



FILIPINO-AMERICAN ASSOCIATION OF GREATER COLUMBIA, SC BY-LAWS

Article I. NAME AND OFFICE

The official name of this organization shall be the

FILIPINO-AMERICAN ASSOCIATION OF GREATER COLUMBIA, SOUTH CAROLINA, Inc.

The principal office shall be the residence of the incumbent president or any address so designated by the incumbent Executive Board. The official mailing address shall be P.O. Box 24112, Columbia, SC 29224.

Article II. OBJECTIVES

Section 1. The objectives of this non-profit incorporated Association shall be:

- (1) to promote better relations between Filipinos living in the United States and the members of the communities in which they reside;
- (2) to preserve the rich cultural heritage of Filipinos and to provide for mechanisms to introduce and share such culture for the enhancement and enrichment of American culture;
- (3) to provide non-discriminatory charitable assistance when and where needed;
- (4) to provide an opportunity for Filipinos and other interested persons to meet periodically in order to promote friendship and to enjoy good fellowship; and
- (5) for any other legal purpose which is approved by the members of this organization by the means provided in these By-laws.

Section 2. The Association is organized exclusively for charitable, cultural and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

Article III. MEMBERSHIP

Section 1. QUALIFICATION AND APPLICATION

- A. Membership shall be open to any individual or family interested in Philippine affairs, in promoting Filipino-American relations, and in pursuing the objectives of the Association as stated in these By-laws.
- B. The Association provides equal opportunity for membership eligibility and shall not discriminate on the basis of race, national origin, socio-economic status, education, political belief, religion, sex, or other factors.
- C. Application for membership shall be received by the Treasurer on the prescribed form, accompanied by dues, and forwarded to the Membership Committee. The pertinent information pertaining to the new member shall then be entered in the official roster of members.

Section 2. MEMBERSHIP YEAR. The membership and fiscal year for this Association is from July 1 through June 30.

Section 3. MEMBERSHIP CATEGORIES

- A. There will be two categories in the assessment for membership dues. One is per person rate. Second is per family rate.
- B. A family consists of spouses (husband/wife or any live-in companion), and their dependent child(ren), parents, and aunts/uncles. "Dependents" are defined as: (1) any unmarried child, age 18 or younger; (2) any unmarried child, age 22 or younger, who is a full-time student; and (3) any parent/parents and aunts/uncles who is/are not gainfully employed and is/are living in the same household with a paying member.
- C. Honorary membership may be extended by the Executive Board to any non-member with special contributions to the Association. Honorary members do not have to pay membership dues and are entitled to the rights and privileges of membership except the right to vote.

Section 4. MEMBERSHIP RIGHTS AND PRIVILEGES

- A. Each member shall be entitled to all the rights and privileges of membership, including the right to cast one vote on any matter for which voting is authorized or required under the terms of these By-laws. No person shall be entitled to cast a

vote in relation to electing officers if that person (1) has not been a member in good standing for at least 90 days prior to the date of such election, or (2) falls under the term "dependent" as defined in Article III, Section 3.B.

- B. For purposes of general elections, By-laws amendment/s, or changes in membership fees, a qualified voting member may cast a vote by written proxy or absentee ballot if the member cannot attend the meeting at which such voting is conducted. Procedures for proxy/absentee voting shall be specified by the Executive Board through the Election Committee or the By-laws Committee.
- C. Other membership rights and privileges include discounts on Association events/items, free newsletter, and others that may be promulgated later on.

Section 5. MEMBERSHIP SUSPENSION AND TERMINATION

- A. *SUSPENSION*. A member may be suspended by a two-thirds vote of the Executive Board for any of the following reasons:
 - (1) Representation of the association without prior authorization of the Executive Board, or other authority, as provided in these By-laws;
 - (2) Violation of these By-laws;
 - (3) Other good cause shown.Any member suspended by vote of the Executive Board may appeal such decision by requesting that the matter be heard by the members attending the next meeting following written notice, given to any member of the Executive Board, of the intent of the member to appeal under this provision. The Executive Board shall give notice to all members of the Association of the pending appeal, at the address of the members as shown in the official roster of members.
- B. *NONPAYMENT OF ANNUAL DUES*. Upon the failure of a member to pay annual dues by the prescribed due date, membership shall be temporarily suspended. Payment of these dues within 30 days of the original due date will cure the failure to pay, *nunc pro tunc*. Failure to pay after 30 days of the original due date shall temporarily terminate the membership, subject to the right of the former member to apply for membership as a new member, under the terms of these By-laws.
- C. *RESIGNATION*. Resignation from the Association must be made in writing not later than five days after a verbal resignation. No refund of dues shall be made.

Article IV. MEMBERSHIP DUES AND OTHER FEES

Section 1. ANNUAL DUES

- A. Dues in the amount of \$12 per person with a maximum of \$24 for a family per calendar year are payable on July 1 of each year. Arrangements with the Membership Committee may be made to pay such dues in two installments. Failure to pay such dues within 30 days shall result in suspension of membership, as stated in Article III, Section 5.B. above.
- B. The amount of the annual dues is subject to change upon approval by a two-thirds majority of the members in good standing voting physically or by written absentee ballot/proxy at the next meeting after a motion is made to change the dues. Any such change shall not become effective until the next date at which the annual dues become payable.
- C. Dues of new members accepted after the month of July will be pro-rated accordingly.

Section 2. NEWSLETTER FEES. A copy of the Association Newsletter is provided free to every member, mass media, libraries, and advertisers. A subscription fee may be charged to non-members wishing to receive the Newsletter. The fee will be set by the Newsletter Committee, and shall cover anticipated costs of producing and mailing the newsletter.

Article V. OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of this Association shall be the following: President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and five Executive Board members elected at-large.

Section 2. QUALIFICATIONS, NOMINATION AND ELECTION OF OFFICERS

- A. *QUALIFICATIONS*. Candidates for any elective office must be a paid member in good standing for at least 3 months prior to the election and must be present during the election or must have filed with the Election Committee a written letter of intention to serve if elected.
- B. *NOMINATIONS*. Nominations for elective offices shall be made at the meeting designated for election of officers.

Nominations may be made in one of two ways:

- (1) by oral motion immediately preceding the election; or
- (2) by written motion, by placing the name of the nominee and the office for which that person is nominated in a box provided for that purpose, which will be available at the meeting at which the election will be held.

- C. *ELECTION*. The officers shall be elected at the general membership meeting held in April and shall assume office effective July 1, following their election. Election of officers shall be by plurality of voting members in good standing.
- D. *ELECTION RULES*. Other rules on nominations and elections not specified in these By-laws shall be promulgated by the Election Committee and approved by members during a general membership meeting not later than 60 days before the election.

Section 3. TERM OF OFFICE. The officers shall serve for a term of two years. No officer may hold the same elected office for more than three full consecutive terms. No person shall hold more than one elective office at the same time. Only one member of a family shall be elected to an office during the same term.

Section 4. VACANCY. In the event of a vacancy in any office, the vacancy so created shall be filled by plurality vote of the members at the first regular general membership meeting following the vacancy. The procedure set forth in Article V, Section 2 above, shall be used in regard to qualifications, nominations and the election under this provision. This procedure shall not apply to the vacancy of the office of President. The First Vice-President shall assume the duties of President immediately and finish the unexpired term of that President.

Section 5. REMOVAL FROM OFFICE. Any officer may be removed from office for any serious violation of these By-laws, misrepresentation of the Association, misappropriation of Association funds, or other good and sufficient cause shown. This may be accomplished upon written notice by a majority vote of the Executive Board, or written notice signed by at least 20% of the current members in good standing, such notice to be given to the officer concerned and as many members of the Executive Board as possible. At the general membership meeting immediately following such notice, the removal shall be accomplished by a vote of the members present. Two-thirds of the members in good standing present at that meeting and voting shall be required to vote in favor of the removal in order for the officer to be removed. In the event of such removal, the procedure for filling vacancies in offices, described above, shall be followed.

Section 6. SURRENDER OF DOCUMENTS AND OTHER PROPERTY.

- A. Any officer who resigns or is removed from office must turn over all documents or any other property belonging to the Association to the President within 72 hours of resignation or removal.
- B. Any officer whose term of office has expired must turn over all documents or any other property belonging to the Association to the President on or before the first scheduled general membership meeting immediately following the end of the fiscal year.
- C. A signature from the receiving officer must be affixed on a certificate of delivery form (available only from the office of the President), which will accompany the package turned over by the outgoing officer. In the case of the outgoing President and/or Treasurer, such certificate of delivery shall include a notarized statement specifying that the necessary tax returns and licensure requirements during the previous incumbency have been properly prepared and submitted to the appropriate governmental agencies, and that Association funds have been properly audited.
- D. Failure to turn over such documents and/or property shall result in a public reprimand and a \$100 fine, enforceable through the South Carolina court system or other means of enforcement.

Article VI. DUTIES OF OFFICERS

Section 1. The following list of enumerated duties shall not be construed as a complete list of the duties of the officers.

Section 2. PRESIDENT. The President shall be the executive officer of the Association. The President shall preside at all general meetings and Executive Board meetings, call special sessions of the Executive Board, appoint committees, act on behalf of the Association at community functions, report to the general membership all actions taken by the President, other officers, or the Executive Board, and have general supervision responsibilities over all matters pertaining to the organization. The President shall not be entitled to vote on the affairs of the Executive Board unless a tie vote occurs.

Section 3. FIRST VICE-PRESIDENT. The First Vice-President shall attend all meetings of the Association and the Executive Board, and shall assist the President and act as President in the absence of the President. In the event of a vacancy in the office of President, such office shall be filled immediately by the First Vice-President, for the remainder of the term.

Section 4. SECOND VICE-PRESIDENT. The Second Vice-President shall attend all meetings of the Association and the Executive Board, and shall assist the President and First Vice-President, and act as President in the absence of the President and First Vice-President. The Second Vice-President shall be in charge of disseminating information regarding membership, seeking new members, and assuring that adequate provisions are made to assure that social functions and meetings have whatever facilities and supplies are necessary. The Second Vice-President shall coordinate the standing and special projects committees and shall be empowered to add subcommittees as needed.

Section 5. SECRETARY. The Secretary shall keep accurate and complete minutes of all meetings of the Executive Board, notify and/or send out meeting notices to members of the Executive Board meetings, and read the minutes of previous meetings. The Executive Secretary shall attend to all Association correspondence and maintain custody of correspondence files and the originals of all other documents/papers of the Association.

Section 6. ASSISTANT SECRETARY. The Assistant Secretary shall keep accurate and complete minutes of all general membership meetings, notify and/or send out meeting notices to members of the Association, and read the minutes of previous meetings. The Assistant Secretary shall keep an accurate roster of all members and a list of all standing and special projects committees. The Assistant Secretary shall assist the Secretary and act as Secretary in the absence of the Secretary.

Section 7. TREASURER. The Treasurer shall keep the financial records of the Association's accounts, receive and issue receipts for Association monies, dues, and contributions, pay all bills of the Association as properly authorized in accordance with Article VIII, Sections 2 and 3, and retain proper vouchers for all disbursements. The Treasurer shall make a monthly report on the financial condition and transactions of the Association during the monthly meetings of the Executive Board and general membership and shall submit a complete financial statement at the first general membership meeting following the end of the fiscal year. The Treasurer shall deposit all monies in a bank designated by the Executive Board. The Treasurer shall insure that all books, records, and pertinent papers of any kind that may be necessary for proper auditing shall be open for examination within 48 hours upon written request by the Executive Board or a petition signed by no less than a simple majority of the members in good standing. In coordination with the President, the Treasurer shall insure that annual income tax returns and licensure requirements are properly prepared and submitted on time to the appropriate governmental agencies.

Section 8. ASSISTANT TREASURER. The Assistant Treasurer shall assist the Treasurer and act as Treasurer in the absence of the Treasurer. The Assistant Treasurer shall serve as the Association Property Custodian and shall have control of all properties and equipment that belongs to the Association. The Assistant Treasurer shall maintain an accurate inventory of all Association property, report on property/equipment status whenever requested by the President or Executive Board, and submit a complete inventory and status of property/equipment at the first general membership meeting following the end of the fiscal year.

Section 9. EXECUTIVE BOARD MEMBERS ELECTED AT-LARGE. Each Executive Board member elected at-large shall attend the meetings of the Association and of the Executive Board, and can be appointed by the President to assist another officer and/or to serve as chairperson of a standing or special projects committee. When deemed necessary by the Executive Board, a Board member elected at-large may also serve as a temporary replacement officer following the provisions of Article VII, Section 5.

Article VII. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and five members elected at-large.

Section 2. The Executive Board shall conduct the business of the organization (*i.e.*, fund raising, social events, community affairs, and other related matters). Any policy promulgated by the Executive Board affecting the whole Association shall be presented to and approved by members at a general membership meeting.

Section 3. In order to conduct any business, the Executive Board must have the President or First Vice-President to preside over the meeting with the majority of the other members present.

Section 4. During its first business meeting following assumption of office on July 1, the Executive Board shall establish policies and procedures to govern its conduct of business, conflict resolution, and other matters not otherwise specified in these By-laws.

Section 5. In the event of the resignation or removal of an officer, the Executive Board is empowered to appoint a temporary replacement officer to take charge of the duties of the resigned or removed officer to provide operational continuity until

the vacant office is filled by election during the next immediate regular general membership meeting as provided for in Article V, Section 4.

Section 6. The Executive Board may choose a legal counsel who shall furnish legal advice in regard to the affairs of this organization as requested by the Executive Board.

Section 7. When deemed necessary, the Executive Board may hire an outside qualified auditor to audit money and property and examine the financial records and inventory of the Association.

Article VIII. FUNDS

Section 1. Three Association Funds within the same bank account shall be established and maintained.

- A. The *General Operating Fund* shall include funds from membership dues, proceeds from events and activities other than those specified herein and shall be used for disbursements to pay bills and other obligations.
- B. The *Emergency Relief Fund* shall include funds raised for calamity or other specific emergency relief purpose/s and shall be used for disbursement to the appropriate beneficiary or beneficiaries.
- C. The *Youth Fund* shall include funds raised from youth-related activities such dances, field trips, and scholarship projects and shall be used for disbursements for youth-related activities and projects.

Section 2. DISBURSEMENT. The President is empowered to authorize payment of bills under One Hundred Dollars (\$100.00). The Executive Board shall authorize the payment of bills between One Hundred Dollars (\$100.00) and One Thousand Dollars (\$1000.00). Any disbursement over One Thousand Dollars (\$1000.00) shall be voted on during a general membership meeting.

Section 3. WITHDRAWAL. Withdrawal from the funds of the Association shall be properly authorized by the President, the First Vice-President, or the next officer in line, excluding the Treasurer, in accordance with the provisions in Article VIII, Section 2. Checks or other instruments of withdrawal from Association funds shall be signed by the Treasurer and countersigned by the President, the First Vice-President, or the next officer in line.

Article IX. MEETINGS

Section 1. GENERAL MEMBERSHIP MEETING. There shall be a regular general membership meeting on the second Sunday of each month, unless a simple majority in good standing present at the meeting vote to change the meeting date or frequency of subsequent meeting/s. A quorum of at least twenty (20) members must be present in order for any Association official business to be conducted at any meeting. Every other year, the April meeting shall be the meeting at which the election of officers shall take place. The July meeting shall be the annual business meeting at which the officers shall make the final financial report of the past year and, when appropriate following an election of officers, turn over the administration of the Association to the incoming officers. The Executive Board may call for an emergency general membership meeting if deemed necessary, provided the members are informed of the specific agenda at least two days prior to such a meeting.

Section 2. EXECUTIVE BOARD MEETING. The Executive Board shall meet regularly at least once a month. An emergency meeting may also be called by the President or by three of the other Board members when deemed necessary, provided the members are informed of the specific agenda prior to such a meeting.

Section 3. PARLIAMENTARY RULES.

- A. The rules of parliamentary procedure as contained in the "ROBERTS RULES OF ORDER" shall govern all meetings.
- B. Unless otherwise decided by a majority of members present at the start of the meeting, the order of business shall be as follows:
 - (1) Roll Call (or signing of attendance sheets)
 - (2) Reading of minutes of previous meeting/s
 - (3) Reading of minutes of Executive Board meeting/s
 - (4) Financial Report (Treasurer's Report)
 - (5) Correspondence
 - (6) Committee Reports
 - (7) Unfinished Business
 - (8) New Business
 - (9) Announcements
 - (10) Adjournment

- C. The President shall appoint a Parliamentarian who shall direct the flow of the meeting and mediate and issue a ruling on procedural matters during general membership meetings. The Parliamentarian's decision is final and binding. The Parliamentarian shall also serve as the sergeant-at-arms during the meeting.
- D. At the discretion of the presiding officer of a meeting, an invocation at the start of the meeting may be made.

Article X. COMMITTEES

Section 1. COMMITTEE APPOINTMENTS.

- A. The President shall appoint chairpersons for the following standing committees:

- | | |
|-------------------|--|
| (1) By-Laws | (7) Public Relations and Publicity |
| (2) Social Events | (8) Hospitality |
| (3) History | (9) Youth Coordinating |
| (4) Newsletter | (10) Crisis Assistance & Spiritual Affairs |
| (5) Fund-raising | (11) Auditing |
| (6) Membership | (12) Sports |

as well as special projects and other committees, as needed.

- B. When a new President takes office, all positions on committees shall be vacated automatically, leaving the incoming President free to make his/her appointments.

Section 2. COMMITTEE COMPOSITION/REPORTING

- A. Each committee shall consist of a chairperson and as many members as shall be considered necessary for the purpose of that committee. The members of each committee shall be listed as such in the official roster. The duties of each committee shall be specified in writing by the Executive Board and communicated to the chairperson of that committee.
- B. Each committee may have a separate meeting if deemed necessary by their respective chairperson, and must submit recommendations to the Executive Board through the Second Vice-President and which will be presented during the regular meeting of the Association.

Section 3. ELECTION COMMITTEE. The President, with the approval of the Executive Board, shall appoint the chairperson and two members of the Election Committee. Election Committee members and their immediate families are not eligible to run for any elective position during the election/s they are supervising. The committee shall promulgate specific rules and procedures governing general election and present such rules and procedures at the general membership meeting 60 days before the election. It shall insure that all candidates meet the qualifications specified in the By-laws, and shall supervise the conduct of the elections.

Section 4. AWARDS COMMITTEE. The Executive Board shall serve as the Awards Committee which shall decide on award recipients based on merit, service and important contributions to the Association.

Article XI. LIMITATIONS AND DISSOLUTION

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. Upon dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the

Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII. ADOPTION OF BY-LAWS

These By-laws shall be deemed adopted after approval by a simple majority of the members present at the meeting at which a vote for that purpose is taken. The signature of the President, or Interim President, shall be affixed to the approved By-laws, witnessed by the Secretary, or Interim Secretary, along with the date of adoption by the membership. When approved and adopted, these By-laws shall be binding on the organization and its members.

Article XIII. AMENDMENTS TO BY-LAWS

Section 1. Amendments to the By-Laws may be proposed by the By-laws Committee, the Executive Board, or upon oral motion by any member in good standing at any meeting of the organization. Copies of proposed amendment/s shall be distributed to each member in good standing not later than one month prior to the meeting at which the vote on such proposed amendments will be taken. Amendment/s to the proposed amendment/s may be taken and voted on during such meeting.

Section 2. Adoption of such amendment/s shall be subject to a two-thirds majority of the members voting physically or by written absentee ballot/proxy at the meeting at which such vote is taken. Amendments become effective on the date of adoption, unless otherwise specified in the amendments, provided that any amendment that may directly benefit the incumbent officers shall become effective only after the term of office of the said officers.

History of Amendments to The FAAGC By-laws

The **BY-LAWS** of the **FILIPINO AMERICAN ASSOCIATION OF GREATER COLUMBIA** were first approved and adopted on June 9, 1991 when the Association was formally organized.

★ Amendments proposed by the *1991-92 Executive Board* were approved and adopted during general membership meetings on August 11, 1991 (changing time of election); on November 10, 1991 (adding provisions on limitations and dissolution to comply with Internal Revenue Service requirements for tax-exemption); and on May 10, 1992 (amendments involving membership, fees, finances, officers, and committees).

★ The *1992-93 By-laws Committee* proposed major revisions that resulted in the present content, form and format of the By-laws. The By-laws, as revised and amended, were approved and adopted by the membership during the general membership meeting on April 11, 1993.

★ To make FAAGC's guiding rules more responsive to the needs and state of affairs of the Association, further amendments, as proposed by the *1993-94 By-laws Committee*, were approved and adopted during the general membership meeting on March 13, 1994.

★ An amendment, as proposed by several members, to change the term of office of the Association officers from one to two years was approved and adopted during the general membership meeting on February 9, 1997.

<p>1991-92 (sgd) Eva Rigney FAAGC President, 1991-92 (sgd) Helen Alon FAAGC Secretary, 1991-92 1991-92 By-Laws Committee Atty. David Rigney (<i>chair</i>)</p> <p>1992-93 (sgd) Minnie Wheedleton FAAGC President, 1992-93 (sgd) Sally Ellis FAAGC Secretary, 1991-92 1992-93 By-Laws Committee Noel Alon (<i>chair</i>) Randy Collado Gene Ellis</p>	<p>1993-94 (sgd) Minnie Wheedleton FAAGC President, 1993-94 (sgd) Judy Salvador FAAGC Secretary, 1993-94 1993-94 By-Laws Committee Noel Alon (<i>chair</i>) Randy Collado Leah Cuaresma Gene Ellis Wilfred Jeffcoat Tessie Kenerson Marvin Noble Judy Salvador Dave Tefft Gloria Yutani</p>	<p>1996-97 (sgd) Helen Alon FAAGC President, 1996-97 (sgd) DeeDee Stewart FAAGC Secretary, 1996-97 1996-97 By-Laws Committee Noel Alon (<i>chair</i>)</p>
---	---	---