



Council of Philippine American Organizations of San Diego County, Inc.

832 E Ave., National City, California 91950

Telephone: 619-477-4090

Website: copao-sandiego.org

E-mail: copao_sandiego@yahoo.com

NOMINATION AND ELECTION RULES AND PROCEDURES

ANNOUNCEMENT

There shall be an election of Officers and nine (9) Directors at a time and place designated by the Board of Directors. These positions, which are all members of the COPAO Board of Directors, are as follows:

- President
- Executive Vice President
- Vice President for Finance
- Vice President for Operations
- Director (9 positions)
- Secretary
- Treasurer
- Auditor
- Sergeant-at-Arms

DUTIES/RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Article V. BOARD OF DIRECTORS

Section A. Composition - The Board of Directors shall be composed of the President, three (3) Vice Presidents, a Secretary, a Treasurer, an Auditor, a Sergeant-at-Arms, and not more than twenty (20) Directors, elected at-large by the membership. No more than one-third of the Board of Directors shall be members-at-large.

Section B. Functions

1. The Board of Directors of COPAO is both the administrative and the legislative body of COPAO. All activities and affairs of COPAO shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
 - a. Administrative Functions
 - (1) Formulate administrative policies and guidelines for the smooth functioning of COPAO.
 - (2) Exercise control, supervision, and management of COPAO and all its assets.
 - (3) Prepare and approve the annual budget.
 - (4) Oversee the disbursement of funds.
 - b. Legislative Functions
 - (1) Enact and prescribe rules and regulations.
2. Delegation of Authority – The Board of Directors may delegate the management of any activity to committees, boards or individuals, provided that all activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section C. Terms of Office

1. The Officers and Directors shall serve for a term of two (2) years, commencing January 1st of the year following their election. However, in the election of December 2008 only, the ten (10) Directors elected with the highest number of votes shall serve a term of two years, while the next ten (10) shall serve a term of one year.
2. Officers and Directors are eligible for re-election. However, no officer shall serve more than three (3) consecutive two-year terms in the same office.



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Article VI. OFFICERS

Section A: Powers, Duties and Responsibilities of the Officers

1. **The President** is the Chief Executive Officer (CEO) and shall:
 - a. Supervise and oversee the Executive Director and COPAO's programs
 - b. Preside over the meetings of the Board of Directors and shall only vote in case of a tie.
 - c. Sign all papers and documents relative to any official function as approved by the Board of Directors.
 - d. Be the primary spokesperson of COPAO and represent it at all functions. He/she shall designate the Executive Director or an appropriate member of the Board of Directors to take his/her place when needed.
 - e. Serve as ex-officio member of all boards and standing and special committees.
 - f. Exercise the power to veto any legislative or administrative action of the Board of Directors. Such veto can only be overridden by the two-thirds (2/3) vote of the Board of Directors.
 - g. Designate any individual to a specific task. Such designation shall be reported to the Board of Directors at its next regular meeting.
 - h. Present an Annual State-of-COPAO Address to member organizations, members-at-large, and community.
 - i. Exercise such other powers as prescribed in the Bylaws.
2. **The Executive Vice President** is the Executive Officer (EO) of COPAO and shall:
 - a. Assume the powers and duties of the President in his/her absence, or in case of illness or disability.
 - b. Coordinate the activities of the Membership and Awards, Bylaws and Rules, and the Nominations and Elections Committees, and the activities of the Community Liaison Officers.
3. **The Vice President for Finance** is the Chief Financial Officer (CFO) of COPAO, and shall:
 - a. Coordinate the activities of the Committees on Finance and Budget, and Ways and Means, including the activities of the Treasurer, Auditor of the Board and any Auditor retained by COPAO, and submit a written report to the President at the end of each quarter.
 - b. Ensure that a proper financial audit of COPAO is conducted, in accordance with these Bylaws.
 - c. Submit required financial statements to local, state and federal agencies.
 - d. At the end of each quarter, submit a written progress report to the President on matters such as budget, grants and other financial activities of the organization
4. **The Vice President for Operations** is the Chief Operations Officer (COO) of COPAO, and shall:
 - a. Coordinate all social, cultural, recreational and sporting events.
 - b. Coordinate the activities of the Programs and Projects, Public Relations, and Youth Leadership Development Committees.
 - c. At the end of each quarter, submit a written progress reports to the CFO on matters such as projects, services and other activities undertaken.
5. **The Secretary** shall:
 - a. Record the proceedings of all meetings.
 - b. Assist the president in preparing the agenda for Board meetings.
 - c. Maintain a current register of officers and members.
 - d. Compile, maintain and preserve all minutes, documents and correspondence.
 - e. Be responsible for all COPAO correspondence, and assist in the preparation and mailing of newsletters/notices to the officers, members, and the member organizations.



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6. **The Treasurer** shall:
 - a. Keep and maintain accurate accounts of all receipts, disbursements, capital, liabilities, and surplus, and all properties.
 - b. Receive and deposit all monies and other valuables in the name of COPAO in a depository or accredited banking facility designated by the Board of Directors.
 - c. Prepare the financial records for audit.
 - d. Submit an audited financial statement to the Board of Directors, monthly, annually, and upon relief.
 - e. Perform other duties in accordance with the financial guidelines under Article X of these Bylaws and those approved by the Board of Directors and recorded in the Manual of Rules and Procedures (MRP).

7. **The Auditor** shall:
 - a. Audit all the books of accounts periodically and as required by the Board of Directors.
 - b. Conduct a quarterly and annual audit of the financial statements prepared by the Treasurer.
 - c. Together with the Treasurer and the Chairperson of the Committee on Property Management, take an annual inventory of all properties, supplies and other assets owned by COPAO.
 - d. At the first regular meeting in January of each year, submit to the Board of Directors a written annual inventory report, signed jointly with the Treasurer, the Chairperson of the Committee on Property Management, and the Vice President for Finance.

8. **The Sergeant-at-Arms** shall:
 - a. Enforce compliance with all rules and regulations at all meetings and assemblies, under the direction of the Presiding Office.
 - b. Arrange the meeting room before the meeting begins.
 - c. Ensure that meetings start on time.
 - d. Collect ballots and tally votes whenever secret ballot voting is done, except at the biennial election, where the Nominations and Elections Committee takes charge.
 - e. Greet members and guests and take charge of sitting arrangements.
 - f. Record the attendance of members at meetings; the forms for this purpose shall be provided by the Secretary.

Article VII. ELECTION OF OFFICERS AND DIRECTORS

Section A. The Officers and Directors shall be elected by the general membership through secret ballot and in accordance with these Bylaws and the Manual of Rules and Procedures for a term of two (2) years, except as provided in Article V, Section C.1 of these Bylaws.

Section B. Each member organization, represented by its president or his/her designee and one other representative, shall be entitled to cast two (2) votes for each elective position during the election of officers and directors. Member organizations with limited voting rights may not vote during elections.

Section C. All elected Officers and Directors shall assume their respective offices effective the first day of the month following the election.

Section D. Candidates for any position on the Board of Directors must be bona fide members of member organizations or members-at-large which have voting rights, as specified in Article IV, Section B. No more than two (2) members per organization may run for office at the same time. Likewise, no more than one (1) member of an immediate family (i.e., spouse or domestic partner, child, sibling, parent, grandparent, or grandchild) may run for any position in the Board of Directors at the same time. The qualifications of candidates for any position on



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the Board may be established by the Committee on Nominations and Elections, subject to the approval of the Board of Directors.

Section E. Members-at-Large and Honorary Members are not eligible to run for office or to vote for any elective positions.

Section F. The election of Officers shall be held on the Second Monday of December of every even-numbered year at a time and place designated by the Board of Directors. With the exception of the elections in December 2008, Directors shall be elected annually on the Second Monday of December.

Section G. The rules and procedures for the election of officers shall be determined by the Board of Directors and embodied in the Manual of Rules and Procedures.