



**THE CONSTITUTION OF THE
FILIPINO-AMERICAN ASSOCIATION OF GREATER CHATTANOOGA**
Established March 2011

PREAMBLE

WE, THE FILIPINOS AND AMERICANS IN GREATER CHATTANOOGA, who share common interests in the Philippines and in the culture of the Filipino and American people, that we may establish this union of friends dedicated to the cultivation and promotion of our Filipino and American heritage, do ordain and promulgate this Constitution of the Filipino-American Association of Greater Chattanooga.

**Article I
DECLARATION OF PRINCIPLES**

Section 1

The Filipino-American Association of Greater Chattanooga is a socio-cultural and service organization whose life and sustenance derives from its members.

Section 2

The Filipino-American Association of Greater Chattanooga shall not endorse any political party or candidate either directly or indirectly.

Section 3

The Constitution of the Filipino-American Association of Greater Chattanooga shall be the foundation of any Law, Rule, Procedure, or any guideline by which the Association will operate and shall not be violated or changed except as provided for in this same Constitution.

**Article II
THE EXECUTIVE BODY**

Section 1 Board of Directors

The Executive and Legislative powers shall be vested in the Board of Directors composed of President, Vice President, Secretary, Treasurer, Public Relations Officer, Ways and Means Chair, Service Chair, Membership Chair, Heritage and Culture Chair, Social Events Chair, and the Immediate Past President. The President, Vice President, Secretary, Treasurer and the Public Relations Officers shall be elected by the members of the Association. Except for the Immediate Past President, each shall hold office for a term of two (2) years after election at large by a simple majority of the members present and voting or after the approval and confirmation by the incumbent Members of the Board on the Committee Chairs. The term of office shall begin immediately upon their swearing of the oath of office. The members of the Board of Director shall be collectively referred to as Officers or the Board.

1. No person shall be eligible to hold office unless:
 - a. He is a member in good standing
 - b. Has attained the age of 21, and
 - c. Has been a member during the 6 months immediately preceding the election.
2. No person shall be eligible for the position of President unless the person is eligible to hold office and has been an Officer for a whole term.
3. Officers shall be eligible to be elected to not more than two (2) consecutive terms in the same office.
4. No Officer may hold office in another Philippine Socio-cultural Organization in Greater Chattanooga. In the event an Office remains vacant after an election or after the death or resignation of a duly elected Officer, with the exception of the President, the Officers shall

elect an Association member eligible, able and willing to fill the office for the remainder of the term.

5. Meetings of the Board of Directors
 - a. The Board of Directors shall meet at least once a month at a time and place they may so designate.
 - b. No action of the Board of Directors is effective unless a quorum is present, such quorum being one-half (1/2) of the Board Membership plus one (1) additional Board Member.
 - c. The Secretary shall keep a journal to record all business transactions of the Board.
 - d. No action of the President or any other Officer shall be effective without the affirmative vote of the majority of the Board Members present.
 - e. A Board Member unable to attend a meeting may designate a proxy who is an Association Member to attend and vote in his or her stead.
6. Special Meetings
In case of need, as determined by the President and with the consent of the a majority of the Board, the Board may discuss and vote on an urgent, specific motion via electronic means, provided that such action shall be confirmed at the next Board Meeting.
7. The Board of Directors shall designate a Parliamentarian from the members of the Association who has knowledge in the rules and procedures of deliberative assemblies and other formal organization, and shall give the President advice on the Rules of Order, the Constitution and the Code of Regulations. The Parliamentarian is neither an officer with the exception of the Past Presidents, nor does he possess the right to vote at meetings of the Board of Directors unless to cast a deciding vote. The Parliamentarian may be replaced at will by the Board of Directors.

Section 2 ***Office of the President***

1. The President shall preside at all meetings of the Board of Directors and shall perform the duties usually pertaining to the office of the President to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Member or Committee or Board.
2. The President shall prepare an annual operating budget to be approved by the Board no later than the first quarter of the year and published in the newsletter or website. The budget's planned expenditures shall not exceed estimated revenues.
3. The term of the President is for a period of two (2) years.

Section 3 ***Office of the Vice President***

1. The Vice President shall perform the duties of the President in case of his death, resignation or inability to act.
2. The term of the Vice President will be the same as that of the present President that is for a period of two (2) years. If the Vice President assumes the duty of the President before the President's term has been completed, then the Vice President shall serve only the remaining term of the President.

Section 4 ***Office of the Secretary***

1. The Secretary shall attend all meetings of the Members and the Board of Directors, shall record minutes thereof in a book kept for that purpose, and shall give notice to all meetings.
2. The Secretary shall have custody of and maintain all permanent records of the Association other than financial.

Section 5 ***Office of the Treasurer***

1. The Treasurer shall supervise the receipt, custody, control, and expenditure of all assets and liabilities of the Association except as stipulated further in this Section.

2. A checking account in the name of the Association shall be opened, if not already open, at a Bank insured by the Federal Depository Insurance Corporation. This checking account shall serve as the Association's operating account.
3. Money accumulated by the Association over the years shall be henceforth referred to as the Legacy Fund. The Association shall establish and separately maintain from the operating account the Association's Legacy Fund. This fund shall be used for purposes only as determined by discussion and a two-thirds (2/3) vote of the Members present at an annual meeting or a special meeting called for the purpose. Upon approval of the expense from the Legacy Fund, such amounts as approved shall be transferred to the operating account. Each check drawn against the operating account must be signed by the Treasurer and either by the President or Vice President.

Section 6 *Office of the Public Relations Officer*

1. The Public Relations Officer shall be responsible for the promotion of the Association's image to the public, publicity of all its events and functions, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.
2. The Public Relations Officer shall be the publisher of the Association newsletter and shall serve as Chair of its Editorial Board.

Section 7 *Formation of Committees*

The President-Elect immediately after the election shall choose the Committee Chairs and approved by the incumbent Board of Directors who shall be Ex-Officio Members of the Board of Directors and shall service for a term of two (2) years.

Each Committee Chair shall choose, by the last day of February, a minimum of three (3) members to serve on the committee.

Section 8 *Office of the Ways and Means Chair*

1. The Ways and Means Chair and his committee shall be responsible for the preparation of proposed amendments to the Constitution and Code of Regulations.
2. The Ways and Means Chair and his committee shall be responsible for raising funds to support the Association's activities, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.

Section 9 *Office of the Service Chair*

The Service Chair and his committee shall be responsible for the planning and organizing the Association's service activities and events and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.

Section 10 *Office of the Membership Chair*

The Membership Chair and his committee shall be responsible for the recruiting new members, promoting renewals of current and past members, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.

Section 11 *Office of the Heritage and Culture Chair*

The Heritage and Culture Chair shall be responsible for planning and organizing the Association's culture activities and events, and all the duties usually pertaining to such committee to the extent that such duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.

Section 12 *Office of the Social Events Chair*

The Social and Events Chair and his committee shall be responsible for the planning and organizing the Association's social events, and all the duties usually pertaining to such committee to the extent that such

duties shall not have been delegated by the Board of Directors to another Officer, Person, Committee or Board.

Section 13 *Audit Committee*

A committee of two (2) Auditors who are not currently members of the Board shall be elected by the Board of Directors in January and shall perform an audit of the Association’s financial books at least twice (2) each year; one at the end of June and the second at the end of December. The Association’s audited balance sheet and income and expense statement shall be published in the newsletter or website after each audit.

Section 14 *Parliamentarian*

The Parliamentarian will serve as the principal advisor to the President, Officers and Committee Chairs. He drafts the agenda and standing rules of the meeting. The Parliamentarian has the duty to maintain position of impartiality. He is never permitted to vote, even in a ballot vote, unless to cast a deciding vote. A Parliamentarian may call attention to an irregularity in the procedure without being requested to do so. It is the responsibility of the Parliamentarian that the Association’s rules are followed.

Section 15 *Multiple Offices*

No member of the Board shall, during the time for which he was elected, be eligible for any other office in the Association.

Section 16 *Membership in Other Organizations*

The Filipino-American Association of Greater Chattanooga shall not enter into or withdraw from membership in another organization except by a two-thirds (2/3) vote of the Board of Directors and subsequent ratification of the Board’s action by a two-thirds (2/3) vote at the next annual meeting or a special meeting called for the purpose.

Section 17 *Transition*

1. The funds, books, financial records, and other properties of the Association and the lists thereof shall be turned over by the immediate past Board to the present Officers as early as practicable, but not later than the last day of January following the inauguration.
2. The immediate past Board shall turn over the present Board no less than eighty (80) percent of the Association’s Legacy Fund.
3. The Board shall take no action or actions that will cumulatively reduce the Association’s Legacy Fund by more than twenty (20) percent during the year, except upon ratification by a two-thirds (2/3) vote of the members present at the next annual meeting or a special meeting called for the purpose.

Section 18 *Inauguration by New Elected Officers*

1. The inauguration of the newly elected officers of the Association shall be held on every even year’s Christmas Party. The time and place shall be as designated by the Board of Directors.
2. Each newly elected officer shall take the following oath or affirmation:
“On my honor, I (officer shall state his name), do solemnly swear (affirm) that I will faithfully execute the duties of the office to which I have been elected, defend and protect the Constitution and promote the goals and ideals of the Filipino-American Association of Greater Chattanooga. So help me God.”

**ARTICLE III
LEGISLATIVE DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Section 1 *Code of Regulations*

The power to promulgate the Code of Regulations, the Laws which shall govern the Association, shall be vested in the Board of Directors, but no Law may be passed that is contrary to or circumvents, the Laws of

the United States, the State of Tennessee, any Governmental Body of the State of Tennessee, or this Constitution.

Section 2 Impeachment

The Board of Directors shall have the sole power to impeach and the sole power to try all impeachment and when seated for the purpose, they shall all take an oath of affirmation. When the Association President is to be tried, the Chief Elder shall preside. No person shall be convicted without the concurrence of two-thirds (2/3) of the Board Members present. Judgment in cases of Impeachment shall not extend beyond removal from office, and disqualification from holding any office of honor and trust in the Association.

Section 3 Proceedings and Removal from Office

The Board of Directors may determine the rules of its proceedings, punish its members for disorderly conduct, and, which by the concurrence of two-thirds (2/3), expel a member.

Section 4 Levies and Lawful Debts

The Board of Directors shall have the power to lay and collect levies to pay all lawful debts of the Association, but all such levies shall be uniform throughout the Association.

Section 5 Membership Rules

The Board of Directors shall establish a uniform Rule on Association Membership.

Section 6 Philippine Arts and Culture and Sports

The Board of Directors shall promote the Arts and Culture of the Philippines and promote sports activities and enhance the camaraderie and unity of the members.

**Article IV
JUDICIARY**

Section 1 Tribunal of Elders

The judicial power of the Filipino-American Association of Greater Chattanooga shall be vested in one Supreme Court which shall be called the Tribunal of Elders.

Section 2 Jurisdiction

Judicial power of the Tribunal of Elders shall extend to all cases arising from this Constitution, the Laws of the Association, any external relations to other associations, all cases involving the Association and between members. In all cases affecting Officers or members, except in cases of impeachment, the Tribunal of Elders shall have the sole authority of jurisdiction, both as to Law and Fact, with such exceptions, and such regulations as the Board of Directors shall make. The Tribunal of Elders has the prevue to censure and/or expel any member who deemed guilty of violating the Constitution and the Laws of the Association.

Section 3 Appeals Process

Any and all decisions made by the Tribunal of Elders can be appealed in writing to the President. The President has the final authority to decide to uphold or reverse the decision of the Tribunal of Elders. The President has the option to keep the findings secret or to publish the judgment to the General Membership.

Section 4 Composition

1. The Tribunal of Elders shall consist of seven (7) members in good standing.
2. The Elders shall be nominated by the Board Members and shall be confirmed by the majority of the members present, they may not be removed from office before the end of their appointed term except for cause such as malfeasance in office, violation of this Constitution and Laws of the Association, conviction in a Court of Law of any crime involving mental turpitude, felony, misdemeanor, or any such offence as to cast a bad

image to the Association, but such removal shall only be after impeachment by the Board of Directors.

3. The Tribunal of Elders shall choose from among themselves a Chief Elder and Deputy Chief who shall serve for two (2) years unless sooner removed from office for cause. The Deputy Chief shall act in the absence or inability of the Chief Elder.
4. The Tribunal of Elders shall serve a two (2) year term unless reappointed by the President and approved by the Board of Directors for another term.

Section 5 *Tribunal Proceedings and Quorum*

1. The Chief Elder shall preside over all proceedings of the Tribunal.
2. The Tribunal shall appoint a Clerk among the members who shall record and report all proceedings and publish all opinions rendered by each and every Elder in office.
3. The Tribunal of Elders shall not hear a case unless a quorum of the Tribunal exists, such quorum being a minimum of five (5) Elders present to hear a case and render a decision or opinion.
4. The Tribunal of Elders will convene as necessary. All parties will be notified in writing on the time, place and the reason of the hearing.
5. All *sub judice* discussions by the Elders among themselves on any case presented to the Tribunal shall be held in strict secrecy. Oral and written presentments and indictments had been properly adjudicated.
6. The Tribunal of Elders shall vote by secret ballot on their decision of adjudication. The Chief Elder will tabulate all votes, and declare the verdict based on the majority vote. The Chief of Elder will submit the findings directly to the President.

Section 6 *Inauguration of New Appointed Elders*

The newly-appointed Tribunal of Elders shall be sworn into office at the Christmas Party of every even year. The time and place shall be as designated by the Board of Directors.

**Article V
MEETING OF MEMBERS**

Section 1 *Annual Official Meeting*

The annual meeting of the Association shall be held in September or October of each year, at a time and place designated by the Board of Directors, for presenting reports of incumbent Officers and Committees, for the nomination and election of new Officers, and such other business as may lawfully come before the meeting.

Section 2 *Quarterly Meeting*

The quarterly meeting of the Association shall be held every 3rd Saturday of the months of March, June, September and December at a time and place designated by the Board of Directors, for presenting reports of the incumbent Officers and Committees and such other business as may lawfully come before the meeting.

Section 3 *Special Meeting*

A special meeting may be called at any time by the Board of Directors or on petition for such by ten (10) percent or more of the members of the Association.

Section 4 *All Officers Meeting*

A semi-annual meeting of all Officers composed of the Board of Directors, the Judiciary, Auditors, and Election Chairman shall be held in June and December of each year at a time and place designated by the Board of Directors.

Section 5 *Notice of Meetings*

Notice of meetings stating the place, hour, date, and purpose thereof shall either sent by mail, social media, or any available means to every member not less than ten (10) days, nor more than thirty (30) days before such meeting.

Section 6 Quorum

At all meetings of the members, a quorum shall consist of fifteen (15) percent of the members of the Association. At all Officers meetings, a quorum shall consist of one half (1/2) plus 1.

**Article VI
SUFFRAGE**

Section 1 Right to Vote

1. The right of every member of the Association aged eighteen (18) years, or older, to vote shall not be denied or abridged by the Association on account of age, sex, race, color, religious belief, or lack thereof, or national origin.
2. No member shall be eligible to vote unless he has been a member during the thirty (30) days immediately preceding an election.
3. Election will be held in the month of October of every even year, at the time and place designated by the Board of Directors.

Section 2 Enforcement

The Board of Directors shall have the power to enforce this article by appropriate legislation.

**Article VII
AMENDMENTS TO THIS CONSTITUTION**

Any and all amendments to the Constitution of the Filipino-American Association of Greater Chattanooga shall be by an act of the Board of Directors or a Special Committee formed by the President. Any and all amendments must be agreed by the majority of Board Members present and voting in the affirmative at a special meeting called for that purpose, or at the Board Members meeting.

**Article VIII
RATIFICATION**

The Constitution of the Filipino-American Association of Greater Chattanooga shall take effect only after it has been ratified by a two-thirds (2/3) of the general membership present and voting in the affirmative at a special meeting for that purpose.

END OF THE CONSTITUTION
