

The Constitution of the Filipino-American Association of Greater Atlanta, Inc.

Established 1974

AMENDED 2007

Note: This constitution, ratified on November 11, 2000 and amended on September 22, 2007, is referred to as the 2007 constitution. It supersedes the constitution ratified in 1974 and subsequently amended in 1992, 1996 and 1998.

PREAMBLE

WE, THE FILIPINOS AND AMERICANS IN GREATER ATLANTA, who share common interests in the Philippines and in the culture of the Filipino people, that we may establish this union of friends dedicated to the cultivation and promotion of our Filipino heritage, do ordain and promulgate this Constitution for the Filipino-American Association of Greater Atlanta.

Article I

DECLARATION OF PRINCIPLES

Section 1. The Filipino-American Association of Greater Atlanta, Inc. is a sociocultural and service organization whose life and sustenance derives from its members.

Section 2. The Filipino-American Association of Greater Atlanta shall not endorse any political party or candidate either directly or indirectly.

Section 3. This Constitution of the Filipino-American Association of Greater Atlanta shall be the foundation of any Law, Rule, Procedure, or any other guideline by which the Association will operate and shall not be violated or changed except as provided for in this same Constitution.

Article II

THE EXECUTIVE BODY

Section 1. Board of Directors

The Executive and Legislative Powers shall be vested in the Board of Directors composed of President, Vice President, Treasurer, Secretary, Public Relations Officer, Social Chair, Culture Chair, Service Chair, Membership Chair, Ways and Means Chair, the immediate past president and the next immediate past president. Except for the immediate past president and the next immediate past president, each shall hold office for a term of one year after election at large by a simple majority of the members present and voting. The term of office shall begin immediately upon their swearing of the oath of office. The members of the Board of Directors shall be collectively referred to as Officers or the Board.

1. No person shall be eligible to hold office unless:
 - a) he is a member in good standing,
 - b) has attained to the age of 21 years, and
 - c) has been a member during the twelve (12) months immediately preceding the election.
2. No person shall be eligible for the position of President unless the person is eligible to hold office and has been an Officer for a whole term.
3. Officers shall be eligible to be elected to not more than two consecutive terms in the same office.
4. No Officer may hold office in another Philippine Sociocultural Organization in Greater Atlanta.

5. In the event an Office remains vacant after an election or after the death or resignation of a duly elected Officer, with the exception of the President, the Officers shall elect an Association member eligible, able and willing to fill the office for the remainder of the term.
6. Meetings of the Board of Directors
 1. The Board of Directors shall meet at least once a month at a time and place they may so designate.
 2. No action of the Board of Directors is effective unless a quorum is present, such quorum being one-half of the Board membership plus one additional Board member.
 3. The Secretary shall keep a journal to record all the business transactions of the Board.
 4. No action of the President or any other Officer shall be effective without the affirmative vote of the majority of the Board members present.
 5. A Board Member unable to attend a meeting may designate a proxy who is an Association member to attend and vote in his or her stead.
 6. Special meetings. In case of need, as determined by the President and with the consent of a majority of the Board, the Board may discuss and vote on an urgent, specific motion via electronic means, provided that such action shall be confirmed at the next Board meeting.
 7. The Board of Directors shall elect from among the past presidents of the Association a parliamentarian who shall give the President advice on the rules of order, the Constitution, and the Code of Regulations. The Parliamentarian is neither an Officer, nor does he possess the right to vote at meetings of the Board of Directors. The parliamentarian may be replaced at will by the Board of Directors.

Section 2. Office of the President

1. The President shall preside at all meetings of the members and the Board of Directors and shall perform the duties usually pertaining to the office of the President to the extent that such duties shall not have been delegated by the Board of Directors to another officer, member, committee or board.
2. The President shall prepare an annual operating budget to be approved by the Board no later than the first quarter of the year and published in the newsletter. The budget's planned expenditures shall not exceed estimated revenues.

Section 3. Office of the Vice President

1. The Vice President shall perform the duties of President in case of his death, resignation, or inability to act.
2. The term for the Vice President will be the same as that of the present President, that is, for a period of one year. If the Vice President assumes the duty of the President before the President's term has been completed, then the Vice President shall serve only the remaining term of the President.

Section 4. Office of Secretary

1. The Secretary shall attend all meetings of the members and of the Board of Directors, shall record minutes thereof in a book kept for that purpose, and shall give notice of all meetings.
2. The Secretary shall have custody of and maintain all permanent records of the Association other than financial.

Section 5. Office of the Treasurer

1. The Treasurer shall supervise the receipt, custody, control, and expenditure of all assets and liabilities of the Association except as stipulated further in this Section.
2. A checking account in the name of the Association shall be opened, if not already open, at a Bank insured by the Federal Depository Insurance Corporation. This checking account shall serve as the Association's operating account.
3. Money accumulated by the Association over the years shall be henceforth referred to as the Legacy Fund. The Association shall establish and separately maintain from the

operating account the Association's Legacy Fund. This fund shall be used for purposes only as determined by discussion and a two-thirds vote of the members present at an annual meeting or a special meeting called for the purpose. Upon approval of the expense from the Legacy Fund, such amounts as approved shall be transferred to the operating account.

4. Each check drawn against the operating account must be signed by the Treasurer and either by the President or Vice President.

Section 6. Formation of Committees

Each committee chair shall choose, by the last day of February, a minimum of three (3) members to serve on the committee.

Section 7. Office of the Public Relations Officer

1. The Public Relations Officer and his committee shall be responsible for the promotion of the Association's image to the public, publicity of all its events and functions, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

2. The Public Relations Officer shall be the publisher of the Association newsletter and shall serve as chair of its editorial board.

Section 8. Office of the Social Chair

The Social Chair and his committee shall be responsible for planning and organizing the Association's social events, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

Section 9. Office of the Culture Chair

The Culture Chair and his committee shall be responsible for planning and organizing the Association's culture activities and events, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

Section 10. Office of the Service Chair

The Service Chair and his committee shall be responsible for planning and organizing the Association's service activities and events, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

Section 11. Office of the Ways & Means Chair

1. The Ways & Means Chair and his committee shall be responsible for preparing proposed amendments to the Constitution and Code of Regulations.

2. The Ways & Means Chair and his committee shall be responsible for raising funds to support the Association's activities, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

Section 12. Office of the Membership Chair

The Membership Chair and his committee shall be responsible for recruiting new members, promoting renewals of current and past members and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another officer, person, committee, or board.

Section 13. Audit Committee.

A committee of two auditors who are not currently members of the Board shall be elected by the Board of Directors in January and shall perform an audit of the Association's financial books at least twice each year: one at the end of June and the second at the end of December.

The Association's audited balance sheet and income and expense statement shall be published in the newsletter after each audit.

Section 14. Multiple Offices.

No member of the Board shall, during the time for which he was elected, be eligible for any other office in the Association.

Section 15. Membership in Other Organizations.

The Filipino-American Association of Greater Atlanta shall not enter into or withdraw from membership in another organization except by a two-thirds vote of the Board of Directors and subsequent ratification of the Board's action by a two-thirds vote at the next annual meeting or a special meeting called for the purpose.

Section 16. Transition.

1. The funds, books, financial records and other properties of the Association and the lists thereof shall be turned over by the immediate past Board to the present Officers as early as practicable but not later than the last day of January following the inauguration.
2. The immediate past Board shall turn over to the present Board no less than eighty (80) per cent of the Association's legacy fund.
3. The Board shall take no action or actions that will cumulatively reduce the Association's legacy fund by more than twenty (20) per cent during the year, except upon ratification by a two-thirds vote of the members present at the next annual meeting or a special meeting called for the purpose.

Section 17. Inauguration of Newly Elected Officers.

1. The inauguration of the newly elected officers of the Association shall be held on the thirty-first day of December of each year. The time and place shall be as designated by the Board of Directors.
2. Each newly-elected officer shall take the following oath or affirmation: "On my honor I, (officer shall state his name), do solemnly swear (affirm) that I will faithfully execute the duties of the office to which I have been elected, defend and protect the Constitution and promote the goals and ideals of the Filipino-American Association of Greater Atlanta."

Article III LEGISLATIVE DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. Code of Regulations

The power to promulgate the Code of Regulations, the Laws which shall govern the Association, shall be vested in the Board of Directors, but no Law may be passed that is contrary to or circumvents, the Laws of the United States, the State of Georgia, any Governmental Body in the State of Georgia, or this Constitution.

Section 2. Impeachment

The Board of Directors shall have the sole Power to Impeach and the sole Power to try all Impeachment and when seated for the purpose, they shall all take an oath or affirmation. When the Association President is to be tried, the Chief Elder shall preside. No person shall be convicted without the concurrence of two thirds of the Board Members present. Judgment in cases of Impeachment shall not extend beyond removal from office, and disqualification from holding any office of honor and trust in the Association.

Section 3. Proceedings and Removal from Office

The Board of Directors may determine the rules of its proceedings, punish its members for disorderly conduct, and, with the concurrence of two thirds, expel a member.

Section 4. Levies and Lawful Debts

The Board of Directors shall have the power to lay and collect levies to pay all lawful debts of the Association, but all such levies shall be uniform throughout the Association.

Section 5. Membership Rules

The Board of Directors shall establish a uniform Rule on Association membership.

Section 6. Philippine Arts and Culture and Sports

The Board of Directors shall promote the Arts and Culture of the Philippines and promote Sports activities that enhance the camaraderie and unity of the members.

Article IV JUDICIARY

Section 1. The Tribunal of Elders

The judicial power of the Filipino-American Association of Greater Atlanta shall be vested in one supreme court which shall be called the Tribunal of Elders.

Section 2. Jurisdiction

Judicial power of the Tribunal of Elders shall extend to all cases arising from this Constitution, the Laws of the Association, any external relations to other associations, all cases involving the Association and between members. In all cases affecting Officers or members, except in cases of Impeachment, the Tribunal of Elders shall have the sole appellate jurisdiction, both as to Law and Fact, with such exceptions, and such regulations as the Board of Directors shall make.

Section 3. Composition

1. The Tribunal of Elders shall consist at any one time of seven past presidents.
2. The Elders shall be appointed by the President and confirmed by the Board of Directors; they may not be removed from office before the end of their appointed term except for cause such as malfeasance in office, violation of this Constitution, conviction in a Court of Law of any crime involving mental turpitude, felony, misdemeanor, or any such offense as to cast a bad image to the Association, but such removal shall only be after Impeachment by the Board of Directors.
3. The Tribunal of Elders shall choose from among themselves a Chief Elder and Deputy Chief who shall serve for one year unless sooner removed from office for cause. The Deputy Chief shall act in the absence or inability of the Chief Elder.
4. Immediately after they are assembled, as a result of their first appointment, after having elected from among themselves a Chief Elder, the remaining six Elders shall be divided into three groups. The Elders of the First Group shall be serve until the end of the first year, the Elders of the Second Group shall serve until the end of the second year, and the Elders of the Third Group, including the Chief Elder, shall serve until the end of the third year, so that one third may be appointed every year.

Section 4. Tribunal Proceedings and Quorum

1. The Chief Elder shall preside over all proceedings of the Tribunal.
2. The Tribunal shall appoint a clerk from among the members who shall record and report all proceedings and publish all opinions rendered by each and every Elder in office.
3. The Tribunal of Elders shall not hear a case unless a quorum of the Tribunal exists, such quorum being a minimum of five Elders present to hear a case and render a decision or opinion.
4. All *subjudice* discussions by the Elders among themselves on any case presented to the Tribunal shall be held in strict secrecy. Oral and written presentments and indictments shall be held in confidence until such time that the case is being heard by the Tribunal, or has been properly adjudicated.

Section 5. Inauguration of Newly Appointed Elders

The newly-appointed Tribunal Elders shall be sworn into office on or before the first Association-wide event, for a term beginning immediately after the oath of office and ending at the swearing-in of the next Tribunal.

Article V
MEETINGS OF MEMBERS

Section 1. Annual Official Meeting.

The annual meeting of the Association shall be held in September or October of each year, at a time and place designated by the Board of Directors, for presenting reports of incumbent officers and committees, for the nomination and election of new Officers, and such other business as may lawfully come before the meeting.

Section 2. Special Meetings.

A special meeting may be called at any time by the Board of Directors or on petition for such by ten per cent or more of the members of the Association.

Section 3. Notice of Meetings.

Written notice of meetings stating the place, hour, date, and purpose thereof shall be mailed to every member not less than ten nor more than thirty days before such meeting.

Section 5. Quorum.

At all meetings of the members, a quorum shall consist of fifteen (15%) percent of the members of the Association.

Article VI
SUFFRAGE

Section 1. Right to Vote.

1. The right of every member of the Association aged eighteen years, or older, to vote shall not be denied or abridged by the Association on account of age, sex, race, color, religious belief, or lack thereof, or national origin.
2. No member shall be eligible to vote unless he has been a member during the thirty (30) days immediately preceding an election.

Section 2. Enforcement.

The Board of Directors shall have the power to enforce this article by appropriate legislation.

Article VII
AMENDMENTS TO THIS CONSTITUTION

Any and all amendments to The Constitution of the Filipino-American Association of Greater Atlanta shall be by an act of the Board of Directors and ratified by a two-thirds vote of the members present and voting in the affirmative at a special meeting called for that purpose, or at the annual meeting and elections.

Article VIII
RATIFICATION

This Constitution of The Filipino-American Association of Greater Atlanta shall take effect only after it has been ratified by a two-thirds vote of the members present and voting in the affirmative at a special meeting called for that purpose, or at the annual meeting to elect Officers.

END OF THE CONSTITUTION

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