

**UNIVERSITY OF THE PHILIPPINES ALUMNI AND ASSOCIATES IN MANITOBA, INC.
(UPAA-MB, INC.)
CONSTITUTION AND BY-LAWS**

**Article I
NAME and LOGO**

Sec. 1. The official name of the organization shall be the “University of the Philippines Alumni and Associates in Manitoba (UPAA-MB) Inc.” [Hereinafter the “Association”], an adjunct organization supporting the University of the Philippines [hereinafter the “University”].

Sec. 2. The logo of the Association shall consist of two concentric circles with the outer circle bearing the name of the Association and the year of its founding, and the inner circle showing: the Oblation in the foreground, half of a maple leaf fused with the map of Manitoba in the background, and the University’s motto at the bottom.

**Article II
VISION**

An enabling environment wherein individuals and communities are able to realize their full potential and aspirations towards a just, harmonious society and economic prosperity that respects the integrity of the environment for the benefit of both the present and future generations.

**Article III
MISSION**

The UPAA-MB is committed to harnessing the creative abilities and potential of its members by engaging in initiatives that raise the profile of and give back to the Filipino community and Manitoba in general.

**Article IV
OBJECTIVES**

The Association shall have the following objectives:

Sec. 1. To promote camaraderie and cooperation among members in a way that upholds the ideals of the University of the Philippines: honour, excellence, leadership and holistic human development;

Sec. 2. To engage with Filipino and other organizations in various initiatives that promote cultural diversity, social unity and cooperation;

Sec. 3. To assist members and the Filipino community, in Manitoba and in the Philippines, in improving opportunities for education and training that will help develop their full potential;

Sec. 4. To give due recognition to alumni and other individuals of Filipino heritage for their exemplary achievements and contributions to the Manitoba community.

Article V MEMBERSHIP

Sec. 1. Regular Members

a. Any individual who is a holder of any degree, title, or certificate, or who is a former regular student of the University having earned at least sixty (60) academic units may become a regular Member of the Association, upon completion of the membership form, payment of membership fees, and fulfillment of the required annual attendance of at least six (6) of Association- sanctioned meetings and events.

b. Any individual who has completed a course or a program at the University in which the University does not grant a degree at the time of completion of such course or program, and has subsequently graduated from a post secondary education institution recognized by the Board of Directors as a “university”, may become a regular Member of the Association, upon completion of the membership form, payment of membership fees, and fulfillment of the required annual attendance of at least six (6) of Association- sanctioned meetings and events.

Sec. 2. Associate Members

Any individual who has shown special interest in the Association, may be nominated to become an Associate Member by any Regular Member in good standing of the Association and may be elected by such by a majority vote of the Board of Directors, upon completion of the membership form, payment of membership fees, and fulfillment of the required annual attendance of at least six (6) of Association sanctioned meetings and events.

Sec. 3. Honourary Members

Former members of the faculty and administration of the University, parents who have sent at least three (3) children to the University, and alumni may be nominated to become Honourary 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.

The Board of Directors may confer to any person who has rendered outstanding service to the University, the Association, and the Filipino community in Manitoba the position of Honourary Member of the Association.

Sec. 4. Application for Membership

Any eligible individual who meets the definition of Regular Member as defined in Sec 1 of this article can apply for membership by completing the Membership Application Form and paying the annual membership fee. The Membership Committee will then approve his/her membership application and include him/her in the official roster of members and mailing list as deemed appropriate.

Sec. 5. Renewal of Membership

Membership can be renewed every year at the Annual General Meeting upon verification or updating of current personal information and payment of fees.

Sec. 6. Removal of Members

Any member may be suspended or expelled for non-fulfillment of duties as a member, or for conduct contrary to the objectives or otherwise detrimental to the interests of the Association.

The Board of Directors may delete categories of members conferred by the Board of Directors and any membership therein.

No member shall be expelled, suspended, or otherwise penalized without due process. Final decision on the imposition of penalties shall be made by the Board of Directors.

Sec. 7. Duties and Responsibilities

Every member shall have the following duties and responsibilities:

- a. To complete application/renewal forms and to ensure that information is current
- b. To pay Association dues
- c. To meet attendance requirements of the Association.
- d. To select a committee to work with
- e. To promote the Association to potential members
- f. To exercise one's right to vote
- g. To confirm attendance in all sanctioned activities

Sec. 8. Rights and Privileges

All members, Regular and Associate, who satisfy duties a to c of section 7 of this article, are considered as members in good standing. Every member in good standing shall have the following rights and privileges:

- a. To propose amendments and resolutions and to vote on those presented at the meetings above mentioned.
- b. To inspect the records and books of accounts of the Association.
- c. To receive, upon payment of the proper fees, publications of the Association.
- d. To nominate and elect members of the Board of Directors
- e. To be nominated and elected as members of the Board of Directors

Sec. 9 Conduct of Members

No member shall behave in any conduct contrary to the objectives or otherwise detrimental to the interests of the Association.

No member shall use the name and/or logo without prior consent of the Board of Directors.

Article VI GOVERNING BODY

Sec. 1 Board of Directors

The governing body of the Association shall be its Board of Directors [hereinafter the "Board"].

The Board shall be composed of seven (7) directors, as elected by the members of the Association at the annual general meeting. They are as follows:

- Chairperson
- Secretary
- Treasurer

Heads for the following committees:

- Membership
- Fundraising
- Social Responsibility
- Information and Communication

Sec. 2. Appointment of Assistant/Sub-Committee Heads

Each committee shall appoint an Assistant/Sub-Committee Head who will assist and or assume the responsibilities of the Committee Head in his/her absence or whenever support is needed in order to fulfill the defined responsibilities of the committee.

Sec. 3. Term of Office

All officers and directors shall hold office for a term of **two years** commencing on January of the year following their election.

Sec. 4. Transition Period

- a. The transition period will commence upon the election of the new board of directors and will end on December of the same year.
- b. The transition period will be used by the newly-elected officers to plan the activities for the next term and set the budget for each activity. All planned activities for the year shall be communicated to the Association on or before the beginning of their term.
- c. The transition period will serve as a venue for training and turnover of official Association documents, assets, and functions.

Sec. 5. Duties and Responsibilities

- a. The Board shall establish policies and generate programs that support and fulfill the objectives of the Association.
- b. The Board shall have the power to fill vacancies in its membership due to death, resignation, permanent incapacity, expulsion, suspension, or employment in or immigration to a foreign country, or increase in the number of directors.
- c. In case of failure of election of a member or members of the Board of Directors to represent a unit or group of committee(s), the Board of Directors by an affirmative vote of a majority thereof, may designate any qualified member of the Association as director to represent the committees concerned from among the nominations made in writing by a representative group affected by the vacancy.

- d. The Board of Directors may create bodies and offices and authorize the establishment of ad hoc committees as it may deem proper and necessary.
- e. The Board shall hold meetings at least once every month or more often, as it may deem appropriate.

**Article VII
DUTIES OF THE EXECUTIVE COMMITTEE**

Sec. 1. Chairperson

- a. The Chairperson shall be the Executive Officer of the Association, and as such shall have executive management of the operations of the Association.
- b. The Chairperson shall act as the official spokesperson of the Association.
- c. The Chairperson shall have the power to call meetings.
- d. The Chairperson shall serve as one of the signatories for the Association’s bank account.

Sec. 2. Secretary

- a. The Secretary shall keep the records of all proceedings of the meetings of the Board of Directors, as well as the general membership of the Association. The Secretary shall discharge all other functions inherent to the position of Secretary.
- b. The Secretary shall open the minutes, records and other documents of the Association for inspection of legitimate members in good standing upon five (5) days prior notice.

Sec. 3. Treasurer

- a. The Treasurer shall deposit in a reputable bank, within a reasonable period after receipt, all monies and properties of the Association. The Treasurer shall collect all dues, regular or special, and all donations to the Association and shall disburse funds in accordance with the By-Laws.
- b. The Treasurer shall submit a complete statement of accounts at the annual general meeting of the Association and discharge such other functions inherent to the position of the Treasurer.
- c. The Treasurer shall serve as one of the signatories for the Association’s bank account

**Article VIII
COMMITTEES**

Sec. 1. Duties of the Head of a Committee

The Head of a committee shall perform the duties customarily incident to his or her office, including duties as this constitution and the Board prescribe.

Sec. 2. Membership Committee

The Membership committee shall be responsible for assisting the Secretary in maintaining the member database and for establishing policies and creating opportunities that will help members connect with each other and that will help promote camaraderie among them.

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Sec. 3. Fundraising Committee

The Fundraising committee shall be responsible for creating activities and opportunities that will enable the Association to solicit and gather contributions, monetary or otherwise, that will be used to pay the operating and program expenses of the Association.

Sec. 4. Social Responsibility Committee

The Social Responsibility committee shall be responsible for creating volunteer opportunities, spearheading the scholarship programs, and networking with Filipino and other organizations in Manitoba to achieve shared organizational objectives.

Sec. 5. Information and Communication Committee

- a. The Information and Communication committee shall be responsible for maintaining the Association's website;
- b. The committee shall assist in preparing all statements, news stories/articles for all press releases on all the activities and projects of the Association;
- c. The committee shall take charge of giving the press releases to all media outlets for information and promotion purposes;
- d. The committee 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;
- e. The committee shall coordinate with all media outlets on matters relating to the Association and its activities;
- f. The committee shall be responsible for disseminating information of the Association's existence and for attracting potential members.

Sec. 6. Special Committees

The Board may establish any necessary special committee. Each special committee expires within one year (or, in the case of a committee appointed by the Chairperson, by the end of his or her term) unless the Board establishes it as a standing committee or otherwise extends it life.

Article IX MEETINGS OF MEMBERS

Sec. 1. Annual General Meeting (AGM)

- a. The members of the Association shall hold an Annual General Meeting in October of each year, the exact date of which shall be determined by the Board.
- b. All the members of the Association (Regular, Associate, and Honourary) are expected to attend the Annual General Meeting.
- c. The secretary shall record the attendance for the Annual General Meetings.
- d. If a member is absent without excuse from two (2) consecutive Annual General Meetings, then his/her membership status shall be reviewed by the Board.
- e. Business: Any member may attend and vote at the AGM, which shall enjoy the exclusive right of electing officers (Art. X) and directors (Art. VI), of amending this constitution (Art. XIII), and may also consider such reports and other business as the Association may submit for its consideration.
- f. Quorum: The members present at the AGM shall constitute a quorum.

Sec. 2. Regular Meetings

- a. A regular meeting is defined as any sanctioned event including but not limited to planning sessions, team-building events, and charity/volunteer work.
- b. The schedule of regular meetings will be communicated prior to the beginning of the calendar year by the board.
- c. The association will be notified at least one month prior to the scheduled event by the committee in charge.

- d. The committee in charge shall record the attendance for the Regular Meetings and forward it to the Secretary.
- e. The committee in charge shall record the minutes of the activity and post it within a week.
- f. All regular and associate members are expected to attend at least six (6) of the regular meetings each year.
- g. If a regular or associate member is unable to attend six (6) meetings in a year, then his/her membership status shall be reviewed by the Board.
- h. All the members of the Board of Directors are expected to attend the monthly Regular Meetings.
- i. If a director is absent without excuse from three (3) consecutive meetings during his or her term, then the office or directorship shall be deemed vacant and a successor shall be duly elected.
- j. All honorary members of the association are welcome to attend the monthly regular meetings.
- k. Quorum: The members present at the meeting shall constitute a quorum.

Sec. 3. Board Meetings

- a. The Board of Directors may hold a separate meeting either before or after the monthly Regular Meetings of members.
- b. The Board may schedule more or fewer meetings as necessary.
- c. The secretary shall record the attendance for the Board Meetings.
- d. If a director is absent without excuse from three (3) consecutive Board Meetings during his or her term, then the office or directorship shall be deemed vacant and a successor shall be duly elected.
- e. Quorum: Four (4) directors shall be a quorum for meetings of the Board.

Sec. 4. Excused Absence

The Board, by a two-thirds vote, may excuse for good cause a member's absence from a meeting, in which case the absence shall not count. A motion for such an excuse is in order only if—

- the member or director himself or herself requests the excuse by written notice to the Secretary,
- the request is made by the first meeting following the absence; and
- the member or director has not made a similar request during that term.

Sec. 5. Voting at Meetings of Members

Except as otherwise provided in the Bylaws, all voting at any meeting of the Members shall be conducted by a show of hands.

Except as may be restricted in any category of Members, each Member is eligible to vote at every meeting of the Members.

Article X ELECTIONS

Sec. 1. General Provisions

Director: The Association shall elect the seven (7) directors, at the annual general meeting, for a two - year term as defined in Art.2 of Sec. VI.

Qualifications: Any Regular Member of the Association may run for office and be elected as a director. No other qualifications shall be prescribed.

Term: Each officer or director shall serve office from his or her election until his or her successor is elected as defined in Sec. 2 of Art. VI.

Sec. 2. Elections Committee

- a. There shall be an Elections Committee which shall be responsible for the conduct of the elections of members of the Board of Directors. The Committee shall be composed of three members to be appointed by the Board of Directors.
- b. The Elections Committee shall be the sole judge of all contests relating to the elections, returns and qualifications of members of the Board of Directors. It shall adopt such rules and regulations as may be necessary for the discharge of its functions.
- c. The Elections Committee shall post the official list of candidates two weeks prior to the Annual General Meeting.
- d. The Elections Committee is responsible for ensuring at least one nominee for each position.
- e. The Elections Committee shall be responsible for determining the validity of a nominee's intent to decline their (his or her) nomination.

Sec. 3. Nominations

- a. Nominations for all positions shall be made during the meeting of members in September.
- b. Each nomination shall require votes of support from at least two (2) members of the Association who are voting at the meeting.
- c. If a member is nominated for more than one position, he/she must submit a list ranking his/her preferred positions and reasons for such ranking.
- d. Nominees can submit a letter of decline to be submitted to the Elections Committee two weeks after being nominated or as determined by the Elections Committee.

Sec. 4. Voting Procedures

Elections will be held during the Annual General Meeting. The vote shall be taken by secret ballot. Election shall occur by the candidate garnering the most votes, disregarding (A) abstentions, and (B) votes cast for a candidate who (1) is ineligible for election, (2) was not nominated, or (3) has been excluded as provided herein. In the case of a tie, the meeting may invite each nominee to speak for up to three more minutes, then shall continue to ballot until an election occurs.

Article XI FEES

Sec. 1. ANNUAL FEE: Every member (regular, associate, and honorary) shall pay an annual fee of ten Canadian Dollars (CAD \$ 10.00).

Sec. 2. The Board of Directors may amend the aforementioned fee.

Sec. 3. Fees are due upon submission of renewal or application form.

Article XII EXPENDITURES

All funds under the control of the Association, except funds held in trust for specific purposes, shall be used to pay the operating and program expenses of the Association. Funds shall be paid out only in accordance with budgets approved by the Board of Directors or, subject to the Bylaws, upon completion of an expense report and authorization of the Executive Committee. No special fund or deposit in the

name, or constituting the property of, the Association shall be created without the prior authorization of the Executive Committee.

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Sec. 2. The Board of Directors shall be allotted a maximum amount of \$100.00 per year to defray the food costs of its meetings, subject to completion of an expense report and audit procedures.

Article XIII AMENDMENTS

The Board shall appoint five (5) members to form an ad hoc Constitutional Amendment Committee to review the proposed amendments, amend or repeal these By Laws or adopt new By Laws. Amendments to this Constitution will be presented to the Association at the Annual General Meeting and will be ratified by a majority vote of the members present.

Drafted and ratified: October 15, 2011 First revision: October 20, 2012
Second revision/date ratified: October 18, 2014