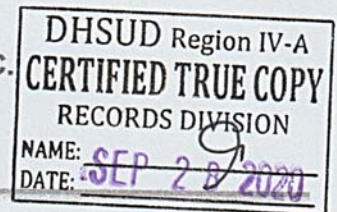
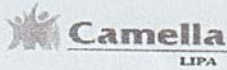


- of the by-laws, rules, and regulations of the association, in accordance with a previously established schedule adopted by the board and furnished to the homeowners;
- 1.4. Propose measures to raise funds and the utilization of such funds and submit the same for consideration of the members of the association; and
 - 1.5. Undergo a free orientation by the HLURB or any other competent agency deputized by it on how to conduct meetings, preparation of minutes, handling of accounts, laws and pertinent rules and regulations within thirty (30) days after election or appointment.
 - 1.6. Discharge the duties and responsibilities provided for in the association's by-laws; and
 - 1.7. Exercise such other powers as may be necessary and proper in accordance with this Act and for the accomplishment of the purposes for which the association was organized but not limited to:
 - 1.7.1. set down all policies, guidelines, rules and regulations to be implemented by the officers of the association;
 - 1.7.2. prescribe the corresponding penalties for the violation such as loss of voting rights and other privileges of a member in good standing, and without prejudice to the correction of the violation by the member;
 - 1.7.3. to appoint or hire an Administrator for the association to take charge of the operation, management and maintenance of the entire subdivision; and
 - 1.7.4. enter into such agreements as it may find necessary and/or convenient with utility companies (e.g. light/energy, water, cable tv, etc.) to effect all contracts, agreements and commitments for and in-behalf of the association shall be executed and signed under their authorities.

The board shall act in all instances on behalf of the association, except to amend the articles of association, to dissolve the association, to elect members of the board or to determine the qualifications, powers and duties, or terms of office of the board, and other instances that require the vote or approval of the members themselves. In the performance of their duties, the officers and members of the board shall exercise the degree of care and loyalty required by such position. (IRR RA 9904, RULE 9, Section 54)

Section 2. Number of Directors or Trustees and Qualifications. The board of directors or trustees of this association shall be composed of **seven (7)** elected members. No person shall be elected as board of director unless he/she is a member in good standing of this association.



Section 3. Qualifications of Directors. A director of the association:

- 3.1. must be legal age;
- 3.2. must be a member in good standing;
- 3.3. must be an actual resident of the subdivision, housing or relocation project for at least six (6) months as certified by the association secretary or in default thereof, by a member having personal knowledge thereof; and
- 3.4. has not been convicted by a final judgment of an offense involving moral turpitude.
- 3.5. The legitimate spouse of a member may be a candidate in lieu of the member.

Section 4. Nomination. Not less than seven (7) calendar days nor more than the fourteen (14) calendar days before the annual meeting on the **4th Saturday of January** at which the Directors are to be elected, any ten (10) or more members, may, by written petition, nominate candidates to the Board and post the name in the bulletin board of the association.

Section 5. Election and Term of Office. Directors shall be elected by secret ballot at the annual meeting of the members of the association. The first four (4) directors elected who got the higher votes shall hold office for a term of two (2) years and until their successors are elected and qualified, while the remaining three (3) elected directors shall hold office for one (1) year and until their successors are elected and qualified.

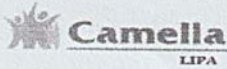
Section 6. Grounds for the Removal of Directors by the members. Any director may, on the valid grounds, removed from the office through a verified petition duly signed by the majority of the members in good standing. Such valid grounds refer to the following:

- 6.1. failure to perform his duties and responsibilities as a member as stated in Article III Section 4 of this By-Laws;
- 6.2. failure to attend three (3) consecutive Board of Directors meetings except for valid reasons;
- 6.3. satisfying the conditions under Article VI, Section 3 of this By-Laws; and
- 6.4. failure to comply with the Code of Ethics and Ethical Standards For Officers/Board Members Of Homeowners Association set by the Housing and Land Use Regulatory Board for Board of Directors.

Section 7. Verification and Validation of Petition for Removal of Director or Trustee. The following procedure shall be observed in case of removal of a director or trustee of an association:

- 7.1. A director or trustee may be removed from office, through a verified petition duly signed by the majority members of an association, for any cause provided in the by-laws of the association;
- 7.2. The duly signed petition, subscribed and sworn to before a notary public, shall be submitted to the Regional Office of the HLURB for purposes of verification and validation. Within five (5) days from receipt of the petition, the Regional Office shall determine whether the petition complies with the required formalities and based on any of the grounds or causes for removal provided under the by-laws. Upon being satisfied that the petition is sufficient in form and substance, the Regional Office shall determine, based on its record, whether the petition is signed by majority of the members of the association concerned;
- 7.3. If the Regional Office determines that the petition is not signed by the required number of members of the association, it shall then dismiss the petition and shall inform the member who filed the petition of its decision, furnishing a copy thereof to the board and the director or trustee subject of the petition;

If, on the other hand, the petition is signed by the required number of members of the association, the Regional Office shall then proceed with the validation of the petition. The Homeowners Association Administration Division of the Regional Office shall compare the signatures appearing in the petition with the records on file with the Regional Office;
- 7.4. The Homeowners Association Administration Division shall then prepare a report on the conduct of validation and submit the same to the Regional Officer/Director. The Regional Director/Officer shall then issue an order validating the petition and the removal of the director or trustee, furnishing a copy thereof to the director/trustee concerned and the board;
- 7.5. Within sixty (60) days from the receipt of the order from the Regional Director/Officer, an election shall be called by the remainder of the board for the purpose of determining who shall hold office for the unexpired term of the removed director or trustee;
- 7.6. The director or trustee who has been removed shall have the right to question his removal on the sole ground of the validity of the cause relied upon by the members of the association, through a petition filed before the Regional Office within fifteen (15) days from receipt of the order of his removal; and



7.7. The pendency of the petition filed by the director or trustee shall not prevent the board from conducting the special election called for the purpose of filling up the vacancy. In the event the HLURB decides that the removal is invalid, the removed director or trustee shall then be reinstated to his former position and serve the remainder of his term. The tenure of the person who replaced the removed director from the time of his election up to the time of the reinstatement of the latter shall be respected.] (IRR RA 9904, RULE 11, Section 65)

Section 8. Vacancies. Except as herein above provided, any other vacancies occurring in the Board either by resignation, death or incapacity, shall be filled by a majority vote of the members entitled to vote at a special meeting duly called and held for the purpose without compliance with the foregoing provisions with respect to unexpired term(s) of the resigning, incapacitated or deceased director.

Section 9. Regular Meeting of the Board. A regular meeting of the Board shall without notice be held immediately after the annual meeting of the members. A regular meeting of the Board shall also be held every First Saturday of each month at the principal office of the association or at such places as may be agreed upon or convenient to them and no notice thereof shall be required.

Section 10. Special Meeting of the Board. Special Meeting of the Board may be called by the President or majority of the members of the Board and it shall thereupon be the duty of the secretary to cause the notice of such meeting to be sent to each director at least three (3) calendar days before the meeting.

Section 11. Quorum. A majority of Directors shall constitute a quorum at any meeting of the Board and the decision of the majority of those present in the meeting shall be considered as an act of the Board and shall be valid and binding upon the association.

Section 12. Compensation. The Directors may be entitled to per diem for actual attendance to the meeting in such amount as may be determined by a majority of the members of the association.

ARTICLE VI OFFICERS

Section 1. Officers. The executive officers of the association shall be the President, Vice-President, Secretary, Treasurer, Auditor, and such other offices as may from time to time be determined by the Board. No one shall act as president and secretary or as president and treasurer at the same time. These officers shall take charge of the normal day-to-day operation and shall execute the policies, rules and regulations of the Board. Long-term lessees and tenants are not qualified to be elected or appointed as president, vice-president, and treasurer of the association.

Section 2. Qualifications of Officers. An officer of the association:

- 2.1. must be legal age;
- 2.2. must be a member in good standing;
- 2.3. must be an actual resident of the subdivision, housing or relocation project for at least six (6) months as certified by the association secretary or in default thereof, by a member having personal knowledge thereof; and
- 2.4. has not been convicted by a final judgment of an offense involving moral turpitude.
- 2.5. The legitimate spouse of a member may be a candidate in lieu of the member. (IRR RA 9904, RULE 9, Section 52)

Section 3. Disqualifications of Officers. The by-laws shall provide for reasonable disqualifications of candidates for director and/or officer to protect the association and its members from interests inimical or inconsistent with its purpose, or practices detrimental to the welfare thereof, such as but limited to the following:

- 3.1. Those found guilty of having committed fraud, falsification, defalcation, or any other act inimical to the interests of the association;
- 3.2. Former officers and directors of the association who have not turned over the books, monies and records of the association during their term, in the interest of enforcing faithful discharge of their duties, transparency and accountability; or,
- 3.3. Those who refused to comply with the lawful orders of the HLURB. (IRR RA 9904, RULE 9, Section 53)

Section 4. Compensation. The officers of the association who are not members of the Board may receive such honoraria as may be determined by the Board of Directors.

Section 5. Removal of Officers. Any appointed officers of the association may be removed by a majority vote of the members of the Board constituting a quorum whenever in its judgment the best interest of the association will be served thereby.

Section 6. President. The President shall be elected by the Board of Directors of trustees from their own numbers. He shall exercise such powers and performs such duties incident to his office and other duties as may from time to time delegated to him by the Board. Among others, the president shall:

- 6.1. Preside at all meetings of the members and of the Board of Directors;
- 6.2. Manage the over-all operations of the association, execute and implement all policies, guidelines and directives that the Board may adopt from time to time;
- 6.3. Overseas the normal daily affairs of the association, supervise the proper Operation and maintenance of the subdivision facilities and utilities and ensure the proper and timely delivery of services, monitor/oversee all association activities: and projects, and ensure strict compliance of member with all the rules and regulations;
- 6.4. Represent the association in all activities to which it is a party or participant, and enter into and execute all contracts or any document in the name of the association by authority of the Board;
- 6.5. Countersign all checks, drafts, notes and orders for payment of money or against funds of the association wherever they may be deposited;
- 6.6. Hire and/or engage the services of any person or entity and terminate said services, both subject to the approval of the Board;
- 6.7. Prepare, in consultation with appropriate officers and committees, a yearly program of activities and submit an annual report of the operations of the association to the members at the biennial meeting, and to the Board of Directors such statements, reports, memoranda and accounts as may be requested by the latter; and,
- 6.8. Exercise the power to create additional committees as necessary;
- 6.9. Perform other duties as may be directed by the Board from time to time.

Section 7. Vice-President. The Vice President shall be elected by the Board of Directors from their own number. He/she shall be vested with powers and authorities of, and required to perform all of the duties of the President during his/her absence or incapacity of the latter for any cause, and he/she shall also perform such other duties as the Board of Directors may from time to time assign to him/her.

Section 8. Treasurer. The Treasurer shall have the following duties:

- 8.1. Have custody of, and be responsible for, all the funds, securities, and bonds of the association, and keep a complete and accurate record of receipts and disbursements and other of commercial transactions in the corresponding books of accounts of the

- association, and see to it that all disbursements and expenditures are evidenced by appropriate vouchers;
- 8.2. Subject to the countersignature of the President, or in his/her absence, any member of the Board, he/she shall sign all checks, drafts, notes of orders, for payment of money or withdrawal of funds of the association, he/she shall endorse for deposit to the credit of the association all checks, drafts, bills and other commercial papers issued or delivered to the association with such banks and financial institutions as may be designated by the Board of Directors. He/she shall approve and be responsible for all expenses of the association;
 - 8.3. Shall take charge and have custody of petty cash funds as may be fixed by the Board
 - 8.4. Be responsible for keeping the financial records of the association and the liquidation of any and all accounts, liabilities and obligations owing on dues from the association;
 - 8.5. Shall monitor all delinquencies and send notices on overdue association's dues and/or demand letters;
 - 8.6. Shall render an annual statement of the assets and liabilities of the association for approval of the Board, and a statement of cash account at any time that he may be required by the President or any member of the Board;
 - 8.7. In general, perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him/her by the board of directors; and
 - 8.8. Shall post a bond in such amount as may be fixed by the Board of Directors, the premium of which shall be borne by the association.

The Treasurer may delegate the routine duties of his/her office to one or more employees of the association with the approval of the President.

Section 9. Secretary - The Secretary shall be elected by the board of directors or trustees, and he/she may not be a director or trustee of the association. He/she shall hold office at the pleasure of the board, and shall perform the following:

- 9.1. Keep full minutes of all meetings of the members of the board and of the members, in one more books provided for this purpose;
- 9.2. Deliver or submit all notices in accordance with this by-laws or as required by law or rules of the HLURB;
- 9.3. Keep all corporate records and the seal of the association which shall be affixed to such instruments as may be required by the HLURB and thereupon be attested by his signature or that of the treasurer;
- 9.4. Keep a register or membership roll of the names and post office addresses of all members;
- 9.5. Provide each member a copy of the by-laws and all amendments thereto;

9.6. In general, perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned by the board.

Section 10. Auditor. The Auditor shall have the following duties:

- 10.1. Serve as the chairperson of the audit and inventory committee of the association;
- 10.2. Conducts a bi-monthly audit of the accounts and expenditures of the association;
- 10.3. Hires and external auditor to help conduct such audit if the need arises, subject to the approval of the Board;
- 10.4. Performs other functions relative to the accounting and auditing of the association fund; and
- 10.5. In general, performs all duties as may from time to time be assigned by the Board.

Section 11. Additional Officers. The Board of Directors may name and appoint officers and technical consultants, with or without compensation as it may deem proper and necessary or required: by the business of the association

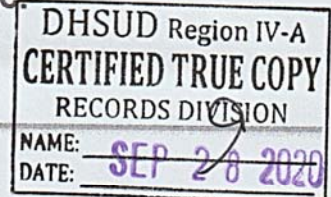
ARTICLE VII COMMITTEES

Section 1. Committees. The association, by a vote of the majority of the members thereof, shall organize and create the following committees:

1.1. Grievance and Adjudication Committee. The members of the grievance and adjudication committee, who should have experience in counseling, shall be elected by the members in the biennial meeting of the members. The committee shall accept and investigate complaints filed by a member against any other member of officer, and shall settle or arbitrate any dispute within its power in the community. In the event that the grievance is not settled by the committee, its decision shall be appealed to the Board of Directors.

Any controversy or dispute shall first be brought before the Board of directors or trustees prior to elevating the same to HLURB. The board of directors or trustees shall issue a certification as to the non-settlement of a dispute before HLURB shall take cognizance of the dispute or controversy.

1.2. Audit and inventory Committee. The audit and inventory committee shall be responsible for auditing the accounts of the association. It shall conduct such audit at least quarterly and submit



ARTICLES VIII ELECTIONS

- Section 1. Holding of Elections.** A Homeowners Association shall hold regular membership meetings or elections on the time or date set forth in its by-laws.
- Section 2. Place of the Election.** Election of members shall be held at the principal office of the association but any agreement, resolution or action by the members in a meeting duly called for the purpose in any place within the territorial jurisdiction of the Philippines, if made in writing and concurred by a majority of the members shall be voted for all purposes as if the same was made and adopted in the domicile or principal office of the association.
- Section 3. Election of the Board of Directors.** The election of the Board of Directors shall be held on the **fourth (4th) Saturday of January.**
- Section 4. Special Election.** At any time during the interval between yearly elections, special election of the board of directors may be called by the President or by a Majority of the Board, provided, however, that ten (10) per centum or more of the members in good standing may, in writing, petition the Board to call a special election.
- Section 5. Notice of Election.** Written notice Stating the date, place and hour of the election and in case of special or yearly election at which business requiring special notice is to be transacted, shall be personally delivered to each member not less than five (5) calendar days before the date of the election.
- Section 7. Voting.** Each member shall be entitled to one (1) vote for each lot owned, or leased by him in the Subdivision. However, those who are delinquent in their payment of dues and charges shall not be qualified to cast their votes. Voting by proxy shall be allowed. All questions relating to election of the Board of Directors shall be decided by the appointed Committee on Election.
- Section 8. Proxies.** Association members may vote in person or by proxy in all meetings of members. Proxies shall be in writing, signed by the member and filed before the scheduled meeting with the association secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than three (3) years at any one time unless earlier revoked by the member. (IRR RA 9904, RULE 10 Section 58)

Section 9. Failure of Election. When a regular or special election cannot be held or conducted due to lack of quorum as defined under association by-laws or for any other serious cause such as violence, terrorism, force majeure, and other analogous causes of such a nature that the holding of a free, orderly and honest election should become impossible, the Committee on Election shall call for another election within a period of thirty (30) days from the date of the failed election or the cessation of the cause for such failure of election. (IRR RA 9904, RULE 10, Section 59.a.)

Section 10. Hold-Over. Where there is a failure to elect a new set of directors or officers, the incumbent directors/officers shall be allowed to continue in a hold-over capacity until their successors are elected and qualified. (IRR RA 9904, RULE 10 Elections Section 60.)

Section 11. Election Contests. Election contests and their resolutions shall be governed by the by-laws of the association. Unless otherwise provided by the Association's by-laws, the election contest shall be in writing and filed by any aggrieved candidate/s within five (5) days after the proclamation of the winning candidates. (IRR RA 9904, RULE 10, Section 61)

Section 12. Turnover of Records and Properties by Outgoing Directors/Officers. To ensure the orderly turnover of the management of an Association, the outgoing directors and officers of an Association shall turn over all Association books, records, properties and other assets, to the new set of directors and officers within sixty (60) days from the election of the new Board. (IRR RA 9904, RULE 10, Section 62.)

Section 13. Minutes. Minutes of all election of the members shall be kept and carefully preserved as a record of the matters and business transacted at such election. The minutes shall contain such entries as may be required by law.

ARTICLE IX MEETING OF MEMBERS

Section 1. Place of Meeting. The meeting of members shall be held at the principal office of the association.

Section 2. Annual Meeting. The annual meeting of the members shall be held on fourth (4th) Saturday of January of each year at which meeting, the members shall elect the directors and transact such other business as may properly be brought during the meeting. (For HOAs who has 2-year term, annual membership meeting must be observed despite no election in their first year to discuss other matters).

Section 3. Special General Meeting. At any time during the interval between annual meeting, special meeting of the members may be called by the president or by a majority of the board, provided, however, that ten (10) per centum or more of the members in good standing may in writing, petition the board of directors or trustees to call a special meeting of the members.

Section 4. Notice of Members Meeting. A written notice stating the date, place and hour of the meeting and, in the case of special or an annual meeting, at which business requiring special notice is to be transacted, shall be personally delivered to each member not less than five (5) days before the date of the meeting.

Section 5. Quorum. Majority of the members in good standing present in person or by proxy shall constitute a quorum at any meeting of the members for the transaction of business.

Section 6. Voting. Each household shall be entitled to only one vote. Voting by proxy shall be allowed. All questions shall be decided by a vote of majority of those present and voting except as otherwise provided by law, the articles of incorporation and this by laws.

Section 7. Proxies. Proxies shall be in writing, dated, signed by the member, notarized, and filed before the scheduled meeting with the Secretary. It shall be valid only for those meeting for which it is intended, unless otherwise provided in the proxy.

Section 8. Annual Statement. A true and full statement of the affairs of the association shall be submitted at the annual meeting for consideration by the members.

Section 9. Minutes. Minutes of all meetings of the members shall be kept and carefully preserved as a record of the matters and business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE X FINANCIAL TRANSACTION

Section 1. Contracts. The Board shall, by specific resolution, authorize any Officer(s) or member(s) to enter into any contract or execute and deliver any instrument in the name or in behalf of the association.

Section 2. Signing of Checks, etc. All checks, drafts, or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the association shall be signed jointly by Treasurer and the President or other officers authorized by the Board.

Section 3. Deposit. All funds of the association such as association dues and membership fees shall be deposited from time to time to the credit or a of the association in such bank or banks as the Board may designate.

Section 4. Calendar Year. The Calendar Year of the association shall begin on the 1st day of January and end on the 31st day of December of each year. The treasurer shall cause to be made a full and complete audit of the books, accounts and financial condition of the association. Such audit shall be made available for inspection by the members. For this purpose, the association may engage the services of an external auditor and create a committee whose function shall be to conduct each audit at least three (3) months before the end of the Fiscal year, make pertinent recommendations to the Board and render a report to the members at the biennial meeting.

Section 5. Independent Auditing. The association must submit itself to an annual auditing to be conducted by an independent accounting firm/accountant.

Section 6. Statement of Ideal Budget. The fiscal policies of the Association shall be subject to the Statement of Ideal Budget attached herewith as Annex "A". In the conduct of its business, the association shall at all times take into consideration the constraints of the said Statement and shall not enact any resolution which will result to the diminution of the projects outlined therein.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. Board Rules and Regulations. The Board shall have the power to promulgate such policies, guidelines, rules and regulations consistent with law, the articles of incorporation or this by-laws.

Section 2. Collapse. A collapse occurs when the board is prohibited or unable to act due to court processes, resignation, death, or incapacity of all or majority of the members of the board, loss of confidence to the incumbent members of the board on the part of the majority of the members; and when the association continues to be insolvent for at least two (2) successive years. The Chair of the Crisis Management Committee and its member shall take charge of the Association.

Section 2. Amendments. These by laws or any portion or provision hereof may be amended, repeated or otherwise changed, upon initiation of the Board in any manner not contrary to law, the articles of incorporation, contracts, or agreements, at a duly called and held regular meeting or special



CAMELLA LIPA HOMEOWNERS' ASSOCIATION, INC.
Barangay Tibig, Lipa City Batangas
HLURB Reg. No. 15447 • TIN No. 420-931-299-000
Managed by: Globalland Property Management, Inc.

DHSUD Region IV-A
CERTIFIED TRUE COPY
RECORDS DIVISION
NAME: _____
DATE: **SEP 20 2020**

meeting or special meeting, by the affirmative vote of a majority of the members, provided, however, that notice of such meeting whether regular or special, shall contain a fair statement of the proposed amendments.

The foregoing by-laws were adopted and approved by all the incorporators on _____ at _____.

IN WITNESS WHEREOF, we hereunto set our hands this _____ of _____ at _____.

SGD. MERENISA KAILING
President

SGD. JOHN DAVID EDEJER
Vice President

SGD. NEIL ANGELO P. HONORICA
Secretary

SGD. DIANNA CAPONPON
Treasurer

SGD. FE TAPALLA
Auditor