PO BOX 380003 – Port Charlotte, FL 33938

Bylaws of the FILIPINO AMERICAN SOCIETY, INC.

Article One. NAME OF ORGANIZATION

1.1 Name. The name of the organization is **Filipino American Society, Inc.,** herein referred to as the Corporation.

Article Two. CORPORATE PURPOSE

2.1 Nonprofit Purpose. The Corporation is organized for charitable, religious, and educational purposes, including making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.2 Specific Organizational Purposes.

A. To promote mutual understanding, fellowship, and friendly relations among Filipino American families.

B. To provide financial assistance and recognition to members' senior high school graduates.

C. To encourage the promotion of our cultural heritage.

Article Three. MEMBERSHIP

3.1 Eligibility for Membership. Application for membership shall be open to any individual or family who supports the purposes of the Corporation expressed in Sec. 2.2. Membership is granted after completion and receipt of a membership application and payment of dues.

3.2 Membership Dues. The amount and types of membership dues and any changes thereto shall be determined by the Board of Directors. Continued membership is contingent upon payment of membership dues.

3.3 Rights of Members. Each member is eligible to vote in Corporation elections. Except as otherwise authorized by these bylaws, or unless invited by the Board of Directors, nonmembers are not entitled to attend meetings.

3.4 Resignation and Termination. A member may resign by filing a written resignation with the Secretary of the Corporation. Any membership may be terminated for just cause (after seven (7) days' notice under Sec. 4.1 and 4.2), by a majority vote of the membership. Just cause includes nonpayment of dues or other conduct detrimental to the corporation or its members.

Article Four. MEETINGS

4.1 Notice by Email. As to all notices required under these bylaws, each member shall be responsible to register and maintain a current email address with the Secretary of the Corporation. Emailing to a registered e-address shall be deemed proper and adequate notice for all purposes. With family memberships, notice to one spouse or to one family member shall constitute notice to all family members. It is suggested, but not required, that notices of all meetings include an agenda identifying the matters to be considered.

4.2 Timely Notice - Annual, Regular, and Special Meetings. Notice of each annual membership meeting and each regular Board of Directors meeting shall be given via Sec. 4.1 not less than seven (7) days prior to the meeting. Notice of any special meeting of the Board of Directors or any special general membership meeting shall be given via Sec. 4.1 not less than two (2) days prior to the meeting.

4.3. Special General Membership Meetings. Special general membership meetings may be called by a simple majority of the Board of Directors, or by a petition signed by ten percent (10%) of the membership which must be hand-delivered to a Corporation officer.

4.4 Special Board of Directors Meetings. A special meeting of the Board of Directors may be called by the President of the Corporation, or by any two members of the Board of Directors.

4.5 Special Meetings. Special meetings while authorized are in general, disfavored. The purpose of any such special meeting(s) shall be an emergency or other extreme circumstances

making a regular meeting impractical. The person or persons authorized to call any special meeting may designate the time and place of the meeting. Notice shall be sent to all members pursuant to Article 4.

4.6 Annual Meetings.

A. An annual meeting of the general membership shall take place in the fourth quarter of each year, at a specific date, time and location designated by the Board of Directors, after notice via Article 4. Every other year, at the annual meeting, the membership shall elect the Corporation's Board of Directors.

B. At those alternate annual meetings when members of the Board of Directors are not elected (every other year), a Nominating/Election Committee comprised of seven (7) members shall be elected by the membership, in the same manner, and by the same balloting procedures, as with the election of the members of the Board of Directors. Said Nominating/Election Committee shall be governed by Sec. 7.2.

C. Furthermore, at each year's annual meeting, members are entitled to receive all reports on the activities of the Corporation, and discuss proposed expenses, goals, and policies of the Corporation.

4.7 Location of Meetings. Absent emergency or extreme circumstances, all Board of Directors and membership meetings shall be held within Charlotte County, Florida. For convenience of the membership, the Board of Directors shall establish a preferred location and preferred times for meetings, but is not bound by same.

4.8 Quorums. A quorum for a meeting of the general membership requires at least twenty percent (20%) of the total membership. A Board of Directors meeting quorum is four(4). A Nominating/Election Committee meeting quorum is four (4). All such meetings are open to all members; notice of each must be given to all members pursuant to this Article. The presence, in person, of a quorum shall be necessary at any meeting to transact business, but a lesser number shall have power to adjourn to a specified later date, which later meeting date must also be noticed in accordance with this Article.

4.9 Voting. Unless specified otherwise in these bylaws, all issues to be voted on by the membership, by the Board of Directors, by the Nominating/Election Committee, or any other Corporation entity or committee, shall be decided by a simple majority of those present at the meeting in which the voting takes place. Family memberships allow only two adult votes. Minors under eighteen (18) years of age are not eligible to vote. Absentee ballots will be permitted and shall be sent to the Nomination/Election Committee and counted separately.

No vote, except adjournment under Sec. 4.8, shall be held unless a quorum is present.

Article Five. THE BOARD, ELECTIONS, ANNUAL MEETING

5.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors, herein referred to as the Board. The Board shall have control of and be responsible for the property, management and decisions of the Corporation.

5.2 Election of Directors and Officers.

A. Election of the members of the Board, herein referred to as Directors, under Sec. 5.2 shall be held at every other annual membership meeting.

B. Not less than 30 days prior thereto, the Nomination/Election Committee shall submit the names of seven (7) or more members (who must all be in good standing and current on dues) that are recommended to stand for election Directors. At the annual meeting of the membership, additional nominations by any member shall also be received from the floor following the Nominating/Election Committee's report. Any nomination without a second does not qualify for inclusion on the ballot.

C. Each member who is present at the meeting may vote for up to, but not more than, seven (7) candidates; no member may vote for any candidate more than once; noncomplying ballots shall be discarded and not counted. Ballots shall be secret and unsigned. Tabulation of all ballots shall occur at the same meeting, and following tabulation of the ballots, those seven (7) members with the most votes shall be seated as Directors.

5.3 Number, Tenure, Requirements, and Qualifications.

A. The number of Directors shall be seven (7), elected every other year by a vote of the membership during a membership meeting, as specified herein and will serve for a period of two (2) years. Each Director must remain a member of the corporation in good standing for the entirety of the two (2) year term.

B. The newly-elected Directors shall not begin their two-year term until an annual meeting of the Board, which shall be held as soon as practicable early in the year following their election; the prior Board and prior officers shall serve until that time.

C. At the annual meeting of the Board per Sec. 5.3 B, the newly-elected Directors shall themselves elect, on the basis of a simple majority vote, the Corporation officers. Each Corporation officer shall hold office for a period of two (2) years. The Directors and the Corporation officers, while in good standing, shall continue in office until their successors are duly elected and qualified as provided herein.

D. By way of clarification, the prior Corporation officers and the prior Directors shall serve, and shall retain all powers, rights, and duties up to and until the annual meeting of the Board described in Sec. 5.3 B, after which the new Board and new Corporation officers shall be vested

with all powers, rights, and duties as described and conferred by these bylaws.

5.4 Regular, Special, and Annual Meetings. The Board may from time to time schedule Board meetings, notice of which shall be sent to all members pursuant to Article 4.

5.5 Vacancies. Whenever any Board vacancy or any Corporation officer vacancy occurs it shall be filled without undue delay by a majority vote of the remaining Directors at a duly noticed regular or special meeting.

5.6 Advisory Council. An Advisory Council (which may consist of 4 past Presidents and 3 from general membership) may be created, selected, and/or disbanded from time to time by the Board. Advisory Council members shall demonstrate a desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Nonmembers sitting on said Advisory Council shall have no voting privileges. Each Advisory Council member must be approved by a majority vote of the Board. Vacancies may be created and filled according to methods approved by the Board.

5.7 Parliamentary Procedure. Parliamentary procedure at meetings shall be determined by the President of the Corporation, or by his/her delegate, under Robert's Rules of Order. Parliamentary rulings are final and unappealable.

5.8 Removal. Removal of a Director or Corporation officer is governed by Article Six.

Article Six. OFFICERS

The officers of the Corporation, herein referred to as Officers, shall be the President, Vice President, Secretary, Treasurer, Auditor and Public Relations Officer.

6.1 President. The President shall:

a. Act as Board of Directors Chair, and preside at all meetings of the Corporation and the Board.
b. Periodically report issues, progress and developments to the Board and membership.
c. Have general and active management of the business of the Board and Corporation.
d. Shall have general supervisory authority of Corporation officers and see that their duties are properly performed.
f. Shall be an ex officio member of all standing committees except the nomination committee.

6.2 Vice President. The Vice President shall:

a. Assist the President whenever needed in all presidential duties and tasks.
b. Perform the duties of the President in cases of presidential absence or inability to serve, during which time he/she shall be vested with all of the powers of the President.

6.3 Secretary. The Secretary shall:

a. Act as a clerk to record all votes and minutes of all proceedings in books and files to be kept for that purpose.

b. In concert with the President, shall make arrangements for, and provide proper notice of, all meetings.

c. Perform, send, and record all official correspondence as may be prescribed by the Board or the President.

6.4 Treasurer. The Treasurer shall:

a. Present complete and accurate reports of the finances at any time requested by the President or the Board.

b. Assist in audits according to funding source guidelines and generally accepted accounting principles.

c. Maintain such depository accounts as are authorized by the Board.

d. Perform such other duties as may be prescribed by the Board or the President.

6.5 Auditor The Auditor shall be:

a. Conduct regular audits either monthly and/or quarterly audits, reconcile bank statements with Treasurer's financial records, counter check funds remittance from ticket sales, ads, 50/50 raffle, membership fees payments and other incoming funds.

b. Check receipts against disbursements.

6.6 Public Relations Officer (PRO). The Public Relations Officer shall:

a. Handle all publicity campaigns and PR activities, including planning publicity strategies, advertising events, and press releases.

b. Serve as needed as a liaison officer of the organization.

6.7 Removal of Officers or Directors. Two-thirds (2/3) of the members voting at a meeting called for that purpose may remove any Officer or Director. No Officer or Director shall be removed without an opportunity to be heard. Notice of such motion for removal shall be given to the Officer or Director, and to all others members, at least ten (10) days prior to the meeting at which said motion shall be presented, setting forth the reasons for such proposed removal. Immediately after a valid vote in favor of removal, the membership shall elect, at the same meeting, and by a majority vote, a successor Director for the unexpired term. If the removed Director was an officer, the Board shall promptly, at the same meeting, elect one or more replacement officers from within the newly-constituted Board.

Article Seven. COMMITTEES

7.1 Committee Formation. The Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The President of the Corporation, with approval of a majority of the Board, appoints all committee members, except for the Nominating/Election Committee.

7.2 Nominating/Election Committee. A Nominating/Election Committee of seven (7) members shall be elected by the membership (at alternate-year membership meetings when Boards are not elected), as provided in Sec. 4.6 B, with balloting procedures under Sec. 5.2 C. Although Directors are eligible to be elected and serve, only a maximum of two (2) current Directors may serve on the Nominating/Election Committee at any time. Nominating/Election Committee terms are for two (2) years. Removal, forfeiture, and vacancy procedures shall be in the same manner as with the Board.

Article Eight. BOOKS AND RECORDS

8.1 Recordkeeping. The corporation, by its Secretary, shall maintain and secure complete books and records of account and minutes of the proceedings of the Board of Directors. Any member may inspect same upon reasonable notice.

Article Nine. AMENDMENTS AND CONSTRUCTION

9.1 Articles of Incorporation. The members of the Corporation may amend the Articles of Incorporation by a two-thirds (2/3) vote of the members at any annual, regular, or special meeting. Written notice specifically setting forth the proposed amendment(s) shall be provided to each member within the time and the manner provided for the giving of notice of meetings.

9.2 Bylaws. The members of the Corporation may amend these bylaws by a two-thirds (2/3) vote of the members at any annual, regular, or special meeting. Written notice specifically setting forth the proposed amendment(s) shall be provided ~~given~~ to each member within the time and the manner provided for the giving of notice of meetings.

9.3 Interpretation & Construction.

A. Reference to a Section (Sec.), as cited herein, means a section of these bylaws.

B. These bylaws are intended to include both genders, with no preference stated or intended for either gender as to rights, duties, membership, voting, entitlement to hold office or otherwise.

C. Any substantive ambiguity within these bylaws shall be construed in favor of furthering the purposes of the membership under Article 2. Any ambiguity as to procedure or notice shall be

construed in favor of notification and full disclosure to all members regarding all Corporation activities, decisions, expenditures, goals, and policies.

ADOPTION – CERTIFICATION OF BYLAWS

We certify to the validity and adoption of the foregoing bylaws of this Corporation this 17th day of March, 2018.

President – Filipino American Society, Inc.

Secretary - Filipino American Society, Inc.