

## **AMENDED BY-LAWS OF SANLAHI, INC. (16 Jan 2016)**

### **ARTICLE I.** Principal Office and Mailing Address

The official office of Sanlahi, Inc., hereinafter referred to as "Association" shall be the primary residence of the incumbent president and the official mailing address of the association shall be: Sanlahi Inc., P.O. Box 411433, Melbourne, FL., 32941-1433

### **ARTICLE II.** Nature and Goals

**Section 1.** The goals of the Association are: (1) To engage and support charitable, educational, and humanitarian causes; (2) To preserve and promote close cultural, social, and economic ties between Filipinos and other cultures; and (3) To participate in community activities consistent with the goals of the Association. Notwithstanding other language (or provisions) of these bylaws, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3) or the corresponding section of any future federal tax code.

### **ARTICLE III.** General Membership

**Section 1.** The types of membership in the Association are:

- a. Regular -- A regular member is an individual who lives in the Central Florida area that consists of counties within the 75-mile radius of Melbourne.
- b. Associate -- An associate member is an individual who meets the criteria of regular membership but lives outside the 75-mile radius of Melbourne. An associate member is eligible to vote but not to hold office.

**Section 2.** A member is of good standing when the member has paid membership dues for the current fiscal year.

**Section 3.** A member is classified as a married couple which includes dependent children or a single individual 18 years and above.

**Section 4.** Fulltime students at the time of renewal of membership may be eligible for regular or associate membership under reduced membership fee as stipulated in these by-laws.

### **ARTICLE IV.** Membership Fees

**Section 1.** The annual membership fees shall be: \$25.00 for each regular (family) or associate member; \$15.00 for each individual members; \$10.00 for college students.

**Section 2.** Renewal of annual membership fees is due on January 1 with a grace period until the close of business day of January 31 of the current fiscal year. Membership fee for renewing members received after January 31 will be \$30.00

### **ARTICLE V.** Voting Rights

**Section 1.** A married couple who is a regular or associate member is entitled to 2 votes. A single individual who is a regular or associate member is entitled to one vote.

**Section 2.** A student member is entitled to one vote.

**Section 3.** Proxy voting procedures shall be developed by the Nomination and Election Committee as approved by the Board of Directors.

### **ARTICLE VI.** Eligibility to Hold Office

**Section 1.** A regular member in good standing, at least 18 years old is eligible to hold office.

**Section 2.** A prospective candidate shall be a current member for at least 2 consecutive fiscal years by the time of nomination.

**ARTICLE VII.** General Meetings

**Section 1.** There shall be at least one general annual meeting of the Association. During this general meeting, the following items should be included in the agenda:

- a. a report by the President of on-going or planned activities by the President as approved by the Board;
- b. a report on the Association's financial condition by the Treasurer; and
- c. a report on the membership roll by the Secretary.

**Section 2.** General meetings shall be held under quorum, unless quorum is waived.

**Section 3.** Quorum in a general meeting is achieved when there is one-half plus one of all the eligible voters.

**Section 4.** Quorum may be waived if all members of the Board of Directors, hereinafter referred to as the "Board" or their designated representative, and at least 5 voting members are present in the meeting. In such instance, the first order of business is a vote on a resolution to waive quorum. A two-thirds affirmative vote of those present is needed to waive quorum.

**ARTICLE VIII.** Administration

**Section 1.** Board of Directors. The Board of Directors hereinafter referred to as the "Board" is the executive body of the Association. The Board shall ensure that all courses of action undertaken by the Association are consistent with its stated goals. The Board shall be comprised of eleven members. Six elected officers, four elected trustees and the immediate Past-President. The elected officers are: (1) President, (2) Vice President, (3) Secretary, (4) Treasurer, (5) Auditor, and (6) Public Relations Officer.

**ARTICLE IX.** Terms of Office and Filling of Vacancies

**Section 1.** All elected officers shall have tenure of two (2) years.

**Section 2.** All Trustees shall have tenure of four (4) years. Each year, one (1) trustee shall be elected for a four (4) year term.

**Section 3.** All elected officers shall be eligible for unlimited reelection except the President.

**Section 4.** The President can only serve a maximum of two consecutive terms. After the second term, he/she will not be eligible for election to that position until two (2) years after the expiration of his/her last term.

**Section 5.** Election of officers shall be conducted in the manner stipulated in Article X.

**Section 6.** The President shall nominate a member that meets the office eligibility requirements in Art VI to fill any vacancy for the balance of the un-served term. Such nomination shall be subject to approval by the Board.

**ARTICLE X.** Election of Officers and Trustees

**Section 1.** Election of new Officers and Trustees, whose term expires at any time during the calendar year, shall be held at the first general meeting of the calendar year.

**Section 2.** Each member, except the current Past-President, shall cast one vote for one candidate for each of the Offices that are up for election. The candidate with the most votes shall win the election for that Office.

**Section 3.** Each member, except the current Past-President, shall cast as many votes for Trustee as there are available positions. No member shall cast more than one vote for any single candidate. The candidates, equal to the number of positions open, with the most votes shall win the election.

**Section 4.** No cumulative voting shall be permitted.

**Section 5.** The Past-President shall decide all voting ties. In the event the Past-President Office is vacant or the Past-President is not present at the general meeting, a run-off election shall be held according to procedures developed by the Nomination and Election Committee.

**Section 6.** Elections shall be held by secret ballot, each member receiving one ballot. If only one person is nominated for an Office, he/she is elected by acclamation.

**Section 7.** If an Office is not filled at the election, the incumbent shall continue to serve until a successor is elected by the Board according to Art IX, Sect 6.

#### **ARTICLE XI.** Grounds for Termination of Membership

**Section 1.** Any of the following are grounds for termination of membership:

- a. non-adherence to the standards of good conduct of the community bringing dishonor to the Association;
- b. nonpayment of membership dues;
- c. misappropriation of the Association's funds;
- d. misuse of the Association's name; and
- e. other grounds that are contrary to the best interest of the Association as determined by the Board.

**Section 2.** Upon presentation of a petition recommending termination of membership, such petition containing a written account of the circumstances that justify said termination and signatures of five or more regular members in good standing, the Board shall:

- a. Send, within 5 days after receipt of the petition by an officer of the Association, a copy of such petition, via certified mail at the address listed in the membership roles, to the member subject to termination along with a request for rebuttal.
- b. Convene a special meeting of the Board to vote on the question of termination no less than 10 but no more than 20 days after proof of receipt of delivery of the petition to the member subject to termination. The President may allow an additional 5 day delay if the Board receives a rebuttal.
- c. If the member subject to termination is a member of the Board, he or she shall not be allowed to participate in any Board activities until the Board votes on his or her question of termination.

#### **ARTICLE XII.** Duties and Responsibilities of the Board

**Section 1.** The members of the Board shall:

- a. promulgate policies consistent with the objectives of the Association;
- b. act upon issues and planned activities presented by the President;
- c. act on the annual budget presented by the President;
- d. decide on other issues concerning the Association; and
- e. meet within two months after induction to develop long term and short term goals and projects and a corresponding budget

**Section 2.** The Board shall have a regular meeting once every six months. More frequent meetings may be scheduled if desired by the President or any board member.

**Section 3.** A meeting of the Board is valid if attended by at least six of the members, one of whom is the President or Vice-President.

**Section 4.** All issues shall be resolved by, unless specified elsewhere, a simple majority of affirmative votes by the members of the Board that are present.

**Section 5.** An officer of the Association may assign any member of the Association to attend, represent his/her views, and vote in his/her behalf upon prior notification of the President. In no case shall a representative take the place of an officer in two successive meetings.

**Section 6.** The President is the chief executive officer of the Association. The President shall:

- a. preside at all membership and officers' meetings and all other functions of the Association;
- b. plan, implement, and manage activities of the Association;
- c. develop the draft annual budget for Board approval; and
- d. ensure that the policies established by the members of the Board are implemented.

**Section 7.** The Vice President shall:

- a. assume the duties and responsibilities of the president in the event that the President is impeached or unable to execute the duties and responsibilities of the office; and
- b. perform other Association-related duties assigned by the President

**Section 8.** The Secretary shall:

- a. maintain the Association's list of members and eligible voters;
- b. keep records of minutes of meetings, copies of correspondence, and historical documents of the Association;
- c. notify members of meetings; and
- d. perform other Association-related duties assigned by the President.

**Section 9.** The Treasurer shall:

- a. collect, deposit, and disburse the funds of the Association in accordance with Article XV, Section 3; deposits shall be made within 5 working days upon receipt of funds;
- b. keep books of accounts;
- c. prepare an account reconciliation every six months, and whenever deemed necessary by the President;
- d. perform other Association-related duties assigned by the President.

**Section 10.** The Auditor shall:

- a. audit the book of accounts annually, and whenever deemed necessary by the President or the Board;
- b. audit any financial reports released by the Association; and
- c. perform other Association-related duties assigned by the President.

**Section 11.** The Public Relations Officer shall:

- a. promote and coordinate activities between the Association and the community; and
- b. perform other Association-related duties assigned by the President.

**Section 12.** The Past-President and Trustees shall:

- a. represent various interests of the general membership at the Board meetings;
- b. to vote on every motion before the board with those interests in mind and;
- c. perform other Association-related duties assigned by the President.

**ARTICLE XIII.** Committees

**Section 1.** The committees of the Association shall include but are not limited to:

- a. Membership;
- b. Nomination and Election;
- c. Media
- d. Cultural Affairs;
- e. Entertainment;
- f. Fund Raising
- g. Youth Affairs

**Section 2.** Committee(s) shall be formed on an as-needed basis and only upon approval of the Board. Each committee shall be composed of at least three members. The President will appoint the chairman of each committee. Each appointed chairman may select the members of the committee. The term of office of each committee chairman shall expire upon completion of the event and/or upon the discretion of the Board.

**Section 3.** The Membership Committee shall:

- a. recruit prospective Regular members and recommend Associate members;
- b. develop strategies and mechanisms to keep the members actively involved in the affairs of the association including procedures to recognize excellence and meritorious contributions of members;
- c. develop procedures and recommendations to the Board on all matters pertaining to grievance, discipline, and termination of membership; and
- d. review and recommend for approval membership applications.

**Section 4.** The Nominating and Election Committee shall:

- a. supervise the nomination and election of officers and Trustees of the Board;
- b. investigate and resolve disagreements that may arise out of the nomination and election process;
- c. develop procedures to fill vacancies in the Board; and
- d. conduct impeachment proceedings and recommend action to the Board.

**Section 5.** The Media Committee shall (a) develop policies and procedures governing all media releases by the Association; and (b) serve as the editorial advisory board of the official newsletter of the Association.

**Section 6.** The Cultural Affairs Committee shall develop ways and means to preserve and promote Filipino culture among the members of the Association and community at large.

**Section 7.** The Entertainment Committee shall be responsible for planning and coordinating any entertainment activities sanctioned by the Board.

**Section 8.** The Fund Raising Committee shall develop and implement strategies to raise funds for the Association as sanctioned by the Board.

**Section 9.** The purpose of the Youth Affairs committee is to promote an awareness of the Filipino culture in our youth by nurturing our heritage and serving the community in order to teach the youth of today to become the leaders of tomorrow.

#### **ARTICLE XIV.** Impeachment of Officers

**Section 1.** The grounds and procedures for termination of officers shall be developed by the Nomination and Election Committee and approved by the Board. The person subject to impeachment shall not be a member of the Nomination and Election Committee at the time of the investigation. Findings and recommendations by the Nomination and Election Committee shall be forwarded to the Board for further action.

#### **ARTICLE XV.** Newsletter

**Section 1.** The Association shall maintain a quarterly official newsletter to be called Balitang Sanlahi.

**Section 2.** The Editor-in-Chief of the newsletter shall be appointed by the President.

**Section 3.** Funds shall be budgeted for the effective operation and distribution of the newsletter.

#### **ARTICLE XVI.** Finances, Contracts, Loans, Assets

**Section 1.** All contracts on behalf of the Association in the amount of \$50 or more shall be subject to approval of the Board.

**Section 2.** All loans on behalf of the Association shall be subject to the approval by at least 5 affirmative votes of the Board of Directors.

**Section 3.** All checks, drafts, and other orders of payment issued on behalf of the Association that exceed \$100.00 shall be signed by the President, or Vice-president, and the Treasurer. In the absence of the Treasurer, the President and the Vice-President may sign. All checks, drafts,

and orders of payment in the amount of \$100.00 or less shall be signed by one of the three aforementioned officers. No checks, draft, or orders, regardless of amount, shall be issued without prior approval of the President.

**Section 4.** Members that request reimbursement for expenses on behalf of the Association shall submit receipts before remuneration will be made.

**Section 5.** All funds of the Association shall be deposited within 5 working days to the bank approved by the Board.

**Section 6.** All fund raising activities on behalf of the Association shall be approved by the Board.

**Section 7.** The Association shall maintain liability insurance.

#### **ARTICLE XVII.** Records and Minutes of Meetings

**Section 1.** The Association shall maintain and update financial records, minutes of meetings, and historical effects.

**Section 2.** Any member interested in inspecting the books of accounts or other records of the Association can do so in writing to the President, subject to the provisions of Section 617.1602, Florida Statutes.

#### **ARTICLE XVIII.** Fiscal Year

**Section 1.** The fiscal year of the Association shall begin on January 1 and shall end on December 31 of each year.

#### **ARTICLE XIX.** Indemnification

**Section 1.** The Association shall indemnify every officer, director and committee member of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director or committee member in connection with any action, suit, or other proceeding to which he or she may be a party by reason of being or having been an officer, director or committee member of the Association. Such officers, directors or committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own willful misfeasance, malfeasance, misconduct, or bad faith. Such officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment.

**Section 2.** The Board shall have the power to limit the amount of reimbursement given thereto.

**Section 3.** The Association shall maintain adequate general liability and officer's and director's liability insurance to fund this indemnification.

#### **ARTICLE XX.** Dissolution

**Section 1.** The Association may be dissolved by an affirmative vote of two-thirds of the voting members provided that a written resolution to dissolve the Association which contains the reasons, along with the name(s) and address(s) of the proponent(s) has been sent to all members of the Association at least 15 days before the vote to dissolve.

**Section 2.** The resolution to dissolve shall also contain the manner of disposal of all assets, the settlement of all outstanding liabilities, and the designation of the final executor of all such transactions. The manner of disposal of all assets shall be to one or more exempt purposes

within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XXI.** Ratification and Amendments

**Section 1.** The By-laws shall become effective upon an affirmative vote of one-half plus one of the Directors present in a meeting.

**Section 2.** The By-laws may be amended by an affirmative vote of one-half plus one of the voting members present in a general meeting.

These by-laws were ratified by the Board of Directors of Sanlahi, Inc., on the 18 day of April, 2012.

**Attested by:**

*Elected Officials:*

*Signed*  
**Brad Bonifacio**  
*President*

*Signed*  
**Josephine Turingan**  
*Vice-President*

*Signed*  
**Marites Hamilton**  
*Secretary*

*Signed*  
**Cheryl Timonera**  
*Treasurer*

*Signed*  
**Lorna Mazza**  
*Auditor*

*Signed*  
**Etienne Grason**  
*Public Relation Officer*

*Signed*  
**Ralph Turingan**  
*Past-President*