

MARKHAM FEDERATION OF FILIPINO CANADIANS



CONSTITUTION AND BY-LAWS

CONSTITUTION

PREAMBLE

We, Filipino Canadians in the Municipality of Markham, desiring to forge an association that shall embody our ideals and aspirations to better pursue common goals and concerns for optimum benefit for ourselves and our community, do invoke divine blessing and guidance in the promulgation of this our Constitution and By-laws.

OBJECTIVES

The MFFC shall aim to:

1. Promote appreciation and sharing of the Filipino Cultural Heritage and conversely, encourage interaction with and understanding of other cultures in Markham and the surrounding areas, province of Ontario; and
2. Establish and maintain a community center in Markham, Ontario, in order to provide programs geared towards educational, cultural and health activities, as well as integration of newcomers into the community.

ARTICLE I **NAME AND DOMICILE**

The Association shall be known as the **Markham Federation of Filipino Canadians (MFFC)**. It shall have its domicile in the Municipality of Markham, province of Ontario.

ARTICLE II **MEMBERSHIP IN THE CORPORATION**

1. Membership categories

The Corporation shall have the following categories of membership:

- (a) Regular Members
- (b) Honorary Members
- (c) Corporate Members
- (d) Founding Members

3. Regular Members

- (a) A person is eligible to be a Regular Member where that person pays to the MFFC the initiation and membership fee for individuals/families, being an amount to be determined from time to time by resolution of the Board.
- (b) The qualifications for individual membership shall be:
 - (i) a person must be of the full age of eighteen (18) years; and

- (ii) a person must have been a resident or employed or carried on business in the Town of Markham and its neighboring communities, province of Ontario, for a continuous period of at least three (3) months.
- (c) A Regular Member shall be entitled to vote at any meetings of the Corporation called for regular members provided the membership fee was paid in full at least ninety (90) days prior to the date of the meeting.
- (d) A Regular Member shall be entitled to the honors, benefits, privileges, and rights of membership – in particular, to vote and to hold office.
- (e) For regular membership to continue, the member must attend at least one MFFC activity per year.
- (f) The Board may withdraw regular membership from any individual who has become ineligible, or who after due process is adjudged to have committed an act that is inimical to the interest or that otherwise tarnish the good name of the MFFC.

3. Honorary Members

- (a) A person may be appointed as an Honorary Member where that person's life or works exemplify to the highest standards the objectives of the MFFC, if such action will also enrich and enhance the image of the Corporation.
- (b) The qualification for honorary membership shall be:
 - (i) Person must be of the full age of eighteen (18) years; and
 - (ii) Person must have been a resident or employed or carried on business in Markham or its neighboring communities for a continuous period of three (3) months immediately prior to the appointment.
- (c) Honourary Members shall not be subject to any fees whatsoever.
- (d) Honourary Members shall not be eligible to vote.

4. Corporate Members

- (a) Every charitable or non-profit society, organization, firm or corporation is eligible to be a Corporate Member where it pays to the Corporation the annual membership for such organizations, being an amount determined by resolution of the Board.
- (b) Corporate Members shall not be eligible to vote.

5. Founding Members

The founding members are considered lifetime members and exempted from membership fees. See appendix

ARTICLE III ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

1. The annual meeting of Members shall be held every year on such dates and place as the Board determines not more than fifteen months from the last annual general meeting.
2. Special meetings of Members may be called by the Board or the Chair of the Corporation.

3. The Officers of the Corporation shall endeavor to give at least 10 days of notice through every practical means including by telephone, email, fax and in writing. The notice shall indicate the date, time, place, and when possible the agenda, including sufficient information to permit the Members to form a reasoned judgment on the decisions of the Members.
4. The conduct of meetings shall be cordial and informal to a degree that is comfortable to everyone and for so long that it is productive in dealing with the agenda, otherwise common parliamentary procedures and rules of order, as contained in the Robert's Rules of Order when not inconsistent with the By-laws, shall apply.
5. A quorum for any meeting of the Members shall be at least 20 Members.
6. The Chair of the annual general meeting of the Corporation shall be the Chair of the Corporation or the Vice-Chair, if the Chair is absent or is unable to act.
7. The business transacted at the annual general meeting of the Corporation shall include:
 - (a) Presentation of Financial Statement
 - (b) Auditors Report and Appointment
 - (c) Report Confirmation of past action of the board
 - (d) Report of the Chair of the Board
 - (e) Election of Directors
 - (f) Such other items of business as the Board may determine
8. Financial Year End

The financial year of the Corporation shall end with the 31st day of December in each year.

ARTICLE IV BOARD OF DIRECTORS

1. The Board of Directors shall be the governing body of the MFFC.
2. The Board shall be comprised of not less than 8 and not more than 15 Directors and shall be elected by the general membership.
3. A candidate for the office of Director shall be of majority age, sound mind and have a demonstrated reputation for good leadership in the community, and a regular member in good standing for three (3) months immediately preceding the election.
4. Elected directors shall hold office for a term of three years starting in 2013 AGM
5. The office of Director shall be deemed vacant when the term expires, or upon the election of a successor, or if the incumbent resigns, or is removed by the Board.

ARTICLE V PREROGATIVES AND POWERS OF THE BOARD

The Board shall have the following prerogatives and powers:

1. To operate as a team in the best interest of the MFFC in all its undertakings, with its Chairperson drawing authority from the Board and subject to its collective will, and its Directors individually subordinate to the Chairperson for his direction and supervision.
2. To manage and establish the required policies for the properties, affairs and business of the Corporation.
3. To determine from time to time by resolution, change in the number of board of directors and removal for a cause after due process before term expiry.
4. To initiate all projects and activities, constitute the required committees, and approve appointments therein.
5. To enter into contracts and agreements in behalf of the corporation.
6. To borrow money.
7. To elect its officers.
8. To decide all other matters not covered in this constitution and Bylaws.

ARTICLE VI OFFICERS OF THE BOARD

1. The executive and implementing arm of the Board shall be vested in its Officers consisting of a **Chairperson**, a **Vice-Chairperson**, a **Secretary**, an **Assistant Secretary**, a **Treasurer** and an **Assistant Treasurer** who shall serve for a term of 1 year.
2. The Chairperson shall be the chief executive officer and main spokesperson for the Board. He shall call, preside, and have control of the agenda at meetings; coordinate and give direction to the activities of the Board and its committees; make appointments to the committees; and approve all disbursements and co-sign all cheques with the Treasurer in accordance with the resolutions of the Board.
3. The Vice-Chairperson shall assist the Chairperson on special assignments as needed, and in the temporary absence or incapacity of the Chairperson he shall assume such duties and responsibilities of the Chairperson as are concurred to by the Board.
4. The Secretary shall keep a record of proceedings in all meetings and activities of the Board; ensure that all minute books and documents are secure in the Head Office of the Corporation; and under direction, shall conduct all official communications for the Corporation.

5. The Assistant Secretary shall assist the Secretary and in the temporary absence or incapacity of the Secretary he shall assume such duties and responsibilities of the Secretary as are concurred to by the Board.

6. The Treasurer shall collect and keep custody of all funds and assets of the Corporation; co-sign all cheques and make disbursements as directed; provide, maintain and update all financial records; ensure that the books of account and accounting records are kept secure in the Head Office of the Corporation; submit a financial statement at meetings of the Board indicating the financial position of the Corporation; have all the accounts audited.

7. The Assistant Treasurer shall assist the Treasurer and in the temporary absence or incapacity of the Treasurer he shall assume such duties and responsibilities of the Treasurer as are concurred to by the Board.

8. In addition, the officers shall perform other tasks normally associated with their positions that are not included above.

ARTICLE VII COMMITTEES

1. The active management of the business and activities of the Board shall be undertaken through committees, which shall have full control of its agenda and timetable in its assigned area of responsibility, subject to the overall coordination and supervision by the Board Chairperson, who shall also be ex-officio member of all committees, and the submission of progress reports to the Board.

2. Each committee shall consist of a Chairperson and 2 members, one of which shall act as Secretary. The Committee Chairperson may request for additional members as needed.

3. The duration of assignment in a committee shall coincide with the Director's term of office, or until relieved by the Board.

4. Regular members may be appointed to a committee for duration of up to 2 years with limited rights and privileges in connection with their assignment as determined by the Board.

5. The administrative functions of the Board shall be assigned to permanent standing committees as follows:

- a. Membership Committee
- b. Audit Committee
- c. Finance Committee
- d. Constitution and By-laws Committee

6. All other tasks and activities shall be assigned to other special committees.

ARTICLE VIII **REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

1. Regular meetings for the Board shall be held once a month for at least ten (10) times a year on such dates, time and place as the Board determines.
2. Special meetings may be called by the Board or the Chair of the Corporation.
3. The Officers of the Corporation shall endeavor to give at least 48 hours of notice through every practical means including by telephone, email, fax and in writing. The notice shall indicate the date, time, place, and when possible the agenda, including sufficient information to permit the Directors to form a reasoned judgment on the decisions of the Board.
4. The conduct of meetings shall be cordial and informal to a degree that is comfortable to everyone and for so long that it is productive in dealing with the agenda, otherwise common parliamentary procedures and rules of order, as contained in the Robert's Rules of Order when not inconsistent with the By-laws, shall apply.
5. **A simple majority of all voting board members** constitute a quorum to do business and a majority vote shall validate a decision therein. Without a quorum in a Board meeting, the Directors present including the Chairperson may constitute itself into a Caretaker Committee to deal with the business at hand, provided that decisions on important matters shall be submitted at a subsequent quorum for approval.

ARTICLE IX **STANDARD OF CARE**

Every Board of Director and officer of the Corporation in exercising his powers and discharging his duties shall

- (a) Act honestly and in good faith with a view to the best interests of the Corporation
- (b) Exercise due care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE X **CONFIDENTIALITY**

No Board of Director shall divulge confidential information obtained as a result of his position, unless legally required to do so, nor shall the Director employ such information for his own benefit.

ARTICLE XI **CONFLICT OF INTEREST**

Conflict of interest includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:

- (a) Pecuniary or financial interest – when the Director stands to gain by a Board decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

- (b) Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular organizations or groups is a violation of the Director’s entrusted responsibility to the community at large; or
- (c) Adverse interest – when a Director is a party to a claim, application or proceeding against the Corporation.

ARTICLE XII INSURANCE

The Corporation shall purchase and maintain insurance for the benefit of any Director or officer acting on behalf of the Corporation against any liability incurred in that person’s capacity as a Director or officer, except where the liability relates to that person’s failure to act honestly and in good faith with a view to the best interests of the Corporation and subject to the terms and conditions contained in any such policy of insurance.

ARTICLE XIII AMENDMENTS

Amendments to the Constitution and By-laws shall be enacted by majority of the Board. For a By-law, it may take effect immediately but for the Constitution it shall take effect only after ratification by a majority vote in the next Annual General meeting

ARTICLE XIV DISSOLUTION

Every effort shall be made by all concerned based on good faith and the higher interest of the community in Markham, Ontario and vicinity to work out problems and avoid dissolution. When it becomes inevitable, the MFFC shall be dissolved by $\frac{3}{4}$ vote in a quorum of the Board. Any Director absent at such meeting who is known to the Board as in favor of dissolution shall be noted and a vote entered on his behalf. The Board shall then constitute a Dissolution Committee who, together with the Officers, shall wind up the Corporation’s business including paying off liabilities and disposing of assets which shall be donated to a charitable institution of its preference which has similar objectives as the MFFC.

ARTICLE XV TRANSITORY PROVISION

This article is added to facilitate smooth transition in compliance with Ontario Bill 65 (ONCA)

1. The incumbent elected and appointed board of directors whose terms are expiring from November 2012 through 2015 will serve the remaining terms respectively and will remain as such until the successors are elected at the next AGM.
2. Five (5) directors will be elected for a 1 year term at the 2012 AGM
4. At the 2013 AGM, a determined number of directors will be elected for a three year term expiring in 2016 commencing the three year cycle of elected board.

BY-LAWS

1. ELECTIONS

Elections shall be held during the annual general meeting of members. A determined number of directors will be elected annually who together with the incumbents shall constitute a full Board. With the Board fully constituted it may then elect its incoming officers whose term shall commence immediately thereafter.

2. RENUMERATION

The office of Board Director does not provide for remuneration and shall be purely voluntary, out of a sense of civic duty and service to the community by the incumbent. However, reasonable expenses incurred in carrying out the duties or as authorized by the Board shall be reimbursed.

3. CONFLICT OF INTEREST

Every Board Director, who directly or indirectly, has or thinks he may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board

4. CONDUCT

By accepting the office, a Director shall be expected to conduct himself at all times in a manner that will do justice and honor to the office, as well as to personify the good image demanded of a responsible leader of the community. As such he agrees to renounce the practice of selfish and divisive politics in favor of accommodation, cooperation and consensus; renounce the pursuit of personal material gain from the exercise of the office, and instead shall act in the best interest of the MFFC and accord mutual respect, give due regard for the rights and opinions of others, and extend help and assistance unselfishly when needed.

5. VACATING/REMOVAL FROM OFFICE

The office of any Board of Director who is not holding office pursuant to the Constitution, By-laws and policies of the Corporation may be vacated by a simple majority resolution of the Board:

- (a) if a Director is absent for three (3) consecutive regular meetings of the Board or if a Director is absent for four (4) or more of the regular meetings of the Board in any twelve (12) month period;
or
- (b) if a Director fails to comply with the Corporation's Letters Patent, Constitution, By-laws, policies and procedures, including without limitation the confidentiality, conflict of interest, standard of care requirements and participation in Board functions and MFFC activities. The minimum requirement is for a Board Director to actively participate in at least 50% of Board functions and MFFC activities.

6. LANGUAGE/DEFINITIONS

In this Constitution and By-laws unless the context otherwise requires, words imputing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case maybe, and vice-versa, and references to person/s shall include organizations, institutions and offices as applicable.

7. BOARD COMMITTEES:

STANDING COMMITTEES:

- A. The **Membership Committee** shall decide and act on all matters dealing with members such as recruitment, admission and general liaison work; maintain, update and control the use of the List of Members, join in goodwill with Members in expressing the Corporation's commendations or sympathies as the case maybe, and plan and implement a continuing campaign to get the Members more physically involved on MFFC activities.
- B. The **Audit Committee** shall audit the accounts of the MFFC to ensure their accuracy and integrity in accordance with the will of the Board and to submit its findings and recommendations at the end of the fiscal year. To further add to its independence the Board shall appoint a member who is in the accounting profession as one of 2 members of the committee.
- C. The **Finance Committee** shall decide and act on all fees and charges levied on members, plan and undertake all activities to raise funds in support of MFFC projects; solicit funding from public and private agencies for projects that may be jointly sponsored with them; and provide a budget for the yearly operation of the MFFC.
- D. The **Constitution and By-laws Committee** shall monitor the functioning of the MFFC within the framework of the Constitution and By-laws and submit amendments where needed, and make interpretation of provisions as required.

OTHER BOARD COMMITTEES

- E. The **Cultural Heritage Committee** shall organize and coordinate appropriate activities to promote appreciation of cultural heritage or celebrate important heritage events.
- F. The **Events Committee** shall organize and coordinate the social and recreational functions to celebrate important events or to raise funds in support of MFFC projects.
- G. The **Youth Committee** shall interface with our youth to determine how we may be of help with their needs and get this sector to be more involved with MFFC.
- H. **Seniors' Committee** shall determine and initiate activities that will address the needs of our seniors.
- I. The **Education and Health Committee** shall act and decide on all matters relating to education and health.
- K. The **Grants Committee** shall research sources of public and private funding and make recommendations to the Finance Committee;
- L. The **Building Committee**; manage the rental, maintenance and improvement of the center in accordance with MFFC policies.
- M. The **Website Committee** shall maintain, update contents (events, photos and press releases), links and security of the MFFC website and responsible for renewal of domain name.

9. MFFC POLICIES/IN-CHARGE

RENTAL POLICIES -BUILDING
 PROGRAMS – SENIOR’S & YOUTH
 PRIVACY/FREEDOM OF INFORMATION-COMMITTEE
 FINANCIAL MANAGEMENT POLICY – FINANCE
 COMMUNICATIONS POLICY – CHAIR/SECRETARY
 WAIVER – ALL COMMITTEES
 HUMAN RESOURCE - COMMITTEE
 SAFETY - BUILDING
 HARASSMENT - COMMITTEE

CONSTITUTION AMENDMENT APPROVAL:

As per resolution at the board meeting held at the MFFC Center on **Sept 17, 2012**, it was unanimously approved by all members present to adopt the amended constitution.

Approved by the following Board members

NAME	SIGNATURE	DATE
Yolanda Ladines (Chair)	_____	
Ramon Ombao (Vice-Chair)	_____	
Maria Balatbat (Treasurer)	_____	
Ester Toribio (Secretary)	_____	
James Abanador	_____	
Jane Avila	_____	
Lolita Bruneau	_____	
Alice Chiu	_____	
Marian Cusi	_____	
Bina Comendador	_____	
Edgardo De Las Alas	_____	
Louie Locsin	_____	
Rusty Muere	_____	
Leonilo Santos	_____	

AMMENDED AND RATIFIED AT THE ANNUAL GENERAL MEETING
ON SEPT 23, 2012

APPENDIX A

FOUNDING MEMBERS

The following are deemed founding members of the Markham Federation of Filipino Canadians and are exempt from paying annual membership dues.

1. Yolanda & Cipriano Ladines
2. Melabel & Faustino Caguiat
3. Freda and Pablo De Jesus
4. Marlene & Mogi Mogado
5. Osler & Myrna Guiang
6. Alicia & Alex Chiu
7. Zen & Jake Edralin
8. Dan & Myles Mendoza
9. Ester & Geny Toribio
10. Rose Bustamante
11. Tess De Juan- Cusipag
12. Lolita Bruneau