

CONSTITUTION AND BY-LAWS

PREAMBLE: We, the Filipinos and Filipino-Americans residing in the City of Perris and the neighboring cities of Riverside County, who are members of the Perris Valley Filipino-American Association, Inc., imploring the aid of Divine Providence, aware of our civic duties and responsibilities as residents and citizens of this community; united to preserve our solidarity; and determined to preserve our Filipino cultural identity; do hereby pledge to promulgate this constitution.

BY- LAWS OF THE PERRIS VALLEY FILIPINO-AMERICAN ASSOCIATION, INC.

ARTICLE I - NAME, PURPOSE

- SECTION 1:** The name of the organization shall be PERRIS VALLEY FILIPINO-AMERICAN ASSOCIATION, INC. or PVFAAI.
- SECTION 2:** The PVFAAI is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.
- SECTION 3:** The specific purposes of the association are:
- a. To achieve unity and cooperation among Filipinos and Filipino Americans residing in the city of Perris and the neighboring cities;
 - b. To promote learning and appreciation of Filipino arts and culture among its members and the general public;
 - c. To actively participate in any and all appropriate civic, educational and charitable projects in the community;

- d. To enhance and develop leadership potential and community service among the Filipinos and Filipino-American youth; and
- e. To assist in promoting, organizing and developing of activities designed to help in the economic, social, educational well-being of the community.

ARTICLE II – MEMBERSHIP

SECTION 1: Membership shall consist of Filipinos and Filipino-American families and individuals residing in the city of Perris and the neighboring cities.

SECTION 2. A membership fee of \$10.00 shall be collected from each family and/or individual annually.

ARTICLE III – ASSEMBLIES

SECTION 1: Annual Assembly. The date of the annual Assembly shall be set by the Board of Directors who shall also set the time and place.

SECTION 2: Special Assemblies. The Chair upon the approval of the Board of Directors may call a special assembly.

SECTION 3: Notice. Notice of each assembly shall be given to each registered member, by mail, e-mail or other reasonable form of communication, not less than ten (10) days before the assembly.

ARTICLE 1V - BOARD OF DIRECTORS

SECTION 1: Board Role, Size. The Board is responsible for overall policy and direction of the association, and delegates responsibility for day-to-day operation to the Chairman and the Executive Committee. The Board shall have a youth representative. The term youth shall be construed to mean any person not older than thirty years. The Board shall have up to thirteen (13) and not fewer than nine (9) members.

SECTION 2: Meetings. The Board shall meet quarterly, at an agreed time and place.

SECTION 3: Special Meetings. Special Meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall send out notices of special meetings to each member postmarked one week in advance.

SECTION 4: Board Elections. Election of new directors or re-election of current directors to another two-year term will occur as the first item of business at the annual assembly of the association. Directors will be elected by the majority votes of its current membership who are present. Candidates for the Board must be present at the general meeting to be elected to office.

SECTION 5: Board Qualification. Candidates for Board of Directors must have a two-year consecutive and active membership in the association prior to the election.

SECTION 6: Terms. All Board members shall serve two year terms, and are eligible for re-election.

SECTION 7: Quorum. A quorum must be attended by at least fifty one percent of the Board members before business can be transacted or motions made or passed.

SECTION 8: Notice. An official Board meeting requires that each Board member have written notice by mail, e-mail or other form of reasonable communication, two weeks in advance.

SECTION 9: Officers and Duties. There shall be six officers of the Board consisting of a Chair, 1st Vice-Chair, 2nd Vice-chair, Secretary, Treasurer, and Auditor. There duties are as follows:

- A. The **Chairman** shall head the Executive Committee. He/she shall convene regularly scheduled Board Meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: 1st Vice-Chair, 2nd Vice-Chair, Secretary, Treasurer and Auditor.
- B. The **1st Vice Chairman** will fulfill the duties of the chairman in the latter's absence. The vice-chairman will chair committees on special subjects as designated by the board.
- C. The **2nd Vice-Chairman** shall be in-charge of the association's external affairs, shall be responsible for outreach programs of the association, shall assist in establishing contacts with other Filipino-American organizations. The Vice-Chairman will chair committees on special subjects as designated by the Board.
- D. The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the association's records are maintained.

- E. The **Treasurer** shall make a report at each Board meeting. The treasurer shall Chair the Finance Committee, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to Board members and the association's registered member.
- F. The **Auditor** shall conduct an annual audit of the books of account and other financial statement of the association. He or she will recommend to the Board such plans and/or actions taken to protect and promote the financial interest of the association.

SECTION 10. The Secretary, Treasurer and Auditor may be appointed by the board outside of the 13-member body.

SECTION 11: **Vacancies.** When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

SECTION 12: Resignation, Termination, Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he/she has three unexcused absences from the Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

SECTION 13: Regular Meetings: The Executive Committee and the appointed committee chairs shall meet every 2nd Saturday of the Month. Special meetings shall be called upon the request of the Executive chair.

ARTICLE V – COMMITTEES

SECTION 1: The Board may create committees as needed, such as socio-cultural, youth, membership, outreach, electoral, publication, etc. The Board Chair appoints all committee chairs.

SECTION 2: The six officers serve as members of the **Executive Committee**. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

SECTION 3: Finance Committee. The Treasurer is the Chair of the Finance Committee; which includes three members appointed by the Chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund raising plan, and annual budget with staff and other Board member.

The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.

The financial records of the association are public information and shall be made available to the membership, Board members and the public. The financial records of the association are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - BOARD OF ADVISERS

SECTION 1: The Board of Advisers shall consist of the past Chairpersons of the association. The Board of Advisers will advise and remind the Board of its duties and responsibilities towards the association. The Board of Advisers can attend and participate in every Board meetings and decision making.

ARTICLE VII - GENERAL INFORMATION

SECTION 1: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including publication or distribution of statements) on behalf of any candidate for public office.

SECTION 2: The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501 (c)(3), Internal Revenue Code.

ARTICLE VIII – AMENDMENTS

SECTION 1: These By-Laws may be amended when necessary by a two-thirds majority of the general membership present. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

This amended Constitution and By Laws of PVFAAI was unanimously approved by the general assembly meeting on July 1st, 2006 at the Cesar Chavez Public Library Community Hall in the City of Perris, California.