insurance contracts, vendor contracts, personal services contracts, leases and other property related contracts, as well as notices of any legal processes involving AZKOR, INC. or of any government investigations.

B. AZKOR, INC. aims to maintain documents for a time period defined at a minimum by law, but otherwise for as long as such documents create an important historical record of AZKOR, INC.'s activities or may be relevant to AZKOR, INC.'s business needs, legal obligations, or any litigation or investigation.

II. Rules

A. AZKOR, INC. staff, volunteers, members, directors/trustees and outsiders (i.e., independent contractors via agreements with the organization) are obliged to honor these rules, which in general require that:

(a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Office of the Archivist/Historian;

(b) all other paper documents will be destroyed after three years;

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



- (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and
- (d) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

III. Method of Retention

- A. AZKOR, INC. may maintain records in electronic form or on paper or in any other safe and reliable manner.
- B. Records shall be stored in a secure location, which may be in the AZKOR, INC. offices or in a storage facility or other location.
- C. AZKOR, INC. shall maintain a record of where records are stored or located so that they may be accessed within a reasonable period of time.

IV. Document Destruction, Including Prohibition on Document Destruction

- A. Documents not covered by this policy shall be destroyed when no longer useful to AZKOR, INC. and the files of AZKOR, INC. should be periodically culled of such documents.
- B. Documents covered by this policy must be maintained for the period established in this policy, at a minimum, but may be maintained for a longer period of time.
- C. Documents may not be destroyed and must be preserved and not altered in any manner if AZKOR, INC. knows or has been informed that they may be relevant to an investigation by any government entity or to litigation or potential litigation.

V. Retention Periods and Documents that must be maintained

A. Retain permanently:

1. Governance Records

- Articles of Incorporation and any amendments;
- By Laws and any amendments; other organizational documents;
- Annual filings with the Arizona Secretary of State/ Arizona Corporations Commission;
- List of board members, contact information, and their terms;

Minute books of Board of Directors and of Standing Committees (Board resolutions, including banking resolutions, should be maintained as part of the minutes); Note:

All other significant documents related to the budget and financial results and activities should be part of the minutes of the appropriate Committee or the Board.

- Board policies, including record of effective dates, amendments and revisions;
- List of members, dates of membership, basic description of the member, and contact information;
- Minutes of annual or special membership meetings;
- Notices sent to membership related to governance functions;
- Records of attendance at annual or special membership meetings;
- Activities of members under the bylaws, including requests for governance actions;
- List of non-voting affiliates, dates of affiliation, and contact information

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



2. Tax Records

- Filed state and federal tax returns/reports and supporting records to include worksheets;
- IRS Form 1023 and amendments;
- IRS letter recognizing AZKOR, INC's tax exempt status and related correspondence;
- files related to tax audits;
- revenue agents' reports, and other documents relating to determination of tax liability;

3. Intellectual property records

- Copyright and trademark registrations and samples of protected works.

4. Financial records

- Audited financial statements;
- Attorney contingent liability letters;
- Audit reports of accountants;
- Financial reviews by outside CPAs;
- Financial statements (end-of-year);
- General ledgers and end-of-year statements;
- Annual Budgets approved by the Board or any Standing Committee

5. Capital stock and bond records:

- ledgers, transfer payments, stubs showing issues, records of interest coupons, options, etc.

6. Donation records:

- Records of all donations and grants, names and contact information for donor, any limitations on use, and disbursements;
- records of endowment funds and of significant restricted funds

7. Checks:

- only those canceled for important payments - i.e., taxes, purchase of property, special contracts, etc. [checks should be filed with the papers pertaining to the underlying transaction]

8. Insurance Records:

- Valid insurance contracts/policies, current accident reports, claims, etc;
- Expired insurance policies

9. Contracts and leases still in effect

10. Correspondence (legal and important matters)

B. Retain for ten (10) years:

1. Pension and benefit records – Pension (ERISA) plan participant/beneficiary records; actuarial reports; related correspondence with government agencies and supporting records
2. Government relations records – State and federal linkages/engagements reports and supporting records.
3. Ledgers and schedules for both Accounts Payable and Accounts Receivable
4. Bank statements
5. Cash books
6. Checks (canceled; except those for permanent retention above)
7. Contracts and leases (expired)
8. Depreciation schedules
9. Donation records [Note: Donation records include a written agreement between the donor and the charity with regard to any contribution, an email communication or notes or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift. These types of records are referred to here.]
10. Duplicate deposit slips

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



11. Expense analyses and expense distribution schedules (these include employee / officers allowances and reimbursements, for travel and other expenses)
12. Sales records
13. Scrap and salvage records
14. Subsidiary ledgers
15. Time sheets and cards
16. Voucher register and schedules
17. Inventories of products, materials, supplies
18. Invoices to customers
19. Invoices from vendors
20. Journals
21. Payroll records and summaries, including payments to pensioners
22. Personnel and employment records [after termination of regular/permanent employment];
Records could cover employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence,
23. Contracts or other documents creating legal obligations or potential legal liabilities, including insurance contracts, vendor contracts, personal services contracts, leases and other property related contracts as well as notices of any legal processes involving AZKOR, INC or of any government investigations. [after termination].
24. Documents that establish AZKOR, INC's sources of receipts for tax and other purposes
25. Business records that support federal and state annual returns
26. Documents that demonstrate effective pursuit of AZKOR, INC's mission, evaluate program success and determine whether the organization is achieving desired results
27. Strategic planning documents approved by the Board [after end of effective period]
28. Board, board committee, management reviews or evaluations of AZKOR, INC projects
29. Consultant's reports on core AZKOR, INC projects
30. Program files on AZKOR, INC programs [for major projects involving more than \$25,000 during any fiscal year]
31. Annual Conflict of Interest disclosure statements of Directors [after director is no longer on the board]
32. Periodic reviews of Board effectiveness conducted by the Board, a committee of the board, A consultant, or management
33. Record of membership fees paid by each nonprofit member
34. Record of fees paid by each non-voting affiliate

C. Retain for three (3) years:

1. Employee/employment records of temporary hires and independent contractors; bases for independent contractor status (after departure of each individual).
2. Administrative policies, including records of effective dates, amendments and revisions

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



3. Lease, insurance, and contract/license records – Software license agreements, vendor, hotel and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during term of the agreement and for three years after the termination, expiration, and non-renewal of each agreement).
4. Correspondence, general
5. Employment applications
6. Internal reports, miscellaneous
7. Purchase orders
8. Volunteer records

D. Retain for one (1) year:

1. All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies, procedures, survey information.

VI. Commander's [President/CEO's] Authority

A. The Commander is authorized and directed to take steps to reasonably implement this policy and shall report to the Board on any issues, resource constraints, or concerns related to adequate implementation of this policy.

B. The Commander shall notify the Board or the Executive Committee of any additional document retention requirements mandated by law that should be added to this policy, and is directed to implement such requirements, even if not included in this policy. The (Commander may, by administrative policy and without Board authorization, create additional document retention requirements, as long as such requirements are not more restrictive than this policy.)

VII. Exceptions.

Exceptions to these rules and terms for retention may be granted only by AZKOR, INC.'s Commander [President /CEO], upon recommendation by the Executive Committee.

WARNING: All permitted document destruction shall be halted if the organization is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel or the Commander.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "G"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]
Gift Acceptance Policy

GENERAL GUIDELINES

PREAMBLE:

As a public charity, the AZKOR, INC. is committed to a diversified funding base, some of which may include charitable contributions, to fulfill its mission. In soliciting or accepting gifts, AZKOR, INC. will maintain and utilize procedures to ensure best practices relative to acceptance and stewardship of gifts, donor communications and acknowledgement.

POLICY:

Our policy is to accept unrestricted gifts and gifts restricted for specific programs or services, in the form of cash, stocks, deferred or appreciated property on behalf of AZKOR, INC.

LEGAL AUTHORITY:

Tax limitations by local entities, foundations, and individuals often dictate contribution of such goods to a 501(c)(3) organizations, and therefore most gifts to the Association will be directed to it as 501(c)(3) entity. AZKOR, INC. may seek the advice of legal counsel in matters relating to the acceptance of gifts when appropriate. Examples might include gifts of securities, those involving contracts, or real estate transactions.

DEFINITION:

Gift - Any contribution of cash, equipment, stocks, property, or in-kind services shall be considered a gift.

ACCEPTANCE AUTHORITY:

The Commander has authority to accept all standard cash, equipment and in-kind services on behalf of the organization. Unusual opportunities for donation, stock, property or planned gifts will be considered by the Finance and Resources Development Committee to ensure the gift is in the best interest of the organization. AZKOR, INC.'s policy is that gifts of stock will be sold as soon as feasibly possible. The Finance and Resources Development Committee may also, with the knowledge and approval of the Commander, accept or refuse any gift on behalf of the Association.

DONOR ACKNOWLEDGEMENT:

All gifts, grants and sponsorships shall be acknowledged within 48 hours of receipt by AZKOR, INC. Acknowledgment letters to donors for cash gifts shall include the amount of the gift, the designated purpose for which the contribution was made, use of any earned income as a result of the gift, as well as a statement as to tax deductibility. Acknowledgement for in-kind gifts will identify the specifications of the gift, the intended use and a statement as to the tax deductibility, if any. If appropriate, the acknowledgment will reference any special recognition that may apply to the gift.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



PURPOSE

This gift acceptance policy will provide guidelines to representatives of those who may be involved in the acceptance of gifts, to outside advisors who may assist in the gift planning process, and to prospective donors who may wish to make gifts to AZKOR, INC. This policy is intended only as a guide; it allows for some flexibility on a case-by-case basis upon approval of the AZKOR, INC. Board of Directors. The given review process outlined here, however, is intended to be followed closely.

I. STATEMENT OF GENERAL STANDARDS

The solicitation, planning and administration of a charitable gift is a complex process involving philanthropic, personal, financial and tax considerations, and involves professionals from various disciplines whose goals should include working together to structure a gift that achieves a fair and proper balance between the interests of the donor and the purposes of AZKOR, INC. Consequently, AZKOR, INC. shall adhere to the following general standards:

A. The principal basis for making a charitable gift should be the desire on the part of the donor to benefit AZKOR, INC.

B. A full and accurate explanation by professional advisors of tax incentives for charitable giving and their implications is often necessary and appropriate. No program, agreement, trust, contract or commitment shall be knowingly urged upon any prospective donor, which would benefit AZKOR, INC. at the expense of the donor's interest and welfare.

C. The roles and relationships of all parties involved, including how and by whom each is compensated, must be fully disclosed to the donor. All personnel engaged by AZKOR, INC. to contact prospective donors shall be either volunteers or paid a salary or a fixed wage, but shall not receive commissions, which could give such personnel a direct beneficial interest in any agreement.

D. AZKOR, INC. development staff at all times shall advise donors only in areas in which they are professionally qualified, and shall defer to other professional advisors as necessary. All potential donors shall be advised to use their own legal and tax counsel in matters relating to their planned gifts, tax and estate planning.

E. Representatives of AZKOR, INC. shall exercise caution to avoid pressure, persuasion, or undue influence when informing, counseling or assisting a donor regarding gift planning concerns. This caution must include exercise of prudent consideration of the donor's interest as well as his/her charitable objectives.

F. Only personnel approved by the Board of Directors shall be authorized to negotiate on behalf of AZKOR, INC. with any donor in respect to any current or planned gift. AZKOR, INC. shall consult its own legal counsel in all matters pertaining to its planned gift program and shall not execute any agreement, contract, trust or other legal document with any donor without appropriate legal advice. Agreements of any kind which involve any unusual or special legal obligation on the part of AZKOR, INC. or its agents shall require prior approval of the Board of Directors or its authorized designee.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



G. AZKOR, INC. shall not take on the role of trustee of any planned gift vehicle. But the Board of Directors/Trustees or its authorized designee may approve exceptions.

H. AZKOR, INC. shall respectfully decline to accept any gift whenever there may be a reasonable question as to whether the donor has sufficient title to the assets or is mentally competent to legally transfer the funds to AZKOR, INC.

I. The Board of Directors may refuse a gift if there are prohibitive restrictions on the gift, or if the gift is not mission-appropriate.

II. TYPES OF ASSETS

A. Cash. Gifts in the form of cash and checks should be accepted regardless of the amount. All checks should be made payable to AZKOR, INC. and shall be considered to be unrestricted unless otherwise designated. The date of the gift is determined to be the date the donor formally releases control of the asset; in the case of cash or checks, it will be the date of delivery if in person, or the date of the postmark.

B. Publicly Traded Securities. Publicly traded securities may be accepted. Unless otherwise directed by the Finance and Resources Development Committee, all securities will be liquidated for cash as soon as practicable. In no event shall an employee or volunteer working on behalf of AZKOR, INC. commit to any donor that a particular security will be held by AZKOR, INC. unless authorized to do so by the Finance and Resources Development Committee. The Development staff will have available corporate resolutions, stock powers, broker information and other relevant documents for transferring stock and identifying the process of stock transfers. The Commander of AZKOR, INC. shall sign the corporate resolutions. The value of the gift of securities is the average of the high and low prices on the day it was transferred.

C. Closely Held Securities and Limited Partnership Interests. All proposed donations of this type will be considered by the Finance and Resources Development Committee on a case-by-case basis. The Committee shall consider:

1. estimated fair market value,
2. any restrictions on time limits on AZKOR, INC. right to sell,
3. potential liability from ownership,
4. potential tax or unrelated business income, potential problems from affiliation with the business of the issuer of the security.

The general expectation is that non-publicly traded securities and limited partnerships interests may only be accepted after appraisal (based on the value of the underlying corporation or assets and dated not earlier than 60 days before the proposed date of gift) and approved by the Finance and Resources Development Committee, which will direct the time and process for sale of the assets. No commitment for repurchase of closely held securities shall be made prior to completion of the gift of the securities.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



D. Real Estate, Tangible Personal Property, Unusual Assets. All proposed donations of real estate of unusual assets shall be considered by the Finance and Resources Development Committee on a case-by-case basis. Donors must provide a qualified appraisal as to the value of such assets dated no earlier than 60 days before the proposed date of donation. AZKOR, INC. may specify an appraiser who shall not have any business or other relationship to the donor. The donor is responsible for obtaining and paying for the appraisal of the property. A visual inspection by a knowledgeable representative of AZKOR, INC. and an environmental assessment conducted by the donor will be required of all real estate. The Committee shall consider:

1. marketability of the property,
2. costs to administer, maintain, insure, secure and sell the property,
3. liability assumed (e.g., environmental hazards),
4. restrictions on use or sale,
5. effect of ownership on non-profit status, licensing requirements or legal ramifications.

III. TYPES OF GIFT VEHICLES

- A. Outright, with or without restriction.
- B. Pledges shall generally not exceed 5 years.
- C. Gifts by Will or Trust, unless restricted by the donor, the Board of Directors will make wise and appropriate decisions regarding the use of the bequests.

1. Charitable Remainder Trusts (CRTs) provide a residual interest in specific assets for AZKOR, INC. The corporation may accept trusteeship of a CRT only if it is irrevocably designated as a beneficiary, and with the approval of the Board of Directors.
2. Charitable Lead Trust distributions shall be made in accordance with donor intent. AZKOR, INC. shall not act as personal representative for a donor's estate.

D. Charitable Gift Annuities may be established with cash, marketable securities, real estate, or a life interest in real estate, for one or two lives of persons age 50 or over. The computed gift to AZKOR, INC. must exceed 10% of the amount transferred for the annuity.

IV. GIFT RECOGNITION POLICIES

- A. The date of the gift is determined to be the date the donor formally releases control of the asset by the execution of stock powers or other transfer or title or, in the case of cash or checks, the date of delivery if in person or the date of the postmark. Valuation and credit for a gift of securities will be based on the market value on the date of the gift.
- B. AZKOR, INC. Development staff will acknowledge the gifts and will inform donors of their responsibility to substantiate any value claimed. Internal determination of the value for fund raising records will be made by the Finance and Resources Development Committee of AZKOR, INC. and will include information from the appraised value of the real estate, with possible exclusion from the value of the gift the costs for maintenance, insurance, real estate taxes, broker's commission and other expenses of holding and sale.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



C. With regard to in-kind, non-cash donations, AZKOR, INC. will inform the donor that they should file IRS Form 8283 and that AZKOR, INC. is obligated to file IRS Form 8282 if the gift is sold within two years. The Finance and Resources Development Committee will manage filing requirements of IRS Form 8282. Any gifts that will create an administrative burden or cause AZKOR, INC. to incur excessive expenses may be declined.

D. Restricted gifts must be accompanied by a written intention by the donor to make the gift and a statement defining the restriction of the gift.

E. Named Endowment Funds may be established with a gift of Ten Thousand US Dollars [\$10,000] or more.

F. Scholarships of Five Thousand US Dollars [\$5,000] will carry the donor's name.

G. The Board of Directors shall approve all other proposed donations involving name recognition prior to acceptance. Volunteers and staff shall communicate to prospective donors that naming recognition is subject to approval by the Board of Directors and the criteria of this policy.

H. Subject to specific approval by the Board of Directors, new facilities may be named with a lead gift or gifts equal to fifty-five percent [55%] or more of the total cost of construction of the facility coupled with the endowment undertaking to maintain the facility.

I. The Board of Directors shall approve requests to name a facility, program or annual award in honor of an individual who is not a lead or supporting donor.

J. Development staff will communicate to donors that AZKOR, INC. may unilaterally revoke any naming commitments while retaining the gift if: (a) a donor fails to fulfill a pledge, or (b) the donor takes action that would reasonably be expected to reflect negatively on AZKOR, INC.

K. Donor information relating to gifts, estate planning, or the nature and value of assets shall be kept strictly confidential by AZKOR, INC. unless otherwise authorized by the donor to use selected information for purposes of referral, example or testimonial. Those with access to donor information include the following:

Board of Directors, Finance and Resources Development Committee, Development staff, and Legal Counsel, Auditors, Regulators.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "H"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC.]
Travel And Other Expense Reimbursement Policy

1. Purpose.

The Board of Directors of AZKOR, INC. recognizes that board members, officers, and employees ("Personnel") of AZKOR, INC. may be required to travel or incur other expenses from time to time to conduct Company business and to further the mission of this non-profit organization. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of AZKOR, INC. to reimburse only reasonable and necessary expenses actually incurred by Personnel.

When incurring business expenses, AZKOR, INC. expects Personnel to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend AZKOR, INC.'s money as carefully and judiciously as the individual would spend his or her own funds.

Report expenses, supported by required documentation, as they were actually spent.

2. Expense Report.

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel if travel expense reimbursement is requested, must include:

- The individual's name.
- If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each Company-related activity during the trip.
- The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct AZKOR, INC.'s business).

An itemized list of all expenses for which reimbursement is requested.

3. Receipts.

Receipts are required for all expenditures billed directly to AZKOR, INC., such as airfare and hotel charges. No expense in excess of \$25.00 will be reimbursed to Personnel unless the individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

4. General Travel Requirements.

A. Advance Approval. - All trips involving air travel or at least one overnight stay must be approved in advance by the individual's supervisor; however, any out-of-state travel must be approved by AZKOR, INC.'s Commander [President/CEO] or his designee.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



B. Necessity of Travel. - In determining the reasonableness and necessity of travel expenses, Personnel and the person authorizing the travel shall consider the ways in which AZKOR, INC. will benefit from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual's presence on a trip is necessary. In determining whether the benefits to AZKOR, INC. outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.

C. Personal and Spousal Travel Expenses. - Individuals traveling on behalf of AZKOR, INC. may incorporate personal travel or business with their Company-related trips; however, Personnel shall not arrange Company travel at a time that is less advantageous to AZKOR, INC. or involving greater expense to AZKOR, INC. in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation, are the sole responsibility of the individual and will not be reimbursed by AZKOR, INC. Expenses associated with travel of an individual's spouse, family or friends will not be reimbursed by AZKOR, INC.

5. Air Travel.

A. General. - Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares. AZKOR, INC. will reimburse or pay only the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual's home or office to the airport nearest the destination.

B. Saturday Stays. - Personnel traveling on behalf of AZKOR, INC. are not required to stay over Saturday nights in order to reduce the price of an airline ticket. An individual who chooses to stay over a Saturday night shall be reimbursed for reasonable lodging and meal expenses incurred over the weekend to the extent the expenses incurred do not exceed the difference between the price of the Saturday night stay ticket and the price of the lowest price available ticket that would not include a Saturday night stay. To receive reimbursement for such lodging and meal expenses, the individual must supply, along with the Expense Report, documentation of the amount of the difference between the price of the Saturday stay and non-Saturday stay airline tickets.

C. Frequent Flyer Miles and Compensation for Denied Boarding. - Personnel traveling on behalf of AZKOR, INC. may accept and retain frequent flyer miles and compensation for denied boarding for their personal use. Individuals may not deliberately patronize a single airline to accumulate frequent flyer miles if less expensive comparable tickets are available on another airline.

6. Lodging.

Personnel traveling on behalf of AZKOR, INC. may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual's itinerary shall be considered in determining reasonableness. Personnel shall make use of available corporate and discount rates for hotels. "Deluxe" or "luxury" hotel rates will not be reimbursed.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



7. Out-Of-Town Meals.

Personnel traveling on behalf of AZKOR, INC. are reimbursed for the reasonable and actual cost of meals (including tips) subject to a maximum per diem meal allowance of \$38 per day and the terms and conditions established by AZKOR, INC. relating to the per diem meal allowance.

8. Ground Transportation.

Personnel are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

- **Courtesy Cars** - Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Employees should take advantage of this free service whenever possible.
- **Airport Shuttle or Bus** - Airport shuttles or buses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport's baggage claim area.
- **Taxis** - When courtesy cars and airport shuttles are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual's home and the airport.

Rental Cars - Car rentals are expensive so other forms of transportation should be considered when practical. Employees will be allowed to rent a car while out of town provided that advance approval has been given by the individual's supervisor and that the cost is less than alternative methods of transportation.

9. Personal Cars.

Personnel are compensated for use of their personal cars when used for Company business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved IRS rate per mile. In the case of individuals using their personal cars to take a trip that would normally be made by air, e.g., Phoenix to Los Angeles, mileage will be allowed at the currently approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

10. Parking/Tolls.

Parking and toll expenses, including charges for hotel parking, incurred by Personnel traveling on Company business will be reimbursed. The costs of parking tickets, fines, car washes, valet service, etc., are the responsibility of the employee and will not be reimbursed. On-airport parking is permitted for short business trips. For extended trips, Personnel should use off-airport facilities.

11. Entertainment and Business Meetings.

Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by [designated officer or director, usually the Treasurer] of AZKOR, INC. and qualify as tax deductible expenses. Detailed documentation for any such expense must be provided, including:

- date and place of entertainment.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



- nature of expense.
- names, titles and corporate affiliation of those entertained.
- a complete description of the business purpose for the activity including the specific business matter discussed.

vendor receipts (not credit card receipts or statements) showing the vendor's name, a description of the services provided, the date, and the total expenses, including tips (if applicable).

12. Other Expenses.

Reasonable AZKOR, INC.-related telephone and fax charges due to absence of Personnel from the individual's place of business are reimbursable. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed. Finally, emergency secretarial work and/or postal charges incurred are reimbursable for the purpose of work on behalf of AZKOR, INC.

13. Non-Reimbursable Expenditures.

AZKOR, INC. maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, charitable organization. Expenses that are not reimbursable* include, but are not limited to:

- Travel insurance.
- First class tickets or upgrades.
- When lodging accommodations have been arranged by AZKOR, INC. and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by AZKOR, INC. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site.
- Limousine travel.
- Movies, liquor or bar costs.
- Membership dues at any country club, private club, athletic club, golf club, tennis club or similar recreational organization.
- Participation in or attendance at golf, tennis or sporting events, without the advance approval of the Commander [President/CEO] or his designee.
- Purchase of golf clubs or any other sporting equipment.
- Spa or exercise charges.
- Clothing purchases.
- Business conferences and entertainment which are not approved by a [designated officer or director] of AZKOR, INC.
- Valet service.
- Car washes.
- Toiletry articles.
- Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Personnel on a trip, it is the responsibility of the Personnel to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Overnight retreats without the prior approval of the Commander or his designee.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



*The Attorney General offers this list of non-reimbursable expenses by way of example only, and in no way means to imply that categories of expenses not included on this list should automatically be eligible for reimbursement. This list is meant to be a guide to charitable organizations. Each organization should develop an expense reimbursement policy that is tailored to that organization's particular situation.
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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "I"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

Policy on the Process for Determining Compensation

This Policy on the Process of Determining Compensation of AZKOR, INC. is adopted to comply with IRS rules requiring that nonprofit boards should document the process for approving the compensation and benefits of top executive officers and other key employees, as referred to in Section VI, Part B, line 15, of the 990.

Thus, it applies to the compensation of the following persons employed by AZKOR, INC.:

- _____ The Organization's chief employed executives (check if applicable)
_____ Other Officers or Key Employees of the Organization by title: (check if applicable)

The process includes the presence of all of the following three (3) elements:

review and approval by the Board of Directors of AZKOR, INC.;;
use of data as to comparable compensation; and
contemporaneous documentation and recordkeeping.

1. Review and Approval.

The compensation of the person is reviewed and approved by the Board of Directors of AZKOR, INC., provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

2. Use of Data as to Comparable Compensation.

The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

3. Contemporaneous Documentation and Recordkeeping.

There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "J"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

Policy on Joint Ventures

This Joint Venture Policy of AZKOR, INC. requires that the Organization evaluate its participation in joint venture arrangements under federal tax law and take steps to safeguard the Organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

1) Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes.

A venture or arrangement shall be disregarded if it exhibits both of the following conditions:

- a) 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to:
 - (i) dividends, interest, and annuities;
 - (ii) royalties;
 - (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and
 - (iv) gains or losses from the sale of property]; and
- b) The primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2) Safeguards to ensure exempt status protection. The Arizona Knights of Rizal, Inc. (AZKOR, INC.) will:
(a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and
(b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- (i) Control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
- (ii) Requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
- (iii) That the venture or arrangement not engage in activities that would jeopardize the Organization's exemption; and
- (iv) That all contracts entered into with the organization be on terms that are at arm's length or more favorable to the Organization.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "K"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]
Policy on Investments

SCOPE OF THIS INVESTMENT POLICY

This statement of investment policy reflects the investment policy, objectives, and constraints of AZKOR, INC. investments.

PURPOSE OF THIS INVESTMENT POLICY STATEMENT

This statement of investment policy is set forth herein, in order to:

- Define and assign the responsibilities of all involved parties.
- Establish a clear understanding for all involved parties of the investment goals and objectives of AZKOR, INC. Fund assets.
- Offer guidance and limitations to all Investment Managers regarding the investment of AZKOR, INC. Fund assets.
- Establish a basis for evaluating investment results.
- Manage AZKOR, INC. Fund assets according to prudent standards as established in common trust law.
- Establish the relevant investment horizon for which the AZKOR, INC. Fund assets will be managed.

In general, the purpose of this statement is to outline a philosophy and attitude which will guide the investment management of AZKOR, INC. assets toward desired results. It is intended to be sufficiently specific to be meaningful, yet flexible enough to be practical.

DELEGATION OF AUTHORITY

The AZKOR, INC. Executive Committee is a fiduciary, and is responsible for directing and monitoring the investment management of Fund assets on behalf of AZKOR, INC. As such, the Executive Committee is authorized to delegate certain responsibilities to professional experts in various fields. These include, but are not limited to:

Investment Management Consultant. The consultant may assist the Executive Committee in: establishing investment policy, objectives, and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks as deemed appropriate.

Investment Manager. The investment manager has discretion to purchase, sell, or hold the specific securities that will be used to meet the AZKOR, INC. Fund's investment objectives.

Custodian. The custodian will physically (or through agreement with a sub-custodian) maintain possession of securities owned by the AZKOR, INC. Fund, collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets owned, purchased, or sold, as well as movement of assets into and out of the AZKOR, INC. Fund accounts.

Additional Specialists such as attorneys, auditors, actuaries, retirement plan consultants, and others may be employed by the Executive Committee to assist in meeting its responsibilities and obligations to administer AZKOR, INC. Fund assets prudently.

The Executive Committee will not reserve any control over investment decisions, with the exception of specific limitations described in these statements. Managers will be held responsible and accountable to achieve the objectives herein stated. While it is not believed that the limitations will hamper investment managers, each manager should request modifications which they deem appropriate.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)

(An Arizona Non-Profit, Tax Exempt Corporation)



If such experts employed are also deemed to be fiduciaries, they must acknowledge such in writing. All expenses for such experts must be customary and reasonable, and will be borne by the AZKOR, INC. Fund as deemed appropriate and necessary.

DEFINITIONS

1. "Fund" shall mean the AZKOR, INC. Investment portfolio.
2. "Executive Committee" shall refer to the Executive Committee defined in these AZKOR, INC. By Laws and authorized to administer the AZKOR, INC. Fund.
3. "Fiduciary" shall mean any individual or group of individuals that exercise discretionary authority or control over fund management or any authority or control over management, disposition or administration of the AZKOR, INC. Fund assets.
4. "Investment Manager" shall mean any individual, or group of individuals, employed to manage the investments of all or part of the AZKOR, INC. Fund assets.
5. "Investment Management Consultant" shall mean any individual or organization employed to provide advisory services, including advice on investment objectives and/or asset allocation, manager search, and performance monitoring.
6. "Securities" shall refer to the marketable investment securities which are defined as acceptable in this statement.
7. "Investment Horizon" shall be the time period over which the investment objectives, as set forth in this statement, are expected to be met. The investment horizon for this Fund is 3-5 years.

GENERAL INVESTMENT PRINCIPLES

- A. Investments shall be made solely in the interest of the AZKOR, INC. Fund.
- B. The AZKOR, INC. Fund shall be invested with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the investment of a fund of like character and with like aims.
- C. Cash is to be employed productively at all times, by investment in short term cash equivalents to provide safety, liquidity, and return.

INVESTMENT MANAGEMENT POLICY

- A. Preservation of Capital - Consistent with their respective investment styles and philosophies, investment managers should make reasonable efforts to preserve capital, understanding that losses may occur in individual securities.
- B. Risk Aversion - Understanding that risk is present in all types of securities and investment styles, AZKOR, INC. recognizes that some risk is necessary to produce long-term investment results that are sufficient to meet the AZKOR, INC. Fund's objectives. However, the investment managers are to make reasonable efforts to control risk, and will be evaluated regularly to ensure that the risk assumed is commensurate with the given investment style and objectives.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



C. Adherence to Investment Discipline - Investment managers are expected to adhere to the investment management styles for which they were hired. Managers will be evaluated regularly for adherence to investment discipline.

D. Liquidity - The AZKOR, INC. services require the ability to deposit and withdraw funds on a continuous basis. Investment managers therefore should make decisions that will maximize returns through short term investments, while understanding the need for liquidity.

E. Long Term Investments - a portion of the Fund's overall portfolio will be invested in long term growth mechanisms. This amount will be determined either as a percentage of the overall fund or a fixed amount of the fund by the AZKOR, INC. Executive Committee on the advice of the investment managers.

F. Alternative Fund Sources - the AZKOR, INC. Fund may receive funds from various sources which have their own specific investment policies in place. The sources of these funds may come from planned giving or estate planning, foundation sources or others. In these cases, this investment policy will be modified to reflect those conditions and subsequently guide investment managers in the handling of those specific funding mechanisms.

INVESTMENT OBJECTIVES

In order to meet its needs, AZKOR, INC.'s investment objective emphasizes capital growth with some focus on income.

SPECIFIC INVESTMENT GOALS

Over the investment horizon established in this statement, it is the goal of the aggregate AZKOR, INC. Fund assets to exceed: An absolute rate of return of 6-9%, including fixed income. These investment goals are the objectives of the aggregate AZKOR, INC. Fund, and are not meant to be imposed on each investment account (if more than one account is used).

DEFINITION OF RISK

AZKOR, INC. realizes that there are many ways to define risk. It believes that any person or organization involved in the process of managing AZKOR, INC.'s assets understands how it defines risk so that the assets are managed in a manner consistent with the AZKOR, INC. Fund's objectives and investment strategy as designed in this statement of investment policy. The Executive Committee considers the tolerance for risk to be classified as medium. That is, comfortable with fluctuations in the portfolio, and the possibility of larger declines in value, in order to grow the portfolio over time. AZKOR, INC.'s risk/return trade-off is classified as moderate.

CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ASSET ALLOCATION

Based on AZKOR, INC.'s profile, the asset allocation will be 60% Equity, 40% Fixed Income. Due to the need for fund liquidity, it may be necessary to make investments on short term deposits that are lower return/lower risk. This may necessitate balancing the fund with higher risk investments for the remainder of the fund in order to achieve the desired rates of return.

GUIDELINES FOR FIXED INCOME INVESTMENTS AND CASH EQUIVALENTS

The mutual funds selected have been evaluated by _____ [Analysts] who conduct a screening process that includes both quantitative and qualitative criteria. Investment options are reviewed periodically to ensure that high-quality standards are maintained. The overall process seeks to ensure that the investment strategies implemented will be compatible with AZKOR, INC.'s return requirements and tolerance for risk.

PERFORMANCE REVIEW AND EVALUATION

Performance reports generated by the Investment Management Consultant shall be compiled at least quarterly and communicated to the Executive Committee for review. The investment performance of total portfolios, as well as asset class components, will be measured against commonly accepted performance benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement.

The Executive Committee intends to evaluate the portfolio(s) over at least a three year period, but reserves the right to terminate a manager for any reason including the following:

- Investment performance which is significantly less than anticipated given the discipline employed and the risk parameters established, or unacceptable justification of poor results.
- Failure to adhere to any aspect of this statement of investment policy, including communication and reporting requirements.
- Significant qualitative changes to the investment management organization.

Investment managers shall be reviewed regularly regarding performance, personnel, strategy, research capabilities, organizational and business matters, and other qualitative factors that may impact their ability to achieve the desired investment results.

INVESTMENT POLICY REVIEW

To assure continued relevance of the guidelines, objectives, financial status and capital markets expectations as established in this statement of investment policy, the Executive Committee shall review this investment policy at least annually.

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CORPORATE BY-LAWS OF THE
ARIZONA KNIGHTS OF RIZAL, INC.
(AZKOR, INC.)
(An Arizona Non-Profit, Tax Exempt Corporation)



ANNEX "L"

ARIZONA KNIGHTS OF RIZAL, INC. [AZKOR, INC]

Policy on Public Reporting and Transparency

I. Purpose:

A. AZKOR, INC. believes in transparency and accountability to its constituents and the public by making available information on AZKOR, INC.'s governance structure, governance policies and documents, financial condition as reflected in audited financial statements, and major programs.

B. This policy implements Internal Revenue Service requirements regarding public disclosure of AZKOR, INC.'s IRS Form 1023 exemption application and annual reporting IRS forms.

II. Information Available to the Public

A. AZKOR, INC. shall post on its website and make available upon request the following information and documents in a timely manner:

1. Governance Documents, including:

- (a) A list of the current officers and directors of AZKOR, INC
- (b) Articles of Incorporation
- (c) Corporate By Laws
- (d) Charters of Standing Committees – Executive Committee, Finance and Resource Development Committee, Public Relations Committee, Charity and Social Services Committee, Science and Self-Sufficiency Committee, and Education and Scholarships Committee
- (e) Code of Ethics
- (f) Conflict of Interest Policy
- (g) Corporate Governance Policy
- (h) Whistleblower Policy
- (i) Executive Compensation Policy
- (j) Public Reporting and Transparency Policy

2. Financial and IRS documents, including:

- (a) IRS form 1023 exemption application
- (b) IRS form 990 and 990T
- (c) Audited financial statements

III. Delegation of Authority for Website Management

AZKOR, INC. delegates to the Commander [President/CEO] the authority to manage the DMA, Inc. website in accordance with this policy and, and as such, he shall exercise ultimate control over the designated AZKOR, INC. Webmaster, who shall be under the direct supervision of the Deputy Commander [Vice President]. This authority is granted with the further objectives of: (a) informing AZKOR, INC. membership and the public of AZKOR, INC.'s major activities and programs; and (b) providing information that supports AZKOR, INC.'s mission and purpose.

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