

CONSTITUTION AND BY-LAWS  
OF THE FILIPINO-AMERICAN ORGANIZATION  
OF METROPOLITAN OMAHA, NE., Inc.  
AS AMENDED

ARTICLE I - NAME

The name of this Organization shall be the Filipino-American Organization of Metropolitan-Omaha, NE, Inc. (a.k.a. Fil-Am of Omaha or Fil-Am of Metro Omaha)

ARTICLE II - GOALS

The goals of this organization are:

SECTION 1 To promote fellowship within the Filipino-American community.

SECTION 2 To preserve common customs, enhance our heritage awareness and promote native arts within Greater Nebraska and the neighboring communities.

SECTION 3 To provide aid to members in time of need and on a case-by-case basis.

SECTION 4 To provide companionship and moral support to the members.

SECTION 5 To establish an educational support to deserving children of active members as needed, based on scholastic aptitude, financial need, and a desire to gain educational or trade skills.

ARTICLE III - AMENDMENTS

Any amendment to the Constitution & Bylaws shall be proposed at the general meeting and referred to the Board of Directors for their review and consideration orally or in writing. A two-third (2/3) vote of the active members present at the meeting shall be required for its adoption. It shall be effective within fifteen (15) days after passage by the required vote. Any objection shall be submitted in writing within fifteen (15) days prior to the effective date.

## ARTICLE IV - MEMBERSHIP

SECTION 1 Membership shall be open to any person without regard to sex, race, color, creed, religion, age, national origin, handicap, or residency.

SECTION 2 A member is any person who is willing to uphold and accept the Organization's mission, goals and objectives as stated in the Constitution and By-laws. Members shall be classified as:

- **Active Member:** A member who had paid the annual membership fee for the current year. This member shall be entitled to all rights and privileges of the Organization, except running for office if membership is less than 90-days.
- **Lifetime Member:** An active member who has been exempted from paying the annual membership fees, has been a paid member for 5 consecutive years, and at least 65 years old.

## ARTICLE V - MEMBERSHIP DUES, FEES, ARREARS AND ASSESSMENT

SECTION 1 The annual membership dues shall be determined by the Board of Directors and approve by a majority of active members present at the annual general meeting. It shall be effective immediately upon approval by the members. Members are defined as follows:

- **Single:** one person, no spouse, no kids, 19 years and older even if living in the same household.
- **Family:** couples and/or kids under 19 years of age

SECTION 2 Dues shall be paid in advance and for which at the time of payment, a membership card or authorized facsimile for the anniversary year shall be issued.

SECTION 3 Active members whose annual dues are not renewed before the last day of their anniversary shall be considered delinquent and considered inactive members. Reinstatement will be made only after application forms are duly submitted, and necessary dues paid.

## ARTICLE VI - MEETINGS

SECTION 1 The organization may hold meetings which may be classified as follows:

- **General Meeting:** To be held for the purpose of electing officers or other matters relevant to the business of the Organization.
- **Special Meeting:** Meeting called for a specific business matter(s).
- **Monthly Meeting:** To be held for the purpose of conducting meetings with active membership of the organization and individuals intending to become members.

SECTION 2 Conduct of Meetings

- The order of general and special meetings of the Organization shall follow the standard of parliamentary procedures but within an informal framework.
- Business conducted during a general or special meeting shall be confined to that which appears on a written agenda.
- In transacting general business, a motion is passed if a majority of the votes cast is affirmative.

SECTION 3 Quorum in Meetings

- Quorum on Board of Director's meeting shall be a simple majority of the members of the Board.
- Quorum on the Officer's meetings shall be a simple majority of the Officers.
- Quorum on joint Officers and Board of Director's meetings shall be a simple majority of the members of the two collectively.
- Quorum on general meetings shall consists of the total number of active members present at the meeting.

ARTICLE VII – EXECUTIVE OFFICERS & BOARD OF DIRECTORS

SECTION 1 The managing body of the Organization shall consist of the elected Officers and the Board of Directors.

SECTION 2 Officers shall be elected by majority vote of active members as determined through an electoral procedure.

SECTION 3 The Board of Directors shall consist of up to seven (7) members or a minimum of five (5) who will elect their own Chairperson and a Recorder. Both Chairperson and Recorder must be member of the Board of Directors.

SECTION 4 The Officers shall be the President, the Vice-President, the Treasurer, the Auditor, and the Secretary.

SECTION 5 The President, after tenure of office, shall automatically become member ex-officio of the Board of Directors for one term, will serve as advisor and consultant but will have no voting privileges on policy-making duties of the Board. However, the outgoing President may run for Board of Director position if he/she would like to have voting privileges on policy making duties of the Board.

SECTION 6 The promotion, fostering and carrying-out of the Organization's activities shall be the function of the Officers. The Board of Directors shall be responsible for carrying out the policies of the Organization, but **the control of the Organization resides in its members.**

## ARTICLE VIII - ELECTIONS

SECTION 1 Elections of officers and the board of directors of the Organization shall be held every two (2) years in the month of November. Terms of office begins on January 1<sup>st</sup> following the election through December of the following year (total of 2 years' service per term)

SECTION 2 Special elections shall be held when deemed necessary as determined by the Board of Directors.

## ARTICLE IX - BYLAWS

This organization shall adopt by-laws prescribing the duties of the Executive Officers and Board of Directors, regulating the management of its business and other activities pertinent to the members and other matters deemed necessary. By-laws governing the conduct of the affairs of the Organization shall be in consonance with the Organization's constitution.

## ARTICLE X - DUTIES

The officers of the Organization shall serve terms and perform duties as specified herein:

SECTION 1 The Board of Directors shall:

- Provide guidance to the Officers in carrying out the Organization's goals, functions and programs.
- Review the Auditor's report quarterly.
- Meet semi-annually to assess the programs and goals of the Organization.
- In collaboration with the Officers, determine the appropriation of financial and material needs of the Organization.
- Convene a special meeting as the need arises.
- Fill vacancies in any elective office occurring during the term year. Appointments will require approval by majority vote of the Board of Directors.
- Have a joint meeting with the Officers as deemed necessary.

SECTION 2 The Chairperson of the Board of Directors shall:

- Preside over all Board of Directors meetings.
- Set the semi-annual meetings of the Board of Directors.
- Call special meetings of the Board of Directors as deemed necessary.
- Attend or designate another board member to attend the officers' meetings and serve as advisor or counselor.
- Set and preside over the annual joint meeting with the Officers.
- Chair the Election Committee and preside over election proceedings, except if they're running for office, he/she must recuse the chairmanship of the Election Committee.

- Accept nominations of candidates, announce elections, secure venue for election and prepare ballots for the election.

SECTION 3 The Recorder of the Board of Directors shall:

- Be responsible for taking minutes of proceedings and keeping records of the activities of the Board of Directors.
- Be responsible for all communications pertaining to Board matters.
- Be responsible for taking the minutes of proceedings of the joint Board of Directors and Officers meetings.

SECTION 4 The President shall:

- Be responsible for the administration of the functions and activities of the Organization.
- Preside at Organization's membership meetings and Officer's meetings.
- Appoint and/or solicit committees as may be necessary to carry out the objectives of the Organization.
- Institute plans and programs for the achievement of the Organization's goals.
- Attend all joint meetings with the Board of Directors.

SECTION 5 The Vice-President shall:

- Assume the duties of the President in the event of the President's absence or incapacity.
- Perform other duties as may be designated by the President.
- Attend all joint meetings with the Board of Directors.

SECTION 6 The Treasurer shall:

- Be the custodian of the Organization's funds.
- Shall maintain financial records of the Organization.
- Submit financial reports to the membership during each general meeting.
- Collect all dues and provide the Secretary the current list of active members.
- Keep the funds in a bank and maintain two (2) principal and one (1) alternative signatories authorized for withdrawal of funds.
- File the following required forms: Federal Form 990N and Biennial State Return as defined.

SECTION 7 The Secretary shall:

- Be responsible for the Organization's communications and records.
- Record and provide a copy, upon request by any active members, the minutes of the Organization's meetings.
- Records, reproduce and provide copies, upon request by an active member the minutes of the Officer's meetings.
- Maintain an updated mailing list and a current active members list.

- Notify the Chairperson of the Board of Directors of meetings of the Officers.
- Attend all the joint meetings with the Board of Directors.

SECTION 8 The Auditor shall:

- Audit the financial records of the Organization quarterly.
- Submit to the Board of Directors an audited financial report within two (2) weeks after the conclusion of such audit and maintain such report and make a public record after the final audit at the end of the term of the set of Officers.
- Attend all joint meetings with the Board of Directors.
- The Auditor must coordinate with the Treasurer in obtaining necessary financial records for the purpose of quarterly audit.

SECTION 9 The Member shall:

- An individual intending to become a member or retain membership status shall be confirmed by filling an application form signifying the intent and paying the applicable membership dues.
- Active membership shall be renewable annually. Membership year is from membership sign up date anniversary.
- Update membership information to the Secretary of the Organization in writing.

## ARTICLE XI - QUALIFICATIONS TO VOTE AND TO HOLD OFFICE

SECTION 1 Any active member eighteen years or older shall be eligible to vote during that calendar year's election.

SECTION 2 No two (2) members of the immediate family shall hold an elective office during the same term.

SECTION 3 Any active member who is eighteen (18) years or older and in good standing may run for office. A good standing member is someone who completed their previous term, does not pose as having conflict of interest and is not a member/officer of a competing organization.

SECTION 4 Incumbents whose term has expired may run for re-election in the succeeding elections not exceeding a 4-year term.

SECTION 5 Past Officers or any active member may accept a vacated elected and/or appointed position in office, when appointed by the Board of Directors and upon recommendation of the Officers.

SECTION 6 No person can hold more than one (1) elective position at a time.

SECTION 7 Person(s) appointed to fill the unexpired term of a vacated office(s) may run for that same office on the succeeding election.

SECTION 8 Any active member who is in good standing may be appointed to fill an unexpired term of a vacated office provided that member is at least eighteen years of age.

## ARTICLE XII -ELECTIONS

SECTION 1 General elections shall be held on the second weekend in November for the purpose of electing the Officers and Board of Directors for the next administrative term immediately following said elections.

SECTION 2 A sign-in sheet of active members shall be made by the Secretary to determine the number of active members present who are eligible to vote. Only Active members will be allowed at the election.

SECTION 3 The Chairperson of the Board of Directors or his/her designated person shall preside over the election proceedings, unless running for office, he/she needs to recuse himself/herself.

SECTION 4 Nominations shall be made only by any member eligible to vote no later than October 15th.

SECTION 5 The voting will be through a ballot. Voters may include write-in candidates:

- President
- Vice-President
- Secretary
- Treasurer
- Auditor
- Board of Directors

SECTION 6 Voting Procedures: Voting shall be by ballot. Immediately after closing the casting of ballots, counting of votes shall follow. The Chairperson shall declare an elected candidate immediately following the completion of counting of votes.

SECTION 7 In the event of a tie, another balloting/voting by acclamation will be made and continued until one is elected.

SECTION 8 An uncontested candidate shall not preclude of being elected and the process of balloting/voting by acclamation may be waived upon a verbal motion and approval by the members.

### ARTICLE XIII - TENURE

SECTION 1 Newly elected Officers and Board of Directors shall take office on the first day of January and shall expire after December 31st of the second-year term.

SECTION 2 Members appointed by the Board of Directors to fill a vacancy will serve the unexpired portion of that term.

SECTION 3 The Board of Directors shall consist of a minimum of five (5) but no more than seven (7) elected positions.

SECTION 4 Removal from Office: An officer may be removed from office if the officer refuses to uphold the provisions of the Constitution and By-laws of the Organization.

A petition calling for removal shall be submitted in writing and must be signed and approved by a majority of the active members. The petition shall be submitted to any member of the Board of Directors. The Board of Directors shall convene and conduct a hearing within two weeks allowing the officer concerned to be heard and allow the Board to deliberate and decide whether to remove the officer. Upon receipt of such petition and the completion of a hearing, the Board shall deliberate and decide.

Failure of the officer to communicate with the Board in the two (2) week timeframe will result in removal from office effective immediately.

SECTION 5 After two (2) consecutive terms at the same elective position, the member shall not hold the same position for a minimum of two (2) year after expiration of the term. A member may serve in any other elective position except that if the expired term was the Presidency, the member shall not hold the Vice-Presidential office until two full term (4 years) have elapsed.

SECTION 6 Upon removal or vacating an office requires that person to surrender all Fil-Am assets no later than seventy-two (72) hours from removal or vacancy.

### ARTICLE XIV - COMMITTEES

SECTION 1 Committees may be created, and their members appointed and/or solicited by the President, to assist the officers in carrying out activities and programs of the Organization.

SECTION 2 The Chairperson of the Board of Directors shall appoint an Elections Committee to assist in carrying out the election's proceedings.



## ARTICLE XV - FINANCES AND TAXATION

- SECTION 1 The activities of this Organization shall be financed through dues, grants, fund-raising activities and voluntary contributions.
- SECTION 2 The funds in a bank shall be maintained by two (2) principal signatories (Treasurer and President) and one (1) alternative signatory (Vice President) authorized for withdrawal of funds.
- SECTION 3 Checks drawn against the account must adhere to the following Standard Operating Procedures (SOPs):
1. Expenses/Reimbursement over \$500 must be approved in advance and in writing by the Board of Directors.
  2. Expenses/Reimbursement over \$200 must be approved in advance and in writing by the Executive Officers.
  3. No reimbursement will be made without accompanying receipts and reason for the expense.
  4. Closing or transfer of bank accounts must be approved in advance and in writing and signed by majority of the Board of Directors and Chairperson.
  5. Failure to adhere to the above SOPs constitute theft and will be reported to authorities as such.
- SECTION 4 Funds will be derived primarily to offset operational expenses in carrying out the objectives of this Organization.
- SECTION 5 Upon dissolution, the assets of the Organization shall be liquidated as follows:
1. Satisfy debts and obligations of the organization
  2. Any remaining properties or assets shall be distributed and paid over to an organization that meets the IRS Section 501(c)3 of the Code.
  3. Any surplus shall be distributed as the active members may direct but only to an organization or institution qualifying for maximum charitable deductions under I.R.C., Section 170(c) as amended. In no case will such distribution be made to any private foundation.
- SECTION 6 This Organization will comply with its responsibilities under the U.S. Internal Revenue Code, including if necessary, securing an exemption under I.R.C. Section 501 (c).
- SECTION 7 This Organization will comply with its responsibilities under the rules and regulations governing such type of organization in the state under which it is chartered or registered.
- SECTION 8 The Treasurer must ensure that the Federal Form 990N is completed and submitted in a timely manner no later than May 15<sup>th</sup> of the calendar Year.

SECTION 9 The Treasurer must ensure that the Biennial State Return is submitted to the Secretary State of Nebraska no later than April 1<sup>st</sup> of every Odd Calendar Year.

### ARTICLE XVI - ACTIVITIES

Activities of the Organization during the fiscal year may consist of but not limited to:

SECTION 1 Programs and activities depicting common customs to enhance heritage awareness promoting the goals of Fil-Am of Omaha.

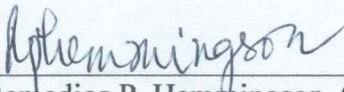
SECTION 2 These are programs and activities that have been traditionally celebrated by Fil-Am of Omaha:

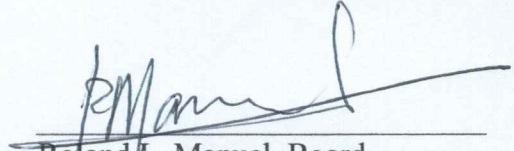
- Valentine's Party
- Easter Picnic
- Annual Summer Picnic
- Filipino American History Month Celebration
- Youth Christmas Party (potluck)
- Christmas Party
- Attend/Participate in other Festivals/Events when feasible
- Consular Services on Wheels

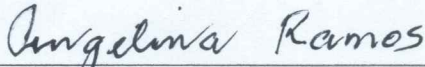
**This amended Constitution and By-laws passed and adopted this 13th day of October 2019. The provisions of this Constitution and By-Laws shall supersede any contrary provisions contained within the body of the previous Constitution and Bylaws.**

Signed and approved by the Board of Directors:

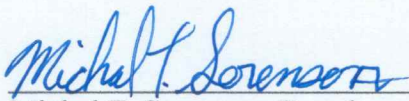
October 13, 2019

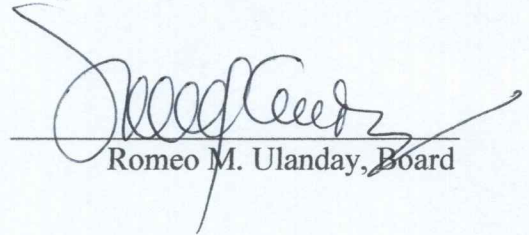
  
Remedios P. Hemmingson, Chair

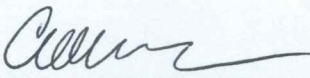
  
Roland L. Manuel, Board

  
Angelina S. Ramos, Board

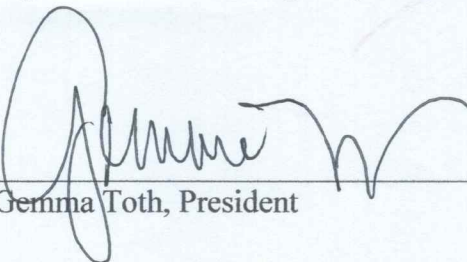
  
Daryl E. Rose, Board


  
Michal T. Sorenson, Board

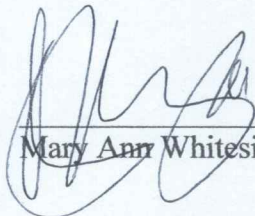
  
Romeo M. Ulanday, Board

  
Cresencia P. Wheeler, Board

Signed and acknowledged by the Executive Committee:

  
Gemma Toth, President

  
David Hansen, Vice-President

  
Mary Ann Whitesides, Treasurer