

PHILIPPINE-AMERICAN ASSOCIATION OF ALABAMA, INC.

# Constitution and Bylaws

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**Approved by the General Membership of the Philippine-American Association of Alabama, Inc.  
on  
25 January 2020**

# CERTIFICATION

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The original Constitution and Bylaws of the Philippine-American Association of Alabama, (PAAA) were adopted and approved on the 28th day of January, nineteen hundred and eighty- nine (Jan 28th, 1989) in the city of Huntsville of the state of Alabama.

Signed:

Florinda Gervais, Executive Secretary

Arsenio Mendiola, President

Amendment One of the Constitution and Bylaws of the Philippine-American Association of Alabama was adopted and approved on the 31st day of August, nineteen hundred and ninety-six (Aug 31st, 1996) in the city of Huntsville of the state of Alabama.

Signed:

Nadette Burrows, Executive Secretary

Rolando Orteza Gentolizo, President

Amendment Two of the Constitution and Bylaws of the Philippine-American Association of Alabama was adopted and approved on the 1st day of December, nineteen hundred and ninety-six (Dec 1st, 1996) in the city of Huntsville of the state of Alabama.

Signed:

Nadette Burrows, Executive Secretary

Dony Gapasin, President

Emeterio N. Bolivar, Chairperson - Constitution and Bylaws

Frank Cepeda, Co-Chairperson - Constitution and Bylaws

Constitution and Bylaws of the Philippine-American Association of Alabama, Inc.

Amendment Three of the Constitution and Bylaws of the Philippine-American Association of Alabama was adopted and approved on the 4th day of February, nineteen hundred and ninety-nine (Feb 4th, 1999) in the city of Huntsville of the state of Alabama.

Signed:

Tess Neumann, Executive Secretary

Cris Engutan, President

James E. Milliner Chairperson - Constitution and Bylaws

Emeterio N. Bolivar, Co-Chairperson - Constitution and Bylaws

Amendment Four of the Constitution and Bylaws of the Philippine-American Association of Alabama was adopted and approved on the 2nd day of February, two thousand and six (Feb 2nd, 2006) in the city of Huntsville of the state of Alabama.

Signed:

Eloisa Evans, Executive Secretary

Romy Ocampo, President

Terry Bolivar, Chairperson - Constitution and Bylaws

Tom Geronimo, Co-Chairperson - Constitution and Bylaws

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

This Revised Constitution and Bylaws of the Philippine-American Association of Alabama, (PAAA) was approved and adopted on the twenty-fifth of January, two thousand twenty (25 January 2020) in the city of Huntsville of the state of Alabama.

Signed:

Brigitte Orr, Executive Secretary

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Marivic Adcock, President

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Eric Fears, Chairman of the Board of Directors

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## **PREAMBLE**

We, the members of the Philippine-American Association of Alabama Incorporated, do hereby organize ourselves in conformity with the Constitution and Bylaws hereinafter stated to

- promote friendships and brotherhood;
- provide avenues for cultural and social exchange among members and the community;
- promote the welfare and well-being of members and friends;
- maintain and promote Filipino traditions and cultural heritage to the succeeding generations of people of Filipino ancestry and their friends who have interest in Filipino culture; and
- foster civic, charitable, and educational awareness

## **ARTICLE I - ORGANIZATION**

### **Section 1: Name and Official Address**

This Association shall be known as the **Philippine-American Association of Alabama Incorporated**, herein referred to as "Association". The official abbreviation shall be "**PAAA Inc.**" The Association is a non-profit corporation registered with the State of Alabama, USA, with a post office address of P. O. BOX 7344, HUNTSVILLE, ALABAMA 35807.

### **Section 2: Purpose and Objectives**

The Association shall be organized to

1. preserve and promote Filipino cultural heritage to the succeeding generations,
2. provide educational opportunities to deserving dependents or members of the Association,
3. provide emotional, social and professional assistance to members in time of need, in accordance with the means and resources of the Association, and
4. support charitable causes to include contributions to organizations which qualify as exempt organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954

### **Section 3: Other**

The aforementioned purpose and objectives shall not preclude the Association from conducting other valid and lawful activities incidental to accomplishing the stated purpose and objectives.

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## **ARTICLE II – Membership**

### **Section 1: Membership Classifications**

The Board of Directors shall approve or deny each application for membership in the Association. The two (2) classes of membership in the Association are

- a. Regular Member
- b. Honorary Member

### **Section 2: Membership Qualifications**

A person of good character who is 18 years of age or older, is not barred from membership in the Association, and who subscribes to the objectives of the Association may submit an application to become a:

- a. Regular Member  

if the applicant is an individual of Filipino descent or the spouse or domestic partner (for at least 5 years) of a person of Filipino descent
- b. Honorary Member  

if the applicant does not meet the qualifications stipulated in Section 2, Paragraph (a.) of this article and is sponsored by an Association member in good standing.

### **Section 3: Membership Privileges**

- a. A Regular member in good standing is entitled to
  - i. vote in all Association elections,
  - ii. hold an elected position,
  - iii. chair committees, and
  - iv. participate in all activities of the Association.
- b. An Honorary Member is entitled to the same privileges as a regular member except an Honorary member may not
  - i. vote in Association elections, or
  - ii. hold an elected position.

## **Section 4: Membership Dues**

- a. Each applicant for Association membership shall pay a membership fee of \$10.00 (ten US dollars) at the time of application. The membership fee amount will be refunded to the applicant should they not be approved for membership in the Association.
- b. The annual fee for renewal of membership as set by the Board of Directors shall be due and payable no later than 90 days from the annual membership renewal date of August 1.
- c. An Association member who fails to pay the annual membership dues shall be ineligible to vote in any Association election or run for any Association elected office.

## **Section 5: Resignation and Termination of Membership**

- a. Any member may resign by filing a written resignation with the Executive Secretary. Resignation shall not relieve a member of unpaid dues, or other charges accrued prior to the effective date of the member's resignation.
- b. The Board of Directors, by majority vote, may terminate a person's membership and/or bar a person from membership in the Association for the reasons stated in Section 1 of ARTICLE VII: REMOVAL AND SUSPENSION.
- c. The Membership Committee Chairperson shall create and maintain a list of persons that are barred from membership in the Association.

## **Section 6: Effective Date of Membership**

- a. An applicant becomes an Association member (interim status) upon payment of the Association membership fee.
- b. Upon approval of full membership in the Association by the Board of Directors the member's interim status will be dropped and the member will be entitled to all membership benefits as of the date of payment of the membership fee.
- c. A member (interim status) whose application is rejected by the Board of Directors will be refunded dues paid for the application and have no status within the Association as of the date of rejection of the application.

## **ARTICLE III - OFFICERS**

### **Section 1: Elected and Appointed Officers**

The Association shall elect the following officers

- a. President,

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- b. Vice President,
- c. Executive Secretary,
- d. Corresponding Secretary,
- e. Treasurer,
- f. Public Relations Officer, and
- g. two (2) Sergeants-at-Arms
- h. six (6) Directors

The Board of Directors may appoint any member in good standing to fill a vacancy in accordance with Section 3 of ARTICLE IV: ELECTIONS.

## **Section 2: Standing Boards**

- a. There shall be a Board of Directors composed of six (6) elected members. Three (3) Directors shall be elected each year. After the initial year of incorporation of the Association, each elected Director shall serve a two (2) year term.
- b. There shall be an Executive Board. The Executive Board will consist of all elected officers, except Directors.
- c. There shall be a Board of Governors. The Board of Governors will consist of all former Presidents of the Association, except as stated in Section 5(c) of this Article.

## **Section 3: Duties and Functions of Elected and appointed Officers**

### **a. The President shall**

- i. call and preside over General Membership, Executive Board and Special meetings
- ii. create committees, appoint Chairpersons of committees, and be an ex officio member of all standing committees
- iii. receive and act upon all official correspondence
- iv. sign all official contractual documents on behalf of the Association
- v. implement policies formulated by the Board of Directors
- vi. ensure the continual operation of the Association

- vii. appoint an auditor on behalf of the Association
- viii. countersign checks on behalf of the Association for amounts over four hundred dollars (\$400.00), as stipulated in Section 2 of Article VIII, Fund and Disbursements
- ix. sign checks under four hundred dollars (\$400.00) in the absence of the Treasurer
- x. prepare the annual budget no later than 90 days after the Inauguration day<sup>1</sup>
- xi. present a quarterly budget and an organizational activity update to the Executive Board and to the Board of Directors as required
- xii. coordinate and ensure the yearly tax filing with the IRS
- xiii. perform duties, as assigned by the Board of Directors, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the members

**b. The Vice President shall**

- i. assist the President in the performance of the President's duties and undertake such tasks as assigned by the President that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership
- ii. attend the Board of Director meetings with powers limited to tie-breaking votes
- iii. assume the duties of the President in the temporary absence of the President
- iv. succeed to the Presidency following any permanent absence of the elected President

**c. The Executive Secretary shall**

- i. take minutes of all Association meetings
- ii. serve as the Custodian of records, meeting documentation, and all written transactions of the Association
- iii. assume the duties of the Corresponding Secretary during any temporary absence of the Corresponding Secretary
- iv. receive and record written letters of resignation and forward such written letters of resignation to the President and the Board of Directors

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<sup>1</sup> The budget shall cover the time period of 01 January through 31 December, and shall be submitted to the Board of Directors for review and ratification.

- v. perform duties, as assigned by the President, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership

**d. The Corresponding Secretary shall**

- i. coordinate with the President and Executive Secretary in sending notices of General and special meetings to the General Membership
- ii. process the official correspondence of the Association and the Board of Directors
- iii. maintain an updated directory of all members
- iv. assume the duties of the Executive Secretary during any temporary absence of the Executive Secretary
- v. perform duties, as assigned by the President, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership

**e. The Treasurer shall**

- i. exercise general supervision of the financial affairs of the Association by performing all duties required by the Constitution and Bylaws or properly assigned by the Board of Directors
- ii. collect all money due the Association
- iii. disburse any money owed by the Association
- iv. maintain accurate and complete records of all financial transactions authorized by the Association
- v. fully co-operate with and participate in any required audit, with the prior approval of the Board of Directors
- vi. report on the Association's financial status at Executive Board and General Membership meetings
- vii. prepare the Association's annual financial report
- viii. perform duties, as assigned by the President, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership

**f. The Public Relations Officer shall**

- i. disseminate information concerning the Association's activities only as authorized by the Association President or designee or the Chairperson of the Board of Directors or designee
- ii. issue all press releases concerning the Association only as authorized by the Association President or designee or the Chairperson of the Board of Directors or designee
- iii. perform duties, as assigned by the President, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership
- iv. ensure the official Association Web page at the URL: [www.paaainc.org](http://www.paaainc.org) is up-to-date with current content as approved by the Association President, the Board of Directors or designee
- v. publish content as approved by the Association President, the Board of Directors or designee on official Association social media accounts **as identified in the Association operations manual**
- vi. ensure that all content on the official Association Web page or published on official Association social media accounts is accurate and correct

**g. The Sergeant-at-Arms shall**

- i. maintain order during all Association events
- ii. exert custody over, inventory and maintain records of the Association's property
- iii. submit semi-annual inventory reports to the Chairperson of the Board of Directors and the President
- iv. register members upon entrance to General Membership meetings
- v. control entry to Association paid events
- vi. validate the vote count during Association elections
- vii. enforce compliance with Association rules
- viii. perform duties, as assigned by the President, that are not inconsistent with law or not specifically reserved by the bylaws to another elected office or to the membership

**h. The Board of Directors shall**

- i. oversee the general operation of affairs, property, and finances of the Association
- ii. formulate policies and standard operating procedures to be implemented by the Executive Board and its members
- iii. recommend to the General Membership the raising, appropriating and disbursing of funds
- iv. perform or authorize any action not inconsistent with law or not specifically reserved by the bylaws to the membership

**i. The Executive Board shall**

- i. vote on issues and transact business for the Association
- ii. provide an orientation to all newly elected officers within three weeks of the general election

**j. The Board of Governors shall**

serve in an advisory capacity to the Board of Directors and the Executive Board

## **Section 4: Compensation**

Elected and Appointed Officers of the Association shall not directly or indirectly receive any salary or compensation for service. In this context only, the definition of compensation does not include awards of nominal value recognizing service to the Association, its members or the community at large.

## **Section 5: Resignations**

- a. In order to resign from an Association Office, an appointed or elected officer must submit a written letter of resignation to the Executive Secretary. The written letter of resignation must include, at a minimum, the title of the position from which the officer is resigning, the effective date of the resignation and the resigning officer's handwritten signature.
- b. If the Executive Secretary is unavailable the letter of resignation will be given to the President.
- c. An Association President who resigns, prior to completion of their elected term, for reasons other than health will be prohibited from serving on the Board of Governors. A former Association president who is subject to the aforementioned prohibition may petition the Board of Directors to rescind the prohibition.

## **ARTICLE IV: ELECTIONS**

### **Section 1: Election Process and Procedures**

- a. A general election shall be held annually on the first Saturday of August. Constitution and Bylaws of the Philippine-American Association of Alabama, Inc.

- b. Voting shall be by secret ballot.
- c. Voting shall be limited to members who joined the Association at least sixty (60) days prior to the election date.
- d. Election ties will trigger an immediate recount of the votes. If the recount of the votes still results in a tie, a run-off election limited to the candidates that were tied will be held immediately following the recount.
- e. Any member seeking an elected office of the Association, must be a member in good standing for at least ninety (90) days prior to the election.
- f. A member cannot be nominated in absentia for an elected office unless written consent for consideration is presented to the Elections committee prior to the election.
- g. A member cannot be nominated for or elected to the office of President, Vice President or Treasurer where they may report to, or supervise a member of their immediate family. In this context only, the definition of immediate family is: parent; step parent; foster parent; sibling; child; grandparent; grandchild; spouse or life partner; and grandparent, parent, child, grandchild, or sibling of spouse or life partner. Prior to accepting any nomination for elected office potential candidates are required to disclose immediate family relationships with the Executive Board, the Board of Directors and other candidates in the general election. Failure to do so will be grounds for removal from office. Any conflict of interest shall be referred to the Board of Directors by the Elections Committee Chairperson prior to conducting the election for the office in question.
- h. Three (3) Directors are elected during each general election. The three (3) candidates receiving the highest number of votes shall be elected as Directors.
- i. Two (2) Sergeants-at-Arms are elected during each general election. The two (2) candidates receiving the highest number of votes during the election shall be elected as Sergeant-at-Arms. The candidate with the most votes shall be designated Master Sergeant-at-Arms.
- j. Induction of the elected officers and directors shall be held on the second Saturday of September.

## **Section 2: Terms and Term Limits**

- a. An officer, who is elected during a general election, shall serve for a term of two (2) years. At the end of each term the officer is eligible for nomination to any office.



- b. A person may not serve in the same elective office for more than two (2) consecutive terms. The Board of Directors may waive this clause for any specific office if there are not at least two (2) viable candidates for the office.
- c. An elected officer shall resign from the office held before becoming a candidate for another office, if the term of the office sought begins before the end of the term of the office held. The letter of resignation for office held must be submitted to the Executive Secretary and to the Elections Committee Chairperson at least 60 days prior to the election date.

### Section 3: Vacancy

- a. For the purposes of this section “vacancy” is defined as an elected Association position that remains unfilled after application of the order of succession as defined in this section.
- b. If a vacancy in an elected position occurs for any reason other than the expiration of the term of office, the unexpired term shall be filled by a member in good standing elected by Special election.
- c. When a vacancy occurs, a special election shall be held no later than sixty (60) days after the date the vacancy began.
- d. The term of an officer elected by special election shall be limited to the remainder of the term of the officer that created the vacancy.
- e. The order of succession for Association officers is defined as follows:

Priority	Vacant Office	Succeeding Member	Limitations/Conditions
1	President	Vice President	Term limited to the remainder of vacated term.
2	Vice President	Member elected during special election	<p>The Board of Directors may appoint an interim to act in the role until the special election is held.</p> <p>An elected office is still considered to be vacant when being fulfilled by an appointee.</p> <p>Term limited to the remainder of vacated term.</p>
3	Executive Secretary	Member elected during special election	
4	Corresponding Secretary	Member elected during special election	
5	Treasurer	Member elected during special election	
6	Public Relations Officer	Member elected during special election	
7	Sergeant-at-Arms	Member elected during special election	Term limited to the remainder of vacated term.
8	Director	Member elected during special election	

## **ARTICLE V - STANDING COMMITTEES**

### **Section 1: Ethics Committee**

The Ethics Committee shall serve as an investigatory and advisory committee on matters both advantageous and detrimental to the Association. Charges made by a member in good standing, which may result in Article VII action shall be directed, in writing, to the Ethics Committee Chairperson. The Ethics Committee Chairperson shall cause an investigation to be conducted and present the charges and recommendations for action to the Board of Directors for a decision.

### **Section 2: Membership Committee**

The Membership Committee shall be responsible for seeking out prospective Association members, screening membership applications, and making recommendations to the Board of Directors regarding prospective members. The Membership Committee will provide a complete and accurate Association membership directory to the Board of Directors, the President, the Elections Committee Chairperson or the Corresponding Secretary when requested to do so.

### **Section 3: Elections Committee**

The Elections Committee shall review the qualifications of all members seeking office within the Association and place qualified names on the nomination list thirty (30) days prior to the general or special election. The Elections Committee will conduct the election process.

### **Section 4: Ways and Means Committee**

The Ways and Means Committee shall recommend fund raising programs to the President.

### **Section 5: Education and Scholarship Committee**

The Education and Scholarship Committee shall determine the recipients of the education and scholarship awards for elementary school, middle school, high school and post-secondary divisions. The criteria used for making the awards shall be school report cards and/or other academic or needs-based criteria as determined by the committee and approved by the Board of Directors.

### **Section 6: Cultural Committee**

The Cultural Committee shall recommend to the President cultural programs and activities that promote understanding of the Philippines and Filipinos or that foster friendships between Filipinos and the people living in the United States of America. The Cultural Committee shall co-ordinate participation in any and all cultural activities as approved by the President or the Board of Directors.

## **ARTICLE VI – MEETINGS**

### **Section 1: Executive Board Meetings**

The Executive Board shall meet at least once every month. All members of the Executive Board and invited committee chairs are expected to attend the Executive Board meetings. Only members of the Executive Board can vote on issues pertaining to the Association.

### **Section 2: General Membership Meetings**

General membership meetings shall be held at least two (2) times a year on dates determined by the Association President or Board of Directors.

### **Section 3: Board of Directors Meetings**

The Board of Directors shall meet in person at least two (2) times a year immediately following the two (2) general membership meetings. The Board of Directors may vote on matters through emails, texts or other verifiable electronic means.

### **Section 4: Special Meetings**

A special general meeting is a meeting held for the limited purpose of discussing specific matters as stated in the notice of meeting. Special general meetings may be called by the Chairman of the Board of Directors, the Executive Board, a simple majority of the Board of Directors or by a petition signed by fifty percent (50%) of the voting members.

### **Section 5: Notice of Meeting**

Notice of each general membership meeting shall be given to each voting member, (by SMS/text, email, social media, or other means as approved by the Board of Directors), not less than two (2) weeks prior to the meeting date.

### **Section 6: Quorum**

A quorum for the

- a. General Membership meeting shall be fifteen percent (15%) of the Association members in good standing
- b. Executive Board meeting shall be five (5) officers
- c. Board of Directors meeting shall be four (4) officers

### **Section 7: Vote**

All issues to be voted on shall be decided by a simple majority of members in good standing who submit valid votes for the issue to be voted upon.

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## ARTICLE VII: REMOVAL AND SUSPENSION

### Section 1: Cause

The Board of Directors may remove a member from office or terminate a person's membership for any of the following reasons:

- a. A member is found to have violated any provision of the Constitution and Bylaws.
- b. A member obstructs the proper functioning of the Association.
- c. A member becomes a hindrance or obstacle to the progress of the Association.
- d. A member's conduct reflects poorly on the Association or subjects the Association to legal action.

### Section 2: Process

The Board of Directors shall establish, and may revise from time to time, a process by which members may file a formal complaint against another member. All formal complaints shall be investigated by the Ethics Committee. The Board of Directors shall act upon all complaints once the Ethics Committee investigation is complete.

## ARTICLE VIII - FUNDS AND DISBURSEMENTS

### Section 1: Funds

Funds for the necessary and proper conduct of the business of the Association shall be raised by annual dues, voluntary contributions, public or private grants, or other such means not prohibited by this Constitution and Bylaws, the laws of the State of Alabama or the laws of the United States of America.

### Section 2: Disbursements

For amounts less than Four Hundred United States Dollars (USD\$400.00) the Association may issue a check signed by one (1) authorized officer. For amounts of Four Hundred United States Dollars (USD\$400.00) or more the Association shall issue a check that is signed by two (2) authorized officers.

The table below provides all authorized combination of signatures.

<b>FOR AMOUNTS LESS THAN USD\$400.00 (only one [1] signature required)</b>	
<b>FIRST SIGNATURE</b>	<b>SECOND SIGNATURE</b>
Treasurer	N/A
President	N/A

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<b>FOR AMOUNTS GREATER THAN USD\$400.00 (two [2] signatures required)</b>	
<b>FIRST SIGNATURE</b>	<b>SECOND SIGNATURE</b>
Treasurer	President
Treasurer	Vice President
President	Vice President
President	Executive Secretary

## **ARTICLE IX - INDEMNIFICATION**

For the purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of the Association; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification.

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any such action, suit or proceeding, whether civil, criminal, administrative or investigative, by the reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Association, or who is or was serving at the request of the Association as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Alabama from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Association as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Association. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article. Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time without with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Alabama, and may cause the Association to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify such person. The indemnification provided in this Article Constitution and Bylaws of the Philippine-American Association of Alabama, Inc.

shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

In addition, individual members of the Association shall not be held personally liable for debts of, or claims against, the Association to the extent that debts or liabilities of the Association exceed its existing assets.

The Association will purchase appropriate insurance coverage whenever it engages in activities, which may expose the public to risk.

## **ARTICLE X – AMENDMENTS AND REVISIONS**

The Constitution and Bylaws may be amended or revised by a two-thirds ( $\frac{2}{3}$ ) majority of members in good standing of the Association in attendance. A copy of the proposed revisions and amendments shall be available to each member at least one week in advance of the general or special meeting, at which time it will be discussed and voted upon.

## **ARTICLE XI - PARLIAMENTARY PROCEDURE**

All meetings of the Association shall be conducted in accordance with this Constitution and By-Laws, Association Standing Rules of Order, Atwood's Rules for Meetings and/or any other modifications or revisions to such rules as deemed appropriate and necessary by at least two thirds ( $\frac{2}{3}$ ) of the members in session and Roberts Rules of Order.

## **ARTICLE XII - DISSOLUTION**

Upon liquidation or dissolution of the Association, whether voluntary or otherwise, no member shall be entitled to any distribution or division of any remaining property or its proceeds. The Board of Directors shall, after paying or making provision for the payment of any liabilities of the Association, dispose of all the assets of the Association in such a manner, or to organizations organized and operated exclusively for charitable, educational, cultural, or scientific purposes shall at the time qualify as exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Association is then located, exclusively for such purpose or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE XIII – STANDARDS OF CONDUCT**

### **Section 1: Purpose**

A distinguishing mark of a credible organization is acceptance by its members of responsibility to the interest of its co-members and the community in which they live. Members of the Philippine-American Association of Alabama (PAAA), Inc., must maintain high standards of conduct in order to effectively discharge their responsibility. The PAAA, Inc. adopts this Code of Ethics for its members.

### **Section 2: Applicability**

This Code of Ethics is applicable to all members. Membership in the PAAA, Inc. is voluntary. By acceptance, members assume an obligation of self-discipline above and beyond the requirement of laws and regulations. The Code provides standards of conduct and basic principles of good morals. Members who are recommended by the Ethics Committee to be in violation of the standards of conduct set forth in the Code shall be subject to forfeiture of their membership in the Association in accordance with Article VII – Removal and Suspension.

### **Section 3: Standards of Conduct**

- a. Association members shall exercise honesty, fairness, and diligence in performance of their duties and responsibilities.
- b. Association members shall exhibit loyalty in all matters pertaining to the affairs of the Association. This does not mean that a member cannot be a member of another organization. However, when the objective/purpose of the other organization conflicts with that of the Association, members should reassess their situation and use good judgment, or consult the Ethics Committee for advice.
- c. Association members shall not knowingly be a party to any illegal or improper activity which might undermine or tarnish the integrity of the Association.
- d. Association members shall abide by the Association Constitution and Bylaws and uphold the objectives of the Association.

**No index entries found.**