

BY LAWS

THE FILIPINO-AMERICAN COMMUNITY OF THE CAROLINAS, INC. A NOT FOR PROFIT CORPORATION

ARTICLE I – NAME, LOCATION AND PURPOSE OF THE ASSOCIATION

SECTION 1 – NAME

This Association shall be known as the **FILIPINO-AMERICAN COMMUNITY OF THE CAROLINAS, INC.**, hereinafter called the Association (also known as **FACC**).

SECTION 2 - LOCATION

The principal office of the Association shall be in Charlotte, North Carolina.

SECTION 3 – PURPOSE

The purpose of the Association shall be as follows:

1. To enhance unity and friendship among members of the Filipino-American communities in the United States, especially in North Carolina, South Carolina, and abroad.
2. To participate in various civic and community services and encourage members' involvement in these activities.
3. To serve as a source of information to the public in the promotion of Philippine culture and heritage, interests and concerns.
4. To provide assistance for urgent needs in the Philippines, the United States and elsewhere.
5. To provide a forum for meaningful communication and exchange of ideas among its members.
6. To foster among its members love, loyalty, and respect for the Philippines and the United States.

ARTICLE II – MEMBERSHIP, VOTING RIGHTS AND DUES

SECTION 1 – MEMBERSHIP

Any person of good moral character interested in the affairs of the Association and who also desires to become a member must meet the following qualifications:

1. Must be of Philippine ancestry or origin by birth, citizenship, or marriage; or have resided in the Philippines for a period of five or more years.
2. Must be eighteen years or older.
3. Must reside within the boundaries as defined in **Sections 2 to 6 of Article III** of these By-Laws.

SECTION 2 – SPECIAL MEMBERSHIP FOR PARTICIPATION IN ACTIVITIES

To participate in various activities of the Association and those outside the Association that FACC supports, i.e., bowling, tennis, golf, and other activities, a special **Participation Fee** is required that will be equivalent to the amount of regular dues. There are **NO** voting Rights with this type of membership.

SECTION 3 – VOTING RIGHTS

Every **current** member shall be entitled to one vote, provided that he or she has paid his or her membership dues on or before **JUNE 30** of the **current year**.

SECTION 4 – DUES

Membership shall be individual and membership dues shall initially be \$5 (five dollars) per person, due on January 1 of the current year and with a deadline of June 30th of the same year. A **current member is defined as an individual paid on or before June 30 of the current year**. Membership dues and policies related thereto, such as membership drives. deadline for collection of fees, discounts on fees for various events and loss of membership benefits due to nonpayment of dues shall be set by the incoming Board of Directors no later than thirty days after their installation in office and shall be communicated to the Membership Committee for immediate action and implementation. All dues collected shall be turned over by the Membership Committee to the Treasurer for bank deposit. Non-payment of dues shall render a person ineligible for any membership benefits.

ARTICLE III – BOUNDARIES

SECTION 1 – BOUNDARIES:

The boundaries of the Association shall include the counties of North Carolina and South Carolina as hereinafter defined and subdivided into five geographical districts of Mecklenburg district, North district, South district, East district, and West district.

SECTION 2 – MECKLENBURG DISTRICT

Mecklenburg District includes the county of Mecklenburg in North Carolina.

SECTION 3 – NORTH DISTRICT

The North District includes the counties of Alexander, Cabarrus, Caldwell, Iredell, and Rowan of North Carolina.

SECTION 4 – WEST DISTRICT

The West District includes the counties of Burke, Catawba, Cleveland, Gaston, Lincoln, McDowell, and Rutherford of North Carolina.

SECTION 5 – EAST DISTRICT

The East District includes the counties of Stanley, Montgomery, Anson, and Richmond of North Carolina.

SECTION 6 – SOUTH DISTRICT

The South District includes the counties of Chester, Chesterfield, Lancaster, and York of South Carolina and Union County of North Carolina.

ARTICLE IV – GOVERNMENT

SECTION 1 – BOARD OF DIRECTORS

The general management of business and affairs of the Association shall be vested in thirteen (13) members of the Board of Directors who shall be elected and constituted in the manner provided under Section 1 of Article VI of these By-Laws. The Board Members are: (a) the seven (7) Officers as listed in Section 2 of this Article; (b) the five (5) District Representatives, each representing a geographical area as described in Article III Sections 1 through 6 of these By-Laws; and (c) the outgoing president who automatically becomes an ex-officio member of the Board at the end of his/her term. Each Board member shall be entitled to only one vote.

SECTION 2 – OFFICERS

The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Treasurer, an Auditor, and a Public Relations Officer duly elected in the manner provided under Article VI, Section 1 of these By-Laws. The duties of the officers are described in Article VII Sections 1 through 8 of these By-Laws.

SECTION 3 – SECRETARY GENERAL

The Board of Directors, jointly with the Advisory Council shall appoint the Secretary General who is a senior and respected member of the Association for a period of three years effective on June 30th. The duties, terms of office, provisions for removal, replacement or resignation from office and compensation of the Secretary General are described in Sections 1 through 4 of Article IX of these By-Laws.

SECTION 5 – COMMITTEES

The First Vice President and Second Vice President shall recommend, and the Board shall appoint the chairpersons of the following operating committees: Elections, Membership, Annual Gala, Social Events, Building, Sports, Events, Civic/Community Services, Humanitarian Projects, Cultural Affairs, Youth Group, Senior Citizens Group, and any other operating committees that the Board may deem necessary to create or address the needs of the Association. In addition to these operating committees, the Advisory Council – comprised of past presidents of FACC, and the Fund Management Committee – comprised of the Secretary General, Incumbent President, immediate Past President and the incumbent Treasurer shall be created based on the provision of these By-Laws. The chairpersons of all committees, except the Advisory Council, Committee on Elections and Fund Management Committee shall be responsible for selecting the committee members. The roles of these committees are described in Sections 1 to 12 of Article X of these By-Laws.

ARTICLE V – MEETINGS

SECTION 1 – ANNUAL MEETING OF MEMBERS

The annual general meeting of members of the Association shall be held in December of each year. Notice of date, time, and place of holding the meeting shall be mailed to each member at least 10 days previous thereto.

SECTION 2 – SPECIAL MEETINGS OF MEMBERS

Special meetings of members may be called by the President at any time on his/her own initiative, or by the President or Secretary upon request of five members to such officer made in writing. Members shall be notified of the meeting and its purpose by the Secretary at least ten days before the meeting and at such special meeting there shall only be considered such business as is specified in the call.

SECTION 3 – QUORUM FOR MEMBERS' MEETINGS

At all meetings of the Association, either regular or special, ten percent (10%) of the registered voting members with three (3) officers present shall constitute a quorum.

SECTION 4 – MEETING OF THE BOARD

Meetings of the Board of Directors shall be called by the President on his/her own initiative whenever in his/her judgment it may be deemed necessary, or by the Secretary upon request of any two members of the Board of Directors. The Secretary shall notify all directors of the meeting at least (10) ten days before the meeting.

SECTION 5 – QUORUM FOR BOARD MEETING

A majority of the Board of Directors shall constitute a quorum.

SECTION 6 – ORDER OF BUSINESS

At all meetings of the Board of Directors and annual meetings of members of the Association, the order of business shall be as follows:

- (a) Reading of Minutes of immediate prior meeting for information and approval.
- (b) Report of Officers
- (c) Report of Committees
- (d) Unfinished business
- (e) New business.

ARTICLE VI – ELECTION OF DIRECTORS AND OFFICERS

SECTION 1 – ELECTION OF DIRECTORS AND OFFICERS

The members of the Board of Directors shall be elected at the Association's annual meeting in December. The candidates receiving the first seven highest number of votes for the position of

seven regular Board members and the candidates for the five district representatives receiving the highest number of votes for their respective districts shall be declared elected. The outgoing president shall be an ex-officio member of the Incoming Board.

The newly elected members of the Board shall elect its officers at its first official meeting no later than the second week in January following the election. A president, a first vice president, a second vice president, a treasurer, a secretary, an auditor, and a public relations officer shall be elected from among the members receiving the seven highest number of votes in the election by secret ballot of the thirteen members.

SECTION 2 – QUALIFICATIONS

Any registered, resident member may be nominated and elected for office provided he/she meets the following qualifications:

- a. A minimum of one year paid membership prior to nomination in accordance with Article 2, Section 7 of these By-Laws.
- b. Active participation in the activities of the Association for at least one year prior to nomination, i.e., present and helpful at events, volunteering in committee work, etc. and
- c. Must be committed to pursuing the objectives and purposes of the Association provided in Article 1, Section 3 of these By-Laws.

SECTION 3 – NOMINATIONS

The Committee on Elections shall notify all members concerning the qualifications of candidates and the rules for submission of nominations no later than 60 days prior to election. Nominations must be received by the Committee on Elections 15 days prior to the General Membership meeting in December of the current year. The COMELEC will publish the list of all nominees no later than 10 days before election.

In the event the number of qualified candidates are not enough to complete the Board of Directors, the new Board of Directors in consultation with the Advisory Council shall select and appoint a qualified candidate(s) who is/are willing to fill the position(s) and serve the Association.

The COMELEC will resolve any issues regarding the election.

SECTION 4 – TERM OF OFFICE

The officers and directors elected and the ex-officio director shall hold office for one year unless they shall sooner resign, be removed or disqualified to serve. The term of office starts on the first day of January each year.

SECTION 5 – REMOVAL

An officer or director may be removed from office in a special meeting called for that purpose by a vote of majority of registered voting members in attendance. Absence from a meeting for three (3) consecutive times without reasonable cause is grounds for removal of an officer or director.

SECTION 6 – RESIGNATION

Any officer or director may resign from office at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect upon receipt of such notice by the Board, the President, the Secretary or at any later time specified in the notice.

SECTION 7 – VACANCY

A vacancy occurring in any office shall be filled for the unexpired term by a qualified member appointed by the Board.

ARTICLE VII – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION 1 – MANAGEMENT OF ASSOCIATION

The Board of Directors shall have general charge and management of the affairs, funds, and property of the Association. The Board shall have full power; and it shall be the Board's duty to carry out the purposes of the Association according to its Articles of Incorporation and By-Laws; To declare the office of a director or officer vacant after removal in the manner provided under Section 5 of Article VI of these By-Laws; to appoint the Chairman and two members of the Committee on Elections; to appoint a Secretary General or declare the office vacant after removal in the manner provided under Section 3 of Article IX of these By-Laws; to approve and control the financial budget of the Association for the fiscal year and for any and all events that the Association may undertake; to approve all cash disbursements that may cause to exceed the approved budget for that expense line item; to authorize officers, directors and committee chairpersons to act on behalf of the Association in the conduct of its affairs and other business as are in the furtherance of the exempt purposes of the organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954; to authorize all fund raising activities of the Association and the recipients of the proceeds thereof; and, to fix the amount of annual dues and assessments in accordance with Article II, Section 4 of these By-Laws.

SECTION 2 – RECORD KEEPING

The Board of Directors shall keep a complete record of all its acts and affairs. Such records, including the Articles of Incorporation and its By-Laws shall at all times during reasonable hours, be subject to inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost. Such records may be presented at the annual or special meeting when requested by at least ¼ of the registered voting members present in such meetings.

The current Secretary, Treasurer, and Secretary General shall be responsible for keeping the Association's current and prior years' records.

ARTICLE VIII – DUTIES OF OFFICERS

SECTION 1 – PRESIDENT

The President shall preside at the annual and special meetings of the members of the Association and at all meetings of the Board of Directors; serve as chairperson of the Executive Committee; sign, by authority of the Board of Directors contracts, leases, deeds, and other related documents on behalf of the Association, sign all checks in the absence of the Treasurer, and oversee the activities of all committees.

SECTION 2 – FIRST VICE PRESIDENT

The First Vice President shall preside and assume the duties of the President in the latter's absence, inability or refusal to act, and exercise and discharge all duties as may be required of him by the Board of Directors; serve as a member of the Executive Committee; and appoint the chairperson and members of the social events, Annual Gala, sports events, civic/community services and youth group committees, and, supervise and coordinate their activities.

SECTION 3 – SECOND VICE PRESIDENT

The Second Vice President shall preside and assume the duties of the President in the absence of, or inability or refusal to act by the President or First Vice President; exercise and discharge all duties as may be required of him by the Board of Directors; serve as a member of the Executive Committee; and appoint the chairperson and members of the Membership, Cultural Affairs, Humanitarian projects and Senior citizens Committees, and supervise and coordinate their activities.

SECTION 4 – SECRETARY

The Secretary shall keep the Minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all documents requiring said seal; mail out or send notices of meetings to the Board and the Association; keep appropriate current records of the names and addresses of members; and exercise and discharge all other duties as may be required of him/her by the Board of Directors.

SECTION 5 – TREASURER

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors, sign all checks and withdrawal slips on behalf of the Association; keep proper books of accounts; cause an annual audit of the Association's books to be made by the Auditor or by a public accountant as may be required by law at the completion of the fiscal year; prepare periodic financial reports to be presented at the Board of Directors meetings or as may be required by the Board or President; shall prepare an annual budget of income and expenditures; collect and receive all fees, dues, and charges paid by members and shall perform such duties as may be required of him/her by the Board of Directors. The Treasurer shall be a member of the Fund Management Committee.

SECTION 6 – AUDITOR

The Auditor shall, from time to time, examine the Association's books to insure proper accounting and recording of all financial transactions of the Association during the selected period; assist the public accountant that may be required to audit the records of the Association at the completion of the fiscal year to insure that the Association's financial reports are presented fairly and in accordance with the generally accepted accounting principles for a non-profit organization.

SECTION 7 – PUBLIC RELATIONS OFFICER (PRO)

The Public Relations Officer shall prepare publications, correspondences and announcements for distribution to members and the general public. He/she shall also establish contacts with various government agencies, media, business establishments, and private institutions upon authority of the Board of Directors for the purpose of promoting any and all activities and projects of the Association.

SECTION 8 – DISTRICT REPRESENTATIVES

The District Representatives shall have the following duties:

- a. To communicate and coordinate activities of the Association to his/her constituents
- b. To provide important information to his/her constituents concerning the Association and communicate the members' concerns to the Board
- c. To assist the Membership Committee in the membership drives and collection of dues
- d. To perform such other assignments as the Board of Directors may request.

ARTICLE IX – SECRETARY GENERAL

SECTION 1 – DUTIES

The Secretary General shall perform the following duties:

- a. To maintain and keep all official and permanent records of the Association including the original Articles of Incorporation, By-Laws and its subsequent amendments, Certificates of Registration and other related documents as a tax-exempt organization, official list of Board of Directors and Officers, annual financial reports, minutes of the Board and general membership meetings, and any other documents that support the legal existence of the corporation.
- b. To maintain and keep all historical records of the Association including copies of newsletters, membership rosters, souvenir programs for various events, official photographs, video and audio recordings of various events, official correspondences with various governmental or private agencies and any other documents that would provide historical information related to the Association.
- c. To act as a Custodian of all properties of the Association including decorative materials, props, lighting equipment, sound and video equipment, costumes, picture frames, and any other item of value that the Association members shall use.

- d. The Secretary-General shall be responsible for keeping track of the whereabouts of these property items and the persons responsible for its safekeeping. At the end of each year, he/she shall submit to the Board an inventory list of all property items.
- e. To insure that all governmental reports are completed by the current Treasurer on a timely basis - including annual income tax returns and all other reports related to the Association's tax-exempt status
- f. To insure that all annual financial reports are completed by the current Treasurer on a timely basis, reviewed and approved by the Board and copies distributed to the members.
- g. To act as the liaison between the outgoing Board and the incoming Board to insure a smooth transition and turnover of responsibilities.
- h. To participate in all Board meetings as a non-voting participant and, from time-to-time, report to the Board the status of various reports and activities involving his or her office.
- i. To provide documents, reports and information related to the Association to Directors, officers, committee members and general members when requested.
- j. Together with the current President and Public Relations Officer, to act as the point of contact for the Association with various agencies including International House, Carolinas Asian Chamber of Commerce, Mayor's International Cabinet, Homeless Shelter, University of North Carolina at Charlotte, Central Piedmont Community College, etc..
- k. Together with the incumbent President, the immediate past President and the Treasurer, the Secretary-General shall be a member of the Fund Management Committee. He will perform the role of chairperson of this committee.

SECTION 2 – TERMS OF OFFICE

The Board of Directors and the Advisory Council shall jointly appoint the Secretary- General for a period of three (3) years. His or her term of office will expire on June 30th following his third year of office. The incumbent Secretary-General may be re-appointed for another term of office.

SECTION 3 – RESIGNATION, REMOVAL AND REPLACEMENT

The Secretary-General may resign upon giving a month written notice to the Board of Directors who will then seek an immediate replacement. The Board of Directors, jointly, with the Advisory Council may also replace the incumbent Secretary-General for due cause in case of incompetence, conflict of interest or acts detrimental to the purpose of the Association.

SECTION 4 – ALTERNATE SECRETARY-GENERAL

The Secretary-General may, at his or her discretion, appoint an alternate Secretary-General to assist him or her in the performance of his or her responsibilities.

SECTION 5 – COMPENSATION

The Secretary-General shall be exempt from paying membership dues and shall be entitled to all the benefits accorded to a paid resident member. He or she shall also be exempt from paying entrance or admission fees to all of the Association's events during his or her incumbency.

ARTICLE X - COMMITTEES

SECTION 1 – EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the President, who shall act as committee chairman, the First Vice President and the Second Vice President. This committee shall oversee the business, commitments, and overall performance of all operating committees.

SECTION 2 – ADVISORY COUNCIL

The Advisory Council will consist of the past Presidents of the Association, except the outgoing president who will be an ex-officio member of the incoming Board. The Council will respond to requests of the Board, or general membership, to advise on matters related to the Association's government or activities including the review of certain decisions of the Board, or activities conducted by its committees or members that may be in conflict with provisions of the Association's Article II of Incorporation and By-Laws. This council will not have any governing power, whatsoever; but shall only recommend to the Board or to the general membership any advice that may be solicited from them. The Advisory Council will recommend and jointly with the Board of Directors appoint the Secretary-General.

SECTION 3 – COMMITTEE ON ELECTION (also known as COMELEC)

The Committee on Election shall be responsible for soliciting nominations for all offices insuring that the candidates nominated possess the qualifications to run for such offices and such nomination is accepted in writing by the candidate.

The Committee shall oversee the election, including the distribution and accounting of ballots, tabulation of votes, announcement of results, and declaration of elected officers. The committee shall be responsible for breaking any ties in case candidates received an identical number of votes for the same position. The members of this committee shall not be a current director and shall not be qualified to run for any office while serving on this committee.

SECTION 4 – MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for developing, updating, and maintaining the membership roster or directory. This Committee shall also be responsible for recruiting and screening prospective members, collecting membership dues and turning over the collections to the Treasurer for deposit.

SECTION 5 – SOCIAL EVENTS COMMITTEE

The Social events committee shall be responsible for planning, organizing and administering all social functions for the Association.

SECTION 6 – SPORTS EVENTS COMMITTEE

The Sports Events Committee shall be responsible for planning, organizing, and administering all sports functions of the Association, and shall be charged with developing the necessary ground

rules, establishing teams, schedules, colors, fees, and other related activities for all sports events and competitions.

SECTION 7 – HUMANITARIAN PROJECTS COMMITTEE

The Humanitarian Projects Committee shall be responsible for coordinating various fund raising activities and the distribution of such funds to various charity organizations and deserving recipients in the United States, the Philippines, and around the world, including scholarship grants, disaster relief aids, cultural groups, educational institutions, libraries, relief shelters, and medical and humanitarian missions.

SECTION 8 – FUND MANAGEMENT COMMITTEE

The Fund Management Committee shall be comprised of the incumbent President, the immediate Past President, incumbent Treasurer and the Secretary-General who will act as chairperson of the committee. This Committee shall be responsible for managing the funds allocated by the Board of Directors for designated purposes such as the Building Fund. This fund shall be maintained in a bank checking or investment account separate from the Association's operating account. Disbursements from such fund shall only be made with the authority of the Board of Directors through a Board Resolution. The Committee Chairperson and the Treasurer shall be designated account signatories to this account.

SECTION 9 – CIVIC/COMMUNITY AFFAIRS COMMITTEE

The Civic/Community Affairs Committee shall be responsible for planning, organizing, and administering the Association's involvement in community affairs including, but not limited to, volunteer community services and promoting the trade relationship between the United States and the Philippines' business communities.

SECTION 10 – CULTURAL AFFAIRS COMMITTEE

The Cultural Affairs Committee shall plan and implement programs designed to educate members and other communities on Philippine culture and history. These may include but not limited to: performing arts, workshops and classes on Filipino culture and language, participation in community cultural events, arts and essay contests, donation of Filipino-oriented books and media to libraries, and other similar events.

SECTION 11 – YOUTH GROUP COMMITTEE

The Youth Group Committee shall be responsible for planning, organizing, and administering various activities of the younger members of the Association and children of members of the Association. These activities include, but not limited to, sports, social, fund raising, community service, and cultural affairs. Such activities shall be coordinated with the other operating committees and the Board of Directors.

SECTION 12 – SENIOR CITIZENS GROUP COMMITTEE

The Senior Citizens Group Committee shall be responsible for handling the activities and addressing the concerns of the Association's senior citizens.

SECTION 13 – BUILDING COMMITTEE

The Building Committee shall be responsible for conducting various research and studies to determine the Association's need for a community center and develop plans for the acquisition, construction, or leasing of a building structure.

SECTION 14 – OTHER COMMITTEES

Other committees may be installed as required by the Board of Directors; and, shall operate only within the time frame that they were installed for.

SECTION 15 – TERM OF OFFICE

The chairman and members of the committees defined in Sections 3 through 13 of this Article shall serve concurrently with the incumbent Board of Directors.

ARTICLE XI – COMPENSATION OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS

No director, officer, committee chairpersons or committee members shall receive any type of compensation for any services rendered to the Association; however, any officer, director, committee chairperson or committee member may be reimbursed for actual expenses incurred in the performance of his/her duties.

At the discretion of the Board, selected committee chairpersons and committee members who are responsible for coordinating various events and activities, including fund-raising drives, may be exempt from payment of entrance or admission fees to their events.

The President, or his or her designated member of the Board may be reimbursed for the cost of admission or entrance fee to various events held by other Filipino-American organizations in North Carolina and South Carolina.

ARTICLE XII – BY-LAWS AND AMENDMENTS

These By-Laws may be altered, amended or replaced by a resolution of the incumbent Board of Directors by unanimous vote, and with the concurrence of the Advisory Council at a regular or special meeting of the Board of Directors called for that purpose. These By-Laws and its amendments may contain provision not inconsistent with law or the Articles of Incorporation for the regulation and management of the affairs of the Association including any provisions for penalties for violation of its rules. In case of conflict between these By-Laws and the Articles of Incorporation, the latter shall prevail

ARTICLE XIII – DISSOLUTION

The Association may be dissolved in a special meeting called for that purpose by a vote of no less than three-fourths (3/4) of the registered voting members in attendance. Upon dissolution of the Association, no member shall be entitled to any distribution or division of its remaining property or its proceeds; and the balance of all money and other property received by the Association from any source, after payment of all debts and obligation from any source, shall be used and distributed exclusively for the purposes within the intentment of Section 501 (c) of the Internal Revenue Code as the name now exists or as it may be amended from time to time.

ARTICLE XIV – MISCELLANEOUS

SECTION 1 – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

SECTION 2 – SANCTIONS

The Board of Directors shall have the power to impose sanctions against any other corporations, associations, groups, or individuals whenever in their sole discretion they shall determine such action to be in the best interest of the Association.