



# Filipino-American CHAMBER OF COMMERCE of San Diego County

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## PROPOSED AMENDMENTS TO THE CONSTITUTION & BY-LAWS

### ARTICLE I - NAME

The name of this organization shall be the FILIPINO AMERICAN CHAMBER OF COMMERCE OF SAN DIEGO COUNTY ("FACCSO").

### ARTICLE II – PURPOSE

Section 1 – Objectives: The objectives and purposes of the FACCSO shall be:

- (a) To advance and protect the general welfare, prosperity and business and/or professional interests of its members;
- (b) To advocate for policies, regulations, laws, ordinances and other measures that promote and strengthen commerce, trade and investments; and
- (c) To contribute to the well-being of the Filipino American business community.

Section 2 – Non-Profit Status: The FACCSO shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code, and may engage in any and all forms of activity within the meaning of said section.

Section 3 – Residual Interest: Under all circumstances, because the FACCSO is not organized for profit, no part of its earnings shall accrue to the benefit of any officers, directors and members of the FACCSO, and no officer, director or member of the FACCSO shall be entitled to share in the distribution of any of the assets on dissolution of the FACCSO.

## ARTICLE III – PRINCIPAL OFFICE

The principal office of the FACCSO is located in San Diego County, California. The FACCSO Board may change the location of the principal office and establish branches or chapters within the San Diego County at any time.

## ARTICLE IV - MEMBERSHIP

Section 1 - Eligibility: Any person, association, corporation, partnership or estate that has interest in and subscribes to the objectives and purposes of the FACCSO are eligible to apply for membership

Section 2 - Classification of Members:

- a. Individual Member – Any individual subscribing to the objectives and purposes of the FACCSO. Lifetime memberships that were previously conferred shall continue to be recognized.
- b. Honorary - Any individual or organization that is not a member of the FACCSO and that has distinguished himself, herself or itself in civic or community affairs shall be conferred honorary membership by the FACCSO Board of Directors. Honorary members do not have the right to vote or get elected or appointed to office, and shall be exempt from the payment of dues. The FACCSO Board of Directors shall confer or withdraw honorary membership by a majority vote.
- c. Corporate - Any corporation, business entity or other organization subscribing to the objectives and purposes of the FACCSO. Corporate membership shall have different levels with the corresponding benefits and costs determined by the FACCSO Board of Directors.

Section 3 - Admission to Membership: Applications for membership shall be in writing, on forms provided for the purpose, and signed by the applicant. Admission to membership shall be approved by a majority vote of the quorum present by the FACCSO Board of Directors at any meeting thereof. Any applicant so admitted shall become a member upon payment of the membership dues/fees. The FACCSO Board of Directors may, in its sole discretion, and by a majority vote of the quorum present elect to decline

membership to any applicant if it determines that it would be in the best interests of the FACCSO to do so.

Section 4 - Member's Rights, Duties and Responsibilities: A member shall enjoy the following rights:

- (a) To participate in FACCSO's election process either as a candidate or volunteer;
- (b) To vote on any or all matters submitted to the general membership for approval or ratification by the FACCSO Board of Directors;
- (c) To benefit from FACCSO's official functions and activities;
- (d) To examine all reports, books, records, minutes and other documents of FACCSO upon written request;
- (e) To propose amendments to the By-laws, improvements in the administration of the FACCSO, and seek chamber assistance;
- (f) To call for special meetings as provided in these By-laws; and
- (g) To exercise such other rights allowed under existing and pertinent laws and regulations.

To enhance the value of membership, a member shall discharge faithfully the following duties and responsibilities:

- (a) To pay membership dues on time;
- (b) To represent the FACCSO in the best manner possible;
- (c) To conduct its business or profession in an ethical manner; and
- (d) To abide by the FACCSO By-laws.

Section 5 - Termination and Suspension of Membership: Membership shall terminate or be suspended upon occurrence of any of the following, as the case may be:

- (a) Resignation or death of the member;
- (b) Expiration of membership;
- (c) Occurrence of any event that renders such member ineligible for membership such as, but not limited to, business dissolution, revocation of business or professional license, etc., provided that termination based on this reason shall have been confirmed by the FACCSO Board of Directors by a majority vote of the quorum present; or
- (d) Expulsion or suspension by the FACCSO Board of Directors for conduct unbecoming a member or prejudicial to the aims or reputation of the FACCSO,

after notice and opportunity for a hearing are afforded the member complained against. Expulsion or suspension shall be confirmed by a two-thirds vote of the entire Board of Directors.

Section 6 - Reinstatement of Membership: Membership may be reinstated by the FACCSO Board of Directors with a majority vote of the quorum present upon submission of application and payment of dues and other assessments.

#### ARTICLE V - FEES AND DUES

Section 1 - Membership Fees, Dues and Assessments: The membership dues, fees and assessments shall be at such rates, schedule or formula as may be prescribed by the Board of Directors, payable in advance.

#### ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Powers of the Board: The general supervision, administrative control and management of the FACCSO shall be vested in the Board of Directors, which shall control its properties, be responsible for its finances, and direct its affairs. It shall prescribe policies, budgets, guidelines and other mandates for the orderly conduct of FACCSO's business. It has the authority to bind the FACCSO into contracts or agreements, create organizational structures and offices, provide compensation for services rendered, and perform other duties incidental to the administration of FACCSO.

Section 2 – Composition: The Board of Directors shall be composed of six (6) members and the President. Three (3) members shall be elected to serve for two (2) years, and three (3) members shall be elected to serve for one (1) year. They will continue to serve until their successors are elected and have qualified. No FACCSO corporate member shall have more than one (1) representative in the Board of Directors.

Section 3 - Qualifications for Directors: Members who wish to serve in the Board of Directors must meet the following minimum requirements:

- (a) Be a current dues-paying member in good standing at least sixty (60) days prior to election;

- (b) Be a business owner, professional, or employee of a corporate member.
- (c) Be able to commit to attending regular Board meetings, and participate in membership development, chamber projects, and fundraising; and
- (d) Be able to take leadership roles in various committees.

Section 4 - Term of Service: No member shall serve as Director for more than two (2) consecutive terms.

Section 5 – Vacancies: In the event of the resignation, removal, death or incapacity of a director, the Board of Directors shall appoint by majority vote of the quorum present a member of good standing and who meets the qualifications in Art. V Sec. 3 to serve the balance of the term of the seat so vacated.

Section 6 - Removal of Directors: Any director may be removed by the Board of Directors by a two-thirds vote of the entire Board in the event the Board has determined after due process that such director has committed or been found guilty of any of the following: (a) fraud upon the Board, the FACCSO or any other person or entity; (b) material misrepresentation or non-disclosure to the Board, or grave abuse of authority by that director; (c) willful violation of or malicious disregard to the By-laws and Board policies; (d) a felony under the law; (e) gross negligence in the conduct or performance of duties and responsibilities; (f) an act which, in the judgment of the board, would materially and adversely impact the reputation of the FACCSO or the Board, if the board were not to remove such director; or (g) being absent for more than 50% of the board meetings within a six-month period without a reasonable excuse.

Section 7 – Meetings: The Board of Directors shall meet regularly and at a place as it may determine provided that the board meetings shall not be less than six (6) times during the year.

Section 8 – Quorum: For the Board of Directors to conduct business, a minimum of four (4) members including the President, or in his/her absence the Vice President, must be present. Directors may participate in meetings via conference call and such shall be deemed present for purposes of establishing a quorum. No proxies or electronic mail (e-mail) are allowed.

## ARTICLE VII - EXECUTIVE OFFICERS

Section 1 - Composition: The FACCSO shall have the following officers: one (1) President; one (1) Vice-President; one (1) Secretary; one (1) Treasurer; and one (1) Public Relations Officer. The FACCSO Board of Directors may create other executive positions as it may deem necessary with their functions and terms clearly defined.

Section 2 - Election or Assumption to Office: The President and Vice-President shall be elected by the general membership. The President, with the concurrence by majority of the Board of Directors, shall appoint the Secretary, Treasurer and Public Relations Officer. No FACCSO corporate member shall have more than one (1) representative elected or appointed as an Executive Officer.

Section 3 - Qualifications: For a member to be elected or appointed as an officer, the following minimum requirements must be met:

- (a) Be a current dues-paying member in good standing at least sixty (60) days prior to election;
- (b) Be a business owner, professional, or employee of a corporate member; and
- (c) Be able to commit to attending regular Executive Officers meetings, and participate in chamber projects and activities.

Section 4 - Removal of President or Vice-President: The Board of Directors by a two-thirds vote of the entire Board may remove the President or Vice-President if the Board has determined after due process that such President or Vice-President has committed or been found guilty of any of the following: (a) fraud upon the Board, the FACCSO or any other person or entity; (b) material misrepresentation or non-disclosure to the Board, or grave abuse of authority by that officer; (c) a felony under the law; (d) gross negligence in the conduct or performance of duties and responsibilities; (e) willful violation of or malicious disregard to the By-laws and Board policies; or (f) an act which, in the judgment of the board, would materially and adversely impact the reputation of the FACCSO or the Board, if the board were not to remove such President or Vice-President.

Section 5 - Removal of Appointed Officers: The President may remove the Secretary, Treasurer, Public Relations Officer or other Executive Officers with the concurrence by a majority of the Board of Directors if the President has determined after due process that such appointed officer has committed or been found guilty of the following: (a) fraud upon the Board, the FACCSO or any other person or entity; (b) material misrepresentation or grave abuse of authority by that officer; (c) a felony under the law; (d) gross negligence in the conduct or performance of duties and responsibilities; or (e) willful violation of or malicious disregard to the By-laws and Board policies; or (f) an act which, in the judgment of the President, would materially and adversely impact the reputation of the FACCSO or the Board, if the President were not to remove such appointed officer.

Section 6 – Vacancies: In the event of the resignation, removal, death or incapacity of an appointed Executive Officer, the President shall appoint with the concurrence by a majority of the Board of Directors a member of good standing and who meets the qualifications in Art. VII, Sec. 3 to serve the balance of the term of the position so vacated, provided that, in the case of the position of President or Vice-President, the Board of Directors by a majority vote shall appoint a Board member to serve concurrently the balance of the term.

Section 7 - Term of Service: The Executive Officers of the FACCSO shall be elected or appointed annually and shall continue to serve until their successors are elected or appointed as the case may be provided that their terms of service in the same position shall not exceed three (3) consecutive years.

## ARTICLE VIII - ELECTIONS AND VOTING

Section 1 - General Mandate: All Board members and the President and Vice-President shall be elected to office by the general membership at a meeting specifically called for the purpose.

Section 2 - Date and Place of Elections: The Membership Committee shall determine the date and place of the elections provided that the elections shall be held not later than the end of June. Notice of elections shall be sent to all FACCSO members not later than

forty-five (45) days before the date of the election informing the membership of the said forthcoming elections, the right of the members to nominate and place on the ballot a qualified candidate, and such other information deemed appropriate.

Section 3 – Nominations: Any member in good standing may run for any elective position. The Membership Committee shall develop guidelines and procedures on the nomination process.

Section 4 – Voting: Each member in good standing shall be entitled to cast one (1) vote. A member is in good standing if it has paid its membership dues at least sixty (60) days prior to the elections. To be counted, the vote must be cast in person during the election.

Section 5 – Proxy: Any member, whether individual or corporate, may nominate individuals to exercise its vested right to vote on their behalf upon written notice to the Membership Committee provided that such proxy be received by the Membership Committee seven (7) days before the election.

Section 6 - Assumption to Office: The votes shall be tallied and the winners proclaimed immediately after the election. They shall assume their respective offices on the first day of July following their election.

Section 7 - Transition and Turn-Over: The incoming and outgoing officers and directors shall ensure the smooth transfer of duties and responsibilities with the complete records, documents, reports, properties, funds and other assets of the FACCSO turned over within thirty (30) days upon assumption to office of the new officers and directors.

Section 8 - Implementing Rules and Regulations: The rules and regulations including all materials and paraphernalia incidental to the conduct of the elections shall be prescribed by the Membership Committee and approved by the FACCSO Board of Directors.

## ARTICLE IX - DUTIES OF DIRECTORS AND EXECUTIVE OFFICERS

Section 1 – President: The President shall be the Chief Executive Officer and shall manage and oversee all official businesses and affairs of FACCSO. The President shall

set the goals, plans and strategies for the organization, recommend policies to the Board of Directors and implement those policies approved by the Board of Directors. The President shall preside at all meetings and represent the FACCSO in all undertakings and events. The President shall solicit grants, donations, sponsorships or otherwise raise financial resources for the FACCSO to enable the organization to accomplish its vision and mission. The President shall have the authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such Executive Officers and/or ad-hoc committee members as he or she shall deem necessary, to prescribe their powers and duties, and to delegate authority to them. The President shall have authority to approve expenditures, and sign and execute contracts and obligations on behalf of the FACCSO subject to specific authority and guidelines issued by the Board of Directors. In general, the President shall perform all duties incidental to the Office of the Chief Executive Officer, and such other duties the Board of Directors may assign from time to time.

Section 2 – Vice President: The Vice President shall perform the duties of the President in the event of the President's absence, resignation, death, removal or incapacity, subject to the same limitations imposed upon the President. In addition, the Vice President shall discharge the duties and responsibilities that the President may assign from time to time.

Section 3 - Secretary: The Secretary shall serve as the custodian of all corporate and membership records and documents of the FACCSO, including the By-laws. The Secretary shall, among others, give due notice of all meetings; record and compile the minutes of all Board and general membership meetings; ensure that FACCSO is in compliance with regulatory requirements; and maintain membership files and records, operating procedures and other documents concerning the operation and administration of FACCSO. The Secretary is responsible for maintaining and keeping the inventory list and records of all FACCSO's assets.

Section 4 - Treasurer: The Treasurer shall be responsible for the collection, receipt, recording, reporting and disbursement of the organization's funds ensuring that such activities are in keeping with standard accounting and auditing requirements. In cooperation with the President and other officers of FACCSO, the Treasurer shall

prepare revenue and expense budgets and targets. The Treasurer shall ensure that the FACCSO is in compliance with regulatory requirements. The Treasurer shall render a complete financial report to the general membership during the Annual Membership Meeting. The Treasurer is responsible for maintaining and keeping physical custody of all FACCSO's assets.

Section 5 - Public Relations Officer: The Public Relations Officer shall be responsible for corporate communications of the FACCSO ensuring that the members and general public are informed about the FACCSO, and developing and maintaining informational materials such as brochures, newsletters, press releases, reports, hand-outs, websites and advertisements.

Section 6 – Directors: The Directors shall assist the President and the Executive Officers in defining and executing operating policies, representing FACCSO in external affairs, drawing resources to the organization, and providing insights, perspectives and suggestions to the day-to-day administration of FACCSO. They shall serve as representatives of the members in the deliberation and approval of policies and guidelines, and shall perform the necessary and appropriate oversight functions. The Board of Directors may assign individual Directors to lead standing or permanent committees.

## ARTICLE X - COMMITTEES

Section 1 - Standing Committees: To assist the Board of Directors in the discharge of its duties and responsibilities, the following standing or permanent committees are hereby established:

(a) Membership Committee

- Reviews, evaluates and endorses applications for membership
- Develops membership criteria and evaluation and admission processes
- Designs member development and benefits programs
- Supervises the conduct of elections
- Serves as a review board for disciplinary actions

(b) Finance Committee

- Develops financial guidelines and procedures
- Develops and implements fund raising activities
- Conducts financial and management audits

(c) Programs and Projects Committee

- Develops proposals and plans for programs and projects
- Organizes and manages events and other activities
- Initiates collaborations and partnerships with other organizations.

Section 2 - Other Committees: The President may establish other committees as may be necessary and practical.

Section 3 - Appointment and Composition: The Board of Directors and the President shall appoint the heads of the Standing/Permanent Committees and Special or Ad-Hoc Committees, respectively.

## ARTICLE XI - DUE PROCESS

No member of the FACCSO shall be meted with disciplinary action without being given the opportunity to be informed about the complaint against the member, and to respond to such complaint. Charges or complaints against a member must be in writing and submitted to the Board of Directors who will in turn refer the same to the Membership Committee for verification and investigation. Every attempt must be made to resolve the complaint amicably between the complainant and the respondent before an action is promulgated by the Board of Directors. The Membership Committee shall formulate the appropriate grievance procedures and guidelines as a part of the chamber's operating procedures.

## ARTICLE XII - MEETINGS AND NOTICES

Section 1 - Annual Meeting: The annual meeting of the FACCSO shall be held in June of each year. The time and place of such meeting shall be determined by the Board of

Directors and notice thereof sent to each member at least seven (7) days before said meeting.

Section 2 - Additional Meetings: General meetings of the FACCSO may be called by the President at any time, or upon written petition of ten (10%) percent of the members in good standing: (a) Notice of special meetings shall be sent to each member at least seven (7) days prior to such meetings; (b) Board meetings may be called by the President or by the Board of Directors upon written application/petition of three (3) members of the Board with the notice (including the purpose of the meeting) shall be sent to each director at least seven (7) days prior to the said meeting; and (c) Committee meetings may be called at any time by the President or respective committee's chairperson.

Section 3 – Quorums: At any duly called general meeting of the FACCSO, a majority of the members shall constitute a quorum. For Board meetings, four members present including the President, or in his/her absence the Vice-President, shall constitute a quorum. At committee meetings, a majority of the committee members shall constitute a quorum.

Section 4 - Notices, Agenda and Minutes: Notice of all chamber meetings must be given at least seven (7) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the FACCSO's procedure's manual.

## ARTICLE XIII - FINANCES

Section 1 – Funds: All money paid to the FACCSO shall be placed in a general operating fund, and properly accounted for. The funds of the FACCSO shall be deposited to a bank approved by the Board of Directors.

Section 2 – Disbursements: Upon approval of the budget by the Board of Directors, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All checks, drafts, and requests for payment of money out of the funds of FACCSO, and all notes and other

evidences of indebtedness of FACCSO shall be signed on behalf of FACCSO in such a manner as determined by the Board of Directors.

Section 3 - Financial Year: The financial year of the FACCSO shall begin on July 1st and end on June 30<sup>th</sup> of the following year.

Section 4 – Budget: As soon as possible after the installation of the new Board of Directors and officers, the President shall develop a budget for the coming year, and submit it to the Board of Directors for approval.

Section 5 – Indebtedness: No person shall incur any indebtedness or obligation in the name of the FACCSO, and FACCSO shall not be responsible for any indebtedness or obligation incurred by any person, or by its officers, directors, members or agents without the written approval of the Board of Directors.

Section 7 – Contracts: The Board of Directors may authorize any officer or member to enter into any contract or execute or deliver any instrument in the name of and on behalf of FACCSO, and such authorization shall be confined to specific instances, and be in writing.

Section 8 – Gifts: Only the Board of Directors may accept on behalf of FACCSO any contribution, gift, bequest or devise for the general purpose or for any special purpose of FACCSO. These gifts must be duly recorded by the Secretary and Treasurer.

Section 9 - Annual Audit: The accounts of the FACCSO shall be audited annually as of the close of business on June 30th by a public accountant. The audit report shall at all times be available to members of the FACCSO within the offices of the chamber.

Section 10 - Fidelity Bond: The President and such other officers as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the FACCSO.

## ARTICLE XIV - NON-LIABILITY AND INDEMNIFICATION

Section 1 - Non-Liability: The members, directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the FACCSO.

Section 2 – Indemnification: The FACCSO may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## ARTICLE XV - INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of FACCSO (including a director, officer, employee or other agent of FACCSO) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not FACCSO would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE XVI - DISSOLUTION

Upon the recommendation by the Board of Directors, the FACCSO may be dissolved with a two-thirds vote of the general membership in good standing present in the meeting specifically called for the purpose.

Section 2 - Distribution of Assets: Upon dissolution of FACCSO or final liquidation, the assets shall be distributed in the order as follows:

(a) all liabilities and obligations of the FACCSO shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(b) assets held by FACCSO upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement;

(c) the remaining assets, if any, shall be distributed to a non-profit organization determined by the Board of Directors qualified under the provisions of 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XVII - AMENDMENTS

These By-laws may be amended at any time, in whole or in part, as recommended by the Board of Directors, and ratified or approved by two-thirds vote of the quorum present in a meeting specifically called for this purpose.

#### ARTICLE XVIII - RESCISSION

These By-laws repeals and supersedes the current and all other previous By-laws of the FACCSO.

#### ARTICLE XIX - EFFECTIVITY AND TRANSITORY PROVISIONS

Section 1 – Effectivity: These By-laws shall be effective immediately after ratification and shall remain in force until repealed or superseded.

Section 2 – Continuation of Term: Any officer or director elected under the previous By-laws shall continue to discharge their duties and responsibilities until their successors shall have been elected and installed under these new By-laws.