

Constitution and By-Laws
of the
Filipino Community of Solano County, Inc.



Revised and ratified on October 26, 2025

*(This supersedes the constitution and by-laws, as amended,
dated, November 16, 2011).*

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FILIPINO COMMUNITY OF SOLANO COUNTY, INCORPORATED

CONSTITUTION AND BY-LAWS

PREAMBLE

We the undersigned members of the Filipino Community of Solano County, Incorporated, for the purpose of forming a nonprofit corporation, under and pursuant to the laws of the State of California, do hereby associate ourselves as a social, charitable, and educational body politic, and do hereby adopt the following Constitution and By-laws.

MISSION

FCSCI is a nonprofit public charity dedicated to educational, cultural, and humanitarian initiatives that empower Filipino and immigrant families in Solano County. We provide scholarships, promote cultural education, and offer access to vital community resources that support health, stability, and opportunity for all.

ARTICLE I

NAME AND LOCATION

SECTION 1. The name of this Corporation shall be “**FILIPINO COMMUNITY OF SOLANO COUNTY, INCORPORATED.**” Its acronym shall be “**FCSCI**”.

SECTION 2. The principal office of this Corporation shall be in the County of Solano, State of California.

ARTICLE II

PURPOSES, GOALS, AND OBJECTIVES

SECTION 1. Primary and Specific Purposes:

A. To foster unity among the Filipino-Americans in Solano County and

outlying areas

- B. To represent Filipino-Americans where justice has not been afforded to their members.
- C. To involve the youth of today and tomorrow so that they may feel a sense of community and belonging.
- D. To provide cultural education to our youth so they will learn the history and culture of their motherland, the Philippines.
- E. To provide assistance to our senior members and benefit from their experiences.
- F. To promote cultural and historical education/awareness among the communities in Solano County.
- G. To seek and involve Filipino-American professionals to render voluntary services for our community.
- H. To actively participate in various community activities.
- I. To maintain a Filipino-American Cultural Center that meets the needs of all Filipino-Americans and the community at large.

SECTION 2.

Goals and Objectives

- A. To promote cultural awareness, diversity, equity, and inclusion to encourage appreciation and understanding of all cultures through community events, educational programs, and cultural exchanges.
- B. To embrace unity in our diversity and move forward together towards our common vision and endeavors.
- C. To establish a lasting legacy and serve as a role model for a successful Filipino-American organization.

ARTICLE III

NON-PROFIT AND TAX-EXEMPTION STATUS

- SECTION 1.** The purposes and powers provided for in Article II of this Constitution and By-laws shall be attained and exercised in such a manner so that the Filipino Community of Solano County, Incorporated, shall qualify as a Non-Profit and Tax-Exempt Corporation pursuant to the applicable provisions of the Internal Revenue Service Code 501(c)(3) and General Non-Profit Corporation Laws of the State of California as they are currently in force and effect and amended from time to time.
- SECTION 2.** Notwithstanding any other provisions in this Constitution and By-laws, the Corporation shall not carry on any activities not permitted a Non-Profit and Tax-exempt Corporation under the applicable provisions of the Internal Revenue Service Code 501(c)(3) and General Non-Profit Corporation Laws of the State of California as they are currently in force, effect, and amended from time to time.

ARTICLE IV

MEMBERSHIP

Any person who identifies with Filipino origin—whether through family members or relatives by blood or affinity—and who supports the goal and objectives of this Corporation, shall be eligible for membership in the Filipino Community of Solano County, Inc.

SECTION 1. Regular Membership:

- A. Any person qualified under Article IV, who is at least eighteen (18) years of age , may become a Regular member upon completion of a membership application, approval by the Board of Directors, and payment of their membership fees. application.

SECTION 2. Lifetime Membership: Any Regular member, who are a:

- A. Past presidents and their spouse are considered lifetime members.
- B. Previous Mrs. Philippines or Mrs. Filipino Community Queens and their spouses at the time of their conferment are accorded Lifetime Membership for their efforts in the service or for the benefit of the Corporation. Subsequent spouses of Lifetime Members are not conferred Lifetime Membership, but they may apply for Regular membership in the Corporation.

SECTION 3. Honorary Membership. This is conferred by the President with the approval of the Board of Directors to persons, who have prominently demonstrated in their chosen field high qualities of leadership and unselfish service to this Organization and to the community, in recognition of their meritorious service and invaluable support (materially and morally) as provided in Article II of this Constitution and By-laws. Honorary Members shall not serve in any officer positions nor exercise voting privileges. They shall not be assessed membership fees.

SECTION 5.

Membership Roster. The Corporation shall keep a membership roster containing the name, address, telephone number, and email address of each member, and such roster shall be kept at the Corporation's principal office or the Treasurer's domicile with an updated copy to the Secretary shall be available for inspection by any Officer, Director, or Member of the Corporation during regular business hours. A separate roster containing the names of all members conferred Lifetime and Honorary Membership shall also be maintained by the Treasurer.

ARTICLE V

MEMBERSHIP FEES

SECTION 1. **Annual membership fees** payable to the Corporation shall be in such amount as may be determined from time to time by the Board of Directors with the approval of the General Membership. Annual dues shall be collected from members in the beginning of every year, which is January 1st.

A. **Regular Annual Membership Fees.** The amount of \$20 shall be paid by a new member, and thereafter a fee of \$20 must be paid annually.

B. **Multiple-Year-Discounted Membership Fees.** Any member has the option to pay a fee of \$55 for three (3) years of membership.

SECTION 2. **Reinstatement to Active Membership.** A member who fails to pay their annual membership fee ninety (90) days after it becomes due, which is March 31st, shall be considered delinquent. Any member who pays their membership fee after the ninety (90) days grace period may be reinstated as a new member.

SECTION 3. **Exemption.** Lifetime Members are exempted from paying the annual membership fees.

SECTION 4. **Assessment.** Lifetime Members shall not be imposed any assessment.

ARTICLE VI

OFFICERS

- SECTION 1.** The Filipino Community of Solano County, Inc., shall have the following Elected Officers: President, Vice-President, Treasurer, Auditor, two (2) Public Relations Officers, two (2) Sergeants-at-Arms, and eight (8) Members of the Board of directors. They shall be elected in the November Regular Election.
- SECTION 2.** **Appointed Officers.** The President shall appoint one (1) Secretary, one (1) Assistant Secretary, one (1) Assistant Treasurer, one (1) Assistant Auditor, two (2) Parliamentarians, two (2) chaplains, one (1) Legal Advisor, and two (2) Advisors.
- SECTION 3.** **Other Officers.** The Immediate/ Past President shall be the Advisors of the Corporation and shall be present for all General Membership and Special meetings of the Corporation.
- SECTION 4.** **Term of Office.** All elected and appointed officers shall have a term of office for two (2) years and hold office until their successors shall have been duly elected and qualified. The President, however, cannot be elected to the same office for more than three (3) consecutive terms, but they shall be eligible for another term after a lapse of two (2) years. The provision may be waived through a Resolution passed by the Board of Directors.
- SECTION 5.** **Compensation.** Except as authorized by the Corporation, no officer shall receive any compensation, (e.g. salary) for any service rendered.
- SECTION 6.** **Reimbursement for Expenses.** Official and administrative expenses, supported by valid receipts, shall be eligible for reimbursement.
- SECTION 7.** **Conflict of Interest and Anti Nepotism Clause.** No Family Relationship. Board members can not have an immediate family member relation with any other board members (defined as spouse, siblings, child, etc.).

ARTICLE VI

DUTIES AND POWERS OF OFFICERS

SECTION 1. President. The President shall be the Chief Executive Officer of the Corporation. They shall:

- A. Preside at all general membership and special meetings.
- B. Perform as the Presiding Officer and Chairman of the Board of Directors and preside at all meetings of the Board of Directors. The President shall not vote except in the event of a tie, in which case the President shall cast the deciding vote.
- C. Have the power to appoint all other officers of the Corporation, not filled by election, with the concurrence of the Board of Directors.
- D. Have the power to appoint members of the Advisory Committee, with a maximum of three (3) people. Officially represent, or appoint a designee to represent, the Corporation in civic, social, and cultural functions or meetings within the community or with other organizations, to enhance the Corporation's public image and promote community cooperation.
- E. Recommend deserving active members for Lifetime Membership, for the approval by the Board of Directors; bestow awards and recognitions to members who have made extraordinary contributions in behalf of this Corporation..
- F. Appoint a Historian for the Corporation.
- G. Recommend from time to time such measures as may be necessary to carry out the policy of the administration.
- H. Have the power to appoint standing committees and ad-hoc committees unless there are volunteers to head the above mentioned committees.

SECTION 2. **Vice President.** The Vice President shall take the place and perform the duties of the President in their absence, disability, or incapacity. Disability or incapacity can be construed as one of ill health or inability to perform due to physical or mental weakness or deterioration. They shall:

- A. Officially succeed the President in the event of death or resignation of the latter.
- B. In the event that the Vice President shall assume the office of the President, the Director who got the highest vote in the past election shall become the Vice President..
- C. Responsible for the recruitment of members.
- D. Perform other duties assigned to them by the President.

SECTION 3. **Secretary.** The Secretary shall be the custodian of all records and correspondence of the Corporation. They shall:

- A. Record all the minutes of all General Membership, Executive Board, Board of Directors, and Special meetings and report the same during the next or subsequent meetings.
- B. Shall perform other duties assigned to them by the President.

SECTION 4. **Assistant Secretary.** The Assistant Secretary shall:

- A. Act as Secretary in case of inability, absence, incapacity, or death of the Secretary.
- B. Assist the Secretary and perform other duties assigned to them by the President or Secretary.

SECTION 5. **Treasurer.** The Treasurer shall receive and be accountable for all funds of the Corporation shall:

- A. Allocate budgeted funds of the Corporation and settle all obligations payable and due upon approval of the President.
- B. Keep a cash and ledger up-to-date and render financial and property reports during General Membership meetings and when required by the President or the Board Members.
- C. Maintain a master copy of the Membership Roster.
- D. Deposit the funds of the Corporation at a reputable bank.

E. Advise the President as to the financial status of the Corporation.

SECTION 6. Assistant Treasurer. The Assistant Treasurer shall:

- A. Assume all the duties of the Treasurer in the event of inability, absence, or death of the Treasurer.
- B. Assist the Treasurer and perform duties that may be assigned to them by the Treasurer or the President

SECTION 7. Auditor. The Auditor shall:

- A. Audit all accounts of the Corporation and examine the books of the Corporation monthly or whenever the Director of Auditing Activities may direct.
- B. Audit each financial report prepared by the Treasurer and indicate certification of its accuracy below the Treasurer's signature block on the report.

SECTION 8. Assistant Auditor. The Assistant Auditor shall assist the Auditor or take the place of the Auditor in case of inability, absence, incapacity, or death of the latter.

SECTION 9. Public Relations Officers. The two (2) Public Relations Officers shall:

- A. Formulate and publish in the newspapers, magazines, or periodicals, in coordination with the Director of Advertising and the reviewing and clearing official (President), any public statements, news releases, and media interviews pertaining to all activities and affairs of the Corporation.
- B. Be responsible for content and announcements of the FCSCI website, social media platforms, and general membership announcements.
- C. Act as Liaison Officers of the Corporation with the local community or outside agencies.

SECTION 10. Sergeants-At-Arms. The two (2) Sergeants-At-Arms shall maintain and keep peace and order at all meetings and in any affair of the Corporation, where they may deputize assistants.

SECTION 11. Chaplains. The two (2) Chaplains shall be the Spiritual Advisors of the Corporation and perform functions relative to their office. The duties shall include, but not limited to:

- A. Leading the opening prayer or invocation in the absence of a priest/minister during meetings, ceremonies, dinners, or as called upon.
- B. Appointing assistant(s) to help in the performance of duties, especially during their absence, after coordination with the President.

SECTION 12. Code of Conduct. The Code of Conduct establishes standards of behavior expected of all members of the Board of Directors and Officers, to ensure ethical governance, accountability, and the preservation of the organization's integrity and mission.

- A. **Duty of Loyalty.** Board members shall:
 - a. Act in the best interest of the organization at all times.
 - b. Avoid using their position for personal gain or the benefit of family, friends, or associates.
 - c. Disclose any potential or actual conflicts of interests promptly and abstain from related discussions and votes.
- B. **Duty of Care.** Board Members shall:
 - a. Regularly attend and actively participate in board and committee meetings.
 - b. Review materials in advance and come prepared to make informed decisions.
 - c. Exercise sound judgement and due diligence in all matters affecting the organization.
- C. **Confidentiality.** Board Members shall:
 - a. Maintain the confidentiality of all non-public information, discussions, and documents shared in the course of board service.
 - b. Refrain from disclosing confidential matters to unauthorized individuals during and after their term of service.
- D. **Respectful Conduct.** Board Members shall:

- a. Interact with fellow members, staff, volunteers, and stakeholders with professionalism, courtesy, and respect.
- b. Refrain from harassment, discrimination, or any conduct that undermines dignity or collaboration.
- c. Disagree respectfully and support majority decisions once made.

E. Integrity and Ethics. Board Members shall:

- a. Uphold the organization's mission, values, and reputation in all activities.
- b. Be truthful in all communications and represent the organization accurately.
- c. Comply with all applicable federal, state, and local laws, regulations, and policies.

F. Accountability and Transparency. Board Members shall:

- a. Be fiscally responsible stewards of the organization's resources.
- b. Support accurate reporting and responsible decision making.
- c. Promptly report concerns about unethical or unlawful conduct through appropriate channels.

G. Use of Organizational Resources. Board Members shall:

- a. Use organizational resources - including time, funds, property, and information - only for authorized and appropriate purposes.
- b. Avoid fraud, waste, abuse, misuse, or representation of organizational assets.

H. Public Representation. Board Members shall:

- a. Speak on behalf of the organization only when authorized by the Board or designated officers. This includes speaking in the public, on social media, emails, and publications.
- b. Avoid making public statements that could be interpreted as official positions without prior approval.

I. Conflict Resolution. Board Members shall:

- a. Address internal conflicts constructively and through appropriate procedures.
- b. Seek mediation or board leadership intervention when disagreements interfere with board effectiveness.

J. Compliance and Enforcement.

- a. Board members are expected to acknowledge and abide by this Code of Conduct.
- b. Violations may result in corrective action, including censure, removal from committee assignments, or recommendation for removal from the Board as outlined in these by-laws.

K. Annual Affirmation.

- a. Each board member shall review and sign an acknowledgement of this Code of Conduct annually as a condition of continued service.

ARTICLE VIII

EXECUTIVE BOARD

SECTION 1. **Executive Board.** All elected and appointed officers shall compose the Executive Board.

- A. The Executive Board members shall be required to attend Executive Board meetings including regular and special meetings
- B. Quorum. There shall be fifteen (15) members present to constitute a quorum.

SECTION 2. It is the President's prerogative to call for an Executive Board Meeting.

ARTICLE IX

BOARD OF DIRECTORS

SECTION 1. Composition. The President and the eight (8) elected Directors shall compose the Board of Directors.

SECTION 2. Duties. The Board of the Directors shall be the policy-making body of the Corporation. The Members of the Board shall:

- A. Act as Legislative Council.
- B. Appropriate a discretionary fund for the President annually which shall be replenished as needed.
- C. Approve and adopt the annual and supplemental budgets of the Corporation.

SECTION 3. Standing Committees. Each of the eight (8) elected Members of the Board of Directors shall be a Manager of a specific major function as indicated below. The board of directors are assigned and charged to manage the standing committees as follows. The standing committees are entitled to select committee members or volunteers from the general membership of their choice or interest therein

A. **Director of Auditing Activities.** They shall sign all reports of all audit findings and recommendations of corrective actions before submitting to the President for review and/or necessary actions. The Director shall:

- (1) Perform quarterly audits during the months of March, June, September and December of the funds of the Corporation and submit a report of findings and recommendation of corrective actions to the Treasurer and the President.

- (2) Perform on-the-spot audits to verify accuracy of information which is of public interest, fund-raising projects, etc.; certify its accuracy; and, if necessary, submit a report of findings and recommendations along with on-the-spot corrective actions performed.

B. Director of Human Resources. This Director shall create a Membership Committee and direct, manage, and coordinate its activities. This Committee shall:

- (1) Be responsible for designing, updating, and maintaining the Membership Application Form and Membership Card.
- (2) Manage and monitor the continuing membership drives, recruit new members of the Corporation, follow-up on inactive members, and organize and implement activities to welcome new members.

C. Director of Ways and Means. This Director shall assist the President and the Board of Directors in devising means of raising funds for all activities and projects of the corporation:

- (1) The Director will coordinate with and support the project manager of the Philippine Cultural Committee (PCC)/Pista Sa Nasyon.
- (2) The Director shall , manage, monitor, and coordinate the fundraising activities/programs for purposes within the purview of this Corporation's Constitution and By-laws. .

D. Director of Advertising. This Director shall be responsible for overseeing the planning, development, and execution of all advertising, strategies, and campaigns for the Organization. This includes:

- (1) Provide the general membership with all information which might be of interest to all members; i.e., legislation and laws affecting all members, activities, etc.
- (2) Promoting the Organization's events, programs, and initiatives.
- (3) Managing advertising budgets and timelines.
- (4) Ensuring consistent branding across all platforms
- (5) Collaborating with media partners, sponsors, and internal teams
- (6) Create and update, website, social media, and brochures for marketing and recruiting prospective members and donors.
- (7) Upholding the values and mission of the association and all advertising efforts.

E. **Director of Social Events.** The Director of Social Events is responsible for planning, organizing, and executing meaningful and engaging charitable, social, cultural, and community-based events that celebrate Filipino heritage and strengthen community bonds within Solano County and surrounding areas. This Director shall direct, manage, monitor, and coordinate the following activities:

- (1) Outdoor entertainment or athletic events for certain Organizational functions. They shall coordinate with and make recommendations to the Director of Ways and Means.
- (2) Cultural events for the preservation and promotion of the national heritage, both morally and spiritually, especially for the younger generation.
- (3) Planning, organizing, and procuring food items and beverages, in conjunction with the Corporation's activities, such as Family Picnics, Thanksgiving and Christmas Parties, General Membership Meetings, Cultural Heritage Days, Community Events, etc.

F. Director of Wellness and Welfare.

- (1) This Director shall direct, manage, monitor, and coordinate the Welfare Committee and other related activities. The functions and responsibilities of the Welfare Committee are as follows:
 - (a) When appropriate, the Welfare Committee, with the President, Chaplain, and Director of Wellness and Welfare, shall visit the family residence of deceased members to express their sympathy and provide moral support.
 - (b) It is the responsibility of family members to notify the President, Chaplain, Director of Wellness and Welfare, or a member of the Welfare Committee when a member of the Corporation is ill and in the hospital. When informed of a member's illness, the President, Chaplain, Director of Wellness and Welfare, and/or Welfare Committee shall visit the patient, if appropriate.
- (2) This Director shall encourage and lead in participating with local community's charity programs.
- (3) This Director shall be the focal point of information in the event of a member's marriage, birth of their child, hospitalization, death, etc., and to report to the Executive Board through the President for proper action. They shall formulate and maintain a telephone tree or an email list to be used for dissemination of urgent matters to members.

G. Director of Education and Youth Development. This Director shall direct, manage, monitor, and coordinate the following Committees:

(1) Scholarship Committee. The Scholarship Committee shall select outstanding high school graduates for scholarship awards on the basis of their academic, scholastic and athletic achievements. Awardees shall be children of those who identify as having Filipino ancestry and reside in Solano County and surrounding areas.

H. **Director of Property Management.** This Director shall direct, monitor, and coordinate the management of the properties of the corporation. They shall be responsible for hiring or appointing and delegating these duties to a professional property manager, upon recommendation of the President. Legal documents/contracts, outlining details/duties, will be approved by the Board of Directors. The responsibilities include the following:

(1) Upkeep and repair of the Corporation's properties. Major repairs, however, shall be reported to the Board of Directors, through the President, for proper action.

(2) As the Building Manager of the Organization's properties, they shall maintain a detailed list/inventory record of available equipment or supplies by item description, quantity, and name of members(s) holding the item(s) for the Organization's use. The list shall be certified by the Director of Auditing Activities, as required, but no less than once a year. They shall coordinate and provide assistance to the Director as immediate necessities arise.

SECTION 4. Any vacancy caused by incapacity, death, resignation, or removal from office of any Board Member shall be filled by the President.

ARTICLE X

NOMINATION AND ELECTION

SECTION 1. **Definition.** The Nomination and Election committee, which is appointed by the President, is an organized body tasked with managing and establishing procedures to ensure orderly, peaceful, honest, fair, and friendly Regular or Special Election of Officers. The Chairperson of this Committee must have been a Regular member of the Corporation for one (1) year.

SECTION 2. **Nomination.** Any member, Regular or Lifetime, shall be eligible for nomination as candidate for any elective position if they are a member in good standing. A member is in good standing when membership fees are paid 90-days before the election, they attend General Membership or Special meetings, and they support the stated goals of the Corporation.

- A. Candidates shall submit their respective Certificates of Candidacy either in group or individually. Certificates of Candidacy shall be submitted to the Committee or Election (COMELEC) no later than the General Membership meeting of the Corporation, the fourth (4th) Sunday in October of every election year. Floor nominations shall be permitted in this meeting only when the nominee is present.
- B. When only one candidate is nominated for each position on a slate of officers and no further nominations are made from the floor, the Presiding Officer may declare the slate elected by “acclamation”.

SECTION 3. **Nominees or Candidates for President and Vice President.**

- A. The Candidate for President shall have the prerogative to choose Vice President, and a vote for them is also a vote for their Vice President.
- B. Nominees or Candidates shall be allowed to run for the office of President and Vice President of the Corporation provided that, if elected, they must resign their presidential positions in other civic

organizations. They must submit to the Chairperson(s) of the COMELEC proof of their resignations before taking their oath.

SECTION 4.

Election. Election of officers shall be held every two (2) years. If, for any reason, regular election cannot be held as scheduled, outgoing incumbents of elective positions shall hold office until their successors have qualified.

A. Governing Rules are as follows:

- (1) Election shall be by secret ballot.
- (2) Proxy voting shall not be allowed.
- (3) Candidates for office must have been Regular members for at least one (1) year or are Lifetime members.
- (4) A candidate can run for one elective position only.
- (5) Lifetime members, Regular members who have paid their annual membership fees within the grace period which is January 1 to March 31 of the current year, and new and reinstated members who have been members for one (1) year counting from the date of receipt of their membership fees shall have the right to vote.
- (6) A voter can cast vote for one candidate only for each elective position; i.e., one candidate each for the offices of the Treasurer and Auditor, except in the case of the President and Vice President who shall be voted as a team (or under one slate) (see SECTION 3A); two (2) candidates each for the offices of Public Relations Officers and Sergeants-at-Arms; and eight (8) candidates for the office of Members of the Board of Directors. (See ARTICLE VI, SECTION 1).
- (7) Election campaign shall be conducted honorably and fairly and in no case inside the polling area.
- (8) Candidates shall be allowed to exercise vigilance and reasonable alertness in assisting the COMELEC so that the election may be conducted with integrity and honesty.
- (9) A list of qualified voters shall be prepared by the Treasurer and signed jointly by the Treasurer and Secretary of the Organization.
- (10) Voting time shall begin at 8:00 a.m. and close at 4:00 p.m.
- (11) Board of Canvassers shall be created by the COMELEC which shall canvas the election returns and proclaim the winners immediately after the canvassing.

- (12) Voted Ballots shall be kept by the COMELEC for 24 hours after proclamation of the winners.

ARTICLE XI

MEETINGS

- SECTION 1. Board Meetings.** The Board Of Directors shall meet once a month on a day determined by the President who is the Chairman Of The Board and Presiding Officer in absence the the Vice President may preside in Board Meetings.
- A. A special meeting of the Board of Directors may be called for a specific purpose by two (2) or more members or by the President .
 - B. Five (5) members of the Board of Directors, exclusive of the Presiding Officer, shall constitute a quorum.
 - C. Attendance of Board of Directors. Board of Directors shall attend regularly scheduled and special meetings. In the event of a planned absence, the board member shall notify by email, telephone call, or text message to both the President and the Secretary. Three (3) unexcused absences shall be considered the maximum number of absences unless justified by illness, pre-planned vacation, family emergency, or death in the family, within a calendar year (e.g. January 1 to December 31).. Board Members who incur the maximum number of absences shall be subject to expulsion with the approval of the majority members of the Board of Directors.
- SECTION 2. General Membership Meetings.** General Membership meetings shall be held on the fourth (4th) Sunday of every month.
- A. Place. Meetings shall be held at the principal office of the Corporation.
 - B. Time. Meetings shall start at a time designated by the President.
- SECTION 3. Special Meetings.**
- A. Special meetings for specific purposes may be called by the President, or upon written request of two (2) or more Regular members.
 - B. Members shall be notified of a special meeting in writing or by telephone at least three (3) days before the scheduled meeting.

- SECTION 4.** **Quorum.** Twenty-five (25) members must be present in any general membership or special meeting to constitute a quorum to transact business of the Corporation.
- SECTION 5.** **Majority Vote.** In any general membership or special meeting, a simple majority vote of fifty percent plus one (50% + 1) of the members shall be required to pass a motion or resolution.
- SECTION 6.** **Exclusion.** The Sergeants-at-Arms shall have the duty to escort out a member or members who cause disturbance or unnecessary commotion during a meeting.

ARTICLE XII

PROPERTY AND RECORDS ACCOUNTABILITY

Any officer whose term has expired or otherwise terminated shall turn over properties or records in their possession to the Corporation as soon as possible, but no later than two (2) weeks of expiration or termination.

ARTICLE XIII

AMENDMENTS OF BYLAWS

The Constitution and By-laws Amendment Committee shall review and amend the Constitution and by-laws as needed. The Amendment Committee shall propose to the Board of Directors such Amendment, and the Board of Directors, by majority vote, shall approve the proposed Amendment. After the Board's approval, the Amendment shall be presented to the members in the General Membership meeting, or duly noted special meeting. The vote of two-thirds ($\frac{2}{3}$) of the members present shall be required to pass or ratify the Amendment.

ARTICLE XIV

MISCELLANEOUS

SECTION 1. **Civil Rights.** There will be no discrimination by the Organization or any person acting on its behalf against any applicant, member or any person doing business with the Organization on the basis of race, color, religion sex, national origin or sexual orientation.

The Organization or any person acting on its behalf shall comply fully with the spirit and letter of the Federal Civil Rights Act of 1964 as amended and all other Federal laws and regulations relating to discrimination.

The Organization and any person acting on its behalf shall comply fully with all laws and regulations of the State of California relating to discrimination.

All contracts entered into by the Organization and all agreements performed by or on the Organization's behalf shall require affirmative compliance with these conditions.

SECTION 2. **Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable to the extent they are consistent with these Bylaws and any special rules of order the Association may adopt.

APPENDIX A

CONSTITUTION AND BY-LAWS

CERTIFICATION

We, the undersigned, are all of the persons named as Constitution and By-laws Committee of the Filipino Community of Solano County, Inc., a California Corporation. We take action, by unanimous written consent, at a meeting held at the Filipino Community Center, 611 Amador Street, Vallejo, California 94591, on October 19, 2025., and hereby adopt the foregoing Constitution and By-laws, as amended, consisting of the Organization.

By-laws Amended by unanimous vote of the General Membership at a meeting held on October 19, 2025.

Annie Frias Ramos

Annie Frias-Ramos, President

Rochelle Del Rosario

Rochelle Del Rosario, Secretary

Adopted: October 26, 2025
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By-Laws Committee Members:

Diosdado "JR" Matulac

Diosdado "JR" Matulac
Parliamentarian

Dinah Villanueva-Ryan

Dinah Villanueva-Ryan

Rozzana Verder-Aliga

Dr. Rozzana Verder-Aliga

Norma Placido

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