

Oregon Coast Filipino American Association

CONSTITUTION

ARTICLE I

NAME

The name of this organization shall be the Oregon Coast Filipino American Association.

ARTICLE II

PURPOSE

The purpose of this association shall be to...

1. Provide hospitality and/or special needs assistance to new resident settlers and members,
2. Develop, promote, and provide Filipino cultural programs, and
3. Promote social interactions among its members and other Filipino American organizations.

This association is organized for cultural, educational, and charitable purposes and shall only carry on activities permitted by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or any applicable section of future federal tax codes and under Chapter 65 of the State of Oregon Revised Statutes or its corresponding future provisions.

ARTICLE III

MEMBERSHIP

Persons having Filipino ancestry and those married or have been married to persons with Filipino ancestry shall be eligible for membership in the association by payment of annual dues. The Board of Directors may grant associate and honorary memberships.

ARTICLE IV

DIRECTORS

The affairs of the association shall be managed by a board of directors, which shall be elected in the manner provided in the by-laws of the association.

ARTICLE V

FUNDS

The funds of the association shall be raised by annual membership dues, grants, donations, in-kind gifts, services, and fund raisers.

No association member or other private person shall benefit from or receive any part of the association funds, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered to the association and for the purposes stated in Article II.

ARTICLE VI
AMENDMENTS

This constitution may be amended, repealed, or altered by the affirmative vote of at least two-thirds of the members present.

ARTICLE VII
DISSOLUTION

In the event this association shall suspend operations and dissolve, all bills, indebtedness, and claims against the association shall be paid in full. Any remaining cash or other assets shall be given to one or more organizations that have established their tax-exempt status under the Internal Revenue Code, Section 501 (c) (3) and the regulations of the Internal Revenue Service.

Oregon Coast Filipino American Association

BY-LAWS

ARTICLE I
MEMBERSHIP & DUES

Section 1. Membership. An adult regular or associate member, eighteen years or older, except for honorary members, shall be assessed non-refundable annual dues.

- (a). Regular: Any person of Filipino ancestry or person married or had been married to a person of Filipino ancestry shall be considered a regular member.
- (b). Associate: Any person may qualify as an associate probationary member upon payment of a non-refundable fee equal to the current annual dues and sponsored by a regular member and approved by the Board of Directors. The person shall have a six month probationary period to establish active membership, and upon review and approval by the Board of Directors shall be considered an associate member.
- (c) Family associate: Minor children under eighteen years of age, whose parent is/are regular or associate member, shall be considered family associate members.
- (d). Honorary: A member nominated by a member of the Board of Directors and approved by a majority of a quorum of the Board shall qualify as an honorary member.
- (e). Members in good standing: Regular and associate members, who have paid their current annual dues shall be considered members in good standing.

Section 2. Voting Privileges.

(a). General Membership Voting:

- (i) Regular and associate members in good standing shall be entitled to one vote on all matters for which a general membership vote is required by the by-laws of this association
- (ii) Family associate members shall have the privilege to express their opinions at meetings but shall have no voting privileges.
- (iii) Honorary members shall have no voting privileges.

(b). Absentee Voting:

- (i) At an annual meeting and/or special meetings of the general membership, proxy voting shall be permitted for absentee voters with the following provisions:
 - 1. Only one proxy voter per member per meeting shall be permitted.
 - 2. A proxy voter must be a member in good standing.
 - 3. The absentee member shall notify the secretary in writing or by e-mail of the proxy's name with the date(s) of the meeting(s) for which the proxy shall be in force.
- (ii) There shall be no absentee voting permitted by phone, mail, or e-mail.

Section 3. Termination, Expulsion, and Suspension.

- (a). A member shall be deemed suspended from membership for non-payment of dues.
- (b). A member may be expelled from membership by the Board of Directors for actions deemed improper or unlawful. The following process shall be followed:
 - (i) Thirty days written notice listing effective date and reasons for the expulsion shall be given to the member.
 - (ii) At least five days before the effective date of expulsion, the member shall be given an opportunity to have a hearing by the Board of Directors, orally or in writing.
 - (iii) The decision of the Board shall be final and shall not be subject to any review or appeal.

ARTICLE II
MEETINGS

Section 1. Board of Directors Meetings

- (a). All meetings of the Board and standing committees shall be open to the general membership and invited guests.
- (b). Regular meetings of the Board shall be held at the least quarterly.
- (c). Each director shall notify the president or secretary if unable to attend a regularly scheduled meeting.
- (d). Special and emergency meetings of the Board may be called by any board member. Notice to each officer of the time, place, and purpose shall be given no fewer than two (2) days for a special meeting and no less than twenty-four hours for an emergency meeting.

- (e). Regular, special, and emergency meetings of the Board may be held by using any means of communication in which all participating officers can simultaneously communicate with one another during the meeting. All participating officers shall be considered present in person at the meeting.
- (f). Quorum: Five of the seven directors shall constitute a quorum for all meetings. Motions shall pass by at least four (4) votes unless specified differently in the by-laws.
- (g). Action by Consent: The Board may take action without meeting if at least five (5) of the directors agree. The action by consent shall be documented by an e-mail or signed note from each of the directors to the secretary or other designated official. The action and recording of the consents shall be included in the minutes of the next meeting of the Board.

Section 2. General Membership Meetings.

- (a). The annual meeting of this association shall be held on the second Saturday of September or, if necessary, as the board decides.
- (b). Special meetings of the general membership...
 - (i) May be called by the Board of Directors or by a petition submitted to the secretary with signatures of no fewer than 5% of the members in good standing.
 - (ii) Shall describe the purpose of the meeting and the date of the submission.
 - (iii) Shall require at least seven days notice and shall be posted with the secretary.
- (c). Quorum: A majority of the board of directors and those members present at an annual or special meeting shall constitute a quorum. Motions shall pass by a majority vote unless specified differently in the by-laws.

Section 3. Notification of Meetings.

Notice of regular meetings of the Board of Directors and of the general membership shall include the date, time, place, and purpose(s), which may be given by phone, e-mail, or in writing to each member in good standing no fewer than seven (7) days prior to the meeting date unless specified differently in the by-laws.

ARTICLE III BOARD of DIRECTORS

Section 1. Composition & Voting

- (a). The Board of Directors, "the Board," shall consist of seven elected officers: President, vice-president, secretary, treasurer, sergeant at arms, public relations officer, and auditor.
- (b). All directors (officers) shall serve their terms with no compensation for their services.
- (c). Each director shall be entitled to one vote. Proxy and absentee votes shall not be permitted.

Section 2. Election and Term of Office.

- (a). Directors shall be elected biennially by a majority vote of the members present at the annual meeting.
- (b). Each term shall be two years and shall begin on the first day of October following the elections.
- (c). A director may serve for two consecutive terms if elected for a second term.

Section 3. Removal & Vacancies.

- (a). Any member may seek removal of a director by giving written notice of the removal to the Board.
- (b). A director may be removed by a two-thirds vote of the full Board...
 - (i) If the director has engaged in fraudulent or dishonest conduct, gross abuse of authority or discretion, or has violated a statutory standard of conduct.
 - (ii) If the director has missed three consecutive board meetings without prior notice to the secretary or president.
 - (iii) If the director fails to perform his/her responsibilities as described in these by-laws, Article IV.
- (c). A director can only be removed at a special board meeting called for that purpose.
- (d). The president with the approval of the Board shall appoint a replacement for any vacancy on the board for the remainder of the term

ARTICLE IV
OFFICERS

Section 1. The President shall...

- (a). Preside at all meetings and over all activities of the association.
- (b). Be the official representative and spokesperson of the association and shall designate a representative if the vice-president is unavailable.
- (c). Appoint any necessary chairmen and/or committees with the approval of the Board.
- (d). Periodically check with project chairmen and/or coordinators to see that board resolutions are implemented and project deadlines are met.
- (e). Be an ex-officio member of all committees.

Section 2. The Vice-president shall...

- (a). Assist the president in whatever capacity is assigned.
- (b). In the absence of the president, perform the duties of the president.
- (c). Keep a scrapbook of all the association's activities, e.g. social and fund raising events, etc., and shall consult with the secretary and/or public relations officer to coordinate information.

Section 3. The Secretary shall...

- (a). Record minutes and attendance of all board and general meetings.
- (b). Give notice for all board and general meetings.
- (c). Maintain membership documents and updated membership rolls.
- (d). Attend to correspondence and/or other mailings necessary to the business of the association.
- (e). Keep a copy of the constitution and by-laws and all other historical data of the association.
- (f). Determine the presence or lack of a quorum for board and general meetings.

Section 4. The Treasurer shall...

- (a). Receive and deposit all monies of the association in a local bank and pay the debts of the association.
- (b). Record and keep documentation of all individual and committee transactions associated with the business of the association
- (c). Submit financial reports at all board of directors and general membership meetings..

- (d). File any necessary tax reports to governmental agencies and/or submit financial information to a parent organization, when or if appropriate.
- (e). Make financial records available to the auditor at all times.

Section 5. The Public Relations Officer (PRO) shall...

- (a). Be the media officer promoting social, cultural, and other association activities, including fund raising events to the membership and to the public.
- (b). Be responsible for all membership drives.

Section 6. The Auditor shall...

- (a). Assist the Board in the effective management and discharge of its financial responsibilities by...
 - (i). Reviewing compliance of the annual financial plan.
 - (ii). Recommending fund raising projects.
- (b). Audit all financial records at the end of each fiscal year.
- (c). Submit to the Board the results of each audit, which shall include recommendations, if needed, to improve financial and operational management of the organization.

Section 7. The Sergeant at Arms shall...

- (a). Maintain peace and order during meetings and social events.
- (b). Coordinate and assist committee chairmen and/or committees to prepare and ensure the safety of an OCFAA venue.
- (c). Be responsible for enforcement of the by-laws

ARTICLE V
COMMITTEES

Section 1. Definitions.

- (a). "Advisory committee" AKA "the advisory board" shall consist of all or any of the past elected officers who are members in good standing of the OCFAA.
- (c). "Standing committee" means a committee established by the board of directors to deal with a general area of interest and which will exist for an indefinite period of time.
- (d). "Ad hoc committee" means a committee established by the board of directors for a special purpose and a finite period of time.

Section 2. Establishment.

- (a). The board of directors may establish standing and ad hoc committees which shall be accountable to the board of directors.
- (b). The Board shall designate a title for each committee that it establishes
- (c). All committees so established shall be in compliance with the provisions of these by-laws.
- (d). Chairmen shall be appointed by the board president and approved by the board of directors.

Section 3. Committee Chairmen shall...

- (a). Attend board meetings as a non-voting member,
- (b). Recruit members in good standing and maintain a list of their committee members,
- (c). Give notice of committee meetings to its committee members and to the Board.
- (d). Preside at committee meetings, and
- (e). Provide reports to the Board.

Section 4. Membership.

- (a). Each committee shall be composed of a minimum of three members, one of whom shall be the chairman.
- (b). Each member of the Board may participate on one or more standing or ad hoc committees.
- (c). Upon resignation, removal, prolonged inactivity, or other vacancy by a committee member, he/she shall deliver all papers, records, books, and other items in his/her possession that relate to the committee, to the successor or to the committee chairperson.

Section 5. Duties.

Each committee shall...

- (a). Keep minutes or appropriate records of its meetings and a list of its members.
- (b). Give reports on its work to the board of directors and to the general membership as necessary. Actions to be implemented shall be approved by the Board.
- (c). Communicate, coordinate, and exchange information with other committees on common areas of interest.
- (e). Undertake any other duties and responsibilities as assigned by the board of directors.

Section 6. Standing Committees

The standing committees of this association shall be...

- (a). Bayanihan (Hospitality)
- (b). Pilipiniana Dance Group
- (c). Association Newsletter
- (d). Membership
- (e). Budget

ARTICLE VI
AMENDMENTS

These by-laws may be amended or repealed by a two-thirds vote of the full Board, or if only a quorum is present, by an affirmative vote of all the officers present.

All proposed amendments to the by-laws or constitution shall be presented in writing to each officer by the secretary one month prior to a scheduled board meeting

Constitution Committee:

*Helen Coughlin, Marjorie Crook, Lily Mills, *Price Parsons, *Leticia Perrin, Diana Younker.

*Founding board members on original draft of constitution and by-laws.

Adoption of Constitution and By-laws, revised and reformatted:

4/20/07, Constitution (7 articles) & By-laws, Article I, II.

9/14/07. By-laws: Article II, Meetings, Section 1, (g) Action by Consent

10/18/07, By-laws: Articles III, IV, V, VI.