

# BYLAWS

(As amended on December 01, 2014)

## Article I. NAME AND GENERAL NATURE

The name of the organization shall be COUNCIL OF PHILIPPINE AMERICAN ORGANIZATIONS OF SAN DIEGO COUNTY, INC. (COPAO). It shall be a non-profit public benefit organization incorporated under the laws of the State of California.

## Article II. OFFICE

The office of COPAO shall be located at 832 ½ "E" Avenue, National City, California 91950, or at other locations which it may establish in the future.

## Article III. MISSION, OBJECTIVES AND POWERS

Section A. Mission Statement – To enhance the social, educational, economic, and civic empowerment of the community through collaboration of organizations and individuals.

### Section B. Objectives

1. To expand opportunities for improving the quality of life and political maturity of its members and the community.
2. To provide a forum for networking and raising awareness of community issues across all sectors of the community.
3. To foster harmony and mutual cooperation among its members and the community.
4. To promote an understanding and appreciation of each other's cultural heritage.
5. To provide leadership in developing resources that will redound to the mutual benefit of its members.

Section C. Powers - COPAO is empowered to exercise all the rights and privileges granted to it under California Corporation Laws and these Bylaws.

## Article IV. MEMBERSHIP

### Section A. Types and Eligibility

1. Member Organizations - Any organization with a minimum of 20 members based in San Diego County is qualified to become a member, provided that its Bylaws are in accord with these Bylaws. Membership shall require a majority vote of the Board of Directors, after receipt of a completed membership application, a copy of the organization's bylaws and roster of members, and membership dues.
2. Members-at-large – Any individual who has consistently supported the objectives and activities of COPAO as defined in the Manual of Rules and Procedures (MRP) may apply to become a member. Membership shall require a majority vote of the Board of Directors.

3. Honorary Members - A member of the Board of Directors may nominate any individual as an Honorary Member, based on his/her exemplary service to the community. The nomination requires confirmation by the Board of Directors.

#### Section B. Rights and Responsibilities of Members

1. Each member organization, through its president or duly designated representative and members-at-large shall have the right to speak on issues on the floor, nominate candidates to run for office and vote during the elections. However, the member organization may not vote on motions or resolutions during meetings of the Board of Directors. A newly admitted member organization and members-at-large shall have the same rights, except that it shall have no right to nominate candidates to run for office or vote during deliberations of the Board of Directors and during the biennial election of Officers and Directors, until after one full year of membership.

2. Members-at-large and honorary members have the right to speak on issues on the floor, but shall have no right to introduce any business or amendments, make a motion, vote or run for office during elections.

3. If an officer or member organization is designated to implement a program developed by COPAO, that program shall remain as the property of COPAO regardless of the affiliation of the officer or member in charge of the implementation of the program. If the program is developed by an officer, member or member organization in collaboration with COPAO, and with COPAO as the fiscal agent, that program shall remain as the property of the officer, member or member organization. If requested by either party, the arrangement shall be formalized through a written memorandum of agreement between COPAO and the officer, member or member organization.

4. Dues:

a. The membership dues for organizations and members-at-large shall be set by the Board of Directors as defined by the MRP.

b. Honorary members are exempt from the payment of dues.

#### Section C. Resignation of Members

1. Any Officer, Director, member or member organization may resign by submitting a letter of notification to the Board of Directors for appropriate action.

2. Any individual or member organization that resigns shall not be relieved of the obligation to pay dues, assessments, or any other financial responsibilities, which may have been accrued before or during resignation.

Section D. Termination of Membership - Membership may be terminated by the Board of Directors only for cause, and after due process, in accordance with the provisions of Robert's Rules of Order (Article XIII - Legal Rights of Assemblies and Trial of their Members) and the Manual of Rules and Procedures.

Expulsion, Suspension and Removal - Any Officer, Director or member of COPAO may be expelled, suspended or removed from office for grave misconduct, dereliction of duties and responsibilities, non-participation in this organization's events for a period of at least six months, or willful violation of the Bylaws, by two-thirds (2/3) vote of the quorum of the Board of Directors during a special meeting called for that purpose. Notice of the meeting and the charges against the accused Officer, Director or member shall be given to the Board of Directors and the accused individual/organization at least fifteen (15) calendar days before the meeting.

1. Removal for Absenteeism - Any Officer or Director may be removed for absenteeism by a majority vote of the quorum of the Board of Directors after four (4) documented and unexcused absences, as specified in the Manual of Rules and Procedures.

Section E. Reinstatement - A former member or member organization may be reinstated by filing a written request addressed to the Board of Directors, provided it meets all the requirements for membership.

Section F. Non-Liability of Members - Non-liability of officers, directors, members and member organizations for the debts and obligations incurred by this organization shall be in accordance with the applicable provisions of the California Corporation Code.

Section G. Conflict of Interest - Whenever an officer or council member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of COPAO to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **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.

## **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.

**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).

**6. 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.

**7. 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 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.

#### **Article VIII. EXECUTIVE DIRECTOR**

Section A. Under the direction of the President, the Executive Director shall be the chief administrative officer of the Association and shall serve at the discretion of the Board of Directors.

Section B. The Board of Directors shall determine the duties, compensation and tenure of the Executive Director

Section C. The Executive Director shall attend all meetings of the Board of Directors; however, he/she shall have no power to vote.

#### **Article IX. VACANCY**

Section A. If the Office of the President is vacated or the President is unable to perform his/her duties, one of the Vice Presidents, in the following order: Executive Vice President, Vice President for Finance, and Vice President for Operations, will assume the duties of the President until the next election. If all of the Vice Presidents are unable to assume the duties and responsibilities of President, the Board of Directors will appoint an interim President, who will serve the remainder of the original term.

Section B. If a vacancy exists among the other elected officers, the President will appoint a qualified Director to fill the vacancy, subject to the approval of the Board of Directors. The appointee will serve the remainder of the term of the vacated office.

Section C. If a vacancy exists among the Directors, it shall be filled from the candidate(s) with the next highest number of votes during the most recently conducted elections. If no such candidates are eligible or willing to serve, the President will appoint a qualified individual from a COPAO Member Organization to fill the vacancy, subject to the approval of the Board of Directors. The new Director will serve the remainder of the term of the vacated position.

## **Article X.      MANAGEMENT OF FINANCES**

Section A. The fiscal year of this organization shall begin on the first day of January and end on the last day of December in each year.

Section B. All financial transactions of this organization shall be conducted in accordance with generally accepted fiscal principles and practices to ensure that all revenues and expenditures are authorized and accounted for, and all financial obligations are paid in a timely manner.

Section C. All monies and valuables of COPAO shall be deposited in the name of COPAO in an accredited banking facility designated by the Board of Directors. Funds shall be divided into a General Fund for the regular administrative and operating expenses of COPAO, and a Special Fund for such purposes as shall be designated by the Board of Directors.

Section D. The authorized signatories for General Fund account bank drafts are the President, Executive Vice-President, Treasurer, and Vice President for Finance. All check disbursements for General Funds authorized by the Board of Directors shall be co-signed by at least two (2) of four (4) signatories, which must include the President or the Executive Vice President and the Treasurer or the Vice President for Finance.

Section E. The authorized signatories for Special Fund account bank drafts are the President, Executive Vice President, Treasurer, and Vice President for Finance. All check disbursements for Special Funds authorized by the Board of Directors shall be countersigned by at least three (3) of four (4) signatories, which must include the President and the Executive Vice President; and the Treasurer or the Vice President for Finance.

1. In the event of the prolonged absence of any one of the authorized signatories for Special Account bank drafts, the Board of Directors may, by resolution, authorize one of its members to countersign for a specifically designated transaction only.

## **Article XI.     MEETINGS**

Section A. Regular Meeting - The regular meeting of the Board of Directors shall be held every first Monday of the month at such time and place designated by the President. If the regular meeting cannot be held on that day, the President may set another day as an alternate day for that month only.

Section B. Special Meetings - The President may call an emergency or special meeting by a written or electronic notice specifying the time, place, date, and subject matter(s) to be transacted. Notice shall be given to all concerned at least four (4) calendar days prior to the meeting.

Section C. Quorum - One third (1/3) of the members of the Board of Directors, present and eligible to vote shall constitute a quorum for the transaction of any business. Every decision shall be valid as a corporate act by a majority of the quorum duly assembled at these meetings, except as otherwise provided in these bylaws.

Section D. Rules of Order - At all meetings of the Board of Directors and its boards and committees, Robert's Rules of Order (latest edition) shall be the applicable authority on matters of parliamentary procedure to the extent that they are consistent with these Bylaws, the Articles of Incorporation, or applicable law.

## **Article XII. BOARD OF ADVISERS**

Section A. A Board of Advisers consisting of not more than seven (7) members, including the Chair, is hereby established.

Section B. Members of the Board of Advisers shall be appointed by the Executive Council. However, the immediate past president of COPAO shall serve as Chair of the Board of Advisers. In the event that he/she is not available, the members of the Board of Advisers shall elect one among themselves to serve as their Chairperson.

## **Article XIII. COMMITTEES**

Section A. Standing Committees – COPAO shall have ten (10) standing committees as listed below. The President shall appoint the Chairpersons of the committees, subject to the approval of the Board of Directors.

1. Bylaws and Rules Committee
2. Ethics and Grievance Committee
3. Finance and Budget Committee
4. Membership and Awards Committee
5. Nominations and Elections Committee
6. Programs and Projects Committee
7. Property Management Committee
8. Public Relations Committee
9. Ways and Means Committee
10. Youth Leadership Development Committee

Section B. Special Committees - Special committees may be created by the Board of Directors from time to time as needed, and they shall serve until the completion of their specified task(s), after which the committee(s) shall be automatically discharged. Their chairs shall be appointed by the President.

Section C: Responsibilities of Committees - General, specific, and special duties and responsibilities of Committees and Chairpersons shall be incorporated in the Manual of Rules and Procedures.



**Article XIV. MANUAL OF RULES AND PROCEDURES (MRP)**

Section A. A Manual of Rules and Procedures (MRP) may supplement these Bylaws and provide guidelines to assist the Board of Directors in the implementation and interpretation of these Bylaws. The MRP, as proposed by the Bylaws and Rules Committee, may be adopted and/or revised by a 2/3 vote of the quorum at a special meeting of the Board of Directors called for the purpose following a 15-calendar day notification to the members.

Section B. These Bylaws shall take precedence over the Manual of Rules and Procedures, should any conflicts or inconsistencies arise between the two documents.

**Article XV. MAINTENANCE OF RECORDS**

Section A. The Board of Directors shall keep at its principal office the original of the Bylaws; MRP; books and records of accounts; minutes of its Board and committee meetings; incorporation papers and other official documents and records of its activities and contributors. All records shall be made available to the Board of Directors and members for review at all reasonable times during office hours.

Section B. Requests for any record must be in writing and must indicate the reason for the request. The cost for reproducing any records may be charged to the requesting individual/agency.

Section C. All other requests, except by the government and its agencies, shall be referred to the Board of Directors for action.

**Article XVI. INDEMNIFICATION OF OFFICERS AND MEMBERS**

Every Officer, Director and member of COPAO shall be indemnified against all expenses reasonably and legitimately incurred in the performance of his/her duties. The right to indemnification shall be in addition to and not exclusive of all other rights to which an officer or member may be entitled.

**Article XVII. AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION**

Section A. Amendments proposed by the Bylaws and Rules Committee may be adopted and/or revised by a 2/3 vote of the quorum of the Board of Directors at a meeting called for this purpose, following a notification and the provision of the proposed amendments to the members of the Board of Directors no less than 30 calendar days prior to the meeting.

Section B. The Bylaws and Rules Committee shall be composed of no less than five (5) members, at least one (1) of whom is not a Member of the Board of Directors. The latter may be a member or non-member of COPAO.

Section C. The Articles of Incorporation may likewise be amended or repealed. Copies of amendments or changes shall be forwarded to the Secretary of State of the State of California.

Section D. Effective Date. The amended Bylaws and/or Articles of Incorporation shall take effect upon adoption.

**Article XVIII. DISSOLUTION**

Section A. Upon the written agreement of a majority of the member organizations, the Council of Philippine American Organizations of San Diego County, Inc. will be dissolved.

Section B. No Officer, Director or member shall be entitled to share in the distribution or receive any of the corporate assets upon dissolution.

Section C. Any COPAO assets remaining after payment of outstanding obligations shall be distributed in accordance with the Articles of Incorporation of this organization.

**Bylaws of COPAO –**

Amended and Ratified on December 5, 2000

Amended and Ratified on November 1, 2004

Amended and Ratified on April 10, 2006

Amended and Ratified on October 7, 2008

Amended and Ratified on December 1, 2014