

CONSTITUTION AND BY-LAWS of the  
UNIVERSITY OF THE PHILIPPINES  
ALUMNI ASSOCIATION OF  
WASHINGTON, D.C., MARYLAND and VIRGINIA  
(UPAADCMDVA)

FINAL DRAFT 11/11/07

**PREAMBLE**

We, alumni of the University of the Philippines, residing in the District of Columbia, State of Maryland and the Commonwealth of Virginia, in order to form an organization that shall propagate the UP spirit, promote unity and cooperation among UP alumni in the area and across the United States as well as help preserve Filipino culture and tradition, do hereby promulgate and ordain these Constitution and By-laws.

**ARTICLE I – NAME AND OBJECTIVES**

Section 1. There shall be a chapter of the University of the Philippines Alumni Association established within the District of Columbia, State of Maryland and the Commonwealth of Virginia, as a non-profit, 501(c)3 organization, which shall be known as the University of the Philippines Alumni Association - District of Columbia, Maryland and Virginia (UPAADCMDVA)

Section 2. The Association shall have the following objectives:

- a. to undertake or participate in projects and activities including fundraising for educational, charitable, and other non-profit purposes;
- b. to promote and foster closer cooperation and interaction among U.P. alumni in the area and across the United States;
- c. to establish and maintain an association of U.P. alumni in the Washington DC, Maryland and Virginia area that will create a link with the University of the Philippines and the U.P. Alumni Relations Center, Philippines.
- d. to promote and propagate Filipino culture and traditions and to foster a continuing consciousness and awareness of our Filipino heritage; and
- e. to serve as a forum for exchanging ideas and information.

**ARTICLE II – MEMBERSHIP AND MEMBERSHIP FEE**

Section 1. Regular Member: Any person who: (a) enrolled and satisfactorily attended at least 2 years in the education system of the University of the Philippines; and (b) resides in Washington DC, Maryland and Virginia areas may qualify as a regular member.

Section 2: Associate Member: A person of special merit by virtue of his/her exceptional involvement in activities in support of the association may be conferred associate membership by the Board of Directors upon nomination by at least 3 regular members in good standing. Associate membership is subject to the

payment of the membership fees and receives all rights and privileges afforded to regular members except to hold office in the association.

Section 3 Payment of the membership fee confers membership in the association with all associated rights and privileges.

- (a) An annual membership fee of \$25.00 shall be collected payable on or before the general meeting in the summer for the following calendar year. .
- (b) Lifetime membership is \$250.00.
- (c) Any change in the membership fee must be approved by a majority vote of the general membership.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1. General Powers. The power to set policies relevant to the general business affairs of the association shall be vested in the Board of Directors.

Section 2. Number and Qualifications. The number of directors of the association shall be nine (9). The immediate past president and the current president of the association shall be ex officio members of the Board. The remaining seven (7) seats in the Board shall be elected by the general membership from among members of good standing. The president serves as the chairman of the Board.

Section 3. Tenure of Office. All directors shall hold office for 2 years beginning January 1<sup>st</sup> of the even numbered year and shall expire on December 31<sup>st</sup> of the following odd numbered year; unless an incoming director(s) is/are ineligible or temporarily unavailable in which case there shall be a hold-over for that particular office until such time as the incoming director becomes eligible; in which case he/she shall remain in office for the remainder of the 2-year term.

Sections 4. Regular Meeting. A regular meeting of the Board of Directors shall be held immediately before or after the general meeting of members.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors.

Section 6. Vacancies. Each director shall hold office until the next general election of board members unless sooner removed, with or without cause, by vote of the general members. Any vacancy occurring in the Board of Directors may be filled by a regular member nominated by a member of the Board and upon the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office. .

### **ARTICLE IV: EXECUTIVE OFFICERS**

Section 1. Position and Duties – The Executive Officers shall be vested with the authority to conduct the official business of the Association that are consistent with its objectives and implement all policies established by the Board.

- (a) President – It shall be the duty of the President to be (i) the principal executive officer of the association; (ii) preside over meetings of the Executive Officers and the Board of Directors; and (iii) initiate activities necessary to realize the association’s objectives.
- (b) 1<sup>st</sup> Vice-President – The 1<sup>st</sup> Vice-President shall (i) assist the President in the performance of his/her duties; and (ii) shall assume the duties and responsibilities of the later in the event of his/her absence or incapacity.
- (c) 2<sup>nd</sup> Vice-President – The 2<sup>nd</sup> Vice-President shall (i) assist the President and the 1<sup>st</sup> Vice-President in the performance of their official duties and (ii) shall assume the duties of the 1<sup>st</sup> Vice-President in the event of his/her absence or incapacity.
- (d) Secretary – The Secretary and shall act as the administrative officer of the Association. The Secretary shall provide administrative and secretarial support to the President by: (i) ensuring that all correspondence addressed to the President shall be read and replies drafted for the signature of the President. (ii) organizing scheduling and notifying the Officers and/Membership of general or special meetings; (ii) preparing agenda and taking down Minutes at the meeting; (iii) distributing/ mailing announcements/letters to the Membership; assisting standing or ad hoc committees in their respective projects; and (iv) in close coordination with the Membership Director, maintaining an up-to-date Membership Directory. As deemed necessary by the incumbent, an Assistant Secretary may be appointed by the President subject to the approval by the Board. The Assistant Secretary shall assist the Secretary in the performance of his/her duties.
- (e) Treasurer – The Treasurer shall be responsible for: (i) collecting, safeguarding and accounting for whatever fees, contributions or funds due and payable to the Association; (ii) preparing and submitting an annual financial report to the Membership; (iii) presenting a financial report after the completion of a project undertaken by the Association and (iv) preparing and submitting reports required of non-profit 501(c) 3 organizations.. As deemed necessary by the incumbent, an Assistant Treasurer may be appointed by the President subject to the approval by the Board. The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties.
- (f) Auditor – The Auditor shall (i) audit the financial records of the Association; (ii) determine whether proper procedures have been strictly followed in the auditing process; (iii) submit within a reasonable time a written report of said audit, and (iv) review and validate the accuracy of reports required of 501(c) 3 organizations. As deemed necessary by the incumbent, an Assistant Auditor may be appointed by the President subject to the approval of the Board. The Assistant Auditor shall assist the Auditor in the performance of his/her duties.
- (g) Legal Counsel – The Legal Counsel will be appointed by the President subject to the approval of the Board. The Legal Counsel shall assist the Executive Officers and the Board of Directors as called upon.

Section 2. Tenure of Office. All executive officers shall hold office for 2 years beginning January 1<sup>st</sup> of an even numbered year and shall expire on December 31st of the following odd numbered year; unless an incoming officer(s) is/are ineligible or temporarily unavailable in which case there shall be a hold-over for that particular office until such time as the incoming officer becomes eligible; in which case he/she shall remain in office for the remainder of the 2-year term.

Section 3. Vacancies. Each executive officer shall hold office until the next general election of executive officers unless sooner removed, with or without cause, by vote of the Board of Directors. Any vacancy occurring in the Executive Officers may be filled by a regular member duly nominated by one of the officers and upon the affirmative vote of a majority of the Board of Directors. An executive officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

## **ARTICLE V – ASSOCIATION COMMITTEES**

Section 1. The following Standing Committees shall be maintained. All Standing Committees shall regularly report to the Membership in a special or general meeting.

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- (a) Community and Social Relations Committee (CSRC) – The CSRC shall be responsible for promoting interaction within the Association and the general public. It shall network with the Philippine Embassy as well as with other Filipino American organizations to keep UPAADCMDVA abreast with the activities in the community.
- (b) Membership Committee – The Membership Committee shall (i) maintain an accurate, complete and current record of all the Association’s members; (ii) notify a member – either verbally or in writing of non-payment or late payment of dues and/or charges; (iii) actively recruit new members; and (iv) turn over to the Treasurer, all monies collected for which the Treasurer shall issue proper receipts.
- (c) Grants Management Committee – The Grants Management Committee shall (i) maintain an accurate, complete and current record of all the Association’s sponsored grants; (ii) maintain correspondence with the grantees; (iii) manage the Association’s sponsored grants with the appropriate UP organizations.
- (d) Finance Committee – The Finance Committee shall (i) formulate, plan and propose activities that will generate funds for the association’s projects under provisions allowed by the by-laws; (ii) work with the other association’s committees to coordinate such activities that generate funds, and (iii) turn over to the Treasurer, all monies collected for which the Treasurer shall issue proper receipts.

Section 2. At the President’s initiative or upon recommendation, proposal or suggestion of a majority of the membership there shall be created special ad hoc committees to assist the executive officers in the discharge and/or implementation of the objectives and specific projects of the Association. Any committee formed under this provision of the by-laws shall continue until the projects and/or purposes for which they were created have been finished or accomplished. The following are provisional committees that will be created when the need arises.

- (a) Election Committee – The Election Committee shall consist of the current president and 3 UPAA members of good standing to be designated by the President. Before June 30 of every odd numbered year, the committee shall accept nominations for the Executive Officers and Members of the Board and shall prepare the slate of candidates. During the summer meeting of that year, the committee will manage the election and ensure that every paid member is afforded the opportunity to participate in the selection of the Executive Officers and Members of the Board of Directors. The votes shall be counted at the summer general meeting called for this purpose and the results immediately made known. All members of the committee must certify the election results. Candidates for the Board of Directors or the Executive Officers may not serve in this committee.

- (b) By-Laws Committee – The By-Laws Committee shall manage any proposed amendments to the association’s constitution and by-laws and administer the process for addressing and implementing such proposed changes.

## **ARTICLE VI – MEETINGS**

Section 1. The association shall have general meetings two times a year to be held in the summer and the winter. Special meetings may be held as often as necessary on such date and time as the officers may determine or at the request of at least 5 paying members.

Section 2. Any question or issue brought to the Body or the Officers for resolution shall be decided by a simple majority vote of the members present.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum in a meeting for members of the Board. A majority of the members of the Executive Officers shall constitute a quorum in a meeting of executive officers. Attendance of at least twenty (20) members in good standing who are current in their membership fees shall constitute a quorum in a general membership meeting.

## **ARTICLE VII – HOUSE RULES**

Section 1. As a general rule, the order of business in any meeting shall be the following: (i) call to order by the President; (ii) determination of a quorum; (iii) reading , discussion as appropriate, and approval of the Minutes; (iv) consideration of reports; (v) unfinished business; (vi) new business; (vii) other matters; and (viii) adjournment.

Section 2. All questions of procedure not specifically covered by the By-Laws shall be resolved in accordance with the fundamental rules in the “Roberts Rules of Order”.

Section 3. UPAADCMDVA’s By-Laws shall take effect immediately upon approval by the simple majority vote of the paying members in good standing present in a general or special meeting called for that purpose.

Section 4. Any paying member may initiate, propose or sponsor an amendment to the By-laws. Such amendment shall be in writing and presented in a regular or special meeting called for this purpose and shall be approved by a vote of two thirds of the paying members present and voting.

Section 5. No member shall be allowed to vote by proxy.

## **ARTICLE VIII – PROHIBITED ACTIVITIES**

Section 1. The Association shall not conduct activities inconsistent with the its objectives (Article I, Sec. 2) nor shall the Association participate in any partisan political campaign, including the publication and distribution of statements on behalf of, or in opposition to, any candidate for public office. This does not prohibit members from engaging in such activities.

Section 2. The Association shall not carry out any activity not permitted (i) by an association/organization exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code(or corresponding section of any future tax code); or (ii) by an association/organization contribution to which are deductible under Section 17(c)2 of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

### **ARTICLE IX – FISCAL PROVISIONS**

Section 1. The fiscal year of the Association shall begin on January 1 and shall end on December 31. Fiscal reports shall be filed following on a calendar year basis.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, nor can it be distributed to its members, trustees or private persons. However, the Association shall be empowered to pay reasonable compensation for services rendered or to make payments or distributions in furtherance of Section 501(c) 3 of the Internal Revenue Code.

### **ARTICLE X – DISSOLUTION**

Section 1. The Association can be dissolved through a majority vote of all registered members in good standing.

Section 2. All financial assets of the Association shall be distributed to charitable organizations that were identified by the Board of Directors and approved by the general membership at a special meeting prior to formal dissolution action.

Ratified: November 30, 2007

Bylaws Committee

Chair: Perfecto R. Santiago, Chair

Members:     Januario Azarcon  
                  Jun Quion  
                  Bong Pangilinan  
                  Ched Bautista  
                  Edgardo Quisumbing