

**BYLAWS**

**OF**

**FILIPINO-AMERICAN ASSOCIATION OF  
PORTLAND AND VICINITY, INC.**

**Adoption Date: January 25, 2024**

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these Bylaws, or where these Bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these Bylaws, contact Center for Nonprofit Law.

**BYLAWS**  
**OF**  
**FILIPINO-AMERICAN ASSOCIATION OF PORTLAND AND VICINITY, INC.**

**ARTICLE I. PURPOSE**

Section 1. Purpose. The purposes of the Corporation are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Corporation include the following:

To educate the Filipino-American community as well as the community at large about the Filipinos' varied cultural heritage;

To provide physical assistance, emotional support, and financial assistance to needy and marginalized people, and particularly to members of the Filipino-American community, within the limits of its resources;

To promote education through the granting of scholarships;

To assist members of the Filipino-American community in their dealings and transactions with County, State and Federal agencies;

To develop and maintain friendly relations among members of the Filipino-American community as well as the community at large, regardless of race, color, religion or creed;

To foster and promote traditional Filipino religious and cultural customs; and

To educate Filipino children and young people in their heritage to preserve their culture and customs.

To actively serve the interests and needs of its individual and business and organizational members through education and any other means the Association is allowed to do as a 501(c)(3) organization.

**ARTICLE II. MEMBERS**

The Association shall have both voting members, who are designated as Active Members, and non-voting members, who are designated as Associate Members or Honorary Members.

Section 1. Eligibility. Members of the Association, other than Business and Organizational Members, must be 18 years old or older, demonstrated a commitment to the mission and purposes of the Association, and all members must satisfy one of the following eligibility requirements:

- A. All Filipinos, regardless of whether they have acquired American citizenship;
- B. Persons of Filipino ancestry;

- C. Spouses of persons who satisfy the qualifications in sections A and B; and
- D. Persons who are not of Filipino ancestry but who sincerely and unselfishly support the objectives of the Association and who are able and willing to cooperate in projects of the Association.
- E. Businesses and organizations who support the objectives of the Association and are willing to cooperate in projects of the Association.

## Section 2. Categories of Membership.

- A. Active Members. Active Members, who may also be referred to as Voting Members, who satisfy the requirements below, shall have the rights listed in Section 3 below, and the right to be nominated and elected to serve on the Board of Directors, and to serve as an officer of the Association.
  - 1) Any person may be an Active member of the Association if they are 18 years old or older, have paid their membership dues, and they satisfy the eligibility requirements in A and B, of Section 1 above, or if they have been a dues-paying Associate Member in good standing for at least three (3) continuous years prior to applying to be an Active Member.
  - 2) In addition, to be eligible to be Active Members, effective beginning with the adoption of these Bylaws, Active Members must reside in either Oregon or Washington state when they apply for membership in the Association, or if they reside elsewhere, they must have previously joined as a member of the Association when they did reside in either Oregon or Washington state.
  - 3) Provided, however, that only Active Members who have attended a minimum of four (4) meetings, either Membership meetings or Board meetings, in the last 12 months, are eligible to vote in any elections or other votes of the Active Members, or to be nominated or elected to the Board of Directors or to be an officer of the Association.
  - 4) Requests for Active Membership may be approved at the discretion of the Board of Directors following a determination that the applicant has paid the required annual dues and satisfies the other qualifications required for Active Membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. Membership becomes effective immediately upon receipt of membership dues duly received.
- B. Associate Members. Those members who are not of Filipino ancestry and unselfishly support the objectives of the Association and are able and willing to

cooperate in the projects of the Association. They shall have no minimum attendance requirements; they shall pay dues; they may serve on committees, and they shall have the right to attend the meetings of the Associations and to participate in all of the Associations activities, but they shall not have the right to vote in any elections or other votes of the Association's Active Members, or to be nominated or elected to serve on the Board of Directors or as officers of the Association. After three (3) years of continuous Associate Membership they may apply to become Active Members with all of the rights, responsibilities and privileges of Active Member status.

- C. Honorary Members. Honorary Membership shall be conferred by the Board of Directors by a special resolution of the Board. This honor shall be conferred on for whom this particular tribute is deemed desirable by the Board. Any person who is granted Honorary Membership shall have the right to attend all meetings of the Association and to participate in the activities of the Association, but is not required to pay membership dues. Honorary Members do not have the rights of Active Members, to vote or to serve on the Board or as an officer, unless they continue to satisfy the other requirements to qualify to be an Active Member.
- D. Organizational Members. Businesses and organizations who wish to be members of the Association may apply to join and may be accepted as members at the discretion of the Board of Directors. The Board shall set and may alter the annual dues for business and organizational members. Business and organizational members do not have the right to vote or the other rights of Active Members.

Section 3. Powers of Active Members. The Association's Active Members shall have the power to: (a) elect and also to remove the Directors on the Corporation's Board of Directors, (b) to vote on any amendments to these Bylaws or the Articles of Incorporation that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which the Directors are elected or selected; (c) to vote on the qualifications of Active Members; and (d) to vote on any amendment to these Bylaws or the Articles of Incorporation which would reduce or eliminate any right of an Active Member; (e) vote to sell, transfer, lease, exchange, option, convey, or otherwise dispose of substantially all of the Corporation's assets, to merge the Corporation's assets with the assets of another entity, or to dissolve the Corporation; (f) vote on any other matters properly put before the Active Members for an advisory vote by the Board of Directors; and (g) inspect and copy corporate records as set forth in ORS 65.774.

The Active Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing

expenditures, setting policies, or determining the Association's programs and activities.

Section 4. Records of Members. The Secretary shall ensure that the Association maintains a current formal record of the names, contact information, and status of Active Members. The contact information of Active Members must be in the form of a street address, mailing address, or electronic address at which the Active Member elects to receive notices and other messages from the Corporation.

Section 5. Dues. All members except Honorary Members must pay membership dues. The amount of the annual dues will be set by the Board of Directors. Members who are unable to pay their dues for reason of a permanent disability, may so notify the Board of Directors and they may be exempted from paying all dues. The Board shall review such cases after six (6) months to determine if members whose dues have been exempted are able to resume their obligation to pay dues. Notwithstanding the provision in these Bylaws relating to the suspension or removal of an Active Member, an Active Member may be automatically suspended or removed for the nonpayment of dues, without a hearing or opportunity to be heard.

Section 6. Suspension or Removal of Active Members. An Active Member may be suspended or removed by a majority vote of the Active Members or by the Board of Directors for serious misconduct which adversely affects the interests or reputation of the Corporation. Serious misconduct includes but is not limited to: (1) Any present or past officer, director or member representing or acting on behalf of the Association without proper authorization, (2) intentional violation of the provisions of the Bylaws, or (3) involvement in an act in violation of the policies or detrimental to the best interests of the Association.

Before the Active Members or Board of Directors can suspend or remove an Active Member, the Corporation shall provide prior written notice of the suspension or expulsion to the Active Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the meeting at which removal will be considered. Further, there must be an opportunity for the Active Member to be heard, orally or in writing, by the Active Members, Board of Directors, or persons authorized to withdraw the proposed suspension or removal not less than five (5) days before the effective date of the suspension or removal.

An Active Member who has been suspended or removed is liable to the Corporation for dues, if any, incurred by the Active Member before the effective date of the Active Member's suspension or removal.

Active Members and individual or business members who have had their membership terminated for cause shall not be eligible to reapply for membership or serve as

members.

Section 7. Resignation of Active Members. Any Active Member may resign at any time by sending or delivering a written resignation to the President or Secretary of the Corporation. An Active Member's resignation is irrevocable upon receipt by the Corporation. If an Active Member resigns, and then subsequently desires to re-establish Active Membership, the individual must reapply for Active Membership as if the individual had never been an Active Member.

Section 8. Quorum for Active Membership Meetings. A quorum for meetings of the Active Members shall consist of at least 20 Active members, or 33% of the Active Members, whichever is less.

Section 9. Decision-Making by Active Members. The affirmative vote of at least a majority of the Active Members present at or participating remotely in a properly called meeting, or in a vote conducted by mail or email, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions of the Active Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All votes and decisions require a clearly stated motion and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the Active Members or as part of reaching any decision of the Active Members.

Section 11. Participation in Meetings Remotely.

- A. At the discretion of the Board of Directors, meetings may be held or members may be allowed to participate in meetings, by telephone, video conferencing, internet-based communication, or any other method, so long as all participating members can simultaneously communicate with each other. An Active Member participating in such a meeting is deemed present for purposes of a quorum.
- B. Notice of any Membership meeting at which participation by remote communication is permitted by the Board shall state that such participation is authorized and describe how a member may notify the Corporation that they intend to participate in the meeting by remote communication.

Section 12. Voting by Written Ballot. Voting by written ballot may be authorized by the Board of Directors or by the Active Members. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual,



regular, or special meeting of the Active Members may be taken without a meeting if the Corporation delivers a written ballot to every Active Member entitled to vote on the matter, by mail, fax, or e-mail as directed by the individual Active Member. The written ballot shall: (1) Set forth each nominee or proposed action; and (2) Provide an opportunity to vote for each vacant position elected by the Active Members and for or against each proposed action.

All solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify a reasonable time by which the ballot must be received by the Corporation in order to be counted.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Active Members.

Section 13. Annual Membership Meeting. There must be an Annual Meeting of the Active Members which will be held to elect Members to the Board of Directors. It will be held during the first quarter of the calendar year at a date and time set by the Board of Directors. To qualify to vote on the election of Directors, an Active Member must be up to date in the payment of their annual dues, as well as any other financial obligations owed to the Association, on or before December 30<sup>th</sup> by 5:00 PM PST.

Written notice of the Annual Meeting must be sent by first class mail or e-mail, as directed by the individual Active Member, to all Active Members entitled to receive notice, at the mailing address or e-mail address provided by the Active Member as it appears in the corporate records, at least seven (7) days in advance of the meeting. If necessary to ensure that all Active Members receive notice of meetings, the Association may also inform its Active Members of a meeting by posting the notice to their website, Facebook page, or other online platforms, or on the front door of the Association's Cultural Center, where Active Members can easily view the notice.

At the Annual Meeting, Active Members will hear and consider reports from the Board of Directors or Officers concerning the activities, management, and budget of the Corporation. Active Members will then elect the Directors and vote on any other matters for which proper notice was given. Voting will be by secret ballot if any Active Member or Director so requests. The failure to hold an Annual Meeting does not affect the validity of any Corporate action.

Section 14. Other Active Member Meetings.

A. Regular Meetings. The Association shall hold regular quarterly Membership

Meetings at the Association's Cultural Center, at a date and time set by the Board of Directors. For regular meetings at which a formal vote of the Active members will take place, a single notice sent by first class mail or e-mail, as directed by the individual Active Members at least seven (7) days in advance of the beginning of the series of regular meetings shall be sent. For regular meetings at which no formal vote by the Active Members will take place, sufficient and no further notice is required so long as the meeting dates and times which were announced do not change. If necessary to ensure that all Members receive notice of meetings, the Corporation may also inform its Members of a meeting by posting the notice to their website, Facebook page, or other online platforms where Active Members can easily view the notice, or on the front door of the Association's Cultural Center.

- B. Special Meetings. Special meetings of the Active Members may be called by the President, by the Chairman of the Board of Directors, or by a quorum of the Active Members. Notice for a special meeting must be mailed by first class mail or e-mail, as directed by the individual Active Member at least seven (7) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. If necessary to ensure that all Members receive notice of meetings, the Corporation may also inform its Active Members of a meeting by posting the notice to their website, Facebook page, or other online platforms where Active Members can easily view the notice, or on the front door of the Association's Cultural Center. Only the business for which a special meeting is called may be considered at the meeting.

Section 15. Content of Notice. The Active Member meeting notice must contain the date, time, location, and when required, the purpose(s) of the Active Member meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to these Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered. Additionally, if dissolution, merger, or the sale of substantially all of the Corporation's assets is to be considered at the meeting, the notice must state this fact with a brief description of the matter to be considered.

Section 16. Adjournment to Different Date, Time, or Location. If an Active Member meeting is adjourned to a different date, time, and/or location, notice does not have to be given of the new date, time, and/or location if the new date, time, and/or location is announced at the Active Member meeting before adjournment. However, if the persons entitled to vote at the Active Member meeting change after the adjourned meeting and before the subsequent meeting, a new meeting notice must be given to each Active Member.

Section 17. Record Date. The record date to determine the Active Members entitled to receive notice and vote at a meeting of the Active Members is thirty (30) days before the date of the meeting, except that to have the right to receive notice of the annual membership meeting held in February and vote on the election of Directors, Active Members must have paid their annual dues for the coming year by December 30 of the year preceding the February annual meeting and elections.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Corporation's affairs. Such management includes, but is not limited to the following: (a) establish the Corporation's policies and review and change them as necessary, (b) oversee its programs, (c) appoint or employ and supervise its executive director or head of staff, (d) authorize its expenditures, (e) oversee its financial affairs, and (f) ensure the proper management and use of its assets and property. Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate authority and responsibility over any matter delegated. The Board of Directors must also ensure that the Corporation: (a) properly employs the necessary corporate formalities to make its decisions, (b) prepares and submits all required state and federal reports, and (c) operates in compliance with relevant state and federal laws. Board Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board of Directors does not include direct management or conduct of the daily operations of the Corporation.

The Board of Directors shall approve the following positions, which may be nominated and recommended by any member of the Board of Directors: Assistant Secretary, Assistant Treasurer, Assistant Auditor, Building Manager, Assistant Building Manager, Sgt. At Arms, and Public Relations Officer. The persons appointed to these positions are not required to be members of the Board of Directors, and shall have not voting rights at the meetings of the Board of Directors, unless the persons in those positions have been properly elected to the Board of Directors by the Active Members.

Section 2. Records of Directors. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.

Section 3. Qualifications of Directors and Composition of the Board. All nominees for positions on the Board of Directors must be Active Members and meet all of the

qualifications to be Active Members in good standing, must have attended at least four (4) meetings of either the Members or the Board in the previous 12 months, and must have demonstrated a commitment to the mission and purposes of the Association.

Section 4. Number of Directors. The Board of Directors must consist of no fewer than five (5) and no more than fifteen (15) Directors. The Active Members may at any time pass a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time, to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled annual meeting at which time they may run for re-election and be re-elected for a full term of office.

Section 5. Terms of Directors. Directors will serve for a three (3) years term of office. The election of Directors will take place at the Annual Membership Meeting which will be held during the first quarter of the calendar year at a date and time set by the Board of Directors. The term of office for Directors shall begin on April first (1<sup>st</sup>) and end March thirty first (31<sup>st</sup>) of the end of the term of office. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors.

- A. Identification of Candidates. Candidates for the election to serve on the Board of Directors must file a certificate of candidacy with the Secretary, Assistant Secretary, or President, not later than December 30<sup>th</sup> by 5:00 PM PST. All persons who have filed a certificate of candidacy and who are qualified to serve on the Board of Directors, must be presented on the ballot for the Active members to vote on.
- B. Election Process. A list of the Active Members who are qualified to vote in the election shall be prepared by the Treasurer and Secretary, certified by the Auditor, and a copy furnished to the Chair of the Election Committee not later than the first day of February. At the annual membership meeting, each Active Member shall vote separately on whether to elect each person who is on the ballot. The vote must be by a secret ballot if any nominee so requests, with safeguards set by the Election Committee to ensure that only qualified Active Members cast votes. There shall be no campaigning or electioneering of any kind inside or outside or within fifty (50) meters from the Association's Cultural Center on election day.
- C. Election Policy and Procedures. The Board of Directors shall appoint a

nominating committee that has the responsibility of checking the eligibility of candidates, and shall present the names and corresponding positions applied for during the regular monthly meeting of the Board in January. The Board shall also appoint members of an Election Committee to oversee the election. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

#### Section 7. Removal of Directors.

- A. Directors may be removed with or without cause by a majority vote of the Active Members present at, or participating remotely in a meeting if permitted by the Board, so long as proper notice of a vote on the removal was given, and a quorum is present or participating. The vote of the Director proposed to be removed shall not be counted. The vote shall be by a secret ballot if any Member so requests.
- B. Directors may also be removed by a majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) missing three (3) or more meetings of the Board of Directors due to unexcused absences, in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation. The vote shall be by secret ballot if any Director so requests.
- C. Whenever the removal of a Director will be considered at a meeting of the Active Members or Board of Directors, proper notice must be given in advance stating that the removal of a Director will be considered and voted on.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing, signed and delivered to the President or Secretary of the Corporation. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be re-elected anew. Resigning from the Board does not remove a person from the Membership.

Section 9. Filling Vacancies. The Active Members or the Board of Directors may elect a Director to fill a vacancy on the Board of Directors caused by the removal, resignation or death of a Director. A Director so elected to fill a vacancy will serve the remainder of

the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. Quorum. At all meetings of the Board of Directors the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions. If at any time during an official meeting of the Board of the Directors the number of Directors required to establish the quorum is lost for any reason, no corporate business or making of corporate decisions shall be allowed unless and until a quorum is re-established.

Section 12. Decision-Making and Voting In-Person and Remotely. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote.

The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telecommunication and Electronic Meetings. Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 15. Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signature, whether from the email address of the Director's address of record or through reliable third-party electronic signature

platforms, shall have the same legal force and effect as hard copy ink signatures.

The Chairman of the Board, the President, Secretary, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board of Directors shall meet monthly, unless the Board decides to miss a monthly meeting for good cause, and in any event shall meet not less than once each quarter of the year. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Chairman of the Board may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

Section 18. Notice of Meetings.

- A. Notice must be given to every Director of the Board for every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

- B. After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 19. Authority of Directors and Officers; No Misrepresentation. The President and Chair of the Board, and the Executive Director if any, shall be the official spokespersons for the Corporation and may represent the Corporation and its positions whenever appropriate. No other Directors or Officers may officially represent the positions of the Corporation or speak of the Association or make agreements on behalf of the Corporation without specific approval by the Board of Directors.

#### ARTICLE IV. OFFICERS AND STAFF

Section 1. Officers. The Officers of the Corporation shall carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers shall be a President, First Vice-President, Second Vice-President, Chair of the Board, Secretary, Treasurer and Auditor. The same person may not hold any two office positions at the same time. All Officers must serve simultaneously as members of the Board of Directors.

Section 2. Election and Term of Office. The Officers of the Corporation will be elected by the Board of Directors. Only members of the Board of Directors are qualified to serve as Officers. As soon as possible following the election of Directors, the Board of Directors will meet to elect the Officers of the Corporation. Officers will serve one (1) year terms. However, unless they resign in writing or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by a majority vote of all the Directors in office whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board or Active Members, whichever is appropriate, also remove the individual as a Director.

Section 4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the Board of Directors may elect any eligible individual to fill such a vacancy. The elected Officer



will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of the Corporation and will, in general, supervise or oversee the supervision of all of the affairs of the Corporation. If the Chair of the Board is not available, the President may preside at meetings of the Board of Directors unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee. The President may call special meetings of the Board or of the Active Members for important matters requiring immediate action. The President shall preside at meetings of the Members unless the Board selects another person to preside. The President shall make an annual report on the Association's financial affairs and activities at the general membership meeting in March of each year.

Section 6. First and Second Vice-Presidents. The First Vice-President will perform the duties of the President in the absence of the President or in the event of the President's inability to act. In the absence of both the Chair of the Board and the President, the Vice-President shall preside at meetings of the Board. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President may also perform other duties assigned by the Board of Directors.

The Second Vice-President shall assume the duties assigned by the President, and shall assume the duties of the First Vice-President in their absence.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the Active Members, Board of Directors, and Board committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each Active Member as provided by such member; (e) keep a register of the contact information of each Director on the Board of Directors as provided by such Director; (f) ensure that all required state and federal reports are prepared and filed in a timely fashion; (g) make copies available of the Association's current Bylaws; and (h) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) ensure the proper management and control of all funds of the Corporation; (b) prepare full and accurate financial records on a timely basis of all the

income, expenses, and assets of the Corporation; (c) ensure that written financial statements and reports on the financial affairs of the Corporation are presented to the Board of Directors at least once each quarter at a meeting of the Board of Directors; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the Corporation, (e) ensure that all bills are properly paid; and (f) at all times have the financial books and records open and available for examination by the Auditor, officers, members of the Board of directors, and the members of the Association; shall make a report of the finances of the Association for the fiscal year at the annual general membership meeting. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair of the Board. The Board of Directors may elect a Chair of the Board, who shall ordinarily preside over the meetings of the Board of Directors unless the Board selects another person to preside. The Chair of the Board may call special meetings of the Board or of the Active Members for important matters requiring immediate action. The Board may also assign other duties to the Chair.

Section 10. The Auditor. The Auditor shall (a) audit the financial books and accounts and of all financial records maintained by the Treasurer or Assistant Treasurer; (b) See that all cash receipts and reimbursements are properly accounted for the treasurer; (c) attest to the Treasurer's monthly report; (d) shall submit an audit report to the President and Board of Directors on at least an annual basis; (e) conduct an annual audit and inventory of all assets and properties of the Association; and (f) submit all external annual reports as required by Federal and State agencies, including the Internal Revenue Service, the Oregon Department of Justice and the Oregon Secretary of State.

Section 11. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the Corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

## ARTICLE V. COMMITTEES

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

### Section 2. Executive Committee.

- A. The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees shall consist of the Officers so long as they are simultaneously serving as members of the Board of Directors. The Executive Committee may also have up to two (2) other Directors if their membership on the Executive Committee is approved by the affirmative vote of a majority of all Directors then in office. The Executive Committee shall not have any members who are not simultaneously Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.
- B. The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 3. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b) authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors and shall not have any members who are not simultaneously Directors. Such committees shall be established by

resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Section 4. Non-Board Level Committees. The Board may establish any other working or advisory committee, that may be composed of Board or Non-Board members, that it deems appropriate. These are all “Non-Board Level Committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

Section 5. Financial Oversight Committee.

- A. The Board may establish a Non-Board Level Committee responsible for financial oversight of the Corporation’s income and expenses, which shall be named the Financial Oversight Committee. The committee must consist of the Auditor and two (2) or more persons, including at least one (1) person with some financial experience or experience with bookkeeping who is not the Corporation’s check signer or bookkeeper. The committee shall be responsible for overseeing the Corporation’s financial transactions and the implementation of the Corporation’s financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the Corporation’s expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the Corporation’s finances to the Board. The committee shall also make the necessary arrangements for and oversee the Corporation’s annual audit or annual financial review.
- B. Annual Financial Assessment. The Auditor in cooperation with the Financial Oversight Committee, if that committee is established, shall perform an annual audit, financial review, financial compilation, or financial assessment. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation’s financial records so that it would likely discover any misuse, embezzlement, or theft of the Corporation’s funds or assets. The financial oversight committee described above shall ensure that the resulting report is presented to the entire Board of Directors.

Section 6. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee

will continue until their successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 7. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

Section 8. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, any Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

## ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the Corporation may pay compensation to Officers and Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director of the Board of Directors or to a Director's or Officer's family member. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff. (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of

interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter, and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. (3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (a) those with the authority to spend the Corporation's money; (b) those who are the bookkeeper(s) who record and track the income and expenditures; and (c) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the Corporation's checks or use its credit cards shall not be allowed to also serve as the Corporation's bookkeeper(s); and that the Corporation's bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

Section 4. Tax Year. The tax year of the Corporation is the calendar year.

Section 5. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the Corporation shall strive to store corporate documents as both electronic and physical documents whenever practicable.

Section 6. No Discrimination. In the delivery of its services to the public, the Corporation does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to do so. Provided, however, that only the Active Members may approve amendments that relate to: (a) the number of Directors, (b) the composition of the Board, (c) the term of office of Directors, (d) the method or way in which the Directors are selected or removed, (e) the way in which the Active Members are selected or removed, or (f) the qualifications of Active Members. The affirmative vote of a majority of the Active Members participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given at least seven (7) days in advance, and must include either a written copy or written summary of the proposed amendments.

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**CERTIFICATE OF SECRETARY**

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Filipino-American Association of Portland and Vicinity, Inc. as duly adopted by the Active Members on the 25<sup>th</sup> day of January, 2024.

Signed this 25th day of January, 2024.

Secretary Signature 

Printed Name Doreene Enriquez