

## Preamble

We, the Filipinos and Filipino-Americans, residing in the Greater Pensacola area, wanting to form a strong union in order to protect our mutual interests, preserve our cultural heritage, improve our social and economic well-being and achieve better understanding among Filipinos, Filipino-Americans and other nationalities, do hereby promulgate this constitution.

### **Article I – DECLARATION of PRINCIPLES AND VALUES**

- Section 1. We believe that people are dependent on one another and that every individual should fulfill their role as productive members of society.
- Section 2. We believe that the general welfare of the Filipinos and the Filipino-Americans can best served by our collective efforts and actions and our ability as a united organization.
- Section 3. We believe that collaboration, respect, and understanding can lead to unity and harmony that will improve the general welfare of the members of the said organization.
- Section 4. We believe that Filipinos and Filipino-Americans contributions to American culture and society are vital and significant that is worthy of recognition, respect, and admiration from the general public as well as our own community.
- Section 5. We believe in the precept of accepted morality and respect for laws and duly constituted authority.
- Section 6. We believe in the wisdom, justice and effectiveness of the democratic process and the democratic way of life.
- Section 7. We pledge to oppose any and all ideologies or movements that endanger the fundamental precepts of freedom and democracy as declared in the constitution of the United States of America.

### **Article II – NAME and NATURE of the ORGANIZATION**

- Section 1. This organization shall be called the FILIPINO-AMERICAN (FIL-AM) ASSOCIATION OF PENSACOLA, INCORPORATED, herein called the organization.
- Section 2. This organization's primary geographical location shall be the Greater Pensacola area of Florida. The Filipino-American Community Center and the business office are located at 234 West Oakfield Road, Pensacola, Florida 32503.

Section 3. This organization shall be charitable, civic, non-profit, non-sectarian, non-stock and non-political in nature.

**Article III – GENERAL PURPOSE**

Section 1. The fundamental purposes of this organization are to:

- A Function as a charitable organization for the benefit of the community at large.
- B Promote better community relationships and enhance an environment conducive to good moral order and spirit of mutual cooperation and understanding in all social and civic life.
- C. Encourage in participation in civic, social and charitable community projects.
- D Promote to the community at-large Filipino customs and traditions through intercultural activities.
- E Develop and undertake projects and programs intended to improve the economic, social and cultural well being of all the members.
- F. Advance and protect the human and civil rights of all members.
- G. Provide entertainment and social activities for the members and their families.

**Article IV – MEMBERSHIP**

Section 1. Membership is open to all persons who qualify under the provisions in the By-Laws of this organization.

**Article V – MANAGEMENT**

Section 1. The Board of Directors will be comprised of sixteen (16) members, consisting of ten (10) at large members elected from the general membership, the immediate past President and the Executive Council. The corporate power of this organization shall be exercised by the Executive Council. The Executive Council will be comprised of officers elected from the membership who shall be the:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Auditor

Section 2. The general membership is the highest governing body of the organization. It shall approve the policies and guiding principles recommended by the Board of Directors.

**Article VI – ELECTIONS and INSTALLATION of OFFICERS**

- Section 1. Nominees to the Executive Council may hold an elected position in other social clubs or organizations.
- Section 2. Nominees for elected position (Article V) must be a member in good standing for at least six (6) months.
- Section 3. All members in good standing are eligible to vote. There shall be no absentee or proxy ballots.
- Section 4. Elections for elected positions (Article V) will be every two (2) years in October.
- Section 5. Members elected to office shall be elected by a simple majority (of those voting) in a secret ballot. Only individuals nominated are eligible to receive votes.
- Section 6. The newly elected officers shall be installed to office no later than 20 January of the following year.

**Article VII –MEETINGS and QUORUMS**

- Section 1. A general membership meeting shall be held in March, June, September and December.
- Section 2. The Executive Council and the Board of Directors shall meet once each month at a place and time determined by the President.
- Section 3. Special membership meetings may be held to accommodate issues that need immediate attention.
- Section 4. The quorum for Special and General Membership meetings shall consist of no less than three (3) percent of the membership. The quorum for both the Board of Directors meeting and the Executive Council meeting shall be fifty (50) percent of the elected officers.
- Section 5. Committee chairperson may be invited to the Board of Directors and Executive Council meeting. They may participate in discussion and deliberations but have no voting power.

### **Article VIII – AMENDMENTS**

- Section 1. Any members of the FIL-AM may submit amendments to the Constitution and By-Laws. Amendments to the constitution shall be ratified by a vote representing 2/3 of the membership present at a scheduled special or general membership meeting. Amendment to the By-Laws may be ratified by a simple majority vote of the membership present at a scheduled general membership meeting.

### **Article IX – MISCELLANEOUS PROVISIONS**

- Section 1. This organization shall raise funds for the maintenance and operations of the FIL-AM COMMUNITY CENTER and the YOUTH CENTER. Funds raised may also be used to finance the annual budget of the organization.
- Section 2. An annual report, including the financial state of the organization, shall be prepared by the President and the treasurer, reviewed and adopted by the Board of Directors for distribution to all active members.
- Section 3. No part of the net earnings of the organization shall insure the benefit of, or be distributed to its members, trustees, officers or other persons, except for reasonable compensation for services rendered as described in the By-Laws.
- Section 4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501-C3 of the Internal Revenue Code or the corresponding section of any future tax code, or to a state or local government, for a public purpose.
- Section 5. Enactment – This constitution shall become effective immediately upon its ratification by two-thirds (2/3) majority vote of the members of the organization present at a meeting duly called for the purpose of the ratification and adoption of the Constitution and the By-Laws.

## **BY-LAWS**

### **Article I - MEMBERSHIP**

#### Section 1. Eligibility

Membership is open to all Filipinos, Filipino-Americans and Americans who are willing to help in pursuing and attaining the goals and objectives of the association.

#### Section 2. Categories

There shall be different categories of membership in the FIL-AM organization as described herein:

- A. Regular members are members who are eligible members of good standing who pay full dues and special assessments as enacted by the Board of Directors. Regular (Active) members are entitled to full privileges and benefits as outlined in Section 3 and 4 of these By-Laws.
- B. Lifetime members are members who paid lifetime membership dues between 1976 to 1999 and are entitled to full privileges and benefits as outlined in Section 3 and 4 of these By-Laws.
- C. Honorary members are individuals and leaders from the community at-large. Individuals may be recommended by members and approved by the Board of Directors. Honorary members shall not be assessed monthly or annual dues.

#### Section 3. Duties and Responsibilities

Duties:

- A. Support the Constitution and By-laws.
- B. Prompt payment of membership dues.
- C. Attendance at general or special meetings.
- D. Perform the duties and functions of any elected or appointed office, assigned to and accepted.
- E. Perform volunteer services for the Association.

#### Section 4 Rights and Privileges of Members

- A. Run for any elected office, vote during election of officers, the amendment/and or ratification of the Constitution and By-Laws and on any resolution placed on the floor at general and special membership meetings.
- B. Submit a written request for a special meeting that will deal with an issue that is of paramount importance to the organization.
- C. Make a written inquiry, through the President, about the financial status of the organization.
- D. Use FIL-AM facilities at member discount rate.
- E. Apply for Association programs and other opportunities.

#### Section 5 Benefits

- A. Aid shall be rendered in any form as deemed appropriate to any member and/or his or her dependents who are victims of misfortune.
- B. A letter of commendation or award will be given to deserving members in recognition for their exemplary effort and support to the association.

#### Section 6 Termination of Membership

The membership committee may recommend to the President and approved by the Board of Directors the termination of membership due to:

- A. Conduct detrimental to the organization.
- B. Non-payment of dues for six (6) months and after proper notice is given and reasonable time allowed, or
- C. Individual or family request to be terminated.

#### Section 7 Reapplication for Membership by Terminated Members

- A. Terminated members based on Section 6A may apply to the membership committee for reinstatement of membership. The membership committee shall make proper recommendations to the President and the Board of Directors. The Board of Directors shall approve the recommendation of the President except for just cause.
- B. Members terminated based on Section 6B or 6C may re-apply as a regular member as specified in Article I, Section 2, upon payment of dues.

**Article II – DUTIES and RESPONSIBILITIES of the BOARD of DIRECTORS**

## Section 1. The Board of Directors shall:

Consider and deliberate in establishing goals and objectives, policies, and procedures, program proposal for the organization recommended by the President.

**Article III – DUTIES and RESPONSIBILITIES of the EXECUTIVE COUNCIL**

## Section 1. Executive Council

- A. The Executive Council will exercise the overall day-to-day operations of the organization and its facilities.
- B. The Executive Council shall exercise emergency powers to deal with urgent issues between scheduled meetings of the Board of Directors.
- C. The Executive Council is responsible for implementing and overseeing the fulfillment of the goals and objectives of the organization.

## Section 2. President

- A. Acts as the Chairperson of the Executive Council and the Board of Directors and preside at all general and special meetings.
- B. Represents the organization at all functions.
- C. Authenticate all acts, orders, reports, proceedings, notices, memoranda and announcements of the organizations.
- D. In consultation with the Treasurer, develops a sound annual budget, recommends the budget to the Board for approval, and submits it to the general membership for adoption.
- E. Disburses petty cash expenditures in the absence of the treasurer or other authorized officials.
- F. Creates committee and programs as necessary and appoint committee chairpersons to carry out the objectives and functions of the organizations.
- G. Develops the organization's policies and procedures in consultation with the Executive Council and Board of Directors.

## Section 3. Vice-President

- A. Assists the President in the performance of his/her duties, as may be required.
- B. Performs the duties of the President in his/her absence.

Section 4 Secretary

- A. Keeps and updates the administration records of the organization.
- B. Keeps an updated roster of all members, to include address, telephone number, and other pertinent information.
- C. Works in conjunction with the Treasurer to notify those members delinquent in dues.
- D. Acts as chairperson of the membership committee.

Section 5 Treasurer

- A. Maintains up-to-date financial reports of the organization.
- B. Receives accounts for and maintain official custody of all funds cash and bank accounts of the organization.
- C. Assists the President to develop a sound annual budget.
- D. Prepares and submits a written monthly report, to include all receipts and expenditures incurred during the reporting period. The written report will be presented to the Executive Council, the Board of Directors and the general membership at their next scheduled meeting.

Section 6 Auditor

- A. Reviews and examines the financial record semi-annually and submits a written report to the Board of Directors and a verbal report to the general membership.
- B. Posts written reports in the FIL-AM newsletter.

**Article IV – DUTIES and RESPONSIBILITIES of the APPOINTED OFFICERS**

Section 1 Public Relation Officers

- A. Acts as liaison officer between the community and the organization.
- B. Publishes the organization’s newsletter.
- C. Writes and sends news releases to the media on planned activities of the organization.

Section 2 Sergeant-at-Arms

Enforces safety, security and order in all meetings and other functions of the organization.

Section 3 Historian

Compiles records of events of the organization for the sake of posterity.



Section 4 Facilities Coordinator

- A. Implements established guidelines for the use of the FIL-AM facilities.
- B. Maintains a rental schedule for the Fil-Am Community Center and acts as the Rental Officer .
- C. Exercises administrative responsibilities over the facilities maintenance, upkeep and use of the building and surrounding facilities.
- D. Reports to the Executive Council, any improper use and damage of the centers and facilities.

Section 5 Facilities Maintenance Director

- A. Coordinates the maintenance and upkeep of the Centers and its surrounding properties owned by the organization.
- B. Liaison with other committee chairs to ensure readiness of the Centers for upcoming events.

Section 6 Committee Chairpersons

Performs duties in committees as assigned by the President.

Section 7 Assistant Secretary

- A. Assists the Secretary in the performance of his/her duties, as may be required.
- B. Performs the duties of the Secretary in his/her absence.

**Article V – TERM of OFFICE**

Section 1. Elected Officers

The term of office for all elected officers shall be two (2) years from induction to their respective positions preceding the regular election.

Section 2 Appointed Officers

The term of office for all appointed officers shall not exceed the term of appointing President.

## **Article VI – FINANCIAL**

### Section 1. Checking/Savings Account

- A. The organization shall establish a checking account and a saving account with a convenient bank where all funds of the organization will be deposited with exception of the petty cash.
- B. The checking account will be in the name of FILIPINO-AMERICAN ASSOCIATION OF PENSACOLA, INCORPORATED.

### Section 2 Disbursement of Funds

- A. The treasurer will maintain a petty cash fund not to exceed \$200.00.
- B. All cash disbursement will be supported by receipt. Where a receipt cannot be obtained, proper documentation must be provided.
- C. Any amount approved for disbursement over that of the petty cash limit will be in the form of a check signed by the Treasurer or another authorized officer designated by the President and the Board of Directors.

### Section 3 Membership Dues

- A. After formulating the budget, the President shall recommend to the Board of Directors for approval and to the general membership for adoption, the amount of dues and special dues assessment that will be collected from members.
- B. Special dues assessment may be added to the membership dues. Special assessment may be applied to building fund and major association projects as specified by the budget.

## **Article VII – MISCELLANEOUS**

### Section 1. Committees

- A. Two committees shall be formed in order to perform the different functions of the Association. They are the Standing and Special Committees. AdHoc committees may also be formed upon the discretion of the President.
- B. The President shall be an ex-officio member of all committees.
- C. All committees shall be subject to the approval of the Board of Directors.

Section 2. Long-term Strategic Goals Programs/Projects

Programs/Projects initiated by a past President's administration that involve extended period of implementation/completion shall be deemed binding for succeeding administrations for continuation to its successful implementation/completion, except for extenuating circumstances, i.e., the lack of funding and other resources and the obsolescence of their purpose/s.

Section 3 Elections

- A. Elections to the office will be decided by a simple majority vote. In case of a tie, the second ballot will be taken immediately. Only the candidates involved in the tie will be placed in the second ballot.
- B. In the event that the second ballot results in another tie, a special election will be held, seven (7) days later, only for those positions that were deadlocked.
- C. For uncontested offices, no election is required.

Section 4 Removal from Office

- A. Any member of the Board of Directors may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors.
- B. The charge for causes of removal from office should be based on Article 1, Section 3 of this By-Laws and/or non-performance of duties.

Section 5 Resignation

- A. Any holder of an elected office may resign at any time by submitting a written notice to the President or the Secretary. Any holder of an appointed office may resign at any time by submitting a written notice to the President.

Section 6 Vacancy of Position

- A. Whenever a vacancy occurs in an elective office (other than the President), the President, with the concurrence of the majority of the Board of Directors, shall fill the vacated office by appointment for the remainder of the term.
- B. Should the office of the President become vacant, the Vice-President will assume the office immediately. The new President will then appoint a new Vice-President for the remainder of the term.
- C. In the event after election, but before the induction of the elected officer(s), a vacancy or vacancies occur due to relinquishing of the officer(s)-elect of his/her positions(s), the succeeding candidate who garnered the highest number of votes from the group of non-elected

candidates for the relinquished position shall take the place of the position so vacated.

- D. In the event of no opponent for a particular position, the President-elect may appoint to fill up the vacancy with the concurrence of the New Board of Directors before the inauguration of the newly elected Officers and Board of Directors.

Section 7      Enactment

These By-Laws become effective immediately upon the adoption by two-thirds (2/3) majority vote of the members of the organization present at a meeting duly called for the purpose of adopting the FIL-AM Constitution and By-Laws.

The Constitution and By-Laws governing the Filipino-American Association of Pensacola, Inc. with the concurrent majority vote by the general membership as laid down in this document, is hereby signed and ratified this **13** day of **June, 2010**. The provisions set forth by this Constitution and By-Laws will be effective as of this date.

Signed:



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Divina R Herrera  
President



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Julie Anne Reguindin  
Vice-President



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Azalea Webb  
Secretary



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Lita Golen  
Treasurer



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Ched Geiger  
Auditor

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Romie Tatel  
Chairperson  
Constitution and By-Laws Committee