

**Articles of Incorporation of
the
Philippine American Society of Colorado
(PASCO)**

Constitution and By-Laws

(Rev 06/2020)

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Date	Comments	Author
11/04/1984	Original Adoption	
5/05/1985	Article II, Principal Office and Registered Agent, amended Article VI, Membership, Section 2(i), amended Article VIII, Elections, Section 2, amended Article X, Meetings, Section 2, amended Article XII, Amendments, Section 2, amended	
3/2/1986	Article IX, Duties of Officers, Section 1(h), amended Article IX, Duties of Officers, Section 3(d), amended Article IX, Duties of Officers, Section 4(b), amended	
9/1986	Article VI, Membership, Section 2(d), amended	
12/06/1987	Article IV, Scope, Section 2, amended	
5/01/1988	Article VIII, Elections, Section 3, became Section 3 when the original Section 3 was repealed Article IX, Duties of Officers, Section 1(j), amended	

12/04/1988	Article VI, Membership, Section 1(a), Regular membership age defined as “Any person 18 years of age or older” Repealed Article VI, Membership, Section 1(c) Article VI, Membership, Section 2(e), amended to resolve conflict of interest of nominated officer Article IX, Duties of Officers, Section 8(a), amended Article IX, Duties of Officers, Section 8(b), amended Article IX, Duties of Officers, Section 8(c), amended Article X, Meetings, Section 1, amended	
8/1993	Article VIII, Elections, Section 4, amended	
12/04/1998	Article VI, Membership, Section 2(e), amended Article IX, Duties of Officers, Section 1(i), amended	
6/05/1999	Article VI, Membership, Section 1, amended to “five” types of membership Article VI, Membership, Section 1(f), Hall of Fame “candidate must receive at least 75% of the votes cast” Article VII, Officers, Section 1(a), amended Article XIV, Financial Provisions, Section 2(d), amended Article XIV, Financial Provisions, Section 2(e), amended	
6/09/1999	Article of By-Laws, Creation of the Hall of Fame Committee, adopted	
9/15/2002	Article VI, Membership, Section 1(b), amended to Honorary Membership is “Subject to the recommendation and approval of the Executive Board” Article VII, Officers, Section 1(b), amended Article VII, Officers, Section 1(c), amended Article IX, Duties of Officers, Section 2, VICE PRESIDENTS, amended Article IX, Duties of Officers, Section 4(h), amended Article IX, Duties of Officers, Section 5(a), repealed Article XI, Executive Board, Section 1(a), amended Article XI, Executive Board, Section 2(a), amended	
3/06/2004	Article XVI, Non-Discriminatory Statement, amended	
9/10/2011	Article VI, Membership, Section 1(d), Junior Membership age defined as “Any Colorado resident 14 to 17 years old” Article VI, Membership, Section 1(e), Senior Membership age defined as “Any Colorado resident who is at least 62 years old” Article VIII, Elections, Section 5, amended Article IX, Duties of Officers, Section 1(k), amended Article IX, Duties of Officers, Section 8(c), amended Article IX, Duties of Officers, Section 9, amended Article X, Meetings, Section 1, strike “held quarterly on the first Saturday of March, June, September and December”, replace with “scheduled to be held quarterly on the first Saturday of March, June and December, and second Saturday of September” Article X, Meetings, Section 4, amended	
Date	Comments	Author
	Article XI, Executive Board, Section 1(a), amended Articles of By-Laws, Expenses That Need Executive Board Approval, adopted	
1/01/2012	Article VI, Membership, Section 2(d), 30 days is amended to 28 days so there is no conflict with Article VIII, Elections, Section 1 and Article X, Meetings, Section 2 Article X, Meetings, Section 2, amend to include “second Saturday of” October	

12/01/2012	<p>Article VIII, Elections, Section 1, strike “one month”, replace with “28 days”</p> <p>Article IX, Duties of Officers, Section 5(b), strike “Make audits of”, replace with “Audit the”</p> <p>Article XIV, Financial Provisions, Section 3, amended</p>	
12/07/2013	<p>Article VI, Membership, Section 2(d), 28 days is amended to 180 days, explanation of conflict is struck out</p> <p>Article VIII, Elections, Section 1, strike “and who are qualified to vote at the time of nomination”, replace with “from second weekend of February of the election year”</p> <p>Article VIII, Elections, Section 5, amended to Voting by electronic means shall be allowed “until midnight (local Denver time) before election day”</p> <p>Article X, Meetings, Section 2, strike “second Saturday of”, replace with “second weekend of”</p> <p>Article X, Meetings, Section 2, amend to include “Date to be set by Executive Board” and “The definition of ‘Weekend’ being Friday, Saturday, and Sunday”</p> <p>Article XIV, Financial Provisions, Section 3(d), strike “dispose”, replace with “dispense”</p> <p>Article XIV, Financial Provisions, Section 3(d), amended to include the word “building”</p>	
01/09/2019	<p>Article VII, Officers, Section 1 (a) strike “ten Directors (Six of the Directors shall be Regular members). Replace with “eight Directors (Four of the Directors shall be Regular members)”.</p> <p>Article VII Officers Section 1 (b) and (c). Strike or delete.</p> <p>Article IX Duties of Officers Section 2 Vice Presidents (a) (c) (d) (e) Strike or delete.</p> <p>Article IX Duties of Officers Section 2 (b) strike (b). Replace with (a).</p>	
06/06/2020	<p>Article XIV Financial Provisions, Section 3. Building Board of Trustees. (b), strike “three (3) year term”. Replace with “two (2) year term”</p> <p>Article XIV Financial Provisions, Section 3 Building Board of Trustees (c) strike or delete “it shall be independent of the Executive Board and the membership”</p> <p>Article XIV Financial Provisions, Section 3 Building Board of Trustees (d) strike. Replace with “(c)”</p> <p>Article XIV Financial Provisions, Section 3 Building Board of Trustees (e) strike. Replace with “(d)”</p> <p>Article XIV Financial Provisions, Section 3 Building Board of Trustees Add “(e) Add the President, Secretary and Treasurer as bank signatories for the Building Fund. This will be consistent with the Corporation’s transparency with the financial reporting to the general membership.</p>	

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**Articles of Incorporation
of the Philippine American
Society of Colorado
(PASCO)**

Constitution and By-Laws

Preamble

We, the members of the Philippine American Society of Colorado, imploring the aid of the Divine Providence in order to form an organization that shall embody our ideals, maintain closer relationship, enhance the educational growth of our children, promote our culture and heritage, increase our personal growth and well-being and perform other related objectives and goals that are deemed necessary do hereby establish and ordain this Constitution and By-Laws.

Article I Name

The name of this Corporation is Philippine American Society of Colorado (PASCO).

Article II Principal Office and Registered Agent

The principal office and the Registered Agent in the state of Colorado shall be the home of the incumbent President located in the Denver metropolitan area.

Article III Duration

The Corporation shall have perpetual existence.

Article IV Scope

Section 1. This Corporation is a non-sectarian, non-profit organization.

Section 2. It is established to serve its own interest without any intent to dominate, affiliate with or subordinate itself to any organization, except with a national organization whose stated purposes and objectives are not contrary to the preamble of this Constitution, provided that such domination, affiliation or subordination is presented for ratification at any regular meeting of the general membership and that it is passed by two-thirds of those present and voting.

Article V Purposes

Said Corporation is organized exclusively for charitable, educational, scientific and cultural purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of future Federal Tax Code.

Section 1. Promote our culture and heritage through education and exposure to various traditions.

Section 2. This Corporation shall assist members in times of need.

Section 3. Contribute to known charitable organizations.

Section 4. Assist members in their educational and scientific endeavors.

Section 5. Conduct fund-raising activities and solicit donations to achieve the above goals.

Article VI Membership

Section 1. There shall be five types of membership in the Corporation:

- (a) Regular Membership. Any person 18 years of age or older who is a resident in the State of Colorado and expresses interest in the organization shall be eligible for membership.
- (b) Honorary Membership. Subject to the recommendation and approval of the Executive Board, honorary membership may be conferred upon a deserving individual who has generously contributed his/her services or by giving monetary aid to further the cause of the Corporation.
- (c) (repealed 12/04/88)
- (d) Junior Membership: Any Colorado resident 14 to 17 years old.
- (e) Senior Membership: Any Colorado resident who is at least 62 years old.
- (f) Hall of Fame membership: This category of membership is reserved for members who have made significant lifetime contributions or demonstrated substantial support for the organization over an extended period of time. Qualifications and criteria for this membership will be established by the Executive Board. A candidate must receive at least 75% of the votes cast.

Section 2. Duties, Rights and Responsibilities of Each Member.

- (a)
- (b) It is the duty of each member to defend, support, cooperate and share his loyalty to the Corporation.
- (c) Attend regular and general membership meetings.
- (d) Payment of prescribed dues.
- (e) The right to vote after having been a member of good standing for at least 180 days immediately preceding the election.
- (f) The right to be voted into office provided that the nominee is not an officer of another organization which has the same purposes and objectives as PASCO.
- (g) The right to terminate his/her membership any time he/she so desires.
- (h) The right to request in writing a special meeting to the Board through the President when justifiable, to meet the exigencies of some pressing matter.
- (i) The right to examine Corporate records.
- (j) The Chairperson of the Membership Committee shall have the authority to screen membership applicants subject to the approval of the Executive Board.

Section 3. Dismissal from Roll of Members.

A member who commits an act of violence, theft, immorality or other similar acts that degrade or defame the name of the Corporation shall be dismissed by a majority vote of the Executive Board.

Article VII Officers

Section 1.

- (a) The Corporation shall be governed by the following elective officers: President, Vice-President, Secretary, Treasurer, Press Relations Officer, Auditor, Sergeant-at-Arms, and eight Directors. (Four of the Directors shall be Regular Members, two Director positions for Junior Members, and two positions for Senior Members).

Article VIII Elections

- Section 1. All nominees for office shall be regular members in good standing from second weekend of February of the election year. All nominations for officers shall be made 28 days before the election and all voting shall be by secret ballot. Officers shall be elected by a simple majority of those present and votes from absentee and electronic voters. All officers shall be elected in an election to be held in the month of October of each year, the date and place of which shall be decided by the incumbent officers. All officers may succeed themselves in office. Vacancies occurring during the term of office shall be filled for the remainder of the term by appointment by the Board.
- Section 2. All officers and directors shall be elected for a term of two years.
- Section 3. The Nomination and Election Committee shall have the authority to screen nominees subject to the approval of the Executive Board.
- Section 4. An absentee ballot shall be provided upon written request by any member in good standing who is unable to attend the election due to circumstances beyond his control as determined by the Nomination and Election Committee. The ballot must be postmarked or received by the Nomination and Election Committee at least three days prior to the election date and is considered final.
- Section 5. Voting by electronic means shall be allowed until midnight (local Denver time) before election day. The Executive Committee shall pass by-laws to govern electronic voting which the Nomination and Election Committee execute.

Article IX Duties of Officers

- Section 1. **PRESIDENT.** The President shall:
- (a) Preside at all meetings of the Corporation.
 - (b) Appoint such committees as are necessary to carry out the activities of the Corporation.
 - (c) Serve as ex-officio member of all committees.
 - (d) Issue the call for regular and special meetings.
 - (e) Ensure that regular elections are held in accordance with the Constitution.
 - (f) Implement the directives established by the rules and regulations of the Corporation.
 - (g) Represent the Corporation on all matters brought to the attention of higher authority concerning the policy of the Corporation.
 - (h) Countersign all checks or any other negotiable instruments in the absence of the counter-signature of the Secretary.
 - (i) Appoint or designate any qualified member(s) to chair different committees.
 - (j) The immediate past President shall be an ex-officio member of the Executive Board for one year with voting privileges.
 - (k) Past presidents shall be ex-officio life members of the Executive Board with voting privileges as a group with one vote.

Section 2. **VICE PRESIDENT**

- (a) The Vice President who succeeds the President shall:

- (1) Perform all the duties and responsibilities of the president in the absence and/or incapacity of the President.

(2) Assume all duties and responsibilities of the President in the event the Presidency is vacated.

Section 3. SECRETARY. The Secretary shall:

- (a) Record the minutes of the meetings of the association and submit a copy to the President for his/her signature.
- (b) Maintain a record of all meetings conducted by the Corporation and provide copies to corporate members upon their written request.
- (c) Prepare all correspondence in relation to his/her office that is necessary to carry on the business of the Corporation.
- (d) Countersign all checks or any other negotiable instruments in the absence of the counter-signature of the President.

Section 4. TREASURER The treasurer shall:

- (a) Collect all dues.
- (b) Prepare and sign all checks for disbursement of funds from the treasury countersigned by the President or Secretary.
- (c) Open and maintain a savings and/or checking account in a local bank with the President.
- (d) Maintain all past, current and future monetary record of acceptances and disbursements pertaining to the Corporation
- (e) Report to the members of the Corporation the status of the treasury during membership meetings.
- (f) Keep the Executive Board cognizant of the outstanding delinquency of dues and assessments by members of the Corporation.
- (g) Insure that the authorized signers have specimen signatures on file with the bank.
- (h) Be the Accountant and shall be responsible for keeping accurate and up-to-date books of accounts of the Corporation.

Section 5. AUDITOR. The auditor shall:

- (a) (Repealed 9/15/02)
- (b) Audit the financial transactions and properties of the Corporation at any time as directed by the Executive Board.
- (c) Insure that the Corporation keeps its books of accounts in accordance with the accepted practice and that the Corporation complies with legal requirements.

Section 6. Press Relations Officer. The Press Relations Officer shall:

- (a) Be responsible for publishing the official newsletter of the Corporation and/or any news media.
- (b) Act as a liaison officer.

Section 7. Sergeant-at-Arms. The Sergeant-at-Arms shall:

- (a) Assist the President in conducting all meetings in accordance with the "Robert's Rules of Order".
- (b) Maintain order and discipline during all meetings and activities.

Section 8. DIRECTORS.

- (a) Participate in policy/decision making.
- (b) Any Director may be appointed as chairperson of any standing committee by the President.
- (c) Represent PASCO members during Executive Board meetings.

Section 9 OFFICE LIMITS No two offices shall be concurrently held by one person.

Article X Meetings

- Section 1. Regular general membership meetings shall be scheduled to be held quarterly on the first Saturday of March, June and December, and second Saturday of September.
- Section 2. Regular Executive Board meetings shall be quarterly and held on the first weekend of the month preceding each general membership meeting which shall be in February, May, August, November, and second weekend of October of each year for the election of officers or directors. Date to be set by Executive Board.
The definition of "Weekend" being Friday, Saturday, and Sunday.
- Section 3. Special meetings shall be held when called by the President to discuss pressing matters. The members of the Executive Board and interested members of the Corporation may attend the meeting.
- Section 4. Twelve regular members in good standing shall constitute a quorum at any general membership meeting.
- Section 5. Fifty percent plus one of members of the Executive Board present in any regular or special meeting shall constitute a quorum.
- Section 6. A transition meeting shall be held on the second Saturday of January of each year.
- Section 7. Order of Business.
The Order of Business for the Corporation shall be as follows:
- (a) Call to order - Sergeant-at-Arms
 - (b) Opening of meeting - Presiding Officer
 - (c) Determination if a quorum is present - Secretary
 - (d) Introduction of new members or visitors - Sgt.-at-Arms
 - (e) Reading of the minutes of the previous meeting - Secretary
 - (f) Financial report - Treasurer
 - (g) Reading of correspondence (if any) - Secretary
 - (h) Report from all committees - chairpersons
 - (i) Unfinished business, new business, announcements/closing - Presiding Officer (j)
Adjournment - by any member's motion.

Article XI Executive Board

- Section 1. Members of the Board
- (a) The members of the Executive Board shall be the elected officers as mentioned in Article VII, Section 1. and Article IX, Section 1 (j) and (k)
 - (b) It has the power to convene itself into a special meeting.
 - (c) It has the power to establish rules, regulations and policies for the Corporation aside from the provisions set forth by the Constitution and By-Laws.
 - (d) It has the right to and approve honorary memberships.
 - (e) It has the power to appoint officers in vacancies during the term of office for the remainder of the term of such officers up to and including the office of the Vice President.
 - (f) It has the power to act on any pressing matter that may confront the status and welfare of the Corporation.
- Section 2. Dismissal from the Executive Board

- (a) A member of the Executive Board who fails to discharge his/her official duties shall be dismissed by a majority vote of the Executive Board for dereliction of duty.

Article XII Amendments

Section 1. The provisions of these Articles of Incorporation may be amended, modified or repealed from time to time to the extent and manner prescribed by the laws of the State of Colorado, and additional provisions authorized by such laws as are in this form may be added.

Section 2. The Constitution and By-Laws may be amended at any regular or special meeting of the Executive Board and presented for ratification at any regular meeting of the general membership. Two thirds of those present and voting shall be required to pass any amendment.

Article XIII Dissolution

Section 1. Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code or shall be distributed to the Federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV Financial Provisions

Section 1. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Fifth Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Article, the Corporation shall not carry on other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Federal Tax Code, or by (b) a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Section 2. Membership fee. Annual membership fee shall be as approved by the Executive Board and shall be due on January 1 with a 90-day grace period. This fee shall in no case be refunded to the member.

- (a) Current Members: If renewal payment is not received within the 90-day grace period, member will be placed on the "non-current members" list.
- (b) New Members: Dues will be pro-rated on a quarterly basis depending on the month the member joins.
- (c) Non-current Members: Dues shall be the full amount regardless of the month the inactive member re-joined. In addition there will be a re-instatement/re-activation fee as approved by the Executive Board.
- (d) Junior Members and Senior Members: Dues shall be one-half of the dues for regular members.
- (e) "Hall of Fame" Members: No dues shall be charged for these members.

Section 3. Building Fund Board of Trustees.

- (a) A Board of Trustees shall be established to safeguard the integrity of the funds raised by PASCO to purchase a building.
- (b) It shall be composed of five (5) members to be selected from the membership role and elected to two (2) year term by the General Membership. The members shall elect a chairman and secretary to run the proceedings.
- (c) It shall have no power to dispense of any PASCO building funds unless specifically sanctioned by the membership.
- (d) It shall send a report to the Executive Board on its activities on a quarterly basis or at any time it deems necessary.
- (e) Add the President, Secretary, and Treasurer as bank signatories for the Building Fund. This will be consistent with the Corporation's transparency with the financial reporting to the general membership.

Article XV Adoption of the Constitution and By-Laws

The above Constitution and By-Laws were formulated by the Officers and Board of Directors in a special meeting held on the Fourth Day of November in the year of our Lord One Thousand Nine Hundred and Eighty-Four.

Article XVI Non-Discriminatory Statement

Philippine American Society of Colorado (PASCO) is committed to the belief and principles of equal opportunity for all. It prohibits the discrimination of any person on the basis of race, disability, color, creed, religion, gender, age, sexual orientation, nationality, citizenship, veteran status, or any other protected status.

ARTICLE OF BY-LAWS CREATION OF THE HALL OF FAME COMMITTEE

In consonant with the provisions of the Constitution and By-laws of PASCO, specifically Article VI, Section 1, Paragraph (f) regarding the nomination of and election to the PASCO Hall of Fame, the following by-laws are hereby adopted by the Executive Board.

- 1. A Committee which is hereby called the Hall of Fame Committee shall be established:
 - a) To enforce the policies and procedures contained in this by-laws;
 - b) To draft additional procedures, as needed, in order to implement the objectives of this Committee, and to present the same to the Executive Board for approval and adoption;
 - c) To receive nominations for the Hall of Fame;
 - d) To convene the Hall of Fame Committee to deliberate on the nominations, and
 - e) To choose the awardee or awardees for the Hall of Fame.
- 2. The Committee chairperson shall be appointed by the President. The Committee members shall be the members of the Executive Board and the current members of the Hall of Fame. The Committee shall meet as often as necessary in order to conduct the business for which it was established.
- 3. All Committee meetings are required to adhere to the quorum requirement for Executive Board meetings.
- 4. Nominations for the Hall of Fame shall be by any member of the Executive Board and current members of the Hall of Fame. The nominator shall give the Hall of Fame Committee a summation of the accomplishments and contributions of the nominee for the betterment and welfare of PASCO that would qualify the nominee for the Hall of Fame.
- 5. If there are more than two (2) nominations received by the Committee, the Committee, shall, after deliberations, select two finalists from the nominations. A simple majority is

required. The Committee then shall vote again to determine an awardee or awardees. In order to be inducted into the Hall of Fame, a nominee shall garner at least 75% of the votes cast.

6. Nominees for the Hall of Fame shall:
 - a) Have been a member of PASCO for at least a year, and
 - b) Have done an exemplary record of service promoting the ideals and vision of PASCO over an extended period of time, and
 - c) Have done significant lifetime contributions or have demonstrated substantial support for PASCO.
7. There shall be no more than two (2) awardees for the Hall of Fame in a calendar year.
8. Voting shall be by secret ballot which shall follow after the deliberations on the merits of each nominee.
9. The Committee chairperson shall notify the winner who shall be requested to receive the award on the New Year's Eve celebration. If the awardee will not be available on New Year's Eve, then the award shall be given during any member or Executive Board meetings.
10. A Hall of Fame member shall be conferred the following benefits:
 - a) Life time dues-paid membership with PASCO along with the privileges and responsibilities conferred to a regular member;
 - b) Be a lifetime member of the Hall of Fame Committee; and
 - c) Free dinner tickets for two during the awardee's induction at the New Year's Eve party should the awardee chose to attend; and
 - d) Any other benefits that may be expressly granted by the Executive Board.

ARTICLE OF BY-LAWS EXPENSES THAT NEED EXECUTIVE BOARD APPROVAL

In consonant with the provisions of the Constitution and By-laws of PASCO, specifically Article V, Section 2, regarding expenses by any PASCO member or committee, the following by-laws are hereby adopted by the Executive Board.

1. Expenses by any member or committee that is \$500 or more shall require the approval of the Executive Board.
2. Care and Concern Committee shall be allowed to spend maximum of \$50 for flowers, wreaths, gift or cash to any PASCO member or PASCO member's immediate family.