

## **BY-LAWS OF THE BIG BEND FILIPINO-AMERICAN ASSOCIATION, INC.**

### **ARTICLE I.** Principal Office and Mailing Address.

The official office and mailing address of the Big Bend Filipino-American Association, Inc., hereinafter referred to as "Association" shall be the primary residence and mailing address of the incumbent president.

### **ARTICLE II.** General Membership.

**Section 1.** The types of membership in the Association are:

- a. Regular -- A regular member is an individual who lives in the Big Bend Area that consists of counties within the 75-mile radius of Tallahassee.
- b. Associate -- An associate member is an individual who meets the criteria of regular membership but lives outside the 75-mile radius of Tallahassee. An associate member is eligible to vote but not to hold office.
- c. Honorary -- An honorary member is an individual, selected through procedures developed by the Association, who has made significant contributions for the advancement of the goals of the Association. An honorary member is a non-paying member although he or she may make donations to the Association and can not vote for the fiscal year.

**Section 2.** A member is of good standing when the member has paid membership dues for the current fiscal year.

**Section 3.** A member is classified as a married couple which includes dependent children or a single individual 18 years and above.

**Section 4.** Fulltime students or unemployed individuals at the time of renewal of membership may be eligible for regular or associate membership under reduced membership fee as stipulated in these by-laws.

### **ARTICLE III.** Membership Fees.

**Section 1.** The annual membership fees shall be: \$25.00 for each regular or associate member; \$10.00 for students or unemployed individuals.

**Section 2.** Renewal of annual membership fees is due on January 15 with a grace period until the close of business day of March 31 of current fiscal year. Membership fee received after March 31 will be \$30.00

### **ARTICLE IV.** Voting Rights.

**Section 1.** A married couple who is a regular or associate member is entitled to 2 votes. A single individual who is a regular or associate member is entitled to one vote.

**Section 2.** A student member, or an unemployed member is entitled to one vote.

**Section 3.** Proxy voting procedures shall be developed by the Nomination and Election Committee as approved by the Executive Council.

### **ARTICLE V.** Eligibility to Hold Office.

**Section 1.** A regular member in good standing, at least 18 years old is eligible to hold office.

**Section 2.** A prospective candidate shall be a current member for at least 2 consecutive fiscal years by the time of nomination.

**ARTICLE VI.** General Meetings.

**Section 1.** There shall be at least one general annual meeting of the Association. During this general meeting, the following items should be included in the agenda:

- (1) a report by the Chairman of the Board of Directors;
- (2) a report by the President of on-going or planned activities by the President as approved by the Board; and
- (3) a report on the Association's financial statement by the Treasurer.

**Section 2.** General meetings shall be held under quorum, unless quorum is waived.

**Section 3.** Quorum in a general meeting is achieved when there is one-half plus one of all the eligible voters.

**Section 4.** Quorum may be waived if all members of the Board of Directors, hereinafter referred to as "Board" or their designated representative, all officers or their designated representative and at least 5 voting members are present in the meeting. In such instance, the first order of business is a vote on a resolution to waive quorum. A two-thirds affirmative vote of those present is needed to waive quorum.

**ARTICLE VII.** Grounds for Termination of Membership.

Any of the following are grounds for termination of membership and/or impeachment from office:

- a. non-adherence to the standards of good conduct of the community bringing dishonor to the Association;
- b. nonpayment of membership dues;
- c. misappropriation of the Association's funds;
- d. misuse of the Association's name; and
- e. other grounds that are contrary to the best interest of the Association as determined by the Board of Directors.

**ARTICLE VIII.** Duties and Responsibilities of the Board.

**Section 1.** The members of the Board shall:

- a. promulgate policies consistent with the objectives of the Association;
- b. act upon issues and planned activities presented by the President;
- c. act on the annual budget presented by the President; and
- d. decide on other issues concerning the Association.

**Section 2.** Within three months of being inducted into office, the members of the board shall meet to elect a Chairman.

**Section 3.** The Board shall have a regular meeting once every 6 months. More frequent meeting may be scheduled if desired by the Chairman or any board member.

**Section 4.** A meeting of the Board is valid if attended by at least four of the members one of whom is the Chairman or his/her representative.

**Section 5.** All issues shall be resolved by an affirmative vote of at least four members of the Board.

**Section 6.** A member of the Board may assign any regular member of the Association to attend, represent his/her views, and vote in his/her behalf upon prior notification of the Chairman. In no cases shall a representative take the place of the same member of the Board in two successive meetings.

**ARTICLE IX. Duties and Responsibilities of Officers.**

**Section 1.** The President is the chief executive officer of the Association. The President shall:

- a. preside at all membership and officers' meetings, and all other functions of the Association;
- b. plan, implement, and manage activities of the Association; and
- c. ensure that the policies established by the members of the Board are implemented.

**Section 2.** The Vice President shall:

- a. assume the duties and responsibilities of the president in the event that the President is impeached or unable to execute the duties and responsibilities of the office; and
- b. perform other Association-related duties assigned by the President

**Section 3.** The Secretary shall:

- a. maintain the Association's list of members and eligible voters;
- b. keep records of minutes of meetings, copies of correspondence, and historical documents of the Association;
- c. notify members of meetings; and
- d. perform other Association-related duties assigned by the President and by the Executive Council.

**Section 4.** The Treasurer shall:

- a. collect, deposit, and disburse the funds of the Association in accordance with Section 3, Article XV; deposits shall be made within 5 working days upon receipt of funds;
- b. keep books of accounts;
- c. prepare a financial statement annually, and whenever deemed necessary by the President; ~~and~~
- d. prepare a quarterly statement of the Association's income and expenses;
- e. perform other Association-related duties assigned by the President.

**Section 5.** The Auditor shall:

- a. audit the book of accounts annually, and whenever deemed necessary by the President or the Board;
- b. audit any financial statements released by the Association; and
- c. perform other Association-related duties assigned by the President.

**Section 6.** The Public Relations Officer shall:

- a. promote and coordinate activities between the Association and the community; and
- b. perform other Association-related duties assigned by the President.

**ARTICLE X.** Meeting Of Officers.

**Section 1.** The officers shall meet within two months after induction to develop long term and short term goals and projects and a corresponding budget.

**Section 2.** The officers shall then meet once every three months. More frequent meetings may be called by the President or upon the request of any of the officers.

**Section 3.** An officer's meeting is valid if it is attended by at least four officers one of whom shall be the President or the Vice President.

**Section 4.** All issues are resolved by an affirmative vote of one half plus one of the officers present. In case of ties, the issue shall be submitted to the Board of Directors who will act as mediator to resolve the issue.

**Section 5.** An officer of the Association may assign any member of the Association to attend, represent his/her views, and vote in his/her behalf upon prior notification of the President. In no case shall a representative take the place of an officer in two successive meetings.

**ARTICLE XI.** Executive Council.

Whenever the Board of Directors and elected Officers meet together, they constitute the Executive Council. Such meetings provide opportunity to better understand issues, and develop a working relationship between the two groups. As a group, the Executive Council may invite regular, associate, or honorary members whom they deem will make significant contribution to the issues to be discussed in the meeting.

**Section 1.** The Chairman of the Board shall act as the presiding officer of the Executive Council. The Secretary of the Association shall act as the Secretary of the Executive Council.

**Section 2.** The first order of business in an Executive Council meeting is a decision on the procedures of the meeting, including who may vote.

**Section 3.** The date, time, and place of meeting of the Executive Council shall be determined by the Board.

**Section 4.** Any anomaly committed by an officer, a Board member, or a member of the association shall be evaluated and acted upon by the Executive Council for appropriate action.

**ARTICLE XII.** Standing Committees

**Section 1.** The standing committees of the Association shall be:

- a. Membership;
- b. Nomination and Election;
- c. Media
- d. Cultural Affairs;
- e. Entertainment;
- f. Fund Raising
- g. Youth Affairs

**Section 2.** Each committee shall be composed of at least three members. The President will appoint the chairman of each committee. Each appointed chairman may select the members of the committee. The term of office of each committee chairman shall expire upon the expiration of the term of office of the President.

**Section 3.** The Membership Committee shall:

- a. recruit prospective Association members and recommend honorary members;
- b. develop strategies and mechanisms to keep the members actively involved in the affairs of the association including procedures to recognize excellence and meritorious contributions of members;
- c. develop procedures and recommendations to the Board on all matters pertaining to grievance, discipline, and termination of membership; and
- d. review and recommend for approval membership applications.

**Section 4.** The Nominating and Election Committee shall:

- a. supervise the nomination and election of officers and member of the Board;
- b. investigate and resolve disagreements that may arise out of the nomination and election process;
- c. develop procedure to fill vacancies in the officers or members of the Board; and
- d. conduct impeachment proceedings and recommend action to the Executive Council.

**Section 5.** The Media Committee shall (a) develop policies and procedures governing all media releases by the Association; and (b) serve as the editorial advisory board of the official newsletter of the Association.

**Section 6.** The Cultural Affairs Committee shall develop ways and means to preserve and promote Filipino and American cultures among the members of the Association and community at large.

**Section 7.** The Entertainment Committee shall be responsible for planning and coordinating any entertainment activities sanctioned by the Board.

**Section 8.** The Fund Raising Committee shall develop and implement strategies to raise funds for the Association as sanctioned by the Board.

**Section 9.** The purpose of the Youth Affairs committee is to promote an awareness of the Filipino culture in our young by nurturing our heritage and serving the community in order to teach the youth of today to become the leaders of tomorrow.

**ARTICLE XIII.** Impeachment of Officers and Members of the Board.

The grounds and procedures for termination of officers and members of the Board shall be developed by the Nomination and Election Committee and approved by the Executive Council. The person subject to impeachment shall not be a member of the Nomination and Election Committee at the time of the investigation. Findings and recommendations by the Nomination and Election Committee shall be forwarded to the Executive Council for further action.

**ARTICLE XIV.** Newsletter.

**Section 1.** The Association shall maintain a quarterly official newsletter to be called "Tambuli".

**Section 2.** The Editor-in-Chief of the newsletter shall be appointed by the President.

**Section 3.** Funds shall be budgeted for the effective operation and distribution of the newsletter.

**ARTICLE XV.** Finances, Contracts, Loans, Assets

**Section 1.** All contracts on behalf of the Association shall be subject to approval of the Board.

**Section 2.** All loans on behalf of the Association shall be subject to the approval of at least two-thirds of the voting members of the Association.

**Section 3.** All checks, drafts, and other orders of payment issued on behalf of the Association that exceed \$100.00 shall be signed by the President, or Vice-president, and the Treasurer. In the absence of the Treasurer, the President and the Vice-President may sign. All checks, drafts, and orders of payment in the amount of \$100.00 or less shall be signed by one of the three aforementioned officers. No checks, draft, or orders, regardless of amount, shall be issued without prior approval of the President.

**Section 4.** All funds of the Association shall be deposited within 5 working days to the bank approved by the Board.

**Section 5.** All fund raising activities on behalf of the Association shall be approved by the Board.

**Section 6.** All signatories of the Association's bank accounts shall obtain a surety bond paid by the Association for an amount determined by the Board and as deemed necessary by the Board.

**ARTICLE XVI.** Records and Minutes of Meetings.

**Section 1.** The Association shall maintain and update financial records, minutes of meetings, and historical effects.

**Section 2.** Any member interested in inspecting the books of accounts or other records of the Association can do so in writing to the President, subject to the provisions of Section 617.1602, Florida Statutes.

**ARTICLE XVII.** Fiscal Year.

The fiscal year of the Association shall begin on January 1 and shall end on December 31 of the current year.

**ARTICLE XVIII.** Ratification and Amendments.

**Section 1.** The By-laws shall become effective upon an affirmative vote of one-half plus one of the voting members present in a general meeting.

**Section 2.** The By-laws may be amended by an affirmative vote of one-half plus one of the voting members present in a general meeting.

**Section 3.** Quorum shall not be waived in a general meeting to ratify or amend the constitution.

**Section 4.** Should a quorum not be achieved in a general meeting, an affirmative vote of one-half plus one of the voting members in a mail ballot shall ratify and amend the By-laws.

These by-laws were ratified by the members of the Big Bend Filipino-American Association, Inc., on the 16<sup>th</sup> day of February, 2003.

**Attested by:**

Fernando Francisco  
**President**

Clyde Diao  
**Chairman of the Board**

***Board of Directors:***

Jun Agbunag

Amy Cardona

Ernest (Fritz) Domondon

Aurora Hansen

Rosario Manzo

Pat Patacxil