

Constitution & By-Laws



Revised April 29, 2012

Table of Contents - Constitution and By-Laws

<u>Title</u>	<u>Page</u>
ARTICLE I - Name, Initials, Address, Motto, Colors and Seal	1
Section 1.01 – Name	1
Section 1.02 – Initials	1
Section 1.03 – Address.	1
Section 1.04 – Motto.	1
Section 1.05 – Color	1
Section 1.06 – Seal	1
 ARTICLE II – Purposes	 2
Section 2.01 – Specific and Primary	2
Section 2.02 – Special	3
 ARTICLE III – Powers	 4
Section 3.01 – Powers	4
 ARTICLE IV - Non-Profit, and Tax-Exempt Status of the F. A. A. P. I.	 6
Section 4.01 – Non-Profit	6
Section 4.02 – Tax-Exempt Status	6
 ARTICLE V – Membership and Affiliated Organizations	 7
Section 5.01 – Description	7
Section 5.02 – Eligibility Criteria	7
Section 5.03 – Application for Membership	7
Section 5.04 – Admission to Membership	7
Section 5.05 – Classification of Membership.	7
Section 5.06 – Termination of Membership	9
Section 5.07 – Affiliated Organizations	9
 ARTICLE VI - Board of Directors	 10
Section 6.01 – Power	10
Section 6.02 – Number of Director	10
Section 6.03 – Election of the Seven (7) Directors	10
Section 6.04 – Term of Office	11
Section 6.05 – Organization of the Board	11
Section 6.06 – Officers of the Board	11
Section 6.07 – Resignation	11
Section 6.08 – Special Limitations	12
 ARTICLE VII – Officers	 13
Section 7.01 – Elective, Appointive and Temporary Officers	13
Section 7.02 – Elective Titles.	13
Section 7.03 – Qualifications	13

Table of Contents - Constitution and By-Laws

<u>Title</u>	<u>Page</u>
Section 7.04 – Election of Officers	13
ARTICLE VIII - Termination of Elected Officers and Succession	15
Section 8.01 – Resignation	15
Section 8.02 – Removal.	15
Section 8.03 – Vacancies	15
Section 8.04 – Absences	16
Section 8.05 – Duties and Responsibilities -	16
a. The President	16
b. The Vice President	17
c. The Secretary.	17
a. The Assistant Secretary.	19
b. The Treasurer.	19
c. Assistant Treasurer.	20
g. The Auditor.	20
ARTICLE IX – Committees	22
Section 9.01 – By-Laws Committee	22
Section 9.02 – Membership Committee	22
Section 9.03 – The Nominations Committee	22
Section 9.04 – Appointive Committee.	23
Section 9.05 – The Executive Committee.	24
Section 9.06 –Other Committees	24
Section 9.07 – Social Action Committee.	24
ARTICLE X – Elections	26
Section 10.01 – General	26
Section 10.02 – Filing of Nominee's Intent	26
Section 10.03 – Certification of Nominee's Qualifications to be a	26
Candidate	
Section 10.04 – Other Nominations	26
Section 10.05 – Date of Elections	26
Section 10.06 – Qualified Voters	27
Section 10.07 – Certified List of Eligible Voters	27
ARTICLE XI – Meetings	28
Section 11.01 – Notice of Meetings.	28
Section 11.02 – Place, Day and Time of Meetings.	28
Section 11.03 – Regularly Scheduled Meetings	28
Section 11.04 – Special Meetings.	28
Section 11.05 – Quorums.	29
Section 11.06 – Voting	30

Table of Contents - Constitution and By-Laws

<u>Title</u>	<u>Page</u>
Section 11.07 – Action Without A Meeting	30
ARTICLE XII – Budget and Fiscal Matters	32
Section 12.01 – Budget.	32
Section 12.02 – Annual Membership Fee	32
Section 12.03 – Classification and Uses of Funds	32
Section 12.04 – Separate Accounts for the Association's Funds	34
Section 12.05 – Deposit of Funds	34
Section 12.06 – Checks and Other Documentary Evidence of	34
Indebtedness	
Section 12.07 – Contracts.	34
Section 12.08 – Loans	34
Section 12.09 – Special Authorization for the Disbursement of Funds.	34
ARTICLE XIII – Constitution and By-Laws Amendments	35
ARTICLE XIV – Parliamentary Authority and Procedures	36
ARTICLE XV – Legal Rights and Conflict Resolution	37
Section 15.01 – General	37
Section 15.02 – Legal Proceedings	37
Section 15.03 – Arbitration Committee	37
Appendix	
History of Revisions	A-1

Constitution and By-Laws



ARTICLE I

Name, Initial, Address, Motto, Colors and Seal

Section 1.01 – Name. The official name of the Association shall be: "FIL-AMERICAN ASSOCIATION OF PITTSBURG, INCORPORATED" or may also be known as "FILIPINO-AMERICAN ASSOCIATION OF PITTSBURG, INCORPORATED".
(Change #2, January 30, 2000)

Section 1.02 – Initials. The authorized initials of the Association shall be: "F.A.A.P. I."

Section 1.03 - Address. The address of the Association shall be: 345 Central Avenue, Pittsburg, California 94565.

Section 1.04 - Motto. The motto of the Association shall be: "OUR STRENGTH IS IN OUR LOYALTY. "

Section 1.05 - Colors. The colors of the Association shall be: "GREEN AND GOLD".

Section 1.06 - Seal. The Corporate Seal of the Association shall have described thereon the name of the Association and the Year and State of its incorporation.



Constitution and By-Laws



ARTICLE II

Purposes

Section 2.01 - Specific and Primary. The Specific and Primary purposes for which this association is formed are fraternal, charitable, economic, educational, social and civic, and shall consist of the following:

- a. To raise the economic, educational and social levels and civic awareness of natural persons who are Filipinos or of Filipino ancestry or those natural persons related by affinity or consanguinity to natural persons of Filipino ancestry residing in California and to foster and promote community-wide interest and concern for the problems of communities in which Filipinos live to the end that:
 - (1) Racial tensions, prejudice and discrimination economic and otherwise, shall be eliminated;
 - (2) Sickness, poverty and crime shall be reduced; and
 - (3) Educational, economic and social opportunities shall be expanded for and among the residents of such communities.
- b. To expand the opportunities available to said natural persons and groups to own, manage and operate business enterprises by furthering the development of locally owned or operated business enterprises.
- c. To assist said natural persons in the development of their entrepreneurial and management skills necessary for the successful operation of business enterprises.
- d. To provide financial assistance and support to said natural persons for the successful operation of business enterprises.
- e. To assist said natural persons in obtaining from other sources, financial assistance and support for the successful operation of business enterprises.
- f. To expand the opportunities of said natural persons to obtain low-cost and other housing accommodations that are decent, safe and sanitary.
- g. To aid, support and assist by gifts, contributions or otherwise, other institutions and organizations organized for charitable, fraternal, religious, scientific, literary or educational, and civic purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual.



Constitution and By-Laws

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h. To do any and all lawful activities which may be necessary for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature.

**Section 2.02 - Special.** It is a Special purpose of the Association:

a. That no part of the activities of the Association shall ever be contrary to the interests and security of the United States of America and the American people.

b. To assist each member of the Association -

- (1) To be loyal and useful citizens;
- (2) In determining the important needs and problems of the Association by providing opportunities whereby ideas and information can be exchanged, problems studied, plans developed and implemented.
- (3) In working with other members of the Association in the attainment of the Association's purposes and objectives;
- (4) In exercising the right to democratic participatory processes; and,
- (5) To become responsible residents and constructive contributors in their respective neighborhoods and communities.

# *Constitution and By-Laws*



## **ARTICLE III**

### **Powers**

**Section 3.01** - In furtherance, but not in limitation, of the Association's Purposes cited in ARTICLE II of these CONSTITUTION and BY-LAWS, the Association shall have the following powers:

- a. To solicit, collect, and receive money and other assets, and to administer Funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, property, rights of services so acquired for the attainment of the purposes of the Association;
- b. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other Corporate obligations, for moneys borrowed, or in payment for the property acquired or for any of the purpose of the Association, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.
- c. To invest and reinvest the Association's funds in such mortgages, bonds, notes, debentures, shares of preferred and common stocks, and any other securities of any kind whatsoever, and properties, real, personal or mixed, tangible or intangible, all as the Association's Membership shall deem advisable and as may be permitted by law;
- d. To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial or otherwise, to or for use in business enterprises owned, or destined to be owned, by said natural persons and groups.
- e. To furnish management, administrative and other business advice, support, training and technical assistance to said natural persons and groups in order to enable them to develop necessary skills with which to successfully operate business ventures.
- f. To encourage and voluntarily assist said natural persons and groups to organize, create, acquire, and obtain financing for the purchase of or otherwise acquire, own, manage, and operate business enterprises.
- g. To obtain information and conduct research, studies, and analyses of the problems of communities in which said natural persons and groups reside, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of the opportunities of said natural persons and groups;



# ***Constitution and By-Laws***

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- h. To conduct educational and other efforts to eliminate prejudice and discrimination in the communities in which said natural persons and groups reside, and to foster the establishment of sound and constructive relationships between the residents of said communities.
  - i. To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organizations seeking to expand the opportunities of said natural persons and groups.
  - j. To conduct educational activities designed to provide instruction or training of said natural persons and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public on subjects beneficial to said natural persons and groups and the communities they live in.
  - k. To engage in housing production and related activities in order to improve the living and housing conditions of said natural persons and groups;
  - l. To engage in the operation of business ventures for the purpose of providing job training, employment, and managerial development opportunities to said natural persons and groups.
  - m. To engage in any and all activities, which will directly or indirectly improve the welfare and economic conditions of said natural persons and groups.
  - n. To exercise all other rights and powers conferred upon tax-exempt and non-profit corporations under the applicable provisions of the Internal Revenue Service Code and General Non-Profit Corporation Laws of the State of California, as the same may be amended from time to time, provided, however, that the Association shall not engage in any activities or exercise of powers, including those specifically mentioned herein, that are not in furtherance of the Specific and Primary and Special Purpose of the Association.

# *Constitution and By-Laws*



## **ARTICLE IV**

### **Non-Profit, and Tax-Exempt Status of the F. A. A. P. 1.**

**Section 4.01** - The purposes cited in ARTICLE II and the Powers cited in ARTICLE III of these CONSTITUTION AND BY-LAWS shall be attained and exercised in such manner so that the Association shall qualify as a Non-profit and Tax-Exempt Corporation pursuant to the applicable provisions of the Internal Revenue Service Code and General Non-Profit Corporation Laws of the State of California, as they are currently in force and effect and amended from time to time.

**Section 4.02** - Notwithstanding any other provisions in these CONSTITUTION AND BY-LAWS, the Association shall not carry on any activities not permitted a Non-Profit and Tax-Exempt Corporation under the applicable provisions of the Internal Revenue Service Code and General Non-Profit Corporation Laws of the State of California, as they are currently in force and effect and amended from time to time.



# *Constitution and By-Laws*



## ARTICLE V

### **Membership and Affiliated Organizations**

**Section 5.01 - Description.** The membership of the Association shall consist of those natural persons meeting the requirements of Sections 5.02, 5.03 and 5.04 of this ARTICLE.

**Section 5.02 - Eligibility Criteria.** Any natural persons meeting all of the following requirements:

- a. Is a Filipino or is related either by consanguinity, marriage or adoption to a Filipino; (Change #3, June 25, 2000)
- b. Must be a resident of California and at least 18 years or older. (Change #4, April 29, 2012)
- c. Has a good moral character and sound mind;
- d. Is recommended by a Regular Member.

**Section 5.03 - Application for Membership.** Applicants for Membership in the Association shall obtain an authorized Membership Application Form from the Association Secretary or a Regular or Associate Member. The applicant shall fill up and sign the application form. The sponsoring Member shall likewise sign the application form. The application form shall then be submitted by the applicant and/or sponsor to the Secretary of the Membership Committee. The Secretary of the Membership Committee shall submit the application forms of applicants to the Committee during any session of the Committee. The Committee Members shall screen and evaluate applicants for Membership, and may interview applicants, in order to determine the applicant's eligibility for Membership in the Association.

**Section 5.04 - Admission to Membership.** The Chairman of the Membership Committee shall recommend eligible applicants for Membership in the Association to the General Membership during any sessions of the General Membership. Membership in the Association shall be conferred upon any applicant by the affirmative vote of a simple majority of the General Membership present and voting during any sessions of the General Membership.

**Section 5.05 - Classification of Membership.** There shall be two (2) Classifications of Membership in the Association as follows: (Change #4, July 27, 2003)



# *Constitution and By-Laws*



a. **Regular Members.** The regular Members of the Association shall consist of individuals:

- (1) Who have paid their yearly dues in full as of a specified date. (See Article XII, Section 12.02)(Change #3, June 25, 2000)
- (2) Who have complied with any and all compulsory assessments and contributions as may be required from time to time by general membership and are entitled to all benefits.
- (3) Who attended no less than (4)regular meetings per year. (Change #3, June 25, 2000)

b. **Honorary Members.** Any natural person, living or deceased, who has demonstrated exceptional expertise and performance and has thereby contributed to or has the potential for contributing to the achievement of the Association's objectives and purposes may be recommended for Honorary Membership in the Association by any Regular Member, per the following procedures:

- (1) The name of the individual recommended for Honorary Membership (hereafter called "Recommendee") and the pertinent documentation for the basis of the recommendation, shall be submitted to the Chairman of the Membership Committee (hereafter referred to as the "Committee").
- (2) The Committee Chairman shall convene a Special session of the Committee for the purpose of screening and evaluating the recommendee's eligibility.
- (3) If the Committee favorably decides on the acceptance of the recommendee, the Chairman of the Committee shall correspond in writing with the recommendee to ascertain that the recommendee will accept nomination to Honorary Membership in the Association.
- (4) If the recommendee, his heirs, or successors, accepts, through a written correspondence addressed to the Committee, nomination to Honorary Membership in the Association, the Committee, by a unanimous vote, shall recommend to the General Membership, that the recommendee be accorded Honorary Membership status in the Association.
- (5) Honorary Membership shall be conferred upon a recommendee by a unanimous vote of the Association's General Membership present and voting during any Regular or Special meeting of the Association.
- (6) Honorary Members are exempted from payment of dues, fees, and compulsory assessments and contributions required of Regular Members.



# *Constitution and By-Laws*

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- (7) Honorary Members shall have the privilege of participating in any and all of the Association ' s proceedings and activities in an advisory capacity.
  - (8) The number of Honorary Members in the Association at any given time shall be established by policies formulated by the Association's Board of Directors and subject to ratification by the General Membership.

**Section 5.06 - Termination of Membership.** Membership in the Association may be terminated by Resignation or Removal as follows:

- a. **Resignation.** Any member may terminate Membership in the Association at any time by giving written notice to the President or Secretary of the Association. Such termination shall become effective as of the date of its receipt by the President or Secretary.
- b. **Removal.** The General Membership may, after proper notice and by affirmative vote of two-thirds (2/3) of the Membership present and voting, suspend or terminate Membership of any Member for good cause shown in accordance with the findings and recommendations of the Arbitration Committee. (Change #3, June 25, 2000)
- c. **Change of Residency.** Any Member who has changed his residency to outside California shall have his membership terminated immediately, except those who have been members of the Association prior to 1980. (Change #3, June 25, 2000)
- d. **Non-Payment of Annual Dues.** Failure to pay dues and/or assessments after being declared delinquent per ARTICLE XII, Section 12.02. (Added July 27, 2004)

**Section 5.07 - Affiliated Organizations.** Filipino or Filipino-American Groups desiring to affiliate with the Association shall conform to the following requirements:

- a. The affiliating organization must be located in the community of the Association and must have been in existence for at least one (1) year prior to the submission of its application for affiliation with the Association.
- b. The stated purposes and activities of the organization seeking affiliation must be consistent with the purposes and objectives of this Association, as determined by the Association's Board of Directors and/or General Membership.
- c. The organization seeking affiliation must have a minimum of ten (10) members (not including employees of the organization) whose members or Board of Directors meet at least four (4) times per year.

# *Constitution and By-Laws*

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- d. The organization's application for affiliation with the Association must be sponsored by a unanimous vote of the Association's Membership Committee.
  - e. Affiliation with the Association shall be conferred by an affirmative vote of a majority of the Association's General Membership.

## **ARTICLE VI**

### **Board of Directors**

**Section 6.01 - Powers.** The activities, affairs and properties of the Association shall be managed, directed and controlled, and its powers exercised by, and vested in, the Association's Board of Directors (hereafter referred to as the "Board") provided, however, that any action of the Board can be rescinded, modified or otherwise amended by the General Membership present and voting at a Regular or Special meeting of the Association's General Membership, excluding:

- a. Those matters that are specifically provided for or delegated to other Constitutional Bodies of the Association in these Constitution and By-Laws; and,
- b. Those matters no longer within the control of the Association.

**Section 6.02 - Number of Directors.** The Board shall consist of not less than seven (7) nor more than nine (9) Directors. Seven (7) Directors shall be elected from the Regular Members of the Association who meet the membership requirements of ARTICLE V, Section 5.05 and Article X, Section 10.02, 10.03, and 10.04 during the annual meeting of the Association's General Membership held for the purpose of electing the Officers of the Association. Two (2) Directors representing affiliated organizations shall be elected in the following manner, provided, however, that the absence of affiliated organizations or the failure of affiliated organizations to submit a list of names of candidates for two (2) Directors representing the affiliated organizations, shall not constrain the seven (7) elected Directors from becoming in fact the authorized Board of the Board of the Association; (Change #4, July 27, 2003)

**Section 6.03 - Election of the Seven (7) Directors.** The seven (7) Directors representing the Regular Membership shall be elected as follows:

- a. Written nominations, to which shall be enclosed a copy of the Association's authorized form, filled out and signed by the nominee as evidence of the nominee's intent and assent to be a candidate for Directorship, shall be submitted to the Nominations Committee no less than three (3) months prior to the annual meeting convened for the purpose of electing the Association's officers.



# *Constitution and By-Laws*

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b. The Nomination Committee shall circulate the names of nominees among the General Membership in writing and other media of communication as appropriate, one (1) month prior to the annual election called for the purpose of electing the Association's officers.

c. The seven (7) candidates receiving the highest number of votes shall be elected members of the Board of Directors of the Association.

To ensure the continuity and diversity of the Board of Directors, the election for the seven board seats will be divided into two (2) staggered term cycles. This means that four (4) of the seven board members will start their four year terms first, then the remaining three will start their four year terms **after** the first four have served their two years into the four-year term. The four-year term of the first four board members will then end when the three board members are at the end of their second year of service. This means there will be an election for board seats every two years. (Added July 27, 2003)

Section 6.04 - Term of Office. The term of office of the members of the Board shall be for four (4) years not to exceed two (2) consecutive terms. Any Director who wishes to seek re-election after serving two (2) consecutive terms must allow one term (4 years) to pass before seeking re-election.

Section 6.05 - Organization of the Board. Immediately following the election of the members of the Board, the elected Directors shall convene for the purpose of electing the officers of the Board, in accordance with the following procedures:

a. The elected Directors shall be sworn in by the incumbent President of the Association immediately after the election.

b. The incumbent President of the Association shall serve as temporary Chairman until the election of a Chairman of the Board.

c. The incumbent President, acting as temporary Chairman, shall appoint a temporary Secretary from among the elected Directors and shall entertain nominations from the elected Directors for the office of Chairman of the Board. The Chairman shall be elected by the majority of affirmative votes of the elected Directors cast in secret ballot. The newly elected Chairman shall immediately assume the duties of the Presiding Officer and conduct the elections for the remaining positions in the Board.

Section 6.06 - Officers of the Board. The Board shall have the following officers:

a. Chairman;

b. Vice Chairman; and

Constitution and By-Laws

c. Secretary

Section 6.07 - Resignation. Any director may resign at any time by delivering a written resignation to the President, the chairman of the Board, or the Secretary of the Association. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. (Change #2, January 30, 2000)(Change #4, July 27, 2003)

Section 6.08 - Special Limitations. The Chairman of the Board shall not serve concurrently as the elected or appointed Chief Executive Officer of another community organization and no individual Director shall be eligible to hold the same office in the Board for more than two (2) consecutive terms. The tenure of office of any Director who fails to attend three (3) consecutive scheduled meetings of the Board or of the General Membership shall be terminated unless there is a prior notice given to the Secretary of the Board or the Secretary of the Association for the absence or a written explanation is submitted to the Chairman of the Board. If a board member fails to attend the three (3) consecutive scheduled meetings and fails to notify either secretaries or the Chairman of the Board as specified, the Chairman of the Board shall then recommend to the General Membership the termination of the said director's tenure of office. Termination of tenure of office shall be through a majority of the affirmative votes of the General Membership present and voting at a meeting, the notice of which specifies the reasons for the proposed termination of tenure of office thereby declaring the seat vacant. (Re-numbered from Section 6.07 to 6.08 January 30, 2000)(Change #4, July 27, 2003)

Constitution and By-Laws



ARTICLE VII

Officers

Section 7.01 - Elective, Appointive and Temporary Officers. The Association shall have Elective and Appointive Officers.

Section 7.02 - Elective Titles

a. The titles of the elective officers shall be: 1) President; (2) Vice President; 3) Secretary; 4) Assistant Secretary; (5) Treasurer; (6) Assistant Treasurer; (7) Auditor; (8) 7 Board of Directors;

b. The titles of the Appointive Officers shall be; (1) Constitution and By-Laws Committee; (2) Membership Committee; (3) Nominations Committee; (4) Arbitration Committee; (5) Cultural Committee; (6) Public Information Officer; (7) Chairpersons of various Committees which the General Membership may create from time to time or Committees that are created through these Constitution and By-Laws.

Section 7.03 - Qualifications.

a. The elective officer shall be resident of California and dutifully fulfill the obligation of the office. (Change #1, April 29, 2012)

b. The President, Vice President, and Treasurer shall be at least twenty- five (25) years of age, a regular member of the Association for two (2) years and shall not concurrently serve in the capacity of President or Chairman of the Board of any organization. (Change #4, April 29, 2012)

Section 7.04 - Election of Officers. The candidate of each office receiving the highest number of votes shall be the individual elected in the position for which he or she is a candidate as provided for in these Constitution and By-Laws.

Section 7.05 - Term of Office.

a. The term of office of constitutionally elected offers shall be two (2) years, without restriction for a re-election except (Change #1, April 29, 2012) -

(1) The office of the President, whereby the incumbent can only serve two (2) consecutive two (2) years terms. (New, April 29, 2012)

b. The term of office of the Board of Directors shall be as provided for in Section 6.04, Article VI.



Constitution and By-Laws



- c. The term of office of Appointive Officers shall be at the pleasure of the appointing authority or concurrent with that of the appointing authority.

Constitution and By-Laws

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## ARTICLE VIII

### **Termination of Elected Officers and Succession (Change #1, April 29, 2012)**

**Section 8.01 - Resignation.** Any elected Officer may submit a resignation to the President, Chairman of the Board, or the Secretary of the Association per Section 6.07 of Article VI.

- a. By delivering a written resignation.
- b. The resignation of any member of the Board of Directors and elected Officers shall be as provided for in Article VI, Section 6.07 excluding those written resignations shall be submitted to the President, the Chairman of Board, or the Secretary of the Association.
- c. Oral or verbal resignation presented to the Membership at any regular meeting shall be accepted and recognized subject to the acceptance of the Presiding Officer.
- d. The resignation of any Appointive Officer shall be in writing and submitted to the appointing authority.

**Section 8.02 - Removal.** Any Officer of the Association may be removed at any time by the affirmative vote of a majority of the Members of the Association present and voting at a meeting of the General Membership, the notice of which shall have specified the reasons for the proposed removal. (Change #4, July 27, 2003)

**Section 8.03 - Vacancies.** Whenever a vacancy occurs in any of the elective positions except on the office of the President, the vacancy shall be filled immediately by interim appointment by the President who will then call for a special election within sixty (60) days from the time the vacancy was created to elect and fill the vacancy. This Special election shall take place during a General Membership Meeting, the notice of which shall have specified the reasons for the holding of the Special Election. (Change #1, May 30, 1999)(Change #4, July 27, 2003)

- a. Vacancy in the Office of the President must be declared by the Chairman of the Board within fifteen (15) days and the succession of the Vice President, after declaring that no legal impediment imposed by the By-Laws are fully satisfied by the incoming President. An election, thereafter, shall immediately be made to fill the vacancy of the Vice President. (New, April 29, 2012)
- b. Should there be failure of succession, the Chairman of the Board or any of the Board Members as designated by the Board of Directors shall act as President until the special election is held for the purpose of electing the new President. (New, April 29, 2012)

# *Constitution and By-Laws*

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Section 8.04 - Absences. The tenure of office of any Elective or Appointive Officer who fails to attend three consecutive scheduled meetings of the General Membership or any other scheduled meetings for the purpose of discussing matters pertaining to the Association, shall be terminated unless there is a prior notice given to the Secretary of the Association for the absence or a written explanation is submitted to the President justifying the absence. Termination of tenure of office and creation of a vacancy shall be through a majority of the affirmative votes of the General Membership present and voting at a meeting.

Section 8.05 – Duties and Responsibilities - The duties and responsibilities of the Officers shall be as follows:

a. **The President**

- (1) The President shall be the Chief Executive Officer of the Association (subject to the provisions of Article VI, Section 6.01) and shall have general supervision, direction, and control of the business and activities of the Association. The President shall have the general powers and duties not inconsistent with the Constitution and By-Laws including but not limited to the following: (Change #4, July 27, 2003)
 - (a) The duty to preside at all meetings of the General Membership of the Association.
 - (b) Appoint the Chairpersons of all Committees.
 - (c) The duty to participate as an ex-officio member of all committees.
 - (d) The responsibility to expedite the proceedings of business of the Association.
 - (e) The duty to facilitate the participation of members during the proceedings of business meetings in an impartial and equitable manner.
 - (f) The duty to moderate discussions impartially and equitably.
 - (g) The duty to enforce normally accepted principles and practices of parliamentary procedures.
 - (h) The responsibility to impartially and equitably clarify issues under discussion and to refrain from taking any contending position on issues under discussion by the General Membership while the President is the presiding officer.

Constitution and By-Laws



- (i) The duty to implement the policies, directives, and decisions of the Board of Directors or the General Membership.
- (j) The duty to approve all circulars, communications issued by the Association, and financial transactions made in the name of the Association.
- (k) The duty to countersign all drafts, checks, notes, orders, or other undertaking for the payment of money by the Treasurer of the Association and to sign all records and documents whereunto the President's signature shall be lawfully required.
- (l) The duty to submit reports, develop and submit plans on the achievement of the purposes, goals, and activities of the Association for the approval of the Board of Directors or the General Membership.
- (m) The duty to represent the Association at any civic or community sponsored activity.
- (n) The responsibility to provide constructive leadership in the achievement of the Association's purposes, goals, and activities and the exercise of the Association's powers.

b. **The Vice President.** The Vice President, or in the event there may be more than one Vice President, the Vice President in the order of their election, shall, in the absence or disability of the President shall supervise the affairs of the Association and perform all the duties of the President. The Vice President shall have such other powers and duties not inconsistent with these Constitution and By-Laws as may be assigned to him or her from time to time by the President.

c. **The Secretary.** The Secretary is the chief recording and correspondence officer and custodian of records of the Association. The Secretary works under the direction of the President of the Association and performs such duties as the President may assign from time to time including, but not limited to the following:

- (1) Take careful and accurate notes of the proceedings of meetings as a basis for preparing the official minutes.
- (2) Prepare and certify the accuracy or correctness of the minutes and the minutes in the official minute book.
- (3) Read the minutes, as may be required, during any sessions of the Association.



Constitution and By-Laws

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- (4) Enter any corrections, approved by the General Membership, in the minute book and authenticate the corrections with an initial.
 - (5) Record and attest with a signature the approved minutes as the official minutes and the date of approval.
 - (6) Provide the presiding officer or the assembly with exact wording of a pending motion or of one previously acted upon.
 - (7) Prepare and maintain a current list of the names and address of the General Membership of the Association and call roll as required.
 - (8) Read the contents of documents or communication to any assembly of the Association as required.
 - (9) Bring to each meeting, as required, a copy of Association's current CONSTITUTION and BY-LAWS; minute book; rules; policies; list of standing and special committees; roster of members; copy of adopted parliamentary procedures; and, such other documents as may be required from time to time.
 - (10) Search the minutes and other records for information requested by members.
 - (11) Assist the presiding officer, before each meeting, in preparing a detailed agenda.
 - (12) Preserve and maintain all records, reports and official documents of the Association except those kept by the Treasurer, or under the Treasurer's control and those items specifically assigned to the custody of others. (Change #4, July 27, 2003)
 - (13) Prepare and circulate, in a timely manner, notices of meetings and copies of proposals and minutes as well as other required information.
 - (14) Provide the Chairperson of Committees with a copy of the Committee roster and a copy of all motions, instructions and other documents pertinent to that Committee.
 - (15) Authenticate official documents with a signature.
 - (16) Carry on the official correspondence of the Association as directed, except such correspondence as may be assigned to other officers of the Association.

Constitution and By-Laws

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d. **The Assistant Secretary.** The Assistant Secretary shall assume and perform all responsibilities during the absence of the regular Secretary and those duties delegated by the Secretary from time to time.

e. **The Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and shall:

- (1) Have the care of, receive, and give receipt for monies due and payable to the Association;
- (2) Deposit all monies received in the name of the Association in such banks, trust companies or other depositories as from time to time may be designated by the Board of Directors;
- (3) Be responsible for the disbursement of the monies of the Association in accordance with the direction of the Board of Directors or the President;
- (4) Enter or cause to be entered regularly in books to direction for that purpose, a complete, and correct account of all monies received, and disbursed by the Treasurer for the account of the Association.
- (5) Provide supporting documentation for all monies received and disbursed by the Treasurer for the Association;
- (6) Must maintain separate detailed entries of income and disbursements with a current running balance for the Association's major accounts such as the Building Fund, Scholarship Fund, Social Action Fund, and other committee funds that the President, Board of Directors and /or the membership may mandate from time to time;(Change #4, July 27, 2003 – Renumbered)
- (7) Have available for inspection the financial records of the Association, at reasonable times, to all Members of the Association.
- (8) Render a statement of the Treasurer's account to the Board of Directors or General Membership as required.
- (9) Submit a full financial report to the Membership at the regularly scheduled meetings of the General Membership.
- (10) Exhibit the books of accounts of the Association and all securities, vouchers, papers, and documents of the Association in the Treasurer's custody to any member or designee of the Board of Directors as required;

## *Constitution and By-Laws*

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- (11) Notify Members when dues and assessments, if any, are payable and/or delinquent;
  - (12) Arrange for an annual audit of the Association's financial accounts or during other periods as required;
  - (13) Not make any disbursements not properly authorized by the Association or not in accordance with the provisions of these CONSTITUTION and BY-LAWS.
  - (14) Maintain a Petty Cash Fund in an amount which shall be determined by the Board of Directors from time to time; and
  - (15) In general, have such other powers, and perform such other duties, not inconsistent with these CONSTITUTION and BY-LAWS, as are incidental to the office of Treasurer or as may be assigned to the Treasurer from time to time by the Board of Directors or President.

f. **Assistant Treasurer.** The Assistant Treasurer shall assume and perform all the duties of the Treasurer during his absence and those duties delegated except: (Change #1, May 30, 1999)

- (1). Not make any disbursements not specifically authorized by the Association or not in accordance with the provisions of these CONSTITUTION and BY-LAWS. (Change #2, January 30, 2000)(Change #4, July 27, 2003)

g. **The Auditor.** The Auditor's duties and responsibilities include, but are not limited to:

- (1) The examination and determination that all expenditures and disbursements are authorize and legal; (Change #4, July 27, 2003)
- (2) Certifying only those authorized expenditures;
- (3) Auditing the Treasurer's accounts at the end of each calendar quarter or other calendar periods as may be required;
- (4) Submit an audit report to the Board of Directors, or to the President, or to the General Membership as required;
- (5) Call the attention of the Treasurer to discrepancies noted in an audit, and whenever the discrepancy is not resolved in accordance with normally accepted accounting and auditing standard practices, to render a report to the President with specific conclusions, and recommendations; (Change #4, July 27, 2003)

## *Constitution and By-Laws*



- (6) Verify the Association's financial deposits, on a monthly basis, for the purpose of determining the correct, and current balances deposited in any financial institutions to the credit of the Association; and
- (7) In general, have such powers to perform such other duties, not inconsistent with these CONSTITUTION and BY-LAWS, as are incidental to the office of the Auditor or as may be assigned to the Auditor from time to time by the Board of Directors or the President.

# *Constitution and By-Laws*



## **ARTICLE IX**

### **Committees**

**Section 9.01 – Constitution and By-Laws Committee.** The Association shall establish a Constitution and By-Laws Committee composed of five (5) members appointed from the Regular Members of the Association during the annual meeting of the Association's General Membership held for the purpose of electing the Officers of the Association. The chairman of this committee is to be appointed by the president of the Association and also shall serve as Parliamentary Officer to rule on conflicts arising from interpretation of the Constitution and By-Laws of the Association and other procedural issues. The term of office of the Members of this committee shall be two (2) years effective January 1st of the year immediately following the annual meeting- during which the Association's officers are elected. The duties and responsibilities of the Constitution and By-Laws Committee shall include, but not be limited to: Recommending changes in the CONSTITUTION and BY-LAWS, and policies and rules of the Association when so requested. (Change #4, July 27, 2003)

**Section 9.02 - Membership Committee.** The Association's Membership may establish a Membership Committee composed of five (5) members appointed from the regular Members of the Association whose term of office shall be two (2) years. The chairman of this committee is to be appointed by the President of the Association. The duties and responsibilities of the Membership Committee shall include, but not be limited to receiving and evaluating nominations for Membership in the Association and recommending nominees for Membership in the Association. (Change #4, July 27, 2003)

**Section 9.03 - The Nominations Committee.** The Association's Membership may establish a Nominations Committee composed of five (5) members appointed from the regular Members of the Association whose term of office shall be two (2) years. The chairman of this committee is to be appointed by the President of the Association. The duties and responsibilities of the Nominations Committee shall be receiving and evaluating nominations for candidates for elective positions. (Change #4, July 27, 2003)

a. Term of Office. The term of office of the Members of the Committee shall be two (2) years effective January 1st of the year immediately following the annual meeting during which Association's officers are elected.

b. The Officers of the Committee, Resignation, Removal, and vacancies in the Committee are governed by the provisions of Section 7.05c, Article VII of these CONSTITUTION and BY-LAWS. (Change #2, January 30, 2000)

# *Constitution and By-Laws*

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Section 9.04 - Appointive Committee.

a. **Election Committee.** The Election Committee shall be composed of five (5) members appointed by the President and approved by the General Membership. The primary functions are:

- (1) Promulgate rules and regulations, conduct of elections, and verification of regular memberships' voting qualifications. (Change #2, Jan 30, 2000)
- (2) Certify in writing the results of elections.
- (3) In the event of a failure to elect or if an election results are tied, the Election Committee will schedule and hold a special or run-off election immediately or within 30 days from the election date. (Change #4, July 27, 2003)
- (4) Electoral regulation conflicts, shall be resolved by the Constitution and By-Laws Committee. (Change #4, July 27, 2003)

b. **Scholarship Committee.** There shall be established a Scholarship Committee composed of five (5) Regular Members of the Association appointed by the President of the Association with the approval of the General Membership and whose Chairperson shall be elected by the Scholarship Committee members and whose term of office shall be at the pleasure of the appointing authority or concurrent with that of the appointing authority. The Scholarship Committee will be responsible for: (Change #4, July 27, 2003)

- (1) The development of Scholarship Fund projects and activities for the approval of the General Membership.
- (2) The management of Scholarship Fund projects and activities approved by the General Membership; and,
- (3) The Accounting of all funds received and disbursed.

c. **Cultural Committee.** The Association's membership may establish a cultural committee composed of five (5) regular members appointed by the President of the Association and whose duties and responsibilities shall be the appreciation, presentation, and perpetuation of the Filipino cultural heritage such as the Pilipino language (Tagalog), arts and crafts, native songs, costumes, folk dances, customs, traditions, varieties of food, and other cultural and historic treasures of the Philippines. (Change #4, July 27, 2003)

Constitution and By-Laws



d. **Athletics and Recreation Committee.** The Association's Membership may establish an Athletic and Recreation Committee composed of five (5) Regular Members appointed by the President of the Association and whose duties and responsibilities shall be the development and management of athletic and recreational projects and activities in which the Membership may participate, in addition to other duties and responsibilities that the Membership may delegate from time to time.

Section 9.05 - The Executive Committee. The General Membership may establish an Executive Committee:

a. Which shall be composed of the Chairman of the Board of Directors, the Chairpersons of all the Association's Committees and the President, Vice President, Secretary, Treasurer, and Auditor of the Association.

b. Whose duties and responsibilities shall include:

- (1) The identification or definition of the Association's needs;
- (2) The development and presentation of projects and activities for the discussion and approval of the General Membership;
- (3) The operational supervision and evaluation of such projects; and,
- (4) Holding an Executive Committee meeting at least once a month and approximately one week before the scheduled monthly meeting of the General Membership for the purpose of preparing and organizing the various Committee reports to be rendered at the monthly meeting.

(c) Whose Presiding Officer shall be vested in the office of the President and in his absence, the Chairman of the Board of Directors shall preside.

Section 9.06 - Other Committees. The Association's Membership may from time to time establish other Committees, Boards and Councils, which shall have such duties and responsibilities and the Members of which shall serve or hold office for such periods as the Membership may determine from time to time. The rules policies and procedures of all committees, Boards and Councils shall be determined by the Membership from time to time, or, if authorized by the Membership or these CONSTITUTION and BY-LAWS, by the respective Committees, Boards and Councils. Any Committee, Board or Council may be abolished or any member thereof removed with cause or at the pleasure of the appointing authority.

Section 9.07 - Social Action Committee. The Association shall establish a Committee composed of three (3) Regular Members appointed by the President of the Association with the approval of the General Membership whose duties and responsibilities shall be



Constitution and By-Laws

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the development and management of projects and activities for raising funds and morale of ailing Members of the Association, the implementation of which shall be undertaken through the voluntary participation of Association Members, in addition to those duties and responsibilities that the membership may delegate from time to time. (Change #4, July 27, 2003)

# *Constitution and By-Laws*



## ARTICLE X

### Elections

**Section 10.01 - General.** The PROVISIONS in this ARTICLE, SUPERSEDE and PREVAIL over any other PROVISIONS in these CONSTITUTION and BY-LAWS as it pertains to the procedures or the elections of the members of the Board of Directors, the elective officers and the Officers and members of other Constitutional bodies of the Association. EXCLUDING, the Committees where the Chairperson and members are appointive.

**Section 10.02 - Filing of Nominee's Intent.** Prospective Nominees for elective positions in the Association shall fill out and sign the Association's authorized form indicating the Prospective Nominee's personal data and the elective position to which the Prospective Nominee is an aspirant. Three (3) months prior to an election, the form shall be transmitted in writing to the Secretary or the Chairperson of the Nominations Committee. The candidate shall be a regular active member of the Association for at least two (2) consecutive years and have complied with the provisions of Article V, Section 5.05, a.(1), (2), & (3). (Change #4, July 27, 2003)

**Section 10.03 - Certification of Nominee's Qualifications to be a Candidate.** The Nominations Committee shall screen and evaluate the qualifications of Nominees in accordance with the Provisions of these CONSTITUTION and BY-LAWS and any other criteria which the General Membership of the Association may establish from time to time. The Committee shall be required to certify that a Nominee is qualified to be a Candidate for a specific elective position in the Association. One (1) month prior to an election, the Committee shall publish and circulate among the General Membership, a list of the qualified candidates for specific elective positions in the Association. It is from this list of qualified candidates that the General Membership shall elect individual candidates to specific positions in the Association. EXCLUDING in those cases provided for in Section 10.04 of this ARTICLE.

**Section 10.04 - Other Nominations.** Only those certified members not elected to a specific elective Position, who, if certified as qualified for another elective position in the Association by the Nominations Committee, shall be eligible for nomination from the floor during the elections in accordance with the adopted parliamentary procedures of the Association.

**Section 10.05 - Date of Elections.** The members of the Board of Directors and the elective officers of the Association shall be elected to a two- (2) year term, from the date of the election of the elected Directors and Officers, and by secret ballot, during the regular meeting of the Association General Membership in the month of November or on





# *Constitution and By-Laws*

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such day and month as the General Membership may from time to time establish, the notice of which shall specify the purposes of such meeting.

Section 10.06 - Qualified Voters. Regular Active Members of the Association who are not delinquent in the payment of their Annual Dues and are Members of the Association for at least twelve (12) months prior to the election shall be eligible to vote.

Section 10.07 - Certified List of Eligible Voters. The Secretary and Treasurer of the Association shall jointly prepare and certify a list of the Regular Members of the Association eligible to vote during the elections. The certified list of eligible voters shall be submitted to the Nominations Committee, which shall be used by the Committee as basis for the validation of votes one (1) month before the day of election. Such lists of eligible voters shall be posted on Association Bulletin Board one (1) month before elections.

Constitution and By-Laws



ARTICLE XI

Meetings

Section 11.01 - Notice of Meetings. Written notice of each meeting of the General Membership and Constitutional bodies or Committees of the Association shall be circulated among the General Members or members of Constitutional bodies or Committees not less than fifteen (15) days nor more than seven (7) days before the day on which such a meeting is to be held, by posting a copy of the notice in a conspicuous place at the principal office of the Association and by mail or other communication media as the Board of Directors shall deem effective. The notice shall state the place, day, and hour of the meeting, and shall also state the general nature of the business to be transacted, and by whose authority or request the meeting was called.

Section 11.02 - Place, Day and Time of Meetings. Each meeting of Association shall be held at the place, day, and time specified in the notice thereof.

Section 11.03 - Regularly Scheduled Meetings. The regularly scheduled meetings of the Association shall be as follows:

- a. For the General Membership, the last Sunday of the Calendar Month, at one o'clock in the afternoon at the principal offices of the Association or as the General Membership may establish from time to time. There will be a minimum of twelve (12) General Membership meetings per year. In the event of a change or postponement, a make up meeting should be scheduled and the members properly notified as specified by Sections 11.01 and 11.02 of this Article. (Change #4, July 27, 2003)
- b. For the Board of Directors, the Board members shall meet once a month.
- c. For the Executive Board, a meeting should be held at least once a month and preferably one week prior to a regularly scheduled meeting of the General Membership. (Change #4, July 27, 2003)
- d. The members of the other Constitutional bodies and Committees shall meet regularly as may be required to transact their business.

Section 11.04 - Special Meetings. Meetings of the Association other than the Regularly Scheduled Meetings, shall be called Special Meetings which shall be convened only for extraordinary reasons and whenever timely action by the Association's Membership is essential. Authority to convene Special Meetings of the Association shall be as follows:

- a. For the General Membership --



Constitution and By-Laws



- (1) The affirmative vote of a majority of the Membership present and voting at a Membership meeting of the Association, or;
 - (2) The affirmative vote of a majority of the members of the Board of Directors present and voting at a meeting of the Board, or;
 - (3) The written consent of the majority of the member of the Board, or;
 - (4) The President with the expressed consent, verbal, or written, of a majority of the members of the board, or;
 - (5) The written consent of the majority of the Regular Members of the Association that are eligible voters, or;
 - (6) Affirmative vote of a majority of the members of committees.
- b. For the Board of Directors --
- (1) The affirmative vote of a majority of the Association's Regular Membership present and voting at a meeting of the Association's Membership, or;
 - (2) The affirmative vote of a majority of the members of the Board of Directors present and voting at a meeting of Board, or;
 - (3) The written consent of the majority of the members of the Board, or;
 - (4) The written consent of the majority of the Regular Members that are eligible to vote, or;
 - (5) The request of the President.

Section 11.05 - Quorums. To transact business the following requirements for a quorum shall be complied with:

- a. For the Regular and Special Meetings of the Membership of the Association, the presence of fifteen (15) Regular Members eligible to vote shall be necessary and sufficient to constitute a quorum.
- b. For the Board of Directors, other constitutional bodies and Committees of the Association, the presence of a simple majority of the --
 - (1) Members of the Board of Directors shall be necessary and sufficient to constitute a quorum of the Board.



Constitution and By-Laws

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- (2) Members of a Constitutional body shall be necessary and sufficient to constitute a quorum for the Constitutional body.
 - (3) Members of a Committee shall be necessary and sufficient to constitute a quorum for that Committee.

Section 11.06 - Voting. Unless otherwise required by law, each Regular Member present and eligible to vote at a meeting of the Association, shall be entitled to cast one (1) vote on any and all matters which shall come before any such Meeting of the body or committee in question. The one member, one vote rule applies but is not limited to: (Change #4, July 27, 2003)

- a. The Association member present and eligible to vote at a Membership meeting; (Change #4, July 27, 2003)
- b. The member of the Board of Directors present and voting at a Board Meeting; (Change #4, July 27, 2003)
- c. A member of the Constitutional body present and voting at a meeting of that Constitutional body; and, (Change #4, July 27, 2003)
- d. A Committee member present and voting at a meeting of any of the Association's Committees. (Change #4, July 27, 2003)

Section 11.07 - Action Without A Meeting. Any action required or permitted to be taken by the:

- a. Regular Members of the Association eligible to vote, may be polled without a meeting if all Regular Members eligible to vote shall individually and collectively consent to the action and whose written consent shall be filed with the minutes of the proceedings of the Association. (Change #4, July 27, 2003)
- b. Board of Directors, may be taken without a meeting if all the individual members of the Board shall individually and collectively consent orally to the action and whose consent shall be reflected in the minutes of the proceedings of the Board. (Change #4, July 27, 2003)
- c. Members of a Constitutional Body of the Association, may be taken without a meeting if all the members of that Constitutional Body shall individually and collectively consent orally to the action and whose consent shall be reflected in the minutes of the proceedings of that Constitutional Body. (Change #4, July 27, 2003)
- d. Members of a Committee of the Association, may be taken without a meeting if all the members of that Committee shall individually and collectively consent orally to the

Constitution and By-Laws

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action and whose consent shall be reflected in the minutes of the proceedings of that  
Committee. (Change #4, July 27, 2003)

# *Constitution and By-Laws*



## ARTICLE XII

### **Budget and Fiscal Matters**

**Section 12.01 - Budget.** The Annual and Fiscal Budget of the Association will be based on the calendar year beginning with January 1 and ending December 31 and shall be submitted by the President to the Board of Directors for review and approval no later than the second general membership meeting of the year. The General Membership shall have the power to veto any Board of Director's action regarding that Annual Budget through the affirmative vote of the majority of the Association's Regular Members present and eligible to vote at a meeting, the notice of which specifies the purposes for convening the meeting. (Change #4, July 27, 2003)

**Section 12.02 - Annual Membership Fee.** The annual fee for Regular Membership in the Association, during one (1) Calendar Year, shall be Fifteen (\$15.00) Dollars or an amount established by the Association's Regular Membership which shall be due and payable no later than January 31st of each year and shall be delinquent February 1st. Members will be given a grace period of two (2) months to pay said dues. After such time, if a member has not paid the annual membership dues (whether given notice or not), it will be assumed that he/she no longer wishes to continue being a member of the Association and will be dropped from the rolls of the Association's membership. Should said member decide to re-join the Association after being dropped from the membership roll, said individual will have to go through the process of reapplying as a new member and will have lost any and all privileges acquired as a result of past membership. An exception can be made if the applicant wishes to seek and retain privileges acquired from previous membership with the Association by petitioning the President who will in turn bring the matter to the Association's membership in a regular meeting for which an affirmative vote by the majority of the members present will suffice to grant the petitioner an exception to this rule. Members who have not renewed their memberships for two or more years will need to reapply as a new member as stipulated in Article V, Section 5.03. (Change #4, July 27, 2003)

**Section 12.03 - Classification and Uses of Funds.** The Classification and Uses of the Funds of the Association shall be as follows:

a. **General Fund.** The General Fund shall be derived from Membership Fees, Membership Fund-raising Activities, and unspecified voluntary donations or contributions or bequests or deeds of inheritances and shall be used only for the administration of the Association. (Change #2, January 30, 2000)

b. **Building Fund.** A Building Fund shall be established by the Association's General Membership and shall be derived from the proceeds of solicitations by the Association's General Membership and specific voluntary donations or contributions or deeds or



## *Constitution and By-Laws*

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bequests or inheritances, after payment of the expenses for the solicitation of moneys and other resources for the Building Fund, which shall be categorically used for the payment of expenses in the operation and maintenance of the building; acquisition of equipment, furnishings, utilities, and supplies of the Association's Filipino-American Cultural Center located at 345 Central Avenue in the City of Pittsburg, California.

c. **Scholarship Fund.** The Association shall establish a Scholarship Fund which shall be derived from the proceeds of solicitations by the Association's General Membership and specific voluntary donations or contributions or deeds or bequests or inheritances, after payment of the expenses for the activities undertaken by the Association in the solicitation of money and other resources for the Scholarship Fund, which shall be used by the Association exclusively as Scholarship awards or grants.

d. **Other Funds.** The solicitation and specific uses of which, the Association's Membership may establish from time to time, in the achievement of the Association's purposes and objectives.

e. **Replenishable Discretionary Funds.**

- (1) The Board of Directors is authorized to spend, not to exceed Two Hundred Fifty Dollars (\$250.00) per year, or in an amount as the General Membership may deem necessary from time to time. This provision does not apply when the General Fund is Two Hundred Dollars (\$200.00) or less. (Added July 27, 2003)
- (2) The President is authorized to spend, not to exceed Two Hundred Fifty Dollars (\$250.00) per year, or in an amount as the General Membership may deem necessary from time to time. This provision does not apply when the General Fund is Two Hundred Dollars (\$200.00) or less.
- (3) The Treasurer is authorized to spend, not to exceed One Hundred Fifty Dollars (\$150.00) per year, or in an amount as the General Membership may deem necessary from time to time. This provision does not apply when the General Fund is Two Hundred Dollars (\$200.00) or less.
- (4) The Secretary is authorized to spend, not to exceed One Hundred Fifty Dollars (\$150.00) per year, or in an amount as the General Membership may deem necessary from time to time. This provision does not apply when the General Fund is Two Hundred Dollars (\$200.00) or less.
- (5) The Building Manager is authorized to spend, not to exceed One Hundred Dollars (\$100.00) per year, or in an amount as the General Membership may deem necessary from time to time. This provision does not apply when the General Fund is two hundred dollars (\$200.00) or less.

Constitution and By-Laws

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**Section 12.04 - Separate Accounts for the Association's Funds.** The Association's Treasurer shall maintain a separate account and normally used fiscal records for each of the funds established or which shall be established by the Association.

**Section 12.05 - Deposit of Funds.** All funds of the Association not otherwise employed shall be deposited by the Treasurer in separate accounts in such banks and other reliable depositories as the Association's Board of Directors may determine from time to time.

**Section 12.06 - Checks and Other Documentary Evidence of Indebtedness.** All checks and documentary evidences of the Association's indebtedness, and all endorsements to the credit of the Association, shall be signed by such officer or officers, agent or agents of the Association in such manner as shall be determined by resolution of the Association's Board of Directors from time to time. In the absence of such determination by the Association's Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President of the Association.

**Section 12.07 - Contracts.** Without the express and specific authorization of the General Membership, no officer or other agent of the Association shall enter into any contract or execute and deliver any instruments in the name of and on behalf of the Association.

**Section 12.08 - Loans.** No loans or advances shall be contracted on behalf of the Association, and no note or other evidence of indebtedness shall be issued in the Association's name, unless, and except as authorized by the Association's General Membership which authorization shall be confined to specific instances, and may include authorization to pledge, as security for loans, and advances so authorized, any, and all securities, and other personal property at any time held by the Association.

**Section 12.09 - Special Authorization for the Disbursement of Funds.** Notwithstanding other provisions in these CONSTITUTION and BY-LAWS, special authorization for the disbursement of the Association's Funds shall be granted in the following specific instances:

- a. The President of the Association shall have the authority to authorize disbursements in an amount the total of which shall not exceed Five Hundred Dollars (\$500.00) or an amount which may be determined, by the Association's Board of Directors from time to time, from all of the Association's Funds, except, the Building Fund.
- b. The Secretary of the Association shall be authorized to have reimbursements only.



## *Constitution and By-Laws*

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- a. The Constitutional Committee and Other Committees of the Association shall be authorized disbursement the total amount of which shall not exceed One Hundred Twenty Dollars (\$120.00) per year.

# *Constitution and By-Laws*



## **ARTICLE XIII**

### **Constitution and By-Laws Amendments**

Amendments to these CONSTITUTION and BY-LAWS, in whole or in part, shall be effected by the affirmative vote of two-thirds (2/3) of the Regular Members of the Association at a meeting of the Association, the notice of which specifies the purpose for convening the meeting.

# *Constitution and By-Laws*



## **ARTICLE XIV**

### **Parliamentary Authority and Procedures**

The Provisions in these CONSTITUTION and BY-LAWS shall be the primary source of Parliamentary Authority and Procedures for the Association during the proceedings of any meetings of the Association. Those provisions and the adopted Procedures by the Association and supplemented by Robert's Rules of Order (Revised Edition) shall be used as a guide during the proceedings of any meeting of the Association. (Change #4, July 27, 2003)

# *Constitution and By-Laws*



## ARTICLE XV

### **Legal Rights and Conflict Resolution**

**Section 15.01 - General.** The Association reserves the right to formulate and enforce its rules and regulations in its effort to achieve the Association's Purposes and Objectives, PROVIDED THAT such rules and regulations do not conflict with the existing laws of the land, and the Constitutional rights of the individual Member as well as the collective Membership of the Association.

**Section 15.02 - Legal Proceedings.** Any dispute or disagreement between Members of the Association, resulting from Membership in the Association or involvement in the activities of the Association, shall not be the subject of, or be resolved by litigation, or legal suits, or adjudicated before any Court of Law, UNTIL and UNLESS all remedies through mediation, and internal arbitration within the Association have been duly exhausted.

**Section 15.03 - Arbitration Committee.** An Arbitration Committee composed of five (5) members of the Association may be formed when necessary, The composition of the Arbitration Committee shall be as follows: Two (2) members appointed by the Board of Directors, two (2) by the President, and one (1) by the membership. This Committee will have the following functions: (Change #3, June 25, 2000)(Change #4, July 27, 2003)

- a. To receive complaints on issues regarding conflicts between members.
- b. To receive, investigate, and gather facts according to the conflicts.
- c. To establish rules of conduct regarding arbitration procedures with the approval of the General Membership.
- d. To resolve conflicts based on facts.
- e. Decision by the Arbitration Committee shall be final upon approval and shall be imposed immediately within thirty (30) days by the President of the Association and by the membership. (Change #3, June 25, 2000)

*Constitution and By-Laws*



Appendix

# *Constitution and By-Laws*

Appendix

*Issued Date: April 29, 2012*

## HISTORY OF REVISIONS

| Article No. | Article Title                           | Section No. | Section Title        | Current By-Law                                                                                                                                                                                                                                                                                            | Revised as follows                                                                                                                                                                                                                                                                                  | Reason for Revision                                                                                                                                                                                                                                               |
|-------------|-----------------------------------------|-------------|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| V           | Membership and Affiliated Organizations | 5.02        | Eligibility Criteria | b. Is a resident of California; (Change #3, June 25, 2000)                                                                                                                                                                                                                                                | b. Must be a resident of California and at least 18 years or older. (Change #4, April 29, 2012)                                                                                                                                                                                                     | To include age restriction.                                                                                                                                                                                                                                       |
| VII         | Officers                                | 7.03        | Qualification        | a. The elective officer shall be resident of Contra Costa County, California.                                                                                                                                                                                                                             | a. The elective officer shall be resident of California and dutifully fulfill the obligation of the office (Change #1, April 29, 2012)                                                                                                                                                              | To allow residency in other California counties as long as officer can perform all required duties.                                                                                                                                                               |
| VII         | Officers                                | 7.03        | Qualification        | b. The President, Vice President and Treasurer shall be at least twenty-five (25) years of age, a regular member of the Association residing in the zip code 94565 and shall not serve concurrently in the capacity of President or Chairman of the Board of any organization. (Change #3, June 25, 2000) | b. The President, Vice President, and Treasurer shall be at least twenty-five (25) years of age, a regular member of the Association for two (2) years and shall not concurrently serve in the capacity of President or Chairman of the Board of any organization. (Change #4, April 29, 2012)      | Change adds the requirement that the President, VP, and Treasurer needs to be a regular member of the Association for two years. The removal of the zip code residency requirement would conform with the recent approval to revise Article VII, Section 7.03(a). |
| VII         | Officers                                | 7.05        | Term of Office       | a. The term of office of constitutionally elected officers shall be two (2) years, subject to re-election for another term.                                                                                                                                                                               | a. The term of office of constitutionally elected officers shall be two (2) years, without restriction for a re-election except (Change #1, April 29, 2012)-<br>1. The office of the President, whereby the incumbent can only serve two (2) consecutive two (2) years terms. (New, April 29, 2012) | Clarifies the office of the President term limits.                                                                                                                                                                                                                |
| VIII        | Termination of Elected Officers         |             |                      | Title change of Article, "Termination of Elected Officers"                                                                                                                                                                                                                                                | Termination of Elected Officers and Succession (Change #1, April 29, 2012)                                                                                                                                                                                                                          | Adds the succession process in the event of a vacancy in the office of the President                                                                                                                                                                              |

# Constitution and By-Laws

Appendix

Issued Date: April 29, 2012

## HISTORY OF REVISIONS

| Article No. | Article Title                                  | Section No. | Section Title | Current By-Law                         | Revised as follows                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Reason for Revision                                                                                                                                                  |
|-------------|------------------------------------------------|-------------|---------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| VIII        | Termination of Elected Officers and Succession | 8.03        | Vacancies     | New - Adds items a. and b. to section. | <p>a. Vacancy in the Office of the President must be declared by the Chairman of the Board within fifteen (15) days and the succession of the Vice President, after declaring that no legal impediment imposed by the By-Laws are fully satisfied by the incoming President. An election, thereafter, shall immediately be made to fill the vacancy of the Vice President. (New, April 29, 2012)</p> <p>a. Should there be failure of succession, the Chairman of the Board or any of the Board Members as designated by the Board of Directors shall act as President until the special election is held for the purpose of electing the new President. (New, April 29, 2012)</p> | Provides clarification on the succession process in the event of a vacancy in the office of the President and maintains the continuous operation of the Association. |

