

**UNIVERSITY OF THE PHILIPPINES  
ALUMNI AND ASSOCIATES IN MANITOBA (UPAA-MB)**

**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)” [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 initiating projects and initiatives through collaborative partnerships to raise the profile of the Filipino community and contribute to the sustainable development of Manitoba.

**Article IV**

***Objectives***

The Association shall have the following objectives:

Sec. 1. To create a forum for a meaningful exchange and expression of alumni views and interests in pursuit of the Association’s mission and objectives;

Sec. 2. To engage its members to participate effectively in Manitoba’s development efforts and in other socially-relevant endeavours that will raise the profile of the Filipino community in Manitoba and abroad;

Sec. 3. To provide assistance to its members and the Filipino community in improving their opportunities for educational advancement, gainful employment and professional development towards the full realization of their individual and collective potential;

Sec. 4. To build effective partnerships with local and international organizations and networks in pursuit of common goals and aspirations;

Sec. 5. To promote the unique Filipino culture and heritage among Manitobans in the spirit of fostering cultural diversity, social unity and cooperation; and

Sec. 6. 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. Every person who is the 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 shall be a regular Member of the Association, upon the completion of the membership form, the payment of membership fees, and with an annual attendance of at least 50% of Association sanctioned meetings and events.
- b. Any person 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 the completion of the membership form, the payment of membership fees, and with an annual attendance of at least 50% of Association sanctioned meetings and events.

### Sec. 2. Associate Members

Any person 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 the completion of the membership form, the payment of membership fees, and with regular attendance to the Association’s Annual General Meeting.

### Sec. 3. Honourary Member

- a. Members of the faculty and administration of the University, parents who have sent at least three (3) children to the University, 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.
- b. 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 honorary Member of the Association.

### Sec. 4. Removal of Members

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

## **Article VI** ***Governing Body***

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. The Board shall elect among themselves the following:

- Chairperson
- Secretary
- Treasurer
- Heads for the following committees:
  - Membership
  - Fundraising
  - Social Responsibility
  - Information and Communication

All officers and directors shall hold office for a term of one year and until their successors have been duly elected and qualified. However, no member of the Association shall be nominated and elected for more than two (2) consecutive terms.

The Board shall establish policies and generate programs that support and fulfill the objectives of the Association.

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.

In case of failure of election of a member or members of the Board of Directors to represent a unit or group of units, 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 unit or group of units concerned from among the nominations made in writing by a representative group affected by the vacancy.

The Board of Directors may create such bodies and offices and authorize the establishment of ad hoc committees as it may deem proper and necessary.

The Board shall hold meetings at least once every month or more often, as it may prescribe.

## **Article VII**

### ***Duties of the Executive Committee***

#### Sec. 1. Chairperson

- a. Shall be the Executive Officer of the Association, and as such shall have executive management of the operations of the Association.
- b. Shall act as the official spokesperson of the Association.
- c. Shall have the power to call meetings.

#### Sec. 2. Secretary

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.

The minutes, records and other documents of the Association may be open for inspection of legitimate members in good standing upon five (5) days prior notice.

### Sec. 3. Treasurer

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.

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.

## **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.

### 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 toward the good of the community of Manitoba.

### 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 its life.

## Article IX *Meetings of Members*

### Sec. 1. Annual General Meeting (AGM)

- a. The members of the Association shall hold an Annual General Meeting on the second Saturday of October of each year.
- 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 their 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. XIV), 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. The Association shall hold a meeting every second Saturday of each month.
- b. The secretary shall record the attendance for the Regular Meetings.
- c. All the regular members are expected to attend at least six (6) of the regular meetings each year.
- d. If a regular member is unable to attend six (6) meetings in a year, then their membership status shall be reviewed by the Board.
- e. All the members of the Board of Directors are expected to attend the monthly Regular Meetings.
- f. If a director is absent without excuse from three (3) consecutive meetings during his or her term, then the office or directorship is vacant and a successor shall be elected.
- g. All the associate and honourary members of the association are welcome to attend the monthly regular meetings.
- h. **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 is vacant and a successor shall be 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 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—

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

#### Sec. 5. Voting at Meetings of Members

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

- a. **Director:** The Association shall elect the seven (7) directors, at the annual general meeting, for a one-year term.
- b. **Qualifications:** No person shall be run for office and be a director unless he or she has been a Regular Member of the Association for at least two (2) consecutive years. No other qualifications shall be prescribed.
- c. **Term:** Each officer and director shall serve from his or her election until his or her successor is elected.

#### Sec. 2. Elections Committee

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.

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.

#### Sec. 3. Nominations

- a. Nominations for all positions open for election shall be made during the meeting of members on the second Saturday of September.
- b. Each nomination shall require votes of support from at least two (2) members of the Association who are voting at the meeting.

#### 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 simple majority, 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. If no nominee gets a majority, the meeting shall again ballot, in which case the nominee or nominees with the fewest votes on the last ballot are excluded unless such exclusion would leave only a nominee with less than a simple majority. In the case of a tie, the meeting may invite each nominee to speak for up to three more minutes, than 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 TWENTY CANADIAN DOLLARS (CAD 20.00).

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

## **Article XII**

### ***Expenditure***

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 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.

## **Article XIII**

### ***Rights of Members***

All members, regular, associate, and honorary, who shall pay the annual fees, are members in good standing. Every member in good standing shall have the following rights:

1. To attend the regular and special meetings of the general membership of the Association.
2. To propose amendments and resolutions and to vote on those presented at the meetings above mentioned.
3. To inspect the records and books of accounts of the Association.
4. To receive, upon payment of the proper fees, publications of the Association.

## **Article XIV**

### ***Amendments***

The Board of Directors, by a majority vote thereof, at a regular or special meeting duly called for the purpose, may amend or repeal these By-Laws or adopt new By-Laws.

DATE OF RATIFICATION:

DATE/S OF REVISION: