



BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

FILED
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Application of Pacific Gas and Electric Company for Authority, Among Other Things, to Increase Rates and Charges for Electric and Gas Service Effective on January 1, 2020. (U 39 M)

Application No. 18-12-009
(Filed December 13, 2018)

**NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION
AND, IF REQUESTED (and ☐ ¹ checked), ADMINISTRATIVE LAW JUDGE'S
RULING ON [National Asian American Coalition]'S SHOWING OF SIGNIFICANT
FINANCIAL HARDSHIP**

NOTE: AFTER ELECTRONICALLY FILING A PDF COPY OF THIS NOTICE OF INTENT, PLEASE EMAIL THE DOCUMENT IN AN MS WORD FORMAT TO THE INTERVENOR COMPENSATION PROGRAM COORDINATOR AT lcompcoordinator@cpuc.ca.gov.

Customer or Eligible Local Government Entity (party intending to claim intervenor compensation): National Asian American Coalition

Assigned Commissioner:

Michael Picker

Administrative Law Judge:

Elaine Lau and Rafael L. Lirag

I hereby certify that the information I have set forth in Parts I, II, III and IV of this Notice of Intent is true to my best knowledge, information and belief.

Signature: /s/ Tadashi Gondai

Date: 3/13/2019

Printed Name:

Tadashi Gondai

PART I: PROCEDURAL ISSUES

(To be completed by the party intending to claim intervenor compensation)

A. Status as "customer" (see Pub. Util. Code § 1802(b))² The party claims "customer" status because the party is (check one):	Applies (check)
1. A Category 1 customer is an actual customer whose self-interest in the proceeding arises primarily from his/her role as a customer of the utility and, at the same time, the customer must represent the broader interests of at least some other customers. See, for example, D.08-07-019 at 5-10).	<input type="checkbox"/>

¹ DO NOT CHECK THIS BOX if a finding of significant financial hardship is not needed (in cases where there is a valid rebuttable presumption of eligibility (Part III(A)(3)) or significant financial hardship showing has been deferred to the intervenor compensation claim).

² All statutory references are to California Public Utilities Code unless indicated otherwise.

<p>2. A Category 2 customer is a representative who has been authorized by actual customers to represent them. Category 2 involves a more formal arrangement where a customer or a group of customers selects a more skilled person to represent the customer's views in a proceeding. A customer or group of customers may also form or authorize a group to represent them, and the group, in turn, may authorize a representative such as an attorney to represent the group.</p>	<input type="checkbox"/>
<p>3. A Category 3 customer is a formally organized group authorized, by its articles of incorporation or bylaws to represent the interests of residential customers or small commercial customers receiving bundled electric service from an electrical corporation (§1802(b)(1)(C)). Certain environmental groups that represent residential customers with concerns for the environment may also qualify as Category 3 customers, even if the above requirement is not specifically met in the articles or bylaws. See D.98-04-059, footnote at 30.</p>	<input checked="" type="checkbox"/>
<p>4. The party's detailed explanation of the selected customer category.</p> <p><u>The party's explanation of its status as a Category 1 customer.</u> A party seeking status as a Category 1 customer must describe the party's own interest in the proceeding and show how the customer's participation goes beyond just his/her own self-interest and will benefit other customers. Supporting documents must include a copy of the utility's bill.</p> <p><u>The party's explanation of its status as a Category 2 customer.</u> A party seeking status as a Category 2 customer must identify the residential customer(s) being represented and provide authorization from at least one customer.</p> <p><u>The party's explanation of its status as a Category 3 customer.</u> If the party represents residential and small commercial customers receiving bundled electric service from an electrical corporation, it must include in the Notice of Intent either the percentage of group members that are residential ratepayers or the percentage of the members who are receiving bundled electric service from an electrical corporation. Supporting documentation for this customer category must include current copies of the articles of incorporation or bylaws. If current copies of the articles and bylaws have already been filed with the Commission, only a specific reference (the proceeding's docket number and the date of filing) to such filings needs to be made.</p> <p>Cal Public Utilities Code §1802(b)(1)(C) requires that organizations claiming Category 3 customer status be authorized in their bylaws to represent the interests of residential customers. In its bylaws (Attachment 2), NAAC is authorized to actively participate and intervene before the CPUC on all matters that can affect directly or indirectly the interests of minority consumers, ratepayers, and small businesses. This is consistent with NAAC's authorization to advocate for the minority community before any government agency, including the FCC, FTC, Department of Justice, the California Attorney General and the State Department of Insurance. NAAC's bylaws reflect its "customer" status, as found most recently in a ruling by</p>	

<p>Administrative Law Judges Hymes and Goldberg in A.18-01-012 dated January 04, 2019.</p> <p>The National Asian American Coalition (NAAC) is a 501(c)(3) non-profit and U.S. Housing and Urban Development-approved home counseling agency. NAAC has been granted Category 3 customer status and intervenor compensation for contributions in numerous cases before the California Public Utilities Commission, including A.12-11-009, A.13-11-003, A.14-11-003, A.15-09-001, A.16-09-001, and A.17-01-020 among others.</p> <p>It is difficult to assign a percentage to the members of NAAC who are residential ratepayers or otherwise, for NAAC does not have traditional membership. NAAC provides financial education, credit building, homeownership and small business development services directly to the community (NAAC has counseled more than 9,000 Californians), offers education and outreach on behalf of telecom and energy utilities, and advocates for minority and low-income ratepayers before the CPUC and other state and federal legislative and regulatory entities. NAAC also advocates in partnership with other non-profits, churches, business chambers, and other community-based organizations serving the minority population as part of the National Diversity Coalition (NDC). These partners include the National Asian American Coalition, Advancing the Seed, Inc., African American Chamber of Commerce, African American Fire Fighter Museum, Asian Business Association, Asian Journal, Boys of Color of Santa Ana, Community Connections LLC, COR Community Development Corporation, El Mundo, Impact Southern California, Instituto de Avance Latino, Island Pacific Supermarkets, The Jesse Miranda Center for Hispanic Leadership, Korean American Coalition LA, Latino Coalition for Community Leadership, Los Angeles Latino Chamber of Commerce, Macedonia Community Development Corporation, Network of Myanmar American Association, Santa Maria Group, OASIS Center International, Templo Calvario CDC, and Youth Business USA.</p>	
<p>Do you have any direct economic interest in outcomes of the proceeding?³ If “Yes”, explain:</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>B. Conflict of Interest (§ 1802.3)</p>	<p>Check</p>
<p>1. Is the customer a representative of a group representing the interests of small commercial customers who receive bundled electric service from an electrical corporation?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No*</p>
<p>2. If the answer to the above question is “Yes”, does the customer have a conflict arising from prior representation before the Commission?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>

³ See Rule 17.1(e).

*As indicated in Part 1, Section A.4, NAAC and NDC members primarily represent individual residential ratepayers. A small proportion of NDC members provide services to small business owners. Because NAAC and NDC’s advocacy focuses on impacts to individual ratepayers and the minority community, and because NAAC and NDC have no conflict arising from prior representation before the Commission, we interpret this question as not applying to NAAC and NDC under the intent of 1802.3.

C. Status as an Eligible Local Government Entity (§§1802(d), 1802.4, 1803.1)	
The party claims “eligible local government entity” status because the party is a city, county, or city and county that is not a publicly owned public utility that intervenes or participates in a Commission proceeding for the purpose of protecting the health and safety of the residents within the entity’s jurisdiction following a catastrophic material loss suffered by its residents either in significant damage to infrastructure or loss of life and property, or both, as a direct result of public utility infrastructure.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<u>The party’s explanation of its status as an eligible local government entity must include a description of</u> (1) The relevant triggering catastrophic event; (2) The impacts of the triggering catastrophic event on the residents within the entity’s jurisdiction as a result of public utility infrastructure; and (3) The entity’s reason(s) to participate in this proceeding.	
D. Timely Filing of Notice of Intent to Claim Intervenor Compensation (NOI) (§ 1804(a)(1)):	
1. Is the party’s NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference: 2/11/2019	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
2. Is the party’s NOI filed at another time (for example, because no Prehearing Conference was held, the proceeding will take less than 30 days, the schedule did not reasonably allow parties to identify issues within the timeframe normally permitted, or new issues have emerged)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2a. The party’s description of the reasons for filing its NOI at this other time:	
2b. The party’s information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, Administrative Law Judge’s ruling, or other document authorizing the filing of NOI at that other time:	

PART II: SCOPE OF ANTICIPATED PARTICIPATION
(To be completed by the party intending to claim intervenor compensation)

A. Planned Participation (§ 1804(a)(2)(A)):
The party’s statement of the issues on which it plans to participate: As an advocacy, direct services, and education and outreach organization which is particularly interested in issues facing low-income and minority consumers, NAAC and its partner community-based organizations in the National Diversity Coalition (NDC) intend to address the following issues: (1) supplier diversity program design, objectives, and costs; (2) employment diversity program design, objectives, and costs; (3) safety related program designs, objectives, and costs; (4) Community Wildfire Safety Program design, objectives, and costs; (5) reasonableness of liability insurance coverage, costs, and options;

- (6) effective marketing, education, and outreach to minority communities;
- (7) reasonableness and affordability of overall proposed rate increase;
- (8) other procedural and public interest issues.

The party's explanation of how it plans to avoid duplication of effort with other parties:

NAAC and NDC represent constituencies that are not otherwise adequately represented in these proceedings or at this Commission, and has a grassroots perspective, distinct from other intervenors. NAAC and NDC will also strive to coordinate with other ratepayer advocacy organizations with regard to submissions to the CPUC, utilizing joint comments when appropriate, and will meet and confer when possible.

In the past, NDC and NAAC have participated in numerous CPUC proceedings together, with NAAC providing legal services, and NDC providing expert opinion and testimony, positions and strategies on issues, recommendations on program designs, and negotiating with the utilities. In this proceeding, NDC will also take on responsibility for legal services, with NAAC providing some support. The extent and nature of NAAC's and NDC's combined participation and collaboration in CPUC proceedings will not change, and will not result in duplication of effort or compensation, but the division of the workload between the two entities will be adjusted. Given this reorganization, NAAC intends to separately file for intervenor compensation only for their support services. NDC's participation would be enabled and supported, not duplicated, by NAAC's efforts.

The party's description of the nature and extent of the party's planned participation in this proceeding (to the extent that it is possible to describe on the date this NOI is filed).

In support of NDC's participation, NAAC plans to provide help as necessary to prepare filings, briefs, and testimony, conduct legal research, and participate in all hearings, conferences, meetings etc. to the extent possible.

B. The party's itemized estimate of the compensation that the party expects to request, based on the anticipated duration of the proceeding (§ 1804(a)(2)(A)):

Item	Hours	Rate \$	Total \$	#
ATTORNEY, EXPERT, AND ADVOCATE FEES				
Tadashi Gondai	100	\$330	\$33,000	1
<i>Subtotal: \$33,000</i>				
OTHER FEES				
<i>Subtotal: \$</i>				
COSTS				
Office Expenses	NA	NA	\$100	2
<i>Subtotal: \$100</i>				
TOTAL ESTIMATE: \$33,100				

Estimated Budget by Issues:

At this point, NAAC is unable to estimate with any certainty what it will cost to participate in this proceeding per issue. However, NAAC will make every effort to diligently track and document all hours and expenses. NAAC's estimated budget consists of the following:

- (1) supplier diversity program design, objectives, and costs – 15%;
- (2) employment diversity program design, objectives, and costs – 15%;
- (3) safety related program designs, objectives, and costs – 15%;
- (4) Community Wildfire Safety Program design, objectives, and costs – 15%;
- (5) reasonableness of liability insurance coverage, costs, and options – 10%;
- (6) effective marketing, education, and outreach to minority communities – 10%;
- (7) reasonableness and affordability of overall proposed rate increase – 10%;
- (8) other procedural and public interest issues – 10%.

When entering items, type over bracketed text; add additional rows to table as necessary. Estimate may (but does not need to) include estimated Claim preparation time. Claim preparation time is typically compensated at ½ professional hourly rate.

PART III: SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP
(To be completed by party intending to claim intervenor compensation;
see Instructions for options for providing this information)

A. The party claims that participation or intervention in this proceeding without an award of fees or costs imposes a significant financial hardship, on the following basis:	Applies (check)
1. The customer cannot afford, without undue hardship, to pay the costs of effective participation, including advocate's fees, expert witness fees, and other reasonable costs of participation. (§ 1802(h))	<input type="checkbox"/>
2. In the case of a group or organization, the economic interest of the Individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding. (§ 1802(h))	<input type="checkbox"/>
3. The eligible local government entities' participation or intervention without an award of fees or costs imposes a significant financial hardship. (§ 1803.1(b).)	<input type="checkbox"/>
4. A § 1802(h) or § 1803.1(b) finding of significant financial hardship in another proceeding, made within one year prior to the commencement of this proceeding, created a rebuttable presumption in this proceeding (§ 1804(b)(1)).	<input checked="" type="checkbox"/>
Commission's finding of significant financial hardship made in proceeding number: A.18-01-012	
Date of Administrative Law Judge's Ruling (or CPUC Decision) in which the finding of significant financial hardship was made: January 4, 2019	

B. The party’s explanation of the factual basis for its claim of “significant financial hardship” (§ 1802(h) or § 1803.1(b)) (necessary documentation, if warranted, is attached to the NOI:

The Commission has previously ruled that NAAC qualifies for significant financial hardship pursuant to §1802(g), most recently in A.18-01-012 in the ALJ’s Ruling on National Asian American Coalition’s Showing of Significant Financial Hardship issued on January 4, 2019 by Judges Hymes and Goldberg.

The “comparison test” to establish significant financial hardship found in §1802(h) requires that “the economic interest of the individual members of the group or organization is small in comparison to the cost of effective participation in the proceeding.” The cost of NAAC’s participation in the CPUC proceedings, substantially outweighs the benefits to individual minority ratepayers that NAAC represents. NAAC is a 501(c)(3) nonprofit organization that provides foreclosure prevention services, credit counseling, financial literacy training, and first-time home buyer assistance. NAAC’s constituents are low-income, minority ratepayers. Accordingly, these economic interests are small relative to the costs of participation. It is unlikely that NAAC’s members will see financial benefits that exceed the costs of participation.

**PART IV: ATTACHMENTS DOCUMENTING SPECIFIC
ASSERTIONS MADE IN THIS NOTICE**

**(The party intending to claim intervenor compensation identifies and attaches documents;
add rows as necessary)**

Attachment No.	Description
1	Certificate of Service
2	NAAC Bylaws

ADMINISTRATIVE LAW JUDGE RULING⁴
(Administrative Law Judge completes)

	Check all that apply
1. The Notice of Intent (NOI) is rejected for the following reasons:	<input type="checkbox"/>
a. The NOI has not demonstrated the party’s status as a “customer” or an “eligible local government entity” for the following reason(s):	<input type="checkbox"/>
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	<input type="checkbox"/>

⁴ A Ruling needs not be issued unless: (a) the NOI is deficient; (b) the Administrative Law Judge desires to address specific issues raised by the NOI (to point out similar positions, areas of potential duplication in showings, unrealistic expectations for compensation, or other matters that may affect the customer or eligible local government entity’s Intervenor Compensation Claim); or (c) the NOI has included a claim of “significant financial hardship” that requires a finding under § 1802(h).

c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	<input type="checkbox"/>
2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).	<input type="checkbox"/>
3. The NOI has not demonstrated significant financial hardship for the following reason(s):	<input type="checkbox"/>
4. The Administrative Law Judge provides the following additional guidance (see § 1804(b)(2)):	<input type="checkbox"/>

IT IS RULED that:

1. The Notice of Intent is rejected.	<input type="checkbox"/>
2. The customer or eligible local government entity has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	<input type="checkbox"/>
3. The customer or eligible local government entity has shown significant financial hardship.	<input type="checkbox"/>
4. The customer or eligible local government entity is preliminarily determined to be eligible for intervenor compensation in this proceeding. However, a finding of significant financial hardship in no way ensures compensation.	<input type="checkbox"/>
5. Additional guidance is provided to the customer or eligible local government entity as set forth above.	<input type="checkbox"/>

Dated _____, at San Francisco, California.

Administrative Law Judge

ATTACHMENT 2:

NAAC BYLAWS

The Amended and Restated Bylaws of National Asian American Coalition

The Amended and Restated Bylaws of National Asian American Coalition, Incorporated are hereby amended and restated and shall be effective as of January 22, 2014.

ARTICLE I NAME

The name of this corporation shall be National Asian American Coalition, A California nonprofit public benefit corporation ("**National Asian American Coalition**").

ARTICLE II PURPOSE

The organization shall be a non-profit, public benefit corporation.

The specific purpose of this corporation is to be the preferred conduit of low and moderate income families. This includes, but is not limited to, increasing sustainable and responsible homeownership and outreach for small business development, minorities, and veterans; advocating and creating homeownership opportunities for low- to moderate-income persons and families; and advocating for communities on a broad range of consumer issues before governmental bodies.

ARTICLE III POWERS

Subject to the limitations contained in the articles of incorporation, bylaws and compliance with the provisions of existing and applicable laws, National Asian American Coalition shall have all the powers of a non-profit public benefit corporation in accordance with the Corporation Code.

The National Asian American Coalition is authorized and urged to actively participate and intervene before the California Public Utilities Commission, or any other state or federal regulatory body, on all matters that it deems appropriate that will affect directly or indirectly Asian American consumer interests, Asian American rate payer interests and Asian American small business interests.

National Asian American Coalition is a centralized organization. Transactions and dealings shall be made through its officers with authority from the Board of Directors.

Projects and programs of the corporation such as but not limited to, off-site projects, appointment of project managers, coordinators and conduct of business outside of its principal place of business does not create or constitute chapters of National Asian American Coalition. These transactions do not grant any right to individuals or entity to gain access to documents or records of the organization.

The corporation is a non-profit corporation and no part of the net earnings of the corporation shall inure to the benefit of an individual. However, the Board of Directors may, through a resolution, allow and provide for the reasonable compensation of officers.

ARTICLE IV MEMBERSHIP

Section 1 Membership

Membership is acquired through acceptance by the Board of Directors of individuals that represents or belongs to historically underrepresented minority organizations, church based organizations and other Board Approved organizations and other organization with the National Asian American Coalition.

Section 2 Voting and transferability of membership

With the sole exception of voting for the composition of the Board of Directors, members shall have no right to vote in the management and affairs of National Asian American Coalition. Membership is not transferable.

ARTICLE V BOARD OF DIRECTORS

Section 1 Powers

This corporation shall have all the powers granted by law. All powers and activities of this corporation shall be exercised and managed directly by the Board of Directors or if delegated, under the ultimate control and direction of the Board of Directors.

The Board of Directors shall exercise general supervision over all property and affairs of the corporation. It shall appoint the officers of the corporation.

Section 2 Functions of the Officers and Executive

- a. The officers of this organization shall be the chairman, Vice-Chairman, Treasurer and Secretary.
- b. The elected officers along with the Chairman of the Advisory Board And the President/Executive Director (staff member) shall comprise The Executive Board.
- c. All officers of the corporation shall serve as members of the Board.
- d. The Board of Directors shall elect the officers and the President/Executive Director. Except for the power to amend the Articles of Incorporation and By-Laws, the executive board shall have all the powers and authority of the Board of Directors in the intervals between meeting of the BOD, subject to the direction and control of the board.

Section 3 Composition of the Board of Directors

The Board of Directors shall come from the members of the corporation. The Board shall have no fewer than five (5) persons and shall not exceed fifteen (15) persons. The quorum for Board meetings shall be 50% plus one of the total compositions of the Board of Directors.

Section 4 Meetings of the Board of Directors

The Board of Directors shall meet on a quarterly basis. Whenever it is necessary, the Chairman of the Executive Board shall be empowered to call for special meetings. A quorum is necessary for all actions of the Board of Directors. In the absence of a quorum, the meeting may continue for discussion purposes only without any voting action taken on any issues. To facilitate attendance and a quorum, a Board Member, with good cause, may exercise the option to participate via telephone. However, a Board Member may only use this option twice a year. In matters of urgency, a vote may be taken and duly recorded via telephone or email. The Secretary has the responsibility of recording all minutes and votes.

a) Removal for Excessive Absences

If a member of the Board of Directors fails to attend two (2) regular board meetings during one operational year without reasonable cause, he/she shall be relieved of his position.

b) Reinstatement of Board Member Removed for Absenteeism

A Board Member may be reinstated if before the next regularly scheduled meeting, he/she provides a written statement of good cause for his/her absences. The written statement of acceptance by the Chairman of the Board and Secretary is necessary to reinstate the Director. In the event of disagreement by the Chairman of the Board and the Secretary as to whether there exists good cause for reinstatement, the statement shall be submitted to the entire Board for consideration before the next regularly scheduled meeting of the Board.

Section 5 Suspensions and Removal of a Board Member for Misconduct, Dereliction of Duty and Responsibilities and Willful Violation of Bylaws

By the majority vote of the board a member may be expelled or removed from the Board for grave misconduct, dereliction of duties and responsibilities or willful violation of the bylaws. A Board Member may be immediately suspended from the Board, upon written notice from the Chairman of the Board. A copy of the written notice of the suspension shall be provided to the other Members of the Board, including the Chairman of the Advisory Board. A special meeting shall be held as soon as possible, not to exceed 15 days from the date of suspension, to consider the charges against the Board member. Written notice of the special meeting and written charges shall be provided to all members

including the suspended member before the special meeting.

Section 6 Resignation of a Board Member

a) A director may resign from his or her position by providing written notice to the Chairman or Secretary or the entire Board of Directors. The resignation shall be effective by written acceptance of the Board of Directors.

A director, based on his/her competency, may be offered a position on the Advisory Board, provided there is an available vacancy.

Section 7 Conflict of Interest of a Board Member

Whenever a Board Member or an officer has a financial or personal interest in any matter coming before the Corporation, the involved person shall fully disclose the nature of the interest and withdraw from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of National Asian American Coalition to do so. The minutes of the meetings at which such votes were taken shall record such disclosure, abstention and rationale for approval.

Section 8 Executive Board

The function of the Executive Board is to administer the operations of the organization under the direction of the Board of Directors. The Executive Board shall prepare an agenda for the Board of Directors. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Board shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. All members of the Executive Board have the right to vote at a meeting, unless otherwise specified.

Section 9 Members of the Executive Board

The Executive Board shall be composed of a Director to be voted upon by the Board, the Chairman of the Board and the Chief Executive Officer/President. The Chairman of the Board and the President shall serve as ex-officio member of the Executive Board. Members of the Executive Board shall have a term of two (2) years from date of election and shall serve as such until a successor is elected and qualified.

Section 10 Elections and Vacancies at the Executive Board

- a. Each member shall assume the duties of office after one (1) month from date of election. Upon resignation from the Executive Board, a member relinquishes his/her position on the Executive Board but remains as a Board of Director of National Asian American Coalition.
- b. The Board of Directors, at their regular meeting or a special meeting called for that purpose, shall fill any vacancy in any office of the Executive Board. By a majority vote, the Board of Directors may censure or expel a member of the Executive Board for cause.

Section 11 Executive Board Meetings

The Executive Board shall meet six times a year. The quorum for the executive board meeting shall be three. To facilitate a quorum, an Executive Board Member may be considered present if he or she participates via conference call.

Section 12 Duties of the Chairman

The Chairman shall act as Chief Officer of the corporation. He/she shall also be the Chairman of the Executive Board. The Chairman shall preside at all meetings of the Executive Board and the Board of Directors. The Chairman shall be an ex-officio member of all committees except the nominating committee.

Section 13 Duties of the Vice- Chairman.

The Vice-Chairman shall assume the duty of the Chairman in the latter's absence or incapacity. The Vice-Chairman is also the chair of the Program Planning Committee and fulfills such other duties as assigned by the Chairman.

ARTICLE VI ADVISORY BOARD

An advisory board will be created for program consultation and fund raising purposes. Prospective members of the advisory board may be recruited from both public and private sectors. The Chairman of the Advisory Board will serve, ex officio, as a voting member of the Board of Directors.

ARTICLE VII OFFICERS OF THE CORPORATION

Section 1 Chief Executive Officer/President

The President shall manage the operations of the corporation. He/she shall have the power and supervision over all the staff of the corporation. The President shall have authority over programs, financial and human resource issues. The President's decisions are limited to the provisions in a budget approved by the Board of Directors. The President has discretion to approve expenditures of up to one thousand five hundred

dollars (\$1,500.00). The Board of Directors must approve any amount in excess of \$1,500.00.

Duties of the President include, but are not limited to, the creation and annual update of an office policy and procedures manual. This manual should reflect applicable State and Federal Laws regarding labor, worker's compensation, hiring and firing. The President shall also have the responsibility to ensure that each employee of National Asian American Coalition has received a copy of the office policy and procedures and the employee has provided a signed acknowledgement of receipt. The President shall execute and implement projects that are approved by the Board of Directors. The President is the official spokesperson of National Asian American Coalition and shall coordinate with the public relations committee. The President has the power to appoint heads of the standing committees. The President has the authority to appoint a person to supervise a project. However, the Board of Directors at the next regular scheduled Board meeting must confirm such appointment. The President shall hold office until a replacement is appointed and qualified.

Section 2 Secretary

The secretary shall record the minutes of all meetings of the Executive Board and Board of Directors and shall maintain a permanent record of the meetings. He/she shall prepare and circulate the items of the agenda that requires a vote of the Executive Board. He/she shall turn over to the successor an updated record of all minutes thirty (30) days before retirement from office. He/she shall be responsible in sending notices of regular and special meetings of the corporation. The Secretary shall be under the control and supervision of the Chairman of the Board. The Secretary shall have a term of office of two (2) years from date of appointment and shall sit as such until his/her replacement is appointed and qualified.

Section 3 Treasurer

The Treasurer shall maintain accurate and updated financial records of the corporation; he/she shall have custody of the funds of the organization, which shall be deposited in the name of the corporation in a financial institution approved by the Board of Directors. He/she shall sign checks with the Chairman, Vice-Chairman, Secretary and President on behalf of the organization, disburse money of the organization by order of the Executive Board, provide a bond annual audit, and turn over to his/her successor an updated record of all funds, accounts and books of record thirty (30) days before retirement from office.

The Treasurer shall be under the control and supervision of the Board of Directors. The Treasurer shall also ensure that the financial business of National Asian American Coalition is conducted in compliance with Article XI of these Bylaws. The Treasurer shall have a term of office of two (2) years from date of appointed and shall sit as such until his/her replacement is appointed and qualified.

All funds of the organization shall be deposited, handled and disbursed in a timely manner and in accordance with good accounting practices and principles. All bills, notes,

checks and like obligations and endorsements, for deposit or collection, shall be signed as set forth in Article X of the National Asian American Coalition Bylaws.

Section 4 Auditor

The Board of Directors or the Executive Board may create the position of an auditor or hire an independent and outsourced auditor. The auditor shall examine and ascertain the correctness of the expense reports of the corporation covering periods as may be required by the Board of Directors.

ARTICLE VIII MEETINGS OF THE ORGANIZATION

Section 1 Annual Meeting

The Executive Board shall set a semi annual meetings of the board. Notice shall be sent to the members forty-five-(45) days before the semi annual board meeting and the annual advisory board meeting.

Communication to the members of the corporation will be conducted regularly. The Secretary has the responsibility to ensure that these communications are made.

Section 2 Special Meeting

The Chairman or the any two (2) members of the Board of Directors may call a special meeting. The purpose of the special meeting shall be stated in notice of meeting. No other business shall be conducted at the special meeting. Members shall receive the notice at least 48 hours before the special meeting.

ARTICLE IX STANDING COMMITTEES

Section 1 Committees

There shall be standing committees, as the corporation deems necessary, to carry on its business. The Chairman of the Board and the President shall serve as ex-officio members of all standing committees.

Standing committees are as follows: Nominating Committee, Bylaws Committee, Public Relations Committee, Program Planning Committee, Annual Economic Summit Committee and Finance Committee. The Board of Directors may add other committees, as it deems necessary.

Section 2 Nominating Committee

The nominating committee shall be composed of at least three (3) members. The Board of Directors shall appoint them no later than the second week of January. The committee shall be responsible for preparing a slate of candidates for office,

securing written information of experience for each candidate and shall present the slate at the Fourth Quarter Board of Director's meeting. The slate may be presented at a special board meeting called for this purpose. Each candidate must be a member in good standing of the National Asian American Coalition. The Secretary shall chair the Nominating Committee. The Committee shall be responsible for providing recommendations for Board membership and officers. It shall conduct new Board member recruitment, orientation and education.

Section 3 Bylaws Committee

The Bylaws committee shall be responsible for the drafting of proposed amendments to the Bylaws. The committee chair has the responsibility of presenting the drafts to the Board of Directors for comment and correction. This committee has the responsibility to prepare and maintain policy and procedures for the conduct of the corporation's business.

Section 4 Public Relations Committee

The Public Relations Committee shall be chaired by a Board member and shall provide coordination of communication with media (TV, radio, newspapers, magazines, newsletters, and business and education journals), assist with the development and production of promotional materials. It shall actively pursue presentation opportunities and provide speakers as needed and shall establish a master calendar for promotions, publications and events. The Public Relations Committee shall work in cooperation with the President.

Section 5 Program Planning Committee

The Vice-Chairman shall chair the Program Planning Committee and investigate, define and recommend program needs for the organization as well as evaluation methods of outcomes. The Program Planning Committee shall work in cooperation with the President.

Section 6 Finance Committee

The Treasurer shall chair the Finance Committee. It shall oversee all operating, capital and fund raising budgets, and monthly financial statements and provide for annual audits of records.

ARTICLE X OPERATIONAL YEAR

The operation year of the corporation shall run from 1st of January until 31st of December.

ARTICLE XI MANAGEMENT OF FINANCES

All financial transactions of the corporation shall be conducted in accordance with generally accepted accounting practice and principles. Accounting practice and principles shall ensure that all revenues and expenditures are accounted for and authorized, respectively and all financial obligations are paid in a timely manner.

All monies and assets shall be registered in the name of National Asian American Coalition at an FDIC insured banking facility or other appropriate organization as designated by the Board of Directors. As needed, the Board of Directors may designate a "Named" Fund. Other monies and assets are considered part of the general fund unless otherwise specified.

Authorized signatories for bank drafts are the Chairman of the Board, Treasurer, Secretary and the President. No checks may be made payable to cash. All appropriate papers to document expenses must be given to the Treasurer within five (5) days from date of transaction.

In the event of the prolonged absence of any one of the signatories, the Executive Board may authorize one of its members to sign for designated transactions only.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in Revised Robert's Rules of Order shall govern the proceedings of this organization, except in cases governed by the bylaws and special rule adopted by this organization.

ARTICLE XIII AMENDMENTS

Section 1 Origin

The bylaws committee shall propose amendments to the bylaws of this organization.

Section 2 Procedures for Amendment

Amendments may be adopted by the affirmative vote of the majority of the members of the Board of Directors. The proposed amendments must have been first circulated to each members of the Board of Directors at least thirty (30) days in advance of the vote for approval.

ARTICLE XIV NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporate Law and in accordance with the provisions of the Internal Revenue Code 501 C-3 for the purpose described above, and it shall be nonprofit and nonpartisan. No part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate in political campaigns.

ARTICLE XV OFFICES

The principal office of the corporation is located in Suite G 9630 Black Mountain Road, San Diego California.

ARTICLE XVI PROHIBITED AMENDMENTS

The Bylaws may not be amended to conflict with applicable State or Federal Laws or with Mabuay Articles of Incorporation.

ARTICLE XVI VOLUNTARY DISSOLUTION

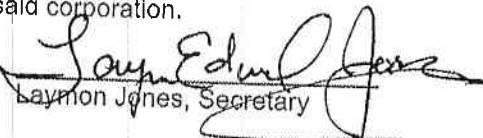
The organization may be dissolved by a two-thirds vote (2/3) of the Board of Directors. Any funds remaining in the treasury shall be used to satisfy outstanding debts. In the event that funds remain, the Board of Directors shall disburse these funds and any other assets to another approved non-profit, 501 C-3 organizations.

Approved by the Board of Directors of National Asian American Coalition on June 25, 2014.

CERTIFICATE OF SECRETARY

1. That I am the duly elected, qualified and acting Secretary of National Asian American Coalition; and
2. That the foregoing Amended and Restated Bylaws of said corporation were duly adopted as the Amended and Restated Bylaws thereof by Written Consent of the Directors of said corporation on June 25, 2014, and that the same do now constitute the Amended and Restated Bylaws of said corporation.

Executed this 25th day of June 2014.


Laymon Jones, Secretary

