



By-Laws

Article I - Objectives and Purposes

Section 1.01

The specific and primary purpose for which this organization is formed is to effect the association of Peruvians and Americans of Peruvian heritage, as well as the community at large, without limit of age, and of good moral character for fraternal purposes, and for their mutual benefit and social betterment; it effects the establishment and operation of the Institution facilities for the exclusive pleasure, recreation and entertainment of members of the Institution and eligible guests; to purchase, bare, hold, sell, develop, build, mortgage and to maintain and operate the same for the use and enjoyment of all the Institution members, subject to the rules and regulations set forth in the BY-LAWS of this organization. To do all and everything necessary and proper for the accomplishment of any of the purposes or attainment of any of the objectives previously mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to county, state, federal, and municipal entities; and generally, the purpose for which this organization is formed is to perform such acts and to enact such business in connection with the preceding objectives not inconsistent with law or the objectives and aims of the House of Perú.

Section 1.02

This organization is a non-political, non-sectarian, non-profit organization, which endeavors to foster and cultivate Peruvian traditions, and to contribute to maintain and enhance the spirit of understanding, tolerance and goodwill amongst all the national groups residing in the City of San Diego by presenting the history, traditions and culture of the Peruvian people. The House of Perú adheres itself, without mental reservations, to the principles of the House of Pacific Relations (HPR), and declares that these By-Laws shall constitute its linkage with it.

Article II - Principal Office

Section 2.01

The principal office of the organization for its transactions of business is located in the City of San Diego, County of San Diego, and State of California.

Section 2.02

The organization may have such other offices at other places, not limited to the County of San Diego, State of California, as its business may require and shall be designated from time to time by the Board of Directors to whom it is hereby granted full power and authority to change the principal office of the organization from one location to another within the County of San Diego, State of California, contingent upon HPR approval. The secretary in the monthly newsletter shall give any such change in written notice.

Article III – Membership

Section 3.01

Eligibility of Members

Any person or entity that commits to upholding the House of Peru mission and complies with these bylaws shall be eligible for membership of the House of Peru. Application for membership shall be open to anybody that supports our mission. Membership is granted after completion and receipt of a membership application and annual dues.

Section 3.02

Levels of Membership

The Board of Directors shall determine increases or decreases in levels of membership. The Board shall establish levels of membership and the contribution associated with those levels.

Article IV - Board of Directors

Section 4.01

Powers

Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California, and subject to the duties of the Board of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by, the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- A. To select and to remove all the officers, associate directors, members, agents, and employees of the organization; to prescribe such powers and duties for them as may not be inconsistent with law, or the Articles of Incorporation, or these Bylaws; to fix their compensation where applicable; and to require from them security for faithful service.
- B. To conduct, manage, and control the affairs of the business of the organization and to make rules and regulations therefore not inconsistent with law or the Articles of Incorporation or these Bylaws, as they may deem best.
- C. To change the principal office for the transaction of the business of the organization from one location to another as provided in Article II of these Bylaws.
- D. To change the amount of dues from time to time to be paid by members.
- E. To borrow money and to incur indebtedness for the purpose of the organization and to cause to be executed and delivered therefore, in the corporate name, promissory notes, or other evidences of debt and instruments securing the payment of the same.

Section 4.02

Number and Qualifications of the Board of Directors

The authorized number of Directors in the board of the organization shall be up to 19 until changed by amendment to these Bylaws as hereinafter provided. Any member of the organization who is in good standing and meets the criteria established in the Standing Rules of the corporation shall be eligible for nomination to the Board of Directors.

Section 4.03

Term of Office

A member of the Board shall hold office for a term of one year from January following the date of his/her election and shall be eligible for unlimited terms. All members of the Board shall hold office until their respective successors are elected and assume office.

Section 4.04

Vacancies

Vacancies on the Board of Directors may be filled by a majority of the remaining members of the board, or by a sole remaining member of the board.

Section 4.05

Place of Meeting

Regular meeting of the Board of Directors shall be held at any place within the County of San Diego which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the organization. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 4.06

Organizational Meeting

Once a year the members of the Board of Directors shall hold a meeting for the purpose of reorganization, establishment of a regular meeting time and the transaction of other business.

Section 4.07

Regular Meetings

No fewer than six regular meetings of the Board of Directors in any one year shall be held of such day in each month or on such days in such months as the Board of Directors shall fix and determine by resolution; written notice of all such meetings shall be given to each member of the Board not fewer than 5 days preceding such meeting.

Section 4.08

Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he/she is absent or unable or refuses to act, by the Vice President or by any two members of

the board. Written notice of the time and place of special meetings shall be delivered to the member of the board. Special meetings of the Board shall be held upon four days notice, and the notice shall state the purpose for which the meeting is called, and no other business shall be transacted at the meeting.

Section 4.09

Notice of Adjournment

Notice of the time and place for holding an adjourned meeting need to be given to the absent member of the board if the time and place be fixed at the meeting adjourned, except that, if the meeting is adjourned for more than 24-hours notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the absent member of the board.

Section 4.10

Waiver of Notice

The transactions of any meeting of the Board of Directors, however called or wherever held, shall be as valid as though a meeting has been duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the members of the board not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the organization's records and made a part of the minutes of the meetings.

Section 4.11

Quorum

The presence of the majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business except to adjourn. Every act or decision done or made by a majority of member of the board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4.12

Action without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit organization Law of the State of California may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such an action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. For the purposes of this section only, "all members of the Board" shall not include any "Interested board member" as defined in section 5233 of the Nonprofit Benefit organization Law.

Section 4.13

Virtual Meetings

Members of the board may participate in a meeting through the use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through the use of telephone or similar communications equipment shall constitute presence in person at such meeting.

Article V - Officers

Section 5.01

Officers of the organization

The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. The organization may also have at the discretion of the Board of Directors one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.

Section 5.02

Qualification, Election and Term

Officer of the organization: the candidates for President, Vice President, Secretary and Treasurer must have served on the Board of Directors for at least one (1) year.

The officers of the organization shall be chosen annually (every year) by the Board of Directors at their Organizational Meeting and shall hold office for the term of one year or until such office or officers shall resign, shall be removed or shall otherwise be disqualified to serve, or until their successors shall be elected and qualified.

From amongst the Officers mentioned, the President will select two (2) Delegates and two (2) alternate Delegates to represent the House of Perú at the House of Pacific Relations.

Nothing in this article III shall be construed as limiting the right of the House of Perú to refer to persons associated with it or persons specified in Section 3.2 above as "Members" even though such persons are not members within the meaning of Section 5056 of the California Nonprofit Public Benefit organization Law, and reference to such persons as Members shall not make them voting members. The House of Perú may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit organization Law, upon any person or persons who do not have the right to vote for the election of Board of Directors or on a disposition of substantially all of the assets of the House of Perú or on a merger or on a dissolution or on changes to the House of Peru's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056.

Voting by Acclamation

In the event of the lack of alternative candidates for officers of the organization being considered for election in parliamentary procedure, acclamation is a form of unanimous consent.

Section 5.03

Removal and Resignation

An Officer may be removed with justifiable cause by a majority of the members of the board at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the organization. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 5.04

Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or for any other cause shall be filled by the members of the board at any meeting at which a quorum is present.

Section 5.05

President

The President shall be Chairman of the organization and shall be subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the organization, as well as keep all the assets of the organization in good hands. He/she shall preside at all meetings of the Board of Directors. He/she shall be a member of all standing committees and shall have the general powers and duties of management usually vested in the office of President of an incorporated body and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Vice-President(s)

In the absence or disability of the President, the Vice-President(s), in order of their rank, shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restriction upon the President. The Vice-President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by these Bylaws.

Secretary

The Secretary shall keep or cause to be kept a Book of Minutes at the principal office or such other place as the Board of Directors may order of all meetings of the Board of Directors and the members with the time and place of holding, whether regular or special, and if special, how authorized, the notice given thereof, the names of those present at the Board meetings, and the number of members. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by the Bylaws and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Treasurer

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the organization and disbursements. The books of account shall at all times be open to inspection by any active member in good standing. The Treasurer shall deposit all money and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board of Directors. He/she shall, subject to the limitations contained in these Bylaws, disburse or cause to be disbursed the sums of the organization as may be ordered by the Board of Directors, shall render to the President and members of the board whenever they request it and account of all of his/her transactions as Treasurer and the financial condition of the organization, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Immediate Past President

The Immediate Past President shall act as an advisor to the President and the other officers of the organization and shall be a member of the Advisory Committee.

Article VI – Committees, Sub Committees and Special Committees

Section 6.01

Standing Committees

The standing committees shall be appointed by the Board of Directors of the organization and each committee shall consist of a Committee Director and such number of Associate Directors and members as the Board of Directors shall fix and determine.

Section 6.02

Qualification, Election and Term of the Standing Committees

The Directors of each Committee of the organization shall be chosen annually (every year) by the Board of Directors and the Associate Director at their Organizational Meeting and shall hold office for the term of one year or until such Committee shall resign, shall be removed or shall otherwise be disqualified to serve, or until their successors shall be elected and qualified.

Voting by Acclamation

In the event of the lack of alternative candidates for Director of Committees of the organization being considered for election in parliamentary procedure, acclamation is a form of unanimous consent.

Section 6.03

Removal and Resignation

A Director of Committee may be removed with justifiable cause by a majority of the members of the board at any regular or special meeting of the Board. Any Director of Committee may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the organization. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 6.04

Sub-committees and Special Committees

Sub-committees and special committees tasks and procedures, shall be created by the Board of Directors to fulfill specific responsibilities as assigned. They are appointed each year to address and help the Directors with ongoing organizational needs. Special committees and task forces will be created to address specific, short-term concerns or to produce specific outcomes and are terminated when assigned responsibilities are completed. The nominees for these sub-committees will be called “Associate Directors” and they will work alongside the Director of corresponding committee. The Associate Director will serve for at least sixth months on this position. The Director of each committee shall appoint the candidates for each position of their sub-committees and elect the Associate Director in coordination with the President.

The nominees for the special committees will be called “Special Committee Director” and they will work alongside the Board of Directors.

Section 6.05

Vacancies

A vacancy in any Committee because of death, resignation, removal, disqualification, or for any other cause shall be filled by the members of the board at any meeting at which a quorum is present.

Other committees

Other committees shall be appointed by the Board of Directors from time to time for such purposes as shall be required to properly and efficiently conduct the business and affairs of the organization.

Section 6.06

Powers and Authority of Standing Committees

The Standing Committees Directors shall have the authority of the Board and any of the powers and the authority of the Board of Directors in the management of the business and affairs of this corporation.

Article VII – Miscellaneous

Section 7.01

Queens Organization

The name of this association is QUEENS ORGANIZATION (“Queens”). Queens is an educational, cultural, patriotic, non-political, non-sectarian organization created for the female, youth member(s) of the House of Pacific Relations, Inc. This organization is an affiliate of the House of Pacific Relations, Inc. (HPR), an IRS non-profit 501(c)(3) organization, formed pursuant to the General Nonprofit Corporation Law of the State of California, under whose auspices, guidance and control it operates.

House of Peru Queens and Princesses: The Officers of House of Peru shall select, by election or appointment, one (1) queen, no more than six (6) princesses and/or junior princesses and no more than three (3) pee-wee princesses prior to the last day of August, to serve for one year. Any combination of princesses and junior princesses will be allowed.

The queen and princesses must be between the ages of 13 and 19 on September 1st of each year. Junior princesses must be between the ages of 10 and 12 years (under 13) on September 1st of each year. Peewee princesses must be between the ages of 7 and 9 years old on September 1st of each year.

Each queen, princess, junior princess or pee-wee princess must be an active member in good standing of the House of Peru either individually or through family membership. Each is expected to remain active throughout the year and participate in all House of Peru’s activities.

Each year, House of Peru will cover the cost of the expenses for the “Coronation” party, for up to \$100 per princess and queen only per year. Which can be used towards the purchase of tickets/sash/t-shirts, etc.

Section 7.02

Lifetime Membership

Lifetime Memberships carry all benefits, discounts and privileges of an active individual membership in effect at the time of joining, or in the future if new professional benefits are added. Awarding of a "Lifetime Membership" to a member will be at the discretion of the Board of Directors and on a case-to-case basis.

Section 7.03

Disbursements

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the organization shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors; provided, however, that all checks, drafts, or orders drawn on the organization's funds in amounts equal to or under \$2,500, including payments to the Federal and State governments, shall be signed by not less than two signers, one of whom must be an officer of the organization, and that all checks, drafts, or orders drawn on the organization's funds in amounts over \$5,000 shall be signed by no less than two officers of the organization, one of whom shall be the President or Vice President.

Section 7.02

Fiscal Year

The fiscal year of this organization shall start on the first day of June of each year and on the thirty first day of May next following.

Section 7.03

Parliamentary Procedure

Except where they are in conflict with these Bylaws, Robert's Rules of Order shall govern all meetings of the members of the organization and Board of Directors.

When in conflict between the Standing Rules and Bylaws, the Standing rules shall supercede this document.

Article VIII - Amendments

Section 8.01

Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the members of the Board of Directors of this organization.

Section 8.02

Effective Date

These bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this organization in adopting them provide that they are to become effective at a later date

Article IX – Non Liability of Member of the Board and Officers

Section 9.01

Volunteer member of the board

Pursuant to Section 5239 of the Nonprofit Public Benefit organization Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Board Member or volunteer officer (defined below) of this organization caused by the board member or officer's negligent act or omission in the performance of that person's duties as a board member or officer, if all the following conditions are met:

- A. The duties were performed in good faith;
- B. The duties were performed to be in the best interest of the organization
- C. The duties were performed with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

"Officers mean the President, Secretary, Vice President, Treasurer or other officer" who assists in establishing the policy of this organization;

This limitation on the personal liability of a volunteer Board Member or officer does not limit the liability of this corporation for any damages caused by acts or omissions of a volunteer board member or volunteer officer, nor does it eliminate the liability of a board member or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit organization Law of the State of California in any action or proceeding brought by the Attorney General.

Section 9.02

Requirement to Obtain Liability Insurance

In order to obtain the full benefit of the limitation of liability set forth above, the Board of Directors of this organization and the volunteer board member or officer shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for this organization or a board of directors and officers liability policy.

Section 9.03

Volunteer member of the board and Officers

"Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or consideration for services rendered.

Section 9.04

Indemnity for Litigation

This organization hereby agrees to exercise the power to defend and indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a board member or officer of this organization to the full extent allowed under the provision of Section 5238 of the Nonprofit Public Benefit organization Law of the State of California relating to the power of an organization to indemnify any such person. The amount of such indemnity shall be so much as the Board of

Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 9.05

Standard of Conduct

Pursuant to Section 5231 of the California Nonprofit Public Benefit organization Law a board member shall perform the duties of a board member, including duties as a member of any committee of the Board upon which the board member may serve, in good faith, in a manner such as the board member believes to be in the best interests of this organization and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Board Member, a board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officers or employees of this organization with whom the board member believes to be reliable and competent in the matters presented.

Legal counsel, independent accountants, or other professionals as to matters which the board member believes to be within such person's professional or expert competence;

Or

A committee of the Board upon which the Board member does not serve, as to matters within the committee's designated authority, which committee the board member believes to merit confidence. Provided, that in any such case, the board member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 9.06

Self-Dealing Transactions

As used in this Section 6, a "self-dealing transaction" is any contract or transaction (i) between this organization, firm or association in which one or more of the members of the board has a material financial interest, or (ii) between this organization and a organization, firm or association of which one or more of its members of the board are board members of this organization (collectively, "Interested board member(s)").

Pursuant to Section 5233 of the Nonprofit Public Benefit organization Law of the State of California, no self-dealing transaction shall be void or voidable because such Interested board member(s) or organization, firm or association are parties or because such Interested board member(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing transaction the Board or committee which authorizes, approves or ratifies the self-dealing transaction if:

All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or committee authorizes, approves, or ratifies the self-dealing transaction in good faith (without counting the vote of the Interested board member(s)), and in the case of a self-dealing transaction described above, the Board or committee resolves and finds that the transaction is just and reasonable at the time it was authorized, approved or ratified; Or

The person asserting the validity of the self-dealing transaction sustains the burden of proving that the transaction was just and reasonable as to the organization at the time it was authorized, approved or ratified.

Interested board member(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves or ratifies a transaction provided in this section 6.

Approved by Board of Directors:

Carlos Mozombite, **President**



Monica Miyasato, **Secretary**



Diana Lecca, **Treasurer**



Giuliana Avalos, **Director of Membership**



Silvana Carranza, **Director of Marketing**



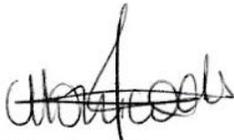
Gredna Peltroche, **Director of Social Responsibility**



Certificate of the Secretary
Of The House of Perú
A California Non-Profit Organization

I hereby certify that I am the duly elected and active Secretary of said organization, House of Perú, and that the foregoing By-Laws (including amendments) comprising thirteen (12) pages, constitute the By-Laws of said Organization as duly adopted at a meeting of its Board of Directors thereof held in the City of San Diego, County of San Diego, State of California.

Dated: November 09, 2019



Monica Miyasato
Secretary