



BYLAWS OF SPUDAA-NA

ST. PAUL UNIVERSITY DUMAGUETE ALUMNI ASSOCIATION OF NORTH AMERICA

ARTICLE I -- OFFICES

- 1.01. Principal Office. The principal office of the corporation shall be at such place within the State of Illinois as the board of directors may determine from time to time.
- 1.02. Business Finance Office. The office of the treasurer of the corporation shall be at such a place determined from time to time by the board of directors.

ARTICLE II -- MEMBERS

- 2.01. Eligibility for Membership. To be eligible for membership in the corporation, an individual must satisfy the following requirements:
- 2.01.1. Must reside in North America, must be interested in the furtherance of the purposes of this corporation, and who is a:
 - 2.01.1.1. Dumaguete Paulinian - an alumnus or a former student of St. Paul University Dumaguete (formerly St. Paul College);
 - 2.01.1.2. Associate – a spouse, child/ren, or family member of a Dumaguete Paulinian;
 - 2.01.1.3. Affiliate Paulinian – an alumnus or a former student of any St. Paul sister school or institution; and
 - 2.01.1.4. Honorary – a donor or benefactor who is not a Dumaguete Paulinian, Associate, or Affiliate.
 - 2.01.2. Must submit to the Membership Committee for confirmation a completed membership application form approved by the board of directors.
 - 2.01.3. Must pay dues as determined by the board of directors from time to time.
- 2.02. Membership Dues. The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.
- 2.03. Termination of Membership. Membership may be terminated by the board of directors on the occurrence of any of the following events:
- 2.03.1. Failure to pay dues within 90 days after written notice of payment due;
 - 2.03.2. Failure to satisfy the requirements of section 2.01 of this Article.

- 2.04. Annual Meeting. The annual meeting of the members shall be held at such time as determined by the board of directors. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.
- 2.5. Special Meetings. Membership or special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the chair(s) or by the secretary at the written request of not less than 10 percent of the members.
- 2.6. Place of Meetings. Annual and special meetings shall be held at a place determined by the board of directors and stated in the notice of the meeting.
- 2.7. Notice of Meetings. Except as otherwise provided by statute, written notice of the time and place of the annual meeting shall be given not less than two (2) months before the date of the meeting. Unless otherwise provided by statute, written notice of the time, place, and purposes of a special meeting shall be given not less than three (5) days nor more than sixty (30) days before the date of such meeting. Provided, however, if the board determines that circumstances require shortening of the time for meeting, the board can by majority vote set the minimum notice for a special meeting at three (3) days provided such notice is provided in writing by personal delivery, express mail or via facsimile. Otherwise, notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation.
- 2.8. Record Dates. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than thirty (30) days nor less than ten (10) days before the date of the meeting, no more than twenty (20) days before any other action.
- 2.9. List of Members. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be available at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 2.10. Quorum. Unless a greater or lesser quorum is required by statute, members present in person who, as of the record date, represented 40 percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 2.11. Proxies. Board or committee members may assign proxies who are also SPUDAA-NA members of good standing to attend or vote in his or her behalf.
- 2.12. Voting. Each member is entitled to vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

- 2.13. Meeting by Telephone or Similar Equipment. A member may participate in a special meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III -- BOARD

- 3.01. General Powers. The board of directors shall manage the business, property, and affairs of the corporation.
- 3.02. Number. There shall be not less than **5** nor more than 18 directors on the board as shall be fixed from time to time by the board of directors. Only SPUDAA-NA board members may nominate for board appointment names of individuals eligible to serve as directors.
- 3.03. Tenure. At the organizational meeting of the directors, the initial director shall be confirmed and, as determined by lot otherwise, one-third of the directors shall be designated to serve for a term of one year; one-third of the directors shall be designated for a term of two years; and one-third of the directors shall be designated for a term of three years. In subsequent years, at the annual meeting of the board, election shall be held to replace the directors whose terms are expiring and, if approved by board action, to add directors up to the maximum prescribed in the Articles. Directors so elected shall serve a term of three years, or until the successors are elected and qualified. Provided, however, that if additional directors up to the maximum are elected in a given year, as nearly as is practicable, such additional directors shall be appointed for one, two and three year terms respectively to maintain the ratio, as nearly as possible, of one-third directors being elected each year. Directors may serve for two consecutive three-year terms and may be nominated for re-appointment after at least one year off the board.
- 3.04. Resignation. A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later date designated in the notice. A successor shall be appointed as provided in section 3.06 of the Bylaws.
- 3.05. Removal. Any director may be removed with or without cause by a majority vote of the remaining board of directors. Any director who shall have been absent at any two meetings during the director's term commencing with the date of the last election of directors without being excused for good cause shall be deemed to have resigned. In such case the secretary shall advise him or her of this result.
- 3.06. Board Vacancies. A vacancy on the board may be filled with a person selected by Annual Meeting. An annual meeting of the board shall be held each year at a date agreed upon by the sitting board of directors.
- 2.07. Regular Meetings. Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 3.08. Special Meetings. Special meetings of the board maybe called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings.

Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

- 3.09. Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 3.10. Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 3.11. Decision Making. All matters shall be decided by a vote of a simple majority of the directors present at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. No proxy votes will be accepted. All votes shall be by voice, except that upon request of anyone present, a secret ballot or roll call vote shall be taken.

A vote of two-thirds (2/3) of all sitting directors shall be required to decide each of the following:

- a) amending, altering or repealing the Bylaws;
- b) amending the Articles of Incorporation;
- c) adopting a plan of merger or consolidation with another corporation;
- d) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation.
- e) authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
- f) adopting a plan for the distribution of the assets of the corporation;
- g) amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended or altered.

- 3.12. Action Without a Meeting. Any action by the board of directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action of the board taken outside of a meeting shall have the same force and effect as a vote made in a meeting.

ARTICLE IV -- COMMITTEES

- 4.01. General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

There shall be an executive committee consisting of the president, vice president, secretary and treasurer of the corporation. Such executive committee may exercise any powers of the board in managing the corporation's business and affairs to the extent board decisions are needed between

regularly scheduled board meetings. Provided, however, such committee shall not have the power to:

- a) amend Articles of Incorporation;
- b) adopt an agreement of merger, consolidation;
- c) amend the Bylaws of the corporation;
- d) fill vacancies on the board;
- e) fix compensation of the directors for serving on the board or on a committee;
- f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- h) terminate board memberships.

4.02. Standing Committees. In addition to the executive committee, the following standing committees shall be filled by the board of directors each year to serve at the pleasure of the board. The executive committee shall recommend committee chairs for approval by the board of directors.

- a) membership development
- b) communications and publications – including book project(s)
- c) scholarship/fellowship and charitable grants program
- d) annual certificates of acknowledgement & recognition
- e) international liaison and public relations
- f) finance/funding/resource development to support operations and educational/social, cultural/eco-environmental/humanitarian projects
- g) annual conferences – hosting/planning
- h) assessment & evaluation

ARTICLE V -- OFFICERS

5.01. Number. The offices of the corporation shall be appointed by and must be members of the board. The officers shall be a president (or chair), a vice president (or vice-chair), a secretary and a treasurer. Such other officers may be appointed as the board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02. Term of office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03. Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04. Vacancies. A vacancy in any office for any reason may be filled by the board.

5.05. President. The President shall be the Chief Executive Officer of SPUDAA-NA, and subject to the control of the Board of Directors, shall exercise general and active management of the business of

the corporation, shall report to and advise the Board of Directors on all significant matters of the corporation's business, and shall see that all orders and resolutions of the Board of Directors are carried into effect. S/he, when present, shall preside at all meetings. S/he shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of SPUDAA-NA, except where required or permitted by law to be otherwise signed and executed to time by the Board of Directors, including (I) the duty of attending all meetings of the Board of Directors and Executive Committee within budget and contract limitations; (ii) the duty to approve all material business transactions made in the name of the corporation; and (iii) the power to hire and discharge all professional personnel of the corporation other than the corporate officers appointed ***and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent, and, in general, s/he shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time by the Board of Directors. In the event the Board decides to hire executive personnel, this office shall be filled by an executive director or administrative manager of the corporation and shall be a non-voting position.***

- 5.06. The Vice-President. The Vice-President shall, in the absence of or disability of the President, perform the duties and exercise the powers of the office. In addition, s/he shall perform such other powers as the Board of Directors shall assign.
- 5.07. The Secretary. The Secretary shall be responsible for keeping an accurate record of the acts and proceedings of all meetings of the Board of Directors; shall have custody of the corporate seal; see that all notices are duly given in accordance with these Bylaws or as required by law; shall sign such instruments as may require such signatures, and in general, shall perform all duties customary to the office of Secretary or as may be assigned to the position from time to time by the President or Board of Directors, including maintaining an updated roster of members of SPUDAA-NA.
- 5.08. The Treasurer. The Treasurer shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the SPUDAA-NA. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the corporation in such depositories as shall be selected by the Board or Executive Committee, and shall disburse the same under the direction of the Board or Executive Committee.. The Treasurer shall cause a true statement of SPUDAA-NA's assets and liabilities to be filed at the end of each fiscal year for audit. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned to the position from time to time by the President or Board of Directors, including providing information at each regular an annual meeting of SPUDAA-NA's financial condition.
- 5.09. Appointment and Term of Office. The Board of Directors at its annual meeting shall elect the Chairperson of the corporation every other year. Unless an officer resigns, dies, or is removed prior thereto, he or she shall hold office until his or her successor has been chosen and qualified.
- 5.10. Resignation. Any officer may resign at any time by delivering a written resignation to the Chairperson of the Board, the President or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

- 5.11. Removal. Any officer may be removed at any time by a vote of two-thirds (2/3) of the Directors at a duly held meeting of the Board, a quorum being assembled. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.
- 5.12. Vacancies. Any vacancy in an office may be filled for the unexpired portion of the term by a vote of a majority of the Directors at a meeting of the Board. Should the President be unable to complete his/her term, the Vice-President shall assume the Office of the President. The Board shall then elect a new Vice-President by a simple majority at the same or the next meeting. Should the Vice-President, Secretary, or Treasurer be unable to complete his/her term of office, the Board shall elect a new officer to fill that position by a simple majority vote at the same or the next meeting.
- 5.13. Compensation for Services. Officers shall receive compensation for rendered services that otherwise will be paid for if and when rendered by others in the course of running the corporation and shall also receive reimbursement for incidental expenses when approved by a simple majority vote of the Board at its regular, special, or annual meeting.
- 5.14. Records. There shall be maintained at the principal office of the corporation all financial books and records of account, all minutes of the Board of Directors' meetings, and the Executive Committee and other committee meetings of the corporation, and copies of all other material corporate records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours by any director of the corporation, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer or agent during his or her term of office.

ARTICLE VI -- FUNDS & SECURITIES

- 6.01. Authorization. The Board of Directors may authorize any officer or officers, or any employee in conjunction with one or more officers, in the name and on behalf of SPUDAA-NA, to enter into any contract or execute and deliver any instrument or to sign checks, drafts, or other order for payment of money or notes or other evidence of indebtedness, and such authority may be general, or it may be confined to specific instances; and unless so authorized by the Board of Directors, no officer shall have the power or authority to bind SPUDAA-NA by any contract or engagement, to pledge its credit, or to render it financially liable for any purposes or in any amount.
- 6.02. Fiscal Year. The fiscal year shall begin the first day of July of each year.
- 6.03. Funds and Gifts shall be handled in the following manner:
- 6.03.1. Deposit of Funds. All funds of SPUDAA-NA not otherwise employed shall be deposited from time to time to the credit of SPUDAA-NA in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer and/or officers to whom such power may be delegated by the Board of Directors and may endorse, sign and deliver checks, drafts, and other orders for the payment of money to the order of SPUDAA-NA.

- 6.03.2. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the purposes of the corporation.
- 6.04. Checks. All checks, drafts, or other orders for payment shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- 6.05. Annual Audit. The annual audit shall be completed at the conclusion of the fiscal year. The President shall have the accounts of the Corporation audited by a certified public accountant, and a full statement of the finances shall be submitted to each member of the Board.
- 6.06. Dissolution. In order that SPUDAA-NA assets be permanently dedicated to any exempt purpose, the following provision is hereby made a part of the SPUDAA-NA Bylaws:

Upon dissolution of SPUDAA-NA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of SPUDAA-NA, dispose of all remaining funds and assets of SPUDAA-NA exclusively for the purposes of SPUDAA-NA in such a manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes.

Article VII. AMENDMENTS

- 7.01. Except as otherwise provided by the Articles of Incorporation or these Bylaws, these Bylaws may be altered, amended, or repealed or new Bylaws may be adopted at any regular meeting of the Board by a vote of two thirds (2/3) of all sitting Directors, provided that at least seven (7) days written notice is given each member of the Board of the intention to alter, amend or repeal or to adopt new Bylaws.

Draft/Rev3: 10/28/08

By Rosalinda Acupanda McGloin

SPUDAA-NA Founding Board Member 2006

SPUDAA-NA Publication/Scholarship Committees Chair 2008-10, 2010-2012

Reviewed/Final Copy on File: 01/18/09

By Ma. Luisa Mongcopa Munroe

SPUDAA-NA Board Vice-President/Executive Committee Vice-Chair 2008-10

SPUDAA-NA Board President/Executive Committee Chair 2010-2012