

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 classified as an individual 18 years and above or family. A family is comprised of a married couple or domestic partners as defined by law, which may include dependent children under 18 years of age. A regular member is eligible to vote and hold office.
- b. 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 exempt from paying membership dues and is not eligible to vote.

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

Section 3. Fulltime students at the time of renewal of membership may be eligible for regular membership under reduced membership fee as stipulated in these by-laws.

ARTICLE III. Membership Fees.

Section 1. The annual regular membership fees shall be: \$25.00 for family, \$20 for individual and \$10.00 for students. Lifetime membership is \$250.00. A five-year membership is \$115.00. A three-year membership is \$72.00.

Section 2. Membership dues must be paid by October 31st to be considered a member of good standing for the current fiscal year. Fees paid after that date will be applied for the next fiscal year.

Section 3. New members are eligible for pro-rated dues for the remaining months of the current fiscal year.

ARTICLE IV. Voting Rights.

Section 1. For a family, each spouse is entitled to one vote. A single individual who is a regular member is entitled to one vote.

Section 2. A student 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 must be a regular 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;
- d. participate in committees and projects of the association;
- e. attend all official meetings of the Board and Executive Council; and
- f. 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 and a Vice-Chairman.

Section 3. The Board shall have a regular meeting once every 6 months. More frequent meetings 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;
- c. ensure that all Association records are transferred to the incoming administration within thirty days; and
- d. 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;
- d. turn over all Association records within thirty days to the incoming administration; and
- e. 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;
- d. submit a quarterly statement of the Association's income and expenses to the President and for publication in the newsletter;
- e. turn in all financial records of the Association within thirty days to the incoming administration; and
- f. 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 quarterly financial statements released by the Treasurer;
- c. submit a report of the audited financial statement of the Association within three months after the end of the fiscal year; and
- d. 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;
- b. work with the Membership Committee to develop plans on membership recruitment;
- c. plan publicity and media campaign for the Association and its activities;
- d. assess and make recommendations on the content for the website and social media platforms; and
- e. 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.

The Board of Directors and elected Officers constitute the Executive Council. The Executive Council shall convene to resolve matters that affect the policies and governance of the Association as a whole. The Executive Council may invite regular 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. Filling up of vacancies. When an officer/Board Member position is vacated before the expiration of the term, the President/Chairman of the Board shall call for nominations to fill the respective positions. The nominations shall be submitted to the Executive Council who shall vote among themselves to determine who will fill the vacated position.

Section 5. Non-performance of Duties

- a. When an officer fails to perform his/her duties, the President shall recommend appropriate action for the Executive Council.
- b. When a Board Member fails to perform his/her duties, the Chairman of the Board shall recommend appropriate action for the Executive Council.
- c. The Executive Council shall take the proposed action and the decision shall be made via a majority vote within thirty days of the submission of the recommendation.

Section 6. 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. Cultural Affairs
- d. Fundraising;
- e. Youth Affairs
- f. Philippine Scholarship
- g. US Educational Grant

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 members of the Board;
- b. investigate and resolve disagreements that may arise out of the nomination and election process;
- c. Develop procedures for impeachment and termination of officers and members of the Board to be approved by the Executive Council.

Section 5. 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 6. The Fundraising Committee shall develop and implement strategies to raise funds for the Association as sanctioned by the Board.

Section 7. The purpose of the Youth Affairs committee is to promote an awareness of the Filipino culture in our youth and teach them youth of today to become leaders of tomorrow.

Section 8. The BBFAA Scholarship Fund was established to provide financial assistance to economically disadvantaged but deserving students taking degree seeking courses in colleges and universities in different regions of the Philippines. The Scholarship Committee shall maintain the Philippine Scholarship Fund and administer the scholarship grants with the participating institutions in the Philippines.

Section 9. The BBFAA US Educational Grant is designed to financially assist the undergraduate studies of eligible Florida local area students. The Educational Grant Committee will oversee the grants awarded to students in the US.

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

Section 1. Any member of the Association can file a written complaint about an officer or Board Member signed by at least ten members and submitted to the Executive Council.

Section 2. The Executive Council shall create an Ad Hoc Committee to conduct the investigation of the person subject to impeachment in accordance with the procedures developed by the Nomination and Election Committee.

Section 3. Findings and recommendations by the Ad Hoc Committee shall be submitted to the Executive Council for further action.

ARTICLE XIV. Communications

Section 1. Newsletter

- a. The Association shall maintain a quarterly official newsletter to be called "Tambuli".
- b. The Editor-in-Chief of the newsletter shall be appointed by the President.

Section 2. Online Digital and Social Media

- a. The Association shall maintain the official website www.bbfaa.org.
- b. The website shall be administered managed and maintained by the webmaster appointed by the President.
- c. The listserv shall be managed by the President and the Chairman of the Board or their designees.
- d. Official Social Media platforms, such as Facebook, Twitter, Instagram, and others shall be managed and maintained by individuals designated by the President.
- e. The official website and official Social Media accounts are properties of the Association.

Section 3. Funds shall be budgeted for the effective operation and distribution of the newsletter, website, listserv, and other forms of social media.

Section 4. Rules regarding the use and utilization of the social media accounts shall be governed by policies promulgated by the Board.

Section 5. Management of and access to the social media accounts (passwords, usernames, etc.) shall be immediately transferred by the outgoing administration to the new administration at the beginning of their term.

ARTICLE XV. Finances, Contracts, Loans, Assets

Section 1. The Association shall maintain an official bank account.

Section 2. All contracts on behalf of the Association shall be subject to approval of the Board.

Section 3. 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 4. All checks, drafts, and other orders of payment issued on behalf of the Association that exceed \$200.00 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 \$200.00 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 5. The bank debit card shall be managed by the President. The President must send a written notification to the Vice President and the Treasurer prior to debit card usage. All debit card transactions receipts must be submitted by the President to the Treasurer within 3 days.

Section 6. All funds of the Association shall be deposited within 5 working days to the official bank account.

Section 7. All proceeds from the fundraising should be accounted for and reported to the Treasurer within 3 working days of the culmination of the event. The report should be signed by the chairman, at least two members of the committee, and a BBFAA member who is not a member of the committee.

Section 8. All fundraising activities on behalf of the Association shall be approved by the Board.

Section 9. The Association shall maintain an online account to facilitate payments of membership fees, event admission fees, charitable contributions and other forms of financial transactions.

- a. The online account shall bear the Association's name in all transactions. The account shall be officially owned by the Association.
- b. The President shall recommend online financial service that will handle the Associations online financial transactions.
- c. Board shall evaluate and approve the online service as recommended by the President.
- d. The online account shall be administered by the President and the Treasurer.
- e. The President, the Vice President, and the Treasurer shall keep the username and password and have the exclusive access to the account.
- f. The Auditor shall be given access to the online account whenever he/she deems necessary and findings should be immediately reported to the President 7 working days after audit.
- g. At the end of the term of office, the President, Vice-President and the Treasurer shall relinquish control of the online account ot the new administration by providing them all account information.
- h. The new administration shall change the accounts' username and/or password immediately upon transfer of control from the previous administration.
- i. The new administration may change or close the existing account and switch over to a different financial service company, subject to the above provisions.

Section 10. 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 responding voting members in an electronic or mail ballot.

Section 2. A member may initiate any amendment(s) to the By-laws by submitting a written petition to the Board signed by at least 10 members.

Section 3. The Board shall act upon the proposed amendment and present it to the members for ratification.

Section 4. The By-laws shall be amended by an affirmative vote of one-half plus one of the voting members in an electronic or mail ballot.

These By-laws were ratified by the members of the Big Bend Filipino-American Association, Inc., on the 20th day of November 2021.

Attested by:

Earl Campos
President



Board of Directors:



Clyde Diao



Arnel Reyes


Sue Sparks
Chairman of the Board

Mandy Escueta



Eleanor Lipman



Lally Mosley

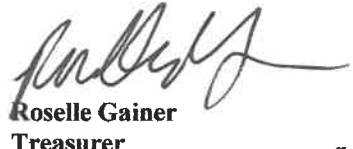
Elected Officials:



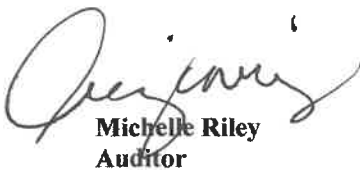
Dinah Johnson
Vice-President



Lillian Plank
Secretary



Roselle Gainer
Treasurer



Michelle Riley
Auditor



Ferdinand Labong Flores
Public Relations Officer

Done & witnessed in
Leon County, Florida
Signature of Mariche Maghanoy Higgins



on Nov. 20, 2021.