

CONSTITUTION

THE PHILIPPINE-AMERICAN SOCIETY OF GREATER DAYTON, INC

DAYTON, OHIO

(as amended September 18, 2004)

PURPOSE OF THE ORGANIZATION

The Philippine-American Society of Greater Dayton, Inc., a non-profit organization, exists exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

The goals of the society are:

1. To support organizations (civic and government) that are engaged in similar humanitarian work.
2. To enhance the history and cultural heritage of the Filipino-American community through humanitarian, medical, and cultural programs.
3. To promote the general welfare of the Filipino-American community in the Greater Dayton.
4. To foster, enhance, support, maintain, and preserve a harmonious social, civic, and educational relationship among members and other ethnic community organizations.
5. To encourage and promote a harmonious relationship among Filipino and American communities in the United States.
6. To engage in any activity not contrary to the provisions of Section 1702.01 et seq. of the Ohio Revised Code and Section 501 (c) (3) of the Internal Revenue Code.

The Society shall form committees in accordance with Article VI of the ByLaws. Only committees sanctioned by the Society may use the name of the Society as defined in Article I.

The Society shall form partnership with organizations whose functions and objectives support the goals of the Society as defined in Article I, Section 1 of the By-Laws.

Article I - NAME AND DURATION OF THE ORGANIZATION

Section 1. The organization shall officially be known as the Philippine-American Society of Greater Dayton, Inc. This organization shall be known as the "Society," "Phil-Am," or "Phil-Am Society."

Section 2. The organization shall remain as an approved entity until due process of dissolution is completed.

Article II - MEMBERSHIP OF THE ORGANIZATION

Section 1. Membership in the Philippine-American Society of Greater Dayton, Inc., shall be open to all Filipino Citizens, Naturalized Filipinos, Americans of Filipino descent, Americans affiliated with Filipinos through marriages, other individuals who have a unique special interest towards enhancing Filipino-American relations in the community and its activities, and members of their household. Members must be at least 18 years old.

Section 2. The duration of membership shall coincide with the Phil-Am Society's calendar year, which starts on January 1 and ends on December 31 of the same year.

Section 3. Disbarment from membership.

A member's continuing eligibility will be reviewed by the members of the Executive Office. The Board of Advisors shall make the final decision on the disbarment of a member in accordance with the Conditions of Disbarment as defined in Article III, Section 5 of the By-Laws.

Article III - OFFICERS OF THE SOCIETY

Section 1. The governing functions of the Phil-Am Society shall be vested in a group of elected and appointed officers.

Section 2. The following shall be elected as officers of the Phil-Am Society: President, Vice President, Social Secretary, Recording Secretary, Treasurer, Auditor, and Public Relations Officer. These elected officers shall compose the Executive Officers. Directly related persons such as spouses, parent and child, and siblings, shall not hold elective positions simultaneously.

Section 3. The elected officers shall be nominated from the ranks of the membership and elected by a majority of the membership present and voting.

Section 4. The term of office of all elected officers shall begin in January 1 and end in December 31 of the year following their election. Elected officers shall be entitled to hold office for any number of terms.

Article IV - THE EXECUTIVE OFFICE

Section 1. The elected officers of the Phil-Am Society shall constitute the Executive Office.

Section 2. The President shall chair the Executive Office.

Article V - BOARD OF ADVISORS

Section 1. The Board of Advisors shall act as trustees of the Phil-Am Society.

Section 2. The Board of Advisors shall consist of 11 members of which 6 are past Presidents, 3 are elected by the general members, and 2 are appointed by the President. The immediate past President shall serve as the Chairman of the Board of Advisors.

Section 3. The Board of Advisors shall physically reside within the geographical location as defined in the eligibility criteria for general membership .

Article VI - THE HISTORIAN

Section 1. The historian shall be a member of good standing and is appointed by the President for a term of four years.

Section 2. In the event of a vacancy in this office before the completion of the existing term, the President shall appoint a replacement whose term of office shall be another four years.

Article VII - FUNDS OF THE ORGANIZATION

Section 1. The Phil-Am Society shall assess members annual membership dues in accordance with Section 3, Article IX of the Bylaws. Section 2. *Prohibition: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause*

hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. The Phil-Am Society is empowered to pay reasonable compensation for services rendered and in furtherance of the non profit purposes of the organization as defined above.

Section 4. *Upon the dissolution of the organization, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) or the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized or operated exclusively for such purposes.*

Section 5. The fiscal year shall run from January 1 to December 31 of the same year.

Article VIII - INTERNAL PROCEDURES

Section 1. Rules and guidelines for the internal procedures of the Phil-Am Society shall be in the

form of by-laws approved by a majority of the members present and voting during a meeting called specifically to vote on the by-laws.

Section 2. All internal procedures for meetings shall follow as closely as possible the Robert's Rules of Order, Revised Edition.

Article IX - EFFECTIVITY OF THE CONSTITUTION

Section 1. This constitution shall be effective immediately upon approval by a majority of members present and voting during a meeting called specifically for the ratification of this constitution.

Article X - AMENDMENTS

Section 1. Amendments to this constitution may be initiated by any member of the Phil-Am Society and reviewed by a Constitutional and By-Laws committee appointed by the President.

Section 2. Amendments must be approved by a majority vote of the quorum.



BY-LAWS

Article I - DEFINITIONS

Section 1.

- a. Member - Any individual of good moral character and has satisfied the requirements of Article II, Section 1 of the Constitution.
- b. Elected Officers - Any individual who assumes office as a result of being elected by the members.
- c. Appointed Officers – Any individual who assumes office as a result of being appointed by the President.
- d. Majority - A number equal to 50% of the members present during a meeting plus one.
- e. Quorum - For the purpose of general elections, constitutional amendments, and dissolution of the Phil-Am Society, a quorum shall consist of 25 members or 10% of the members, whichever is greater, provided all the elected officers are present. For general membership meetings, a quorum shall consist of 25 members or 10% of the members, whichever is greater, provided a majority of the elected officers are present.
- f. Member of Good Standing - Any member who has paid the annual membership fee as defined in Article IX , Section 1 of the ByLaws.
- g. Absentee Voter - A member of good standing who is not present at the Election of Officers but has submitted votes for candidates of the Executive Office and Board of Advisors positions to the Election Committee prior to the election.
- h. Volunteer - To engage in activities without compensation or remuneration.

- i. Standing Committee – A permanent committee delegated to work on a specific project of an infinite duration .
- j. Adhoc Committee – A temporary committee delegated to work on a specific project of a finite duration.
- k. Umbrella Organization – Phil-Am Society is the parent organization whose child members are independent organizations supporting the goals of the Society and whose relationship with the parent is consultative only.

Article II - AREA OF JURISDICTION OF THE ORGANIZATION

Section 1. The area of jurisdiction shall include all geographical locations bounded within 100 miles from the city of Dayton, Ohio.

Article III - RIGHTS AND DUTIES OF MEMBERS

Section 1. Members of good standing have the right to participate in all volunteer activities of the organization and run for offices for which they are qualified.

Section 2. Members of good standing shall have the right to examine all records of the Phil-Am Society, including but not limited to financial records and statements, agendas, business correspondences, plans, and schedules subject to the approval of the Board of Advisors. The decision of the Board of Advisors shall be final.

Section 3. Members of good standing shall have the right to request for impeachment of any elected or appointed officer upon presentation of evidences to the Board of Advisors. The Board of Advisors shall decide if the evidence supports any of the grounds for impeachment under Article III, Section 5 of the By-Laws.

Section 4. Members of good standing shall have the right to vote and elect members of the Executive Office.

Section 5. A Member shall be disbarred from membership upon conviction of a felony or commission of the following:

- a. Malicious destruction of the official records of the Society.
- b. Misuse of the Society's funds.
- c. Engaging in activities unbecoming of a member of the Society.

Article IV - DUTIES OF THE BOARD OF ADVISORS AND CHAIRPERSON OF THE BOARD

Section 1. The Board of Advisors shall provide counseling to the Executive Office, act as trustee to the Phil-Am Society, and recommend immediate and appropriate actions to the Executive Office in order to meet the objectives of this constitution and its by-laws.

Section 2. The Board of Advisors shall meet at least twice in a fiscal year. The first meeting shall be at the discretion of the Chairperson of the Board. The second meeting shall be held at the midterm of the fiscal year. Special Board meetings shall be held anytime when called for by the Chairperson of the Board. The Executive Office shall conduct a joint meeting with the Board of Advisors at least twice a year.

Article V - RESPONSIBILITIES AND DUTIES OF THE ELECTED OFFICERS

Section 1. President:

- a. Provides the necessary leadership and initiative for the Phil-Am Society in order to pursue its goals.

- b. Presides at all regular and special meetings of the Phil-Am Society.
- c. Presides at all meetings of the Executive Office.
- d. Is an ex-officio member of the Board of Advisors.
- e. Appoints a Historian when the position is vacant.
- f. Fills vacancies in elective positions with the approval of the Executive Office.
- g. Appoints officers with the approval of the Executive Office.
- h. Appoints The ChairPerson of the permanent and ad-hoc committees of the Society with the approval of the Executive Office.
- i. Takes care of all official correspondence on behalf of the Phil-Am Society.

Section 2. Vice President:

- a. Assumes the office of the President in case of vacancy.
- b. Presides at meetings of the Phil-Am Society and the Executive Office in the absence of the President.
- c. Performs duties defined by the President.

Section 3. Recording Secretary:

- a. Takes minutes of all official meetings of the Society. Performs administrative duties in support of the Board of Advisor's activities.
- b. Circulates the Executive Office minutes to members of the committee and Board of Advisors minutes to members of the board.
- c. Maintains up-to-date list of eligible members and their addresses, mailing list of paid members, and continues updating the Phil-Am Society's Directory.

- d. Records all official correspondence on behalf of the Phil-Am Society.
- e. Maintains all records of the Phil-Am Society.

Section 4. Social Secretary:

- a. Makes arrangements on all social programs approved by the Phil-Am Society.
- b. Assists the Recording Secretary as needed.
- c. Takes custody of all tangible assets and supplies. Takes inventory of all assets at least twice a year. Maintains a permanent record and disposition of all property. Ensures their good working conditions and storing facilities

Section 5. Treasurer:

- a. Collects all membership dues and special fees from members.
- b. Keeps up-to-date list of members of good standing.
- c. Keeps a book of income and expenditures and gives a financial report of the same during each regular official meeting.
- d. Disburses payment for all expenditures authorized by the Executive Office.
- e. Opens a checking account and other special accounts in a local bank or banks and co-signs all checks with the President in payment of approved expenditures of the Executive Office.
- f. Analyzes, projects, and maintains financial status of the Society at all times.
- g. Prepares the annual income tax returns of the Phil-Am Society.
- h. Submits to the President annual financial plans to be approved by the Executive Office no later than January 31st of each year. Prepares interim financial reports identifying income and expense statements, balances, cash flow, and over-budget expenditures.

- i. Prepares an annual budget for the Phil-Am Society in accordance with Internal Revenue Service regulations. Must prepare and obtain Executive Office approval of the budget no later than January 31.

Section 6. Public Relations Officer:

- a. Publishes all official activities of the Phil-Am Society.
- b. Establishes lineof-communications between the Phil-Am and members of other ethnic, civic, and local government organizations.
- c. Communicates the activities of the Phil-Am Society to other organizations in the United States pursuing similar objectives.
- d. Publishes the Phil-Am Society's newsletter at least twice a year. Heads a committee responsible for gathering, editing, printing, and distributing news publication or bulletins.

Section 7. Auditor:

- a. Reviews all financial transactions of the Phil-Am Society for accuracy, completeness, and proper authorizations.
- b. Verifies all expenditures are properly authorized.
- c. Conducts an inventory of the Phil-Am Society's tangible assets and supplies once a year to insure their good working condition and existence.
- d. Audits the Treasurer, assuring the accuracy of annual financial tax statement.

Section 8. Historian:

- a. Serves as custodian of the historical records of the Phil-Am Society.
- b. Compiles the minutes of meetings of the Society, articles, newsletters and publications related to the Society.

- c. Turns over records to next historian at end of term of office.

Article VI - RESPONSIBILITIES AND DUTIES OF THE STANDING COMMITTEES

The Standing Committees shall assist the Executive Office in conducting the Phil-Am Society's activities. The specific responsibilities and duties of the Standing Committees are listed in the following sections:

Section 1. Election Committee:

- a. Conducts election process in accordance with Article VII of the By-Laws.
- b. Reports detailed status of projects or assignments to the Executive Office during regular meetings or when requested by the President.

Section 2. Christmas Caroling Committee:

- a. Conducts fund-raising activity during the Christmas Holidays.
- b. Reports detailed status of projects or assignments to the Executive Office during regular meetings or when requested by the President

Section 3. Scholarship Committee:

- a. Conducts selection process for Scholarships offered by the Society.
- b. Reports detailed status of projects or assignments to the Executive Office during regular meetings or when requested by the President

Section 4. Constitutional Amendment Committee:

- a. Conducts activities for instituting Amendments to the Constitution as provided in Article X of the Constitution.

- b. Gathers, analyzes and finalizes the proposed amendments.
- c. Submits the proposed amendments to the Executive Office before publishing for general membership. The Constitutional Amendment Committee shall have the final decision on the proposed amendments to be forwarded to the membership for approval.
- d. Proposed amendments to this constitution must be circulated to all members of the Phil-Am Society before the meeting to discuss such amendments. The proposed amendments will be published for general membership circulation no later than 7 days before putting the proposed amendments to a vote.

Section 5. Youth Committee:

- a. Encourages awareness of Philippine culture and heritage among the Filipino-American youth.
- b. Conducts youth-led community service activities in the Greater Dayton Area.
- c. Reports status of projects or assignments to the Executive Office during regular meetings or when requested by the President

Article VII - ELECTION OF OFFICERS

Section 1. Election of Officers shall take place starting at 2:00 PM on the third Sunday of September. The Executive Office shall recommend to the membership an alternate date should the third Sunday of September not be feasible.

Section 2. The Election Committee shall comprise of 5 rotating members, with the most senior member serving as ChairPerson for a term of one year. The President shall fill the vacancies of the Election Committee with the approval of the Executive Office.

Section 3. The Executive Officers of the Phil-Am Society shall be elected by a majority of the quorum

members of good standing present and voting by secret ballot as well as by absentee voters who have submitted their votes to the Election Committee prior to the election.

Section 4. The President shall fill vacancies in elected positions by appointing members of good standing with the approval of the Executive Office. The person appointed shall perform the functions of the office for the duration of the unexpired term and is entitled to run for election for another consecutive term.

Section 5. Candidates must be present during the election. Candidates in absentia shall be allowed to run upon written request to the Chairperson of the Election Committee. The Election Committee shall review and approve written requests.

Section 6. General Membership Voting Process

- a. Absentee ballots shall be submitted to the Election Committee Chairman no later than 7 days before the day of the election. No extension of deadline is authorized.
- b. Absentee ballots shall be hand carried to the members of the election committee or mailed directly to the ChairPerson of the Election Committee post dated no later than 7 days before the date of the election.
- c. Proxy voting will not be allowed.

Article VIII - MEETINGS

Section 1. The Phil-Am Society shall hold at least two meetings a year or as many times as deemed necessary. The regular meetings may be scheduled in combination with a special function as long as one hour is devoted to the business affairs of the Phil-Am Society.

Section 2. The President may call any number of special meetings during the course of the year to discuss matters of special importance to the membership.

Section 3. Robert's Rule of Order, Revised Edition, shall be observed in the conduct of all regular and special meetings.

Article IX - MEMBERSHIP DUES AND CONTRIBUTIONS

Section 1. Annual membership dues for a specific calendar year shall be payable to the Treasurer at any time starting January 1 of the same year but no later than 30 calendar days before the annual election.

Section 2. Special contributions shall be solicited from the members to finance specific functions and activities sponsored by the Phil Am Society.

Article X - ROLES OF THE MEMBERS OF THE UMBRELLA ORGANIZATION

The Children Organizations shall assist the Parent Organization, Phil-Am, in conducting the Phil-Am Society's activities to support the goals of the Society. The specific responsibilities and duties of the Children Organizations are listed in the following sections:

Section 1. Medical and Humanitarian Organization:

- a. Conducts health education and pediatric clinics for students of the Dayton public schools.
- b. Conducts medical missions to the Philippines.
- c. Conducts fund raising activities to purchase medical equipment and supplies for hospitals and clinics.
- d. Communicates status of activities to the Parent Organization.

Section 2. Family and Social Services Organization:

NOTHING FOLLOWS ARTICLE XI

- a. Preserves Filipino-American family values, heritage, and culture through education and example.
- b. Offers moral, emotional, and spiritual support to Filipino-American families.
- c. Works with other local, national, and overseas organizations that deal with similar family and social issues.
- d. Communicates status of activities to the Parent Organization.



Section 3. Cultural Committee:

- a. Preserves, promotes, and shares Philippine culture and heritage through music, dances, costume, artifacts, and tradition.
- b. Promotes international understanding amongst the ethnic groups in the Greater Dayton Area.
- c. Communicates status of activities to the Parent Organization.

Section 4. Civic Organization:

- a. Studies national and local issues in the Philippines that affect the Filipino-American community in the Greater Dayton Area.
- b. Works with other local and national organizations that deal with similar civic issues.
- c. Informs and educates members on national or local intercommunity issues affecting the Filipino-American community in the Greater Dayton Area.
- d. Communicates status of activities to the Parent Organization.

Article XI - DISSOLUTION

Section 1. Dissolution of the organization shall be decided by a three-fourths majority vote of the members in quorum.