

THE UNIVERSITY OF THE PHILIPPINES ALUMNI ASSOCIATION SAN FRANCISCO, INC.

AMENDED CONSTITUTION

Whereas, the alumni of the University of the Philippines (hereinafter the “University”) have a special responsibility to assist the University in fulfilling its mission as an academic institution designated by Republic Act No 9500 as the National University of the Philippines and recognized by the Senate of the Philippines as the Nation’s Premier University;

Whereas, the University holds the distinction of providing leadership and forging new direction in government and social policy as reflected in the history of the Philippines through its students and alumni;

Whereas, the alumni seek not only to uphold this tradition but also to encourage the exchange of ideas and foster relationships between the alumni and the University;

Wherefore, we, members of the University of the Philippines Alumni Association of San Francisco, Inc. (hereinafter the “Association”) promulgate the following constitution.

(As amended on December 4, 2016)

ARTICLE 1

NAME, SEAL, AND COLOR

The name of this Association shall be the University of the Philippines Alumni Association of San Francisco, Inc.

The seal of the Association shall be a round figure with the Oblation slightly on its side and the silhouette of the Golden Gate Bridge with the rising sun behind.

The color of the Association shall be maroon, green, and gold.

ARTICLE II

OBJECTIVES

In support of the Purposes stated in the Articles of Association, the Association shall have the following objectives:

- a. To bind the alumni into a united fellowship working together in providing for organized alumni assistance to the University in the fulfillment of its mission as an academic institution: to this end it shall assist the University in raising funds required for its efficient operation; to endeavor to establish various scholarships, professorial chairs, research and incentive grants, either through organizational funds or by obtaining donations and other grants from University alumni and others who are in a position to make such contributions; to give or obtain for the University such services and advice in the latter’s different activities as the Board of Directors may determine to be of use and advantage to the University;

b. To assist the University continue its role as the leading center of learning and research in the Philippines. To serve as a meaningful medium thru which the alumni can collectively channel their resources and participate in the promotion of higher education in the Philippines. To explore partnership, exchanges and linkages between the University and leading California Colleges and Universities.

c. To perpetuate the Philippine tradition and culture among its members and other Bay Area resident of Filipino descent. To this end, it shall initiate, sponsor and participate in cultural programs and activities; it shall develop and promote educational programs for K12 students on Filipino Heritage; and it shall foster socio-cultural development and interaction between the Association and the San Francisco Bay Area community.

d. To assist in the development and welfare of its members. To this end, it shall provide social, civic and career networking for alumni residing in San Francisco Bay Area; it shall assist members who are new in San Francisco Bay Area by lending them assistance in seeking jobs and good housing locations; it shall cultivate and perpetuate individual acquaintances and friendships among alumni; it shall promote a better understanding and unity among its members residing in California and the United States; it shall develop programs for members who are senior, disabled or in need; it shall host public seminars and lectures on issues and concerns of its members , the Filipino community and the general public.

(As Amended on December 4, 2016)

ARTICLE III

MEMBERSHIP

A. Regular Members: Every person who is a holder of any degree, title, or certificate from the University, or who is a former regular student of the University having earned at least sixty (60) academic units and not having been dismissed for misconduct or scholastic deficiency.

B. Honorary Members: Members of the faculty and administration of the University, parents who have sent at least three (3) children to the University, or other persons who have shown special interest in the University and the Alumni Association, may be nominated to become honorary members by any regular member in good standing of the Association and may be elected as such, excluding the right to vote and hold office, by a majority vote of the Board of Directors.

In all meetings of the Association whether regular or special, six (6) members shall constitute a quorum to do business. All members shall be domiciled within the San Francisco Bay Area.

(As Amended on December 4, 2016)

ARTICLE IV

GOVERNING BODY

The governing body of the Association shall be its Board of Directors (hereinafter the "Board") composed of twelve (12) Directors elected at large, the incumbent President and the immediate past President. The Board of Directors by a majority vote may increase the number of Directors elected at large to at most fifteen (15) Directors. (As amended by the Board on January 22, 2017)

(As Amended on December 4, 2016)

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall be the governing body of the association.

It shall have (14) voting members composed of twelve (12) directors elected at large, the immediate past president and the current president. (As Amended by The Board on January 22, 2017)

The Board of Directors by a majority vote may increase the number of Directors elected at large from nine (9) to at most fifteen (15) directors.

The Officers, except the President, and the Chairperson of all standing committees may attend but cannot vote in board meetings.

Only regular members in good standing of the Association shall be qualified to serve and to be elected as members of the Board of Directors.

All directors elected at large shall be elected in accordance with Article XV.

The Board at the beginning of its term shall elect among themselves a Chairman, a Vice Chairman and a Board Secretary whose duties and responsibilities shall be defined by the Board. The Chairman of the Board shall preside at all meetings of the Board.

The members of the Board of Director shall hold office for a term of two years and until their successors shall have been duly elected and qualified.

The members of the Board shall not receive any compensation or remuneration during their term of office.

The Board of Directors shall hold regular meetings at least four (4) times a year, and shall convene at such special meetings as may be called by the President, Chairman of the Board or upon written request of at least three members of the Board.

The Board shall establish policies and programs calculated to fulfill the objectives of the Association.

The Board shall have the power to constitute and dissolve working/standing committee/s as it determines necessary or appropriate.

The Board shall have the power to create and dissolve new position/s as it determines necessary or appropriate.

The Board shall be empowered to transact business for the Association.

The Board shall have the power to fill in vacancies in its membership due to death, resignation, or permanent incapacity. In the case of simultaneous incapacity of the President and the Executive Vice President, the Board of Directors shall designate the successor who shall be a regular member in good standing of the association and shall assume office of the President only for the unexpired portion of the term of his predecessor.

A simple majority of the voting members of the Board shall constitute a quorum. The act of a simple majority of the voting members of the board at which there is a quorum shall be the act of the Board.

Notice of Board meetings shall be given to each member by telephone, telecopy, or by electronic mail or equivalent electronic media sent to the last known business, home or electronic address as appearing in the Association's records. The President and/or Chairman and the designated Secretary may provide the notice of meeting to all board members.

The board may hold electronic meetings such as teleconferences and videoconferences provided all participants are able to hear and/or see each other at the same time.

(As Amended on December 4, 2016)

ARTICLE VI

THE OFFICERS OF THE ASSOCIATION

The Association shall have the following officers:

- a. President
- b. Executive Vice President / President Elect
- c. Secretary
- d. Treasurer
- e. Auditor
- f. Press Relations Officer

Only regular members in good standing of the Association shall be qualified to serve and be elected as Officers of the Association.

All Officers shall be elected into office in accordance with Article XV.

All Officers shall hold office for a term of two years and until their successors shall have been duly elected and qualified.

The Officers of the Association shall implement all the policies and programs adopted by the Board of Directors and shall take charge of the day to day operations of the Association, including the supervision of all working/standing committees created by the Board.

(As Amended on December 4, 2016)

ARTICLE VII

DUITES OF THE PRESIDENT

The President shall have the following functions and duties:

- a. To act as the Chief Executive Officer of the Association, and as such shall have active executive management of the operations of the Association in accordance with the approved plans and programs, including budget, by the Board of Directors.

- b. To appoint, direct and supervise the chairperson of all working/standing committees.
- c. To prepare and present to the Board for approval the annual plan and programs, including budget of the association.
- c. To act as the official spokesperson of the Association.
- d. To call meetings of the Board, the Officers, Chairperson of Standing Committees and of the general membership of the association and to preside over such meetings, except Board meetings where the Chairman is the presiding officer.
- e. To perform all duties inherent to the office and such other duties as, from time to time, may be assigned by the Board of Directors.
- f. To appoint and terminate chairperson of all working/standing committee subject to approval of the Board.
- g. To sign, with the treasurer, all disbursements of the Association in accordance with the budget approved by the Board.
- h. To sign on behalf of the Association all agreements with any party only after the Board has approved those agreements.

(As Amended on December 4, 2016)

ARTICLE VIII

DUTIES OF THE EXECUTIVE VICE-PRESIDENT

The Executive Vice-President shall have the following functions and duties:

1. He/she shall perform all the duties of the President in the latter's absence.
2. In case of permanent incapacity or vacancy due to death, resignation, or permanent incapacity of the President, the Executive Vice-President shall assume the President's office for the remainder of the term.
3. He/She shall assist the President in the discharge of his/her duties.
4. He/She shall automatically assume the office of the President at the end of the term of the current President.

(As Amended on December 4, 2016)

ARTICLE IX

DUTIES OF THE SECRETARY

The Secretary shall have the following functions and duties:

1. The Secretary shall keep the records of all proceedings of the officers, as well as, the general membership of the Association. He/She shall discharge all other functions inherent to the position of the secretary.

2. The minutes, accounting records and other papers of the Association shall be subject to inspection by members in good standing, within reasonable hours.
3. The secretary shall have an up-to-date membership directory of the Association and shall notify its officers and members of meetings and other activities of the Association. He/She shall also prepare and send out other communications.
4. He/She shall receive and review all internal correspondence and read important communications at meetings.

(As Amended on December 4, 2016)

ARTICLE X

DUTIES OF THE TREASURER

The Treasurer shall have the following functions and duties:

1. The Treasurer shall deposit in a reputable bank within a reasonable period after receipt of all monies and properties of the Association.
2. He/She shall collect and receive all dues, regular and special, and all donations to the Association.
3. He/She shall submit a complete statement of accounts at the second meeting of the General Membership of the Association and discharge such other functions inherent to the position of the treasurer.
4. He/She shall maintain a monthly account ledger of receipts and disbursements for information and IRS purposes.
5. He/She shall be responsible for the preparation of yearly tax returns of the Association.
6. He/She shall sign, with the President, all disbursements of the Association in accordance with the budget approved by the Board.

(As Amended on December 4, 2016)

ARTICLE XI

DUTIES OF THE AUDITOR

The Auditor shall audit all financial records of the Association at least twice a year and upon the request of the President, The Chairman of the Board or at least two members of the Board.

(As Amended on December 4, 2016)

ARTICLE XII

DUTIES OF THE PUBLIC RELATIONS OFFICER

The Public Relations Officer shall have the following functions and duties:

- a. He/She shall assist in preparing all statements, news stories/articles for all press releases on all activities, projects of the Association;
- b. He/She shall take charge of giving the press releases to all media outlets for information/publicity purposes;
- c. He/She shall arrange for any and/or all press conferences for TV and radio coverage of any and/or all major, significant events, activities of the Association.
- d. He/She shall coordinate with all media outlets on matters relating to the Association and its activities.
- e. He/she shall develop promotional campaign for all projects of the Association.

(As Amended on December 4, 2016)

ARTICLE XIII

DUTIES OF BOARD OF DIRECTORS

- a. The Board shall manage and control the property and business affairs of the Association.
- b. The Board shall approve all the annual plans and programs of the Association presented by the President, including budget and fund disbursement.
- c. The Board shall be the governing body of the Association.
- d. The Board shall conduct periodic review of the plans and programs of the Association.
- e. The Board shall have the sole authority to approve all agreements that the Association may enter with any party.
- f. The Board has the authority to create and/or dissolve any standing committee; to define its functions and composition; and to approve all appointed chairperson by the President.
- g. It is the duty of each member of the Board to attend all meetings of the Board of Directors. If a member of the Board is unable to attend any meeting of the Board of Directors, He/She is required to notify the President or Chairman or Board Secretary of his/her reason/s for not attending said meeting. Failure to notify is a prima facie evidence of without just cause for removal purposes.

(As Amended on December 4, 2016)

ARTICLE XIV

GENERAL MEETING

The members of the association shall hold a general meeting at least two times a year. A special meeting may be called for by the President or upon request by any three members of the Board.

The President of the Association will set and announce all general and special meetings of the Association.

In all meetings of the Association, whether regular or special, at least six (6) members shall constitute a quorum to do business, so long as every member has been duly notified.

Notice for all meetings of the Association shall be given by the President to each member by postal mail, telephone, telecopy, or by electronic mail or equivalent electronic media sent to the last known business, home or electronic address as appearing in the Association's records.

The act of a simple majority of the members at which there is a quorum shall be the act of the members in a general meeting.

(As Amended on December 4, 2016)

ARTICLE XV

ELECTIONS

There shall be a general election of officers and board members elected at large in the association once every two years to be held on the first weekend of December of that year.

The board, by a simple majority vote, shall have the authority to re-schedule the general election, to prescribe election procedures and to designate the election chairman/committee.

Only Regular Members in good standing can be nominated and vote.

Special Elections may be held at the discretion of the Board.

The election chairman/committee shall receive all nominations, verify eligibility of all nominees, and notify all nominees of their nomination.

All nominees must accept and agree to their nomination/s to be elected into any office. Failure of any nominee to accept or agree to their nomination within seven days of notification, including electronic mail, will be considered as non-acceptance of the nomination.

Only regular members in good standing can nominate. Only regular members in good standing who accepted their nomination can be nominated.

At least thirty (30) days prior to a scheduled general election, the board shall decide whether the election will be held in a general meeting of members or thru electronic voting. The nomination period shall be at least 15 days before either the election date in case of a general meeting or the start date of the election period in case of electronic voting. There shall be no proxy voting allowed.

(As Amended on December 4, 2016)

ARTICLE XVI

AMENDMENT

Except for provisions where the Board has the authority to amend, every proposition to amend this Constitution and By-Laws shall be submitted in writing in any general membership or special meeting of the Association duly called for this purpose, when upon receiving the affirmative vote of the majority of members present, it shall become part of the Constitution and By-Laws.

All actions and/or changes made by all previous Board prior to December 4, 2016 are hereby affirmed and ratified. However, the adoption of these amended constitution and bylaws in a general meeting held on December 4, 2016 simultaneously repeals all previously adopted constitution and bylaws.

(As Amended on December 4, 2016)

ARTICLE XVII

BY-LAWS

The rules and regulations of the Association shall be covered by a set of By-Laws which may be amended in accordance with the provisions thereof.

(As Amended on December 4, 2016)

UNIVERSITY OF THE PHILIPPINES OF SAN FRANCISCO, INC.

AMENDED BY-LAWS

SECTION 1. Types of Members.

The following shall be the types of members of the Association:

- a. Regular Members: Every person who is a holder of any degree, title, or certificate from the University, or who is a former regular student of the University having earned at least sixty (60) academic units and not having been dismissed for misconduct or scholastic deficiency.
- b. Honorary Members: Members of the faculty and administration of the University, parents who have sent at least three (3) children to the University, or other persons who have shown special interest in the University and the Alumni Association, may be nominated to become honorary members by any regular member in good standing of the Association and may be elected as such by a majority vote of the Board of Directors.

(As Amended on December 4, 2016)

SECTION 2. Annual Fees

The following shall be the fees of the members of the Association:

- a. Annual Membership Fee

Every member, regular or honorary, shall pay an annual membership fee, the amount of which shall be determined by the Board on an annual basis. The Board, by a majority vote, may waive the annual membership fee for all members on an annual basis.

- b. Lifetime Membership Fee

Members who pay the amount of Fifty (\$50.00) US Dollars are entitled to life membership. The Board, by a majority vote, may increase the life membership fee.

(As Amended on December 4, 2016)

SECTION 3. Members in Good Standing

Every member, regular or honorary, who shall pay the annual fee is a member in good standing. However, in years when the Board waives the annual fee, every member, regular or honorary, is considered as a member in good standing.

Every member who paid the lifetime membership fee is a member in good standing.

SECTION 4. Rights of Members

Every member in good standing shall have the following rights:

- a. To attend the regular and special meetings of the general membership of the association.
- b. To propose amendments and resolutions, and to vote on those presented at the meetings above mentioned.
- c. To inspect the records and books of accounts of the association.
- d. To be nominated and elected to any position in the association.
- e. To vote in any motion for the recall of any officer of the Association
- f. To receive, upon payment of the proper fees, publications of the Association.

SECTION 5. Standing Committees

The Association shall have the following standing committees:

- a. Program Committee

This committee shall be responsible for program/project planning, development, implementation, and monitoring. This committee may designate another committee to implement programs it has developed.

- b. Membership Committee

This committee shall be responsible for locating alumni, maintaining a list of members, developing membership benefits and assistance.

- c. Filipino Heritage Committee

This committee shall be responsible for promoting Filipino heritage among its members and the community. It shall take over the implementation of all Filipino Heritage project. This committee will oversee implementing the Filipino Heritage Summer Camp Program for K12 students.

- d. Education, Scholarships, and Professorial Chair Committee

This committee shall be responsible for developing educational linkages, establishing scholarships, and awarding professorial chair.

- e. Community Engagements and Speaker's Bureau Committee

This committee shall be responsible for planning and conducting community/member forums and inviting speakers to it. It shall serve as the liaison of the Association with other community organizations and/or government agencies on programs and projects that will benefit the members.

f. Disaster Planning and Assistance Committee

This committee shall be responsible for disaster planning and assistance to members and the community.

g. UPAASF Foundation/Fundraising Committee

This committee shall be responsible for fundraising activities of the association and the possible creation of a UPAASF Foundation.

h. Sports and Wellness Committee

This committee shall be responsible for all activities pertaining to sports and wellness of members.

i. Communications and Social Media Committee

This committee shall be responsible for maintaining the website and social media outlets of the Association.

Each committee shall have a chairperson who shall be responsible for managing the committee including selection of its members. The chairperson shall be a regular member in good standing of the Association.

The term of office of each committee chairperson shall be co-terminus with the President unless terminated earlier by the President.

(As Amended on December 4, 2016)

SECTION 6. Order of Business

The following shall be the order of business:

- a. Roll Call
- b. Reading and approval of the minutes of last meeting
- c. Treasurer's report
- d. Reading of Communication
- e. Report of the different committees
- f. Old Business
- g. New Business/Agenda
- h. Announcements
- i. Adjournment

(As Amended on December 4, 2016)

SECTION 10. Proceedings

The latest edition of the Robert's Rule of Order shall govern all proceedings of this Association.

(As Amended on December 4, 2016)

SECTION 11. Removal from Office

Any member of the Board of Directors who fails to attend more than three (3) consecutive regular and special Board of Directors meeting without just cause shall be deemed to have resigned from the Board. The remaining Board of Directors shall appoint a replacement Director to serve the unexpired term of the Director deemed to have resigned.

Any Officer who fails to attend more than three (3) consecutive regular or special meeting of Officers without just cause shall be deemed to have resigned The President will nominate and the Board will approve the appointment of a replacement Officer to serve the unexpired term of the Officer deemed to have resigned.

(As Amended on December 4, 2016)

SECTION 12. Amendments

Except for provisions where the Board has the power to amend, every proposition to amend these By-Laws shall be submitted in writing to the general membership meeting of the Association, when upon receiving the affirmative vote of the majority of the members present, it shall become part of the By-Laws.

All actions and/or changes made by all previous Board prior to December 4, 2016 are hereby affirmed and ratified. However, the adoption of these constitution and bylaws in a general meeting held on December 4, 2016 simultaneously repeals all previously adopted constitution and bylaws.

(As Amended on December 4, 2016)