



# FILIPINO-AMERICAN ASSOCIATION OF GREATER COLUMBIA, SOUTH CAROLINA BY-LAWS

## **Article I. NAME AND OFFICE**

The official name of this Association shall be: **FILIPINO-AMERICAN ASSOCIATION OF GREATER COLUMBIA, SOUTH CAROLINA, Inc.** and shall herein be referred to as the "Association".

The principal office shall be the residence of the incumbent president or any address so designated by the incumbent Executive Board. The official mailing address shall be: P.O. Box 24112, Columbia, SC 29224.

## **Article II. OBJECTIVES**

**Section 1.** The objectives of this non-profit incorporated Association shall be:

- 1) to preserve and promote the rich cultural heritage of the Philippines through cultural and educational presentations to the greater Columbia community;
- 2) to promote better relations between the Filipinos and the greater Columbia community through involvement in charitable and humanitarian activities; and
- 3) to encourage the younger generation of Filipino-Americans to become productive members of the community by providing scholarships when they become eligible.

**Section 2.** The Association is organized and operated exclusively for cultural, educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the Association shall be attempting to influence legislation.

## **Article III. MEMBERSHIP**

### **Section 1. QUALIFICATION AND APPLICATION**

- A. Membership shall be open to any individual or family interested in Philippine affairs, in promoting Filipino-American relations, and in pursuing the objectives of the Association as stated in these By-laws.
- B. The Association shall provide equal opportunity for membership eligibility and shall not discriminate on the basis of race, national origin, socio-economic status, education, political affiliation, religion, gender, or other factors.
- C. An application form and dues for membership shall be received by the Treasurer, and forwarded to a committee that handles new members. The pertinent information pertaining to the new member shall then be entered in the official roster of members.

### **Section 2. MEMBERSHIP YEAR.**

The membership and fiscal year for this Association is from July 1 through June 30.

### **Section 3. MEMBERSHIP CATEGORIES**

- A. There shall be two categories in the assessment for membership dues: individual and family.
- B. A family membership consists of spouses (husband/wife or any live-in companion), and any dependent living in the same household.
- C. Honorary membership may be extended by the Executive Board to any non-member with special contributions to the Association. Honorary members do not have to pay membership dues and are entitled to the rights and privileges of membership except the right to vote.
- D. Lifetime membership may be extended by the Executive Board to any member who has paid the equivalent of twenty (20) years of membership. Lifetime members do not have to pay membership dues afterwards and are entitled to all the rights and privileges of membership.

### **Section 4. MEMBERSHIP RIGHTS AND PRIVILEGES**

- A. Each paid member in good standing shall be entitled to all the rights and privileges of membership, including the right to vote on any matter for which voting is authorized or required under the terms of these By-laws. An individual membership shall have one vote while a family membership shall have two votes.
- B. Policies and procedures concerning voting, dues, suspension and/or termination of members shall be included in a separate Policies and Procedures document.

## **Article IV. OFFICERS**

### **Section 1. ELECTED OFFICERS**

The elected officers of this Association shall be the following: President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and five at-large Board members. Together, these elected officers shall constitute the Executive Board.

### **Section 2. QUALIFICATIONS, ELECTION OF OFFICERS AND TERMS OF OFFICE**

- A. QUALIFICATIONS. Candidates for any elective office must be a paid member in good standing prior to the time of election and must be present during the election or must have notified the Election Committee with their intention to serve if elected.
- B. ELECTION. The officers shall be elected at the general membership meeting held in April and shall assume office effective July 1, following their election. Election of officers shall be by plurality of voting members in good standing. Procedures regarding the nomination and election of officers shall be included in the Policies and Procedures document.

### **Section 3. TERM OF OFFICE**

The officers shall serve for a term of two years. No officer may hold the same elected office for more than three full consecutive terms. No person shall hold more than one elective office at the same time. Only one member of a family shall be elected to an office during the same term.

### **Section 4. VACANCY**

In the event of a vacancy in any office, the vacancy so created shall be filled by plurality vote of the members at the first regular general membership meeting following the vacancy. This procedure shall not apply to the vacancy of the office of President. The First Vice-President shall assume the duties of President immediately and finish the unexpired term of that President.

### **Section 5. REMOVAL FROM OFFICE**

Any officer may be removed from office for any serious violation of these By-laws, misrepresentation of the Association, misappropriation of Association funds, or other good and sufficient cause shown. This may be accomplished upon written notice by a majority vote of the Executive Board, or written notice signed by at least 20% of the current members in good standing, such notice to be given to the officer concerned and as many members of the Executive Board as possible. At the general membership meeting immediately following such notice, the removal shall be accomplished by a vote of the members present. Two-thirds of the members in good standing present at that meeting and voting shall be required to vote in favor of the removal in order for the officer to be removed. In the event of such removal, the procedure for filling vacancies in offices, described above, shall be followed.

### **Section 6. SURRENDER OF DOCUMENTS AND OTHER PROPERTY**

- A. Any officer who resigns or is removed from office must turn over all documents, receipts, paperwork, or any other property belonging to the Association to the President within 72 hours of resignation or removal.
- B. Any officer whose term of office has expired must turn over all documents, receipts, paperwork, or any other property belonging to the Association to the President on or before the first scheduled general membership meeting immediately following the end of the fiscal year.
- C. A signature from the receiving officer must be affixed on a certificate of delivery form (available only from the office of the President), which will accompany the package turned over by the outgoing officer. In the case of the outgoing President and/or Treasurer, such certificate of delivery shall include a notarized statement specifying that the necessary tax returns and licensure requirements during the previous incumbency have been properly prepared and submitted to the appropriate governmental agencies, and that Association funds have been properly audited.
- D. Failure to turn over such documents and/or property shall result in a public reprimand and a \$100 fine, enforceable through the South Carolina court system or other means of enforcement.

## **Article V. DUTIES OF OFFICERS**

**Section 1.** The following list of enumerated duties shall not be construed as a complete list of the duties of the officers.

### **Section 2. PRESIDENT**

The President shall be the chief executive officer of the Association. The President shall preside at all general meetings and Executive Board meetings, call special sessions of the Executive Board, appoint committee chairs, act on behalf of the Association at community functions, report to the general membership all actions taken by the President, other officers, or the Executive Board, and have general supervision responsibilities over all matters pertaining to the Association. The President shall not be entitled to vote on the affairs of the Executive Board unless a tie vote occurs.

### **Section 3. FIRST VICE-PRESIDENT**

The First Vice-President shall attend all meetings of the Association and the Executive Board, and shall assist the President and act as President in the absence of the President. In the event of a vacancy in the office of President, such office shall be filled immediately by the First Vice-President, for the remainder of the term.

### **Section 4. SECOND VICE-PRESIDENT**

The Second Vice-President shall attend all meetings of the Association and the Executive Board, and shall assist the President and First Vice-President, and act as President in the absence of the President and First Vice-President. The Second Vice-President shall be in charge of disseminating information regarding membership, seeking new members, and assuring that adequate provisions are made to assure that meetings and other functions have whatever facilities and supplies are necessary. The Second Vice-President shall coordinate the standing and special projects committees and shall be empowered to add subcommittees as needed.

### **Section 5. SECRETARY**

The Secretary shall keep accurate and complete minutes of all meetings of the Executive Board, notify and/or send out meeting notices to members of the Executive Board meetings, and read the minutes of previous meetings. The Executive Secretary shall attend to all Association correspondence and maintain custody of correspondence files and the originals of all other documents/papers of the Association.

### **Section 6. ASSISTANT SECRETARY**

The Assistant Secretary shall keep accurate and complete minutes of all general membership meetings, notify and/or send out meeting notices to members of the Association, and read the minutes of previous meetings. The Assistant Secretary shall keep an accurate roster of all members and a list of all standing and special projects committees. The Assistant Secretary shall assist the Secretary and act as Secretary in the absence of the Secretary.

### **Section 7. TREASURER**

The Treasurer shall keep the financial records of the Association's accounts, receive and issue receipts for Association monies, dues, and contributions, pay all bills of the Association as properly authorized, and retain proper vouchers for all disbursements. The Treasurer shall make a report on the financial condition and transactions of the Association during the monthly meetings of the Executive Board and present a summary of these reports during general membership meetings. The Treasurer shall submit a complete financial statement at the first general membership meeting following the end of the fiscal year. The Treasurer shall deposit all monies in a bank designated by the Executive Board. The Treasurer shall insure that all books, records, and pertinent papers of any kind that may be necessary for proper auditing shall be open for examination within 48 hours upon written request by the Executive Board or a petition signed by no less than a simple majority of the members in good standing. In coordination with the President, the Treasurer shall insure that annual income tax returns and licensure requirements are properly prepared and submitted on time to the appropriate governmental agencies; and ensure that IRS form 990 is filed annually.

### **Section 8. ASSISTANT TREASURER**

The Assistant Treasurer shall assist the Treasurer and act as Treasurer in the absence of the Treasurer. The Assistant Treasurer shall serve as the Association Property Custodian and shall have control of all properties and equipment that belong to the Association. The Assistant Treasurer shall maintain an accurate inventory of all Association property, report on property/equipment status whenever requested by the President or Executive Board, and submit a complete inventory and status of property/equipment at the first general membership meeting following the end of the fiscal year.

### **Section 9. BOARD MEMBERS AT-LARGE**

Each at-large Board Member shall attend the meetings of the Association and of the Executive Board, and can be appointed by the President to assist another officer and/or to serve as chairperson of a standing or special projects committee. When deemed necessary by the Executive Board, an at-large Board Member may also serve as a temporary replacement officer following the provisions of Article VI, Section 5.

## **Article VI. EXECUTIVE BOARD**

**Section 1.** The Executive Board shall consist of the President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and five at-large members.

**Section 2.** The Executive Board shall conduct the business of the Association (*i.e.*, fund raising, social events, community affairs, and other related matters). Any policy promulgated by the Executive Board affecting the whole Association shall be presented to and approved by members at a general membership meeting.

**Section 3.** In order to conduct any business, the Executive Board must have the President or First Vice-President to preside over the meeting with the majority of the other members present.

**Section 4.** During its first business meeting following assumption of office on July 1, the Executive Board shall establish policies and procedures to govern its conduct of business, conflict resolution, and other matters not otherwise specified in these By-laws.

**Section 5.** In the event of the resignation or removal of an officer, the Executive Board is empowered to appoint a temporary replacement officer to take charge of the duties of the resigned or removed officer to provide operational continuity until the vacant office is filled by election during the next immediate regular general membership meeting as provided for in Article IV, Section 4.

**Section 6.** The Executive Board may choose a legal counsel who shall furnish legal advice in regard to the affairs of this Association as requested by the Executive Board.

**Section 7.** When deemed necessary, the Executive Board may hire an outside qualified auditor to audit money and property and examine the financial records and inventory of the Association.

## **Article VII. FUNDS**

**Section 1.** Five Association Funds shall be established and maintained:

A. The General Operating Fund shall include funds from membership dues, proceeds from events and activities other than those specified herein and shall be used for disbursements to pay bills and other obligations.

B. The Emergency Relief and Charitable Fund which includes funds for community service, calamity, bereavement, or other specific emergency relief purposes.

C. The Educational Fund shall be used to provide scholarship annually to eligible individuals as outlined in a separate scholarship policy.

D. The Cultural Fund containing funds for youth related activities such as dances, and out of town cultural events.

E. The Building Fund shall include funds to use towards the acquisition of a permanent location and for the upkeep of that facility.

### **Section 2. BANK ACCOUNT**

Association funds shall be maintained in a checking account with the Treasurer and/or President as co-signees. Such account will be used to deposit membership dues, proceeds from fund raising activities, donations, and other income. This checking account will also be used for disbursements to pay bills and other obligations in pursuit of the objectives of the Association.

### **Section 3. FUND RAISING**

The Executive Board shall plan activities for the purpose of raising monies throughout the year to fund the educational, cultural, and charitable activities of the Association.

### **Section 4. DISBURSEMENT**

The President is empowered to authorize payment of bills under Two Hundred Dollars (\$200.00). The Executive Board shall authorize the payment of bills between Two Hundred Dollars (\$200.00) and One Thousand Dollars (\$1000.00). Any disbursement over One Thousand Dollars (\$1000.00) not otherwise committed for specific Association projects or events shall be voted on during a general membership meeting.

### **Section 5. WITHDRAWAL**

Withdrawal from the funds of the Association shall be properly authorized by the President, the First Vice-President, or the next officer in line, excluding the Treasurer, in accordance with these Bylaws. Checks or other instruments of withdrawal from Association funds shall be signed by the Treasurer and, if deemed necessary by the Executive Board, countersigned by the President, the First Vice-President, or the next officer in line.

## **Article VIII. MEETINGS**

### **Section 1. GENERAL MEMBERSHIP MEETING**

There shall be at least 2 regular general membership meetings during a year. A quorum of at least twenty (20) members must be present in order for any Association official business to be conducted at any meeting. Every other year, the March or April meeting shall be the meeting at which the election of officers shall take place. The first meeting during a new Association Year shall be the annual business meeting at which the officers shall make the final financial report of the past year. The Executive Board may call for an emergency general membership meeting if deemed necessary, provided the members are informed of the specific agenda at least two days prior to such a meeting.

### **Section 2. EXECUTIVE BOARD MEETING**

The Executive Board shall meet regularly at least once a month. An emergency meeting may also be called by the President or by three of the other Board members when deemed necessary, provided the members are informed of the specific agenda prior to such a meeting.

### **Section 3. PARLIAMENTARY RULES**

- A. The rules of parliamentary procedure as contained in the "ROBERT'S RULES OF ORDER" shall govern all meetings.
- B. The President shall appoint a Parliamentarian who shall direct the flow of the meeting and mediate and issue a ruling on procedural matters during general membership meetings. The Parliamentarian's decision is final and binding. The Parliamentarian shall also serve as the sergeant-at-arms during the meeting.
- C. At the discretion of the presiding officer of a meeting, an invocation at the start of the meeting may be made.

## **Article IX. COMMITTEES**

### **Section 1. COMMITTEE APPOINTMENTS**

When a new President takes office, all committees shall be vacated, leaving the new President, with advice of the Executive Board, to form committees and appoint their chairpersons.

### **Section 2. COMMITTEE COMPOSITION/REPORTING**

- A. Each committee shall consist of a chairperson and as many members as shall be considered necessary for the purpose of that committee. The members of each committee shall be listed as such in the official roster. The duties of each committee shall be specified in writing by the Executive Board and communicated to the chairperson of that committee.
- B. Each committee may have a separate meeting if deemed necessary by their respective chairperson, and must submit recommendations to the Executive Board through the Second Vice-President and which will be presented during the regular meeting of the Association.

### **Section 3. ELECTION COMMITTEE**

The President, with the approval of the Executive Board, shall appoint the chairperson and two members for an Election Committee. Election Committee members and their immediate families are not eligible to run for any elective position during the election/s they are supervising. The committee shall promulgate specific rules and procedures governing general election and present such rules and procedures at the general membership meeting prior to the election. It shall insure that all candidates meet the qualifications specified in the By-laws, and shall supervise the conduct of the elections.

## **Article X. LIMITATIONS AND DISSOLUTION**

**Section 1.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 these By-laws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

**Section 2.** Upon dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, to such Association or Associations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt Association or Associations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such Association or Associations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article XI. CONFLICT OF INTERESTS**

### **Section 1. CONFLICT OF INTEREST**

Any member of the Board who has a financial, personal, official interest in, the appearance of a conflict, or an actual conflict with any matter pending before the Board, that prevents or may prevent that member from acting in an impartial manner, will voluntarily recuse himself or herself, and refrain from discussing and voting on said item.

### **Section 2. ANNUAL CONFLICT OF INTEREST RESOLUTION**

A separate Conflict of Interest Policy shall be established by resolution of the Board. Each Board member shall review and sign the policy annually.

## **Article XII. AMENDMENTS TO BY-LAWS**

**Section 1.** Amendments to the By-Laws may be proposed by a committee, the Executive Board, or by any member in good standing at any meeting of the Association. Copies of proposed amendment/s shall be distributed to each member in good standing not later than one month prior to the meeting at which the vote on such proposed amendments will be taken. Amendment/s to the proposed amendment/s may be taken and voted on during such meeting.

**Section 2.** Adoption of such amendment/s shall be subject to a two-thirds majority of the members voting physically or by written absentee ballot/proxy at the meeting at which such vote is taken. Amendments become effective on the date of adoption, unless otherwise specified in the amendments, provided that any amendment that may directly benefit the incumbent officers shall become effective only after the term of office of the said officers.

## **Article XIII. ADOPTION OF BY-LAWS**

These By-laws shall be deemed adopted after approval by a simple majority of the members present at the meeting at which a vote for that purpose is taken. The signature of the President, or Interim President, shall be affixed to the approved By-laws, witnessed by the Secretary, or Interim Secretary, along with the date of adoption by the membership. When approved and adopted, these By-laws shall be binding on the Association and its members.

These Bylaws are adopted by the Executive Board on the 4th day of December 2019, and  
By the General Membership on the 4th day of December 2019.

*sgd* \_\_\_\_\_

Ginalyn Castaneda

*President*

**Filipino-American Association of Greater Columbia, South Carolina**

*sgd* \_\_\_\_\_

Angelica Robichaud

*Secretary*

**Filipino-American Association of Greater Columbia, South Carolina**



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# History of Amendments to the FAAGC BY-LAWS

The **BY-LAWS** of the **FILIPINO AMERICAN ASSOCIATION OF GREATER COLUMBIA** were first approved and adopted on **June 9, 1991** when the Association was formally organized.

★ Amendments proposed by the *1991-92 Executive Board* were approved and adopted during general membership meetings on **August 11, 1991** (*changing time of election*); on **November 10, 1991** (*adding provisions on limitations and dissolution to comply with Internal Revenue Service requirements for tax-exemption*); and on **May 10, 1992** (*amendments involving membership, fees, finances, officers, and committees*).

★ The *1992-93 By-laws Committee* proposed major revisions that resulted in the present content, form and format of the By-laws. The By-laws, as revised and amended, were approved and adopted by the membership during the general membership meeting on **April 11, 1993**.

★ To make FAAGC's guiding rules more responsive to the needs and state of affairs of the Association, further amendments, as proposed by the *1993-94 By-laws Committee*, were approved and adopted during the general membership meeting on **March 13, 1994**.

★ An amendment, as proposed by several members, to change the term of office of the Association officers from one to two years was approved and adopted during the general membership meeting on **February 9, 1997**.

★ As proposed by the Executive Board and *2011-13 By-laws Committee* chair, amendments involving membership categories and dues, fund disbursements, meetings, and time constraints of certain Association requirements that have changed as previously approved by the general membership, were approved and adopted during the general membership meeting on **June 9, 2012**.

★ After review and upon recommendations by Student Attorneys for Professor Jaclyn Cherry at the Nonprofit Organizations Clinic of the University of South Carolina Law School, the By-laws were amended to clarify the objectives and streamline the Association's operational procedures to make it more conducive with the requirements for a tax-exempt public charity organization under Section 501(c)(3) of the U.S. Internal Revenue Code. These amended By-laws were adopted by the Executive Board and by the General Membership on **December 4, 2019**.

<p><b>1991-1992</b>  <i>(sgd) Eva Rigney</i>            FAAGC President, 1991-92</p> <p><i>(sgd) Helen Alon</i>            FAAGC Secretary, 1991-92</p> <p><b>1991-92 By-Laws Committee</b>            Atty. David Rigney (<i>chair</i>)</p> <p><b>1992-1993</b>  <i>(sgd) Minnie Wheedleton</i>            FAAGC President, 1992-93</p> <p><i>(sgd) Sally Ellis</i>            FAAGC Secretary, 1991-92</p> <p><b>1992-93 By-Laws Committee</b>            Noel Alon (<i>chair</i>)            Randy Collado            Gene Ellis</p>	<p><b>1993-1994</b>  <i>(sgd) Minnie Wheedleton</i>            FAAGC President, 1993-94</p> <p><i>(sgd) Judy Salvador</i>            FAAGC Secretary, 1993-94</p> <p><b>1993-94 By-Laws Committee</b>            Noel Alon (<i>chair</i>)            Randy Collado            Leah Cuaresma            Gene Ellis            Wilfred Jeffcoat            Tessie Kenerson            Marvin Noble            Judy Salvador            Dave Tefft            Gloria Yutani</p> <p><b>1996-1997</b>  <i>(sgd) Helen Alon</i>            FAAGC President, 1996-97</p> <p><i>(sgd) DeeDee Stewart</i>            FAAGC Secretary, 1996-97</p> <p><b>1996-97 By-Laws Committee</b>            Noel Alon (<i>chair</i>)</p>	<p><b>2011-2013</b>  <i>(sgd) Marj Peña</i>            FAAGC President, 2011-13</p> <p><i>(sgd) Odess Brinkman</i>            FAAGC Secretary, 2011-13</p> <p><b>2011-13 By-Laws Committee</b>            Noel Alon (<i>chair</i>)</p> <p><b>2019-2021</b>  <i>(sgd) Gina Castaneda</i>            FAAGC President, 2019-2021  <i>(sgd) Angelica Robichaud</i>            FAAGC Secretary, 2019-2021</p> <p><b>2019 By-Laws Reviewers</b>            Student Attorneys for            Professor Jaclyn Cherry            Nonprofit Organizations Clinic            School of Law            University of South Carolina</p>
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