

**CONSTITUTION AND BY-LAWS
OF
KALAYAAN CULTURAL COMMUNITY CENTRE**

Amended February 19, 2017

PREAMBLE

WE, the FILIPINO-CANADIANS of the city of Mississauga and its environs, desirous of establishing an organization that shall embody our thoughts, hopes, prayers and aspirations to work for the common good of all Filipino-Canadians in particular, and the community in general, do hereby enact and promulgate this Constitution and By-laws.

ARTICLE I
NAME AND DOMICILE

Section 1.

The full name of the Organization shall be KALAYAAN CULTURAL COMMUNITY CENTRE.
The operating name of the Organization shall be "KALAYAAN CENTRE".

Section 2.

The domicile shall be in the City of Mississauga, Province of Ontario, Canada.

ARTICLE II
AIMS AND OBJECTIVES

Section 1.

The objectives of the organization shall be the establishment and maintenance of the KALAYAAN CULTURAL COMMUNITY CENTRE, which will serve as a focal point for the celebration of our culture and history, as well as the enjoyment of a wide spectrum of programs and services for the general public.

ARTICLE III
NATURE

The Kalayaan Cultural Community Centre shall be a charitable, non-profit, non-stock, non-sectarian and non-partisan organization.

ARTICLE IV
MEMBERSHIP

Section 1.
Eligibility of Membership

The following are eligible for membership in the Organization;

1. All civic, social and cultural Canadian associations or other groups in the City of Mississauga and its environs;
2. Any individual of good standing who shows interest in helping out the Organization achieve its aims and objectives;
3. Benefactors, sponsors or donors who have contributed at least \$500 within the last five years;
4. Membership shall consist of at least 80% Mississauga residents.

Section 2.
Fees and Dues

Membership fees shall, from time to time, be determined by a majority vote of the Board of Directors. Membership fee is required upon approval of membership, and is due 12 months to the day of membership approval.

Section 3.
Obligations of Members

All members shall:

1. Uphold the Constitution and By-Laws, its vision, mission and policies of the Organization.
2. Abide by the decision of any duly constituted body of the Organization.
3. Take active participation in all activities of the Organization.
4. Pay all accounts due the Organization in a timely manner.

Section 4.
Rights of Members

All members shall have the right:

1. To vote and be voted upon to office subject to the limitations as provided in the By-Laws;
2. To all benefits extended by the Organization in accordance with the policies set by the Board of Directors.

Section 5.
Termination of Membership

Membership may be terminated by:

1. Resignation filed with the Board of Directors.
2. Conduct unbecoming, which unfavorably affects the integrity and good image of the Organization.
3. Unauthorized use of the name of the Organization.
4. Conviction of a serious or grave offence;
5. Repeated unreasonable failure to fulfill his duties.
6. Abuse of authority.

Section 6.
Manner of Expulsion

No member shall be expelled from the Organization without due process. The Board of Directors shall conduct an investigation. If the President is the subject of investigation, the remaining board members shall form an investigation committee to be presided by a member chosen from among them. The committee's findings and decisions shall be final.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Organization shall be managed by the Board of Directors who shall at the time of election and throughout their term of office, be members in good standing.

Section 1.
Composition and Tenure of Office

1. The Board of Directors may not exceed nineteen (19) members including:
 - a. Fourteen (14) members elected from among the general membership.
 - b. The current Chair of the Kalayaan Filipino Cultural Organization, at their option.

- b. Four members to be appointed by the elected board at any time at their option, preferably from Filipino community interest groups representing the youth, alumni association, business community and professional organizations.

Appointed Board Members will have the same rights, obligations and liabilities as the elected members.

2. As soon as the board has been constituted, the members shall elect from among themselves: A President, two Vice Presidents: one Executive Vice President, one Vice President for Program Administration, a Secretary, a Treasurer, an Internal Auditor and a Public Relations Officer.
3. The elected members of the Board shall serve for two (2) years.

Section 2. Vacancies

When a vacancy arises on the Board because of resignation, removal or death, where no succession is provided in this Constitution and By-Laws, the President with the concurrence of two-thirds ($2/3^{\text{rd}}$) votes of the Board may appoint a qualified member to fill vacancy for the duration of the term.

Section 3. Meetings

1. Quorum. A simple majority – fifty percent (50%) plus one (1) member of the Board of Directors shall constitute a quorum for a meeting; 50% plus one of the members present constitutes a majority vote;
2. Regular board meetings shall be held monthly.
3. Special meetings shall be called as deemed necessary.
4. Questions arising at any meeting of the Board shall be decided by a majority vote. The presiding director shall vote only in case of a tie.
5. Executive decisions not explicitly authorized in this Constitution and By-Laws must be ratified by the Board of Directors at its next meeting.

Section 4.
Duties of the Board of Directors

1. The Board of Directors shall be the policy making body of the Organization;
2. The Board shall have the power to purchase, lease or otherwise, acquire, sell, exchange, or otherwise, dispose of rights, warrants, options and other property, or any right or interest therein owned by the Organization, for such consideration and upon such terms and conditions as it may deem advisable;
3. The Board shall take such steps as it deems necessary to enable the Organization to receive donations and benefits or grants for the purpose of furthering its objectives;
4. The Board may exercise all such other powers and do all such other acts as the Organization, by its charter, is authorized to do.

Section 5.
Qualifications of a Board Member

1. Must be a Canadian resident with no criminal record.
2. Must be a member in good standing.
3. The Board Member representing the youth should be at least 18 but not more than 30 years old.

Section 6.
Removal

The Board of Directors may recommend removal of an Officer or Board Member from office for non-performance of duties or acts detrimental to the interest of the Centre by two-thirds (2/3rd) votes.

The officer or board member who is recommended for removal shall have their day in court.

ARTICLE VI
EXECUTIVE COUNCIL

The Executive Officers, sitting together, shall constitute the Executive Council; it shall have decision-making authority on matters calling for immediate action whenever the full board is not available to make a decision.

Section 1.
Composition

The Executive Council shall be composed of the following:

- President
- Executive Vice President
- Vice President for Program Administration
- Secretary
- Treasurer
- Public Relations Officer
- Internal Auditor (Independent)

Section 2. Tenure of Office

The term of office of the Executive Council shall be coterminous with their tenure of office as members of the Board.

Section 3. Duties

1. President

- a. Preside over meetings of the Organization;
- b. Recommend chairpersons of the standing committees;
- c. Ex-officio member of all different committees;
- d. Render the annual report of the Organization during the annual general meeting.
- e. Co-sign all cheques and countersign vouchers; all cheques must have at least 2 authorized signatures;
- f. Authorize administrative expenses not to exceed \$500.00;
- g. Acts on all matters relative to the aims and objectives of the Organization in accordance with the policies laid down by the Board of Directors.
- h. Recommend the creation and dissolution of ad hoc committees.

2. Executive Vice President

- a. In the temporary absence of the President, he shall assume the duties and responsibilities of the President;

- b. Performs other duties and functions as may be assigned by the President from time to time;
 - c. Co-sign cheques with the Treasurer in the absence or inability of the President.
3. Vice President, Program Administration
- a. In charge of creating, planning and organizing the various long-term and short-term programs of the Organization;
 - b. Oversee the implementation and evaluation of these programs;
 - c. Perform other duties and functions as may be assigned by the President from time to time.
4. Secretary
- a. Take notes of the minutes of the meetings of the Organization and keep records of all proceedings;
 - b. Custodian of all books, papers, records, correspondence and other documents of the Organization;
 - c. Circulate and follow up notices re: dates of meetings and activities of the Organization;
 - d. Prepare necessary correspondence for the Organization;
 - e. Keep a continuing and updated roster of members, and
 - f. Perform other duties and functions as may be assigned by the President from time to time.
5. Treasurer
- a. Custodian of all funds and financial records of the Organization;
 - b. Responsible for financial transactions of the Organization subject to the approval of the Board of Directors;
 - c. Deposit all funds in a designated bank in the name of the Organization immediately;
 - d. Co-sign with the President or Executive Vice President all cheques issued by the Organization
 - e. Issue receipts, invoices and vouchers as necessary;
 - f. Render the financial report of the Organization during scheduled meetings;

g. Prepare the annual financial report for audit.

6. Public Relations Officer

- a. Take care of the press releases and other promotions for the Organization;
- b. Liaise with the community and help establish and promote rapport between the Organization and the community;
- c. Perform other related duties assigned by the President.

7. Internal Auditor

- a. Conduct a periodic audit of the financial records and property of the Organization and certifies to the correctness of all financial reports;
- b. Report to and advise the President as to the financial status of the Organization and recommend appropriate action.

ARTICLE VII REMUNERATIONS

The Directors and Executive Officers of the Organization shall receive no remuneration for acting as such. They shall be reimbursed of such sums in respect to the out-of-pocket, pre-authorized expenses incurred in the performance of their duties.

ARTICLE VIII MEETINGS

Section 1. Annual Meeting

The Organization shall hold an annual meeting on the first Sunday of February on which meeting, due notice shall be given to all members of the Organization. Such meeting shall be held at a time and place to be determined by the Board of Directors. The agenda shall include among others:

- Consideration of the financial statement;
- Board of Directors' annual report.

- Election of members of the Board of Directors if warranted.

Section 2. Special Meetings

The Board of Directors shall call special meetings whenever it deems necessary.

Section 3. Quorum

30 members present shall constitute a quorum.

Section 4. Failure to convene a quorum

In case there is no quorum as required in the preceding section, the meeting shall be reset to a date, time and place to be determined by the Board. Only one postponement shall be allowed. If on the reset date there is still no quorum and there is proof of due notice given to the members, the meeting shall proceed and minutes thereof shall be made available upon request.

ARTICLE IX AMENDMENTS

Section 1. Initiative

Amendments shall be initiated by the Board or by a petition of at least 20 from the general membership. The Committee on Constitution and By-Laws shall be responsible for the phraseology, editing and style thereof.

Section 2. Vote Requirements

A two-thirds (2/3rd) vote of those present in the meeting called for the purpose shall ratify the amendment.

Section 3. Effectivity

Any amendment shall take effect immediately upon approval unless otherwise specified.

ARTICLE X DISSOLUTION

Section 1. Requirement

The Organization may be dissolved by a three-fourth (3/4) vote of all members present at a meeting called for the purpose.

Section 2. Disposition of Funds, Properties, Records and Assets

Upon its dissolution, all funds, properties and other assets of the Organization shall be donated to other non-profit Filipino-Canadian associations upon the direction of the Board of Directors and approved by the general membership. Records and other documentation may be deposited in a government archive for posterity if no officer or member signifies his desire and interest for them.

Section 3. Procedure

Notices of dissolution shall be sent to all government agencies concerned accompanied by the corresponding resolution and its confirmation of dissolution signed by the President of the Board and the Secretary.

BY-LAWS

Section 1. Membership

1. A member in good standing is one who has no financial obligation to the Organization and has fulfilled his duties as such member;
2. Any member may at reasonable times and for valid cause look into all the books, records and minutes of the Organization;
3. Each member of the Organization shall at all general meetings be entitled to one vote; no member shall be entitled to vote unless he has paid all dues and fees or any monetary obligation to the Organization.

Section 2. Board of Directors

1. The members of the Board of Directors shall hold office for the duration of their term of office or until their successors shall have been elected and qualified. They shall be eligible for re-election;
2. The members of the Organization may, by resolution passed by at least two-thirds (2/3rd) of the votes cast at the general meeting of which notice from the Board specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term;
3. The directors may from time to time borrow money on the credit of the Organization or charge, mortgage or pledge all or any of the real or personal property of the Organization to secure any money borrowed or any other debt or any other obligation or liability of the Organization.
4. A director or officer of the organization shall be indemnified out of the funds of the organization only from and against:
 - a. All costs, charges and expenses whatsoever which such director or officer sustains and incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;
 - b. All costs, charges and expenses which he sustains or incurs in or about in relation to the affairs of the Organization, except such costs, charges or expenses occasioned by his own negligence or default, or failure to act honestly and in good faith with a view to the best interest of the Organization;

5. No director or officer of the Organization shall be liable for the acts, neglects or default of any other director or officer or employee, for joining in any act of conformity or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title of any property acquired by or for the Organization or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies or effects shall be lodged, deposited or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust in relation thereto unless the same shall happen by or through his own wrongful and willful act, neglect or default;
6. Contracts entered into by the Board of Directors shall be valid, binding, and enforceable.
7. Directors shall waive their rights under the law on privacy and shall allow their personal records on file with the Organization to be looked into for just cause.

Section 3. Election

1. Who are eligible to vote:
 - a. Current member organizations or individuals who have paid their annual dues for the current year;
 - b. Must be members of the Organization at least sixty (60) days prior to the election;
 - c. Benefactors, sponsors or donors who have contributed at least \$500 within the last five years;
2. The President shall, at least two weeks before the election, appoint a committee on elections composed of three (3) members;
3. Voters' List
 - a. Each member association shall have two (2) voting representatives;
 - b. All eligible voters must register with the Commission on Election (COMELEC) upon arrival. Registrars shall be appointed for this purpose by the COMELEC;
4. One person one vote.
5. No proxy voting.
6. Nominations may be made in writing to the COMELEC before or in person on election day;
7. No one can be elected in absentia unless there is a written acceptance of nomination by the nominee;

8. A candidate for a position must be a member of good standing and must have been a member of the Organization for at least six (6) months;
9. Voting shall be by secret ballot;
10. Votes shall be counted immediately after closure of the ballot box;
11. In case of a tie, a second balloting shall be held.

Section 4. Assumption of Office

All elected officers shall assume office immediately after the election.

Section 5. Standing Committees

The Board of Directors shall, at its first meeting of the year, create the following Standing Committees, and may recruit members thereof from the community:

- Membership Committee
- Fundraising Committee
- Marketing and Promotions Committee
- Budget and Finance Committee
- Programs Committee
- Constitution and By-Laws

Section 6. Interpretation

In these By-Laws and in all other By-Laws of the Organization hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and organizations.

Section 7. Effectivity

These Constitution and By-Laws shall take effect upon approval by a two-thirds (2/3rd) votes of the Board of Directors.