

**UPAAA, INC. CONSTITUTION AND BYLAWS
(Amended August 2023)**

VISION

We envision a strong broad-based organization of alumni of the University of the Philippines in the service and support of the Alma Mater, the UP Alumni, the UP System and the community in pursuit of common goals.

MISSION

Our mission is to engage alumni of the University of the Philippines to work together on educational, charitable, cultural, and other meaningful projects that benefit alumni, the UP System, and the community in pursuit of our common goals, drawing on our individual and collective resources and of those in the community where we live.

VALUES

We will achieve our Vision and conduct our Mission in the service of UP alumni, the UP system, and the community with excellence in leadership, integrity, honor, and compassion in keeping with our shared noble traditions.

ARTICLE I. NAME

The name of this corporation shall be the UNIVERSITY OF THE PHILIPPINES ALUMNI ASSOCIATION IN AMERICA, INC. aka the UPAAA, hereinafter called the Association.

ARTICLE II. PRINCIPAL OFFICE

The principal office and address of this corporation shall be the address of the Incumbent National President.

ARTICLE III. NATURE AND OBJECTIVES

A. Nonprofit Status and Exempt Activities Limitation

The University of the Philippines Alumni Association in America Inc. shall be an association of alumni of the University of the Philippines. It shall be a nonprofit, non-partisan and non-sectarian Association, organized exclusively for charitable, educational and cultural purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code. No part of the net earnings of the Association 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 distributions in furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the Association shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Association shall not carry on any 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 Revenue Code, or the corresponding section any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Objectives

1. To promote a steady growth in individual and organizational members outside of the Philippines, most especially in America;
2. To establish educational, charitable, cultural, and other meaningful programs focused on the members, the community, and the UP System;
3. To maintain an effective organizational structure that will make sustainable giving back of time, talent, and treasure to our Alma Mater and home country;
4. To secure a sound financial foundation to support our primary thrusts;
5. To ensure a strong and positive community voice to help all the other objectives;
6. To maintain a continuous relationship with the University of the Philippines System.

ARTICLE IV. MEMBERSHIP

A. Categories

1. Regular members
2. Associate members
3. Honorary members
4. Organizational members

B. Eligibility, rights and privileges

Any person, of good character, or group based in the United States and its territories who qualifies to be a member of this Association shall be considered for membership.

C. Regular members

1. Every person who is the holder of any diploma, title or certificate or who was a former regular student of the University of the Philippines, having earned at least sixty (60) academic units, and not having been dismissed for misconduct or scholastic deficiency shall be qualified to be a regular member of this Association.
2. Every person who graduated from the UP Integrated School, UP Preparatory School, UP High School, UP Rural High School, UP Baguio High School, UP Cebu High School and UP Visayas High School shall be qualified to be a regular member of this Association.
3. Regular members shall pay required membership dues in order to exercise membership rights. The amount of the membership dues shall be decided by the Board and reviewed periodically. Annual dues are assessed on a calendar basis from January 1 to December 31 of a calendar year.
4. Any member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.
5. Regular members who are not on the Board can attend meetings of the Association, volunteer to be a member of a committee (s) and receive communications to attend various events held by the Association. They may attend meetings of the Board, except closed Board meetings, participate in discussions but cannot vote.

D. Associate Members

1. Every person who is not an alumnus of the University of the Philippines but who has evidenced particular

interest in the welfare of the University, desires to associate himself/herself in the activities of UPAAA, shall be qualified to be an Associate member upon recommendation of a Regular member and upon approval of 2/3 of the Board.

2. Associate members shall pay required membership dues like regular members.

3. Associate members shall have all the amenities and emoluments of membership except the privilege to vote and hold office.

4. Any associate member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

E. Honorary Members

1. Individuals who have made positive and beneficial contributions to the University of the Philippines and/or the Association shall be eligible for honorary membership in the Association.

2. Honorary membership shall be conferred by 2/3 vote of the Board at a regular or special meeting.

3. Honorary members shall have all the amenities and emoluments of membership except the privilege to vote and hold office. They are not required to pay membership dues.

4. Any honorary member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

F. Organizational Members

Any UP alumni group, such as regional, state or city alumni groups, professional organizations, fraternities, sororities or social clubs may be admitted as a Chapter or as an Affiliate of the Association.

1. Chapters

1a. Chapters may be formed by the Association with a minimum of 10 founding regular members, grouped by origin from unchartered regions or grouped by specialty, and shall abide by the Constitution and By-laws of the Association.

1b. They are required to file an application, organize, create their own chapter CBL concurring with the Association's CBL, establish a set of chapter officers (president, Vice President, Secretary, Treasurer), and follow other policies as determined by the Board.

1c. A Memorandum of Agreement must be signed by the Chapter and the Association prior to the chapter's formal endorsement to the Board for approval.

1d. Rights & privileges of Chapters.

1d.1. The Chapter will be allowed to use the Association's Tax ID number.

1d.2. The Chapter may establish their own chapter fund generated from half of their individual annual regular membership fees along with their income from their chapter fundraising projects.

1d.3. The Chapter is entitled to one seat and one vote in the Board. The chapter will submit, in writing, the person representing the group.

1d.4. Paid regular members of the Association who are also members of the Chapter vote as individual regular members. If the paid regular member is the representative of a Chapter, he is entitled to only one vote.

1d.5. Chapters will have priority over Affiliates in partnering with the Association in activities or events sponsored by the Association.

1d.6. Members of the Chapter will be accorded the same discounts offered to regular members for merchandise, event tickets, and others.

1e. Chapters may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

2. Affiliate

2a. An Affiliate is any UP alumni group, such as regional, state or city alumni group, professional organization, fraternity, sorority, or social club, that wants to establish partnership with the Association but does not want to be a chapter.

- 2b. They are required to file an application and enter into a Memorandum of Agreement which must be signed by the Affiliate and the Association prior to the Affiliate's formal endorsement to the Board for approval.
- 2c. The Affiliate shall pay the annual affiliation fee and follow other policies as determined by the Board.
- 2d. Rights & Privileges of Affiliates.
- 2d.1. The Affiliate shall use its own Tax ID number.
- 2d.2. The Affiliate shall not be required to keep the minimum number of bonafide individual UPAAA regular members.
- 2d.3. The Affiliate will not have a seat in the Board or be entitled to vote.
- 2d.4. The Affiliate will have priority next to Chapters in partnering with the Association in activities or events sponsored by the Association.
- 2d.5. Members of the Affiliate will be accorded the same discounts and offered to regular members for merchandise, event tickets, and others.
- 2.e. The Affiliate may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.
3. A Chapter and Affiliate Development Committee, composed of the Regional Teams (Regional Vice Presidents and Liaison Officers) will oversee the recruitment, application, and approval of groups as chapters or partners of the Association.

ARTICLE V. GENERAL ASSEMBLY MEETINGS

A. Venue, date, and attendance

Every year, a General Assembly meeting, virtually or in-person, shall be held in September or October, with approval of the Board. The General Assembly shall be composed of UPAAA members who have paid their annual dues, including Honorary Members.

B. Agenda of the General Assembly

A State of the Association Report will be made by the President, supported by a Treasurer's Report, in the General Assembly. In addition, the members during the General Assembly shall act on any matters presented for general membership action by the Board.

C. Change of Venue and date

Should a change of circumstances warrant the change of date and/or venue of the General Assembly, the President may make such a change upon approval of the Board.

D. Quorum

A minimum of 15% of the paid regular members shall constitute a quorum. The affirmative vote of a majority of such members present shall carry any general membership action presented at the meeting.

ARTICLE VI. GOVERNING BODY - BOARD OF DIRECTORS

A. Function

The governing body of the Association shall be the Board of Directors, hereinafter called the Board. The Board serves both administrative and executive roles. The Board shall be the policy-making body of the Association and shall have the following functions: exercise general control and management of the Association, and set direction for the attainment of the purposes of the Association.

B. Composition

At least 40 elected and appointed members shall compose the Board of Directors, all with voting privileges.

1. Twenty-eight (28) Directors-at-large shall be elected by regular members of the Association.

1a. Fifteen (15) officers of the Board shall be elected by the elected Directors-at-large from among their ranks. The Immediate Past President automatically becomes an officer.

1b. Thirteen (13) elected Directors-at-large are appointed as Chairs of 14 of the 16 Standing Committees as per Article IX. Standing and Adhoc committees.

2. At least 11 Directors shall be appointed by the President from the general membership with Board approval.

3. Designated representatives of Chapter Members shall be voting members of the Board.

4. A Board member may serve as Chair of more than one committee.

C. The Officers of the Association are as follows:

1. President,
2. Executive Vice President,
3. Regional Vice President, Northwest,
4. Regional Vice President, Southwest,
5. Regional Vice President, Upper Central,
6. Regional Vice President, Lower Central,
7. Regional Vice President, Northeast,
8. Regional Vice President, Southeast,
9. Board Secretary,
10. Assistant Board Secretary,
11. Treasurer,
12. Assistant Treasurer,
13. Auditor,
14. Public Relations Officer,
15. Assistant Public Relations Officer,
16. Immediate Past President.

D. Election/Appointment of Board members and voting privileges

1. The regular members of the Association shall elect the Directors-at-large

2. The Directors-at-large shall elect from among their ranks the 15 officers of the Association. The 16th officer is the Immediate Past President

3. The other 13 elected Directors shall be appointed by the President as Chairs of the standing committees, with approval of the Board.

4. The President shall appoint Board members for the following positions, with approval of the Board:

4a. Six Liaison officers, one each for the six regions of the Association in the USA,

4b. Historian,

4c. Parliamentarian,

4d. Liaison for Luzon, Liaison for Visayas, and Liaison for Mindanao.

5. A Legal Counsel shall be appointed by the President. If Legal Counsel is concurrently a voting member of the Board, to obviate a perceived conflict of interest, it is required that prior to rendering any legal service, a written pro bono engagement request should be made by the Board to the attorney and address the scope of the representation, and any potential conflict of interest. The attorney should be recused off board decisions related to the representation. Since it is a dual role, the Legal Counsel should clarify and declare whether participating and acting as a Legal Counsel or as a board member, but not both.

6. All members of the Board, elected and appointed, shall be entitled to vote during Board meetings, except the Parliamentarian who maintains a position of impartiality, and, therefore, does not vote on any question except in the case of a ballot vote. The Legal Counsel, if concurrently a Board member, is recused from voting if there may be a potential conflict of interest.

7. In the absence of the Parliamentarian, the President may appoint one of the past Presidents serving in the Advisory Council to function as Parliamentarian.

E. Advisory Council

An Advisory Council, composed of all past UPAAA presidents, shall be formed as a consultative body with no voting privileges. This body shall be represented by the Immediate Past President.

F. Qualifications

1. All Directors-at-large should be of good character. Prior to Board elections, they shall submit a consent to serve on the Board to the Nomination and Elections Committee
2. All elected and appointed Board members must be current regular members of UPAAA, except the Legal Counsel who may or may not be a UPAAA member.
3. Directors-at-large nominated for an officer position should also consent to be voted by the Board for the office, and disclose potential conflicts of interest.
4. The President and Executive Vice President must have previously served on the Board prior to their election.

G. Term of office

1. The members of the Board shall hold office for a term of two (2) years, except for Directors-at-large elected for the term 2022-2023 who shall serve in staggered terms in order to ensure orderly transition to a staggered Board.
2. A Director-at-large may be re-elected for three consecutive two-year terms. A Director who has already served four consecutive two-year terms may be considered eligible by the Nomination and Elections Committee to be a candidate for election to the Board following two years of not serving on the Board.
3. The newly elected officers shall commence their official duties on January 1st following their induction into office and shall end December 31st when their term expires.
4. There shall be a Transition Period from the time the incoming set of officers are inducted to the time they assume office on January 1st. The outgoing Board shall continue their business during this time to familiarize the incoming Board with the responsibilities of their positions, to turn over records, finances, files, passwords and other materials to the incoming Board.
5. A final report shall be made by the outgoing President, including ongoing projects, to ensure continuity consistent with the strategic and long-range plans of the Association.

H. Duties of Board of Directors

1. General

- 1a. The three primary fiduciary duties of the Board of Directors are the duties of care, loyalty and obedience.
2. Vacancies in all positions on the Board shall be filled by the Board upon recommendation of the President. The appointee shall complete the remaining portion of the original Director's term.
3. Leave of absence shall be requested in writing, by postal letter or by email, to the President and to the Board. The Board may allow the Director to keep his/her position if he/she is able to maintain a virtual presence and participation at Board and committee meetings, and the leave is not more than six months.
4. Resignation. Each Board member shall have the right to resign at any time upon written notice to the President and to the Board, by postal letter or by email. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
5. Removal. A Board member may be removed for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

I. Meetings

1. The impartiality required of the Presiding Officer precludes exercising the rights to make motions or speak in debate while presiding, and also requires refraining from voting except when the vote is by ballot, or when there is a tie.
2. The Board of Directors shall hold four quarterly meetings per year. Quarterly meetings shall be held every second Sunday during the months of January, April, July and October. A Board meeting may be held by teleconference provided there is a quorum.

3. Special meetings may be held at the direction of the President or at the written request of at least three (3) Board members. Written notice shall be given at least five (5) days prior to the scheduled date.
4. Emergency meetings may be held within a few hours' written notice, at the request of at least three Board members or the President, where there is insufficient time to provide longer notice of a Special Meeting, to deal with an urgent matter confronting the Association.
5. All meetings of the Board and the Association shall be announced by any recognized form of communication by the Board Secretary or the Assistant Board Secretary upon authorization of the President. Notice for Quarterly Board Meetings should be given at least two weeks prior to the scheduled date.

J. Quorum

1. Twelve (12) members of the Board shall constitute a quorum for transacting official business at any Board meeting. When members are unable to be physically present, they may fully participate by teleconference.
2. The affirmative vote of a majority of the members present, either physically or by teleconference, shall carry any motion presented at the meeting, unless otherwise provided for elsewhere in this Constitution and Bylaws.

K. Attendance

1. The Board of Directors shall attend at least two quarterly meetings per year and General Assembly meeting via physical presence or teleconference to remain on the Board.
2. A Board member who fails to attend at least two quarterly meetings and the General Assembly without a valid reason shall be deemed to have resigned and a letter of resignation from the Board shall be requested.
3. Regular members of the Association may attend any Board meeting except closed session meetings.
4. At the President's discretion, a vote on any matter which requires Board action and does not need discussion may be taken by telephone or email or any acceptable electronic communication, in which case, an affirmative vote of the majority of the Board shall carry the motion.

L. Confidentiality

As part of their fiduciary duty to the Association, Board members shall maintain confidentiality of Board discussions, including electronic and telephone communications, and Association documents. If evidence of continued breach of confidentiality is observed or documented in any board member, the Board shall consider removal of the Board member after due process and approval.

M. Conflict of Interest

1. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall
 - 1a. Fully disclose the nature of the interest, and
 - 1b. Recuse himself/herself from discussion, lobbying, and voting on the matter.
2. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention and rationale for approval.

N. Financial Management

The Board of Directors shall have a fiduciary duty to ensure that the assets of the organization are used in accordance with donors' intent, and in support of its charitable mission. It shall have fiduciary responsibility for monitoring management of funds of the Association.

ARTICLE VII. CONDUCT OF ELECTIONS

1. The Nomination and Elections committee shall continually recruit candidates for board directors from among the members of the Association and from the community of UP alumni, and assess how well each candidate aligns with the Association's mission and objectives.
2. The Board of Directors shall be elected in a staggered manner. The Nomination and Elections Committee shall formulate the policies and general procedures for staggered elections and present to the Board for approval.
3. At least three months prior to an election for Board directors-at-large, the committee shall submit to the Board for approval the name and short CV of nominees to fill up the positions that are up for election and who have given consent for nomination.
4. Sometime in August or September of an election year, elections for Directors-at-large by the general membership shall be held online for a period of one month. The incoming Board will then be presented to the Board for approval.
5. The Directors-at-large will elect the Officers of the Association from among their ranks.
6. There will be no proxy voting for all elections.
7. All ties and controversies in all elections shall be decided upon by the Board.

ARTICLE VIII. DUTIES OF OFFICERS/BOARD OF DIRECTORS

A.. National President

1. Shall act as the Chief Executive Officer of the Association and, as such, shall have executive management of the operations of the Association, subject to oversight of the Board.
2. Shall act as the official spokesperson of the Association';
3. Shall call meetings of the Board and of the general membership of the Association and to preside at such meetings;
4. Shall be the Chair of the Executive Committee;
5. Shall be ex officio member of the following six committees : Chapter and Partner Development, Grand Reunion and Convention, Membership, Scholarship, Strategic Planning and Governance, and Ways and Means committees;
6. Shall appoint committee chairs and other appointed members of the Board to perform functions specified by this Constitution and Bylaws.

B. Executive Vice President

1. Shall have administrative management of the Association, subject to oversight of the Board;
2. Shall perform the duties of the National President, upon approval of the Board, in the event of absence, or incapacity of the President to continue serving in the office;
3. Shall be ex-officio member of the following six committees: Alumni Educational and Fellowship, Archives, Awards, Community Outreach and Advocacy, Constitution and Bylaws Review and Revision, and Information Technology committees.

C. Regional Vice President

1. Shall be responsible for keeping chapters well-informed and actively participating in all UPAAA projects and activities;
2. Shall develop programs to increase membership, promote fellowship and raise funds in their designated regions;
3. Shall lead in the formation of new chapters and invitation of existing organizations to become chapters within their region, assisted by the Regional Liaisons;
4. Shall perform such other duties as the President and/or the Board may, from time to time, assign to them.

D. Board Secretary

1. Shall keep all records of the proceedings of the meetings of the Board, as well as the general membership of the corporation;
2. Shall function as conduit for communication, by email or postal mail, between the Board and Association members;
3. Shall discharge all other functions inherent in the position;
4. Shall be a member of the Membership Committee.

E. Assistant Board Secretary

1. Shall assist the Secretary in the performance of the above functions;
2. Shall send out notices of meetings and all correspondences, in coordination with the Secretary;
3. Shall assume the duties of the Secretary in his/her absence.

F. Treasurer

1. Shall be Chair of the Finance and Funds Committee;
2. Shall keep safely all funds and seek to grow the permanent endowment fund of the Association;
3. Shall collect and record membership dues of the Association;
4. Shall create and maintain systems to ensure financial solvency, oversight and accountability;
5. Shall assist the Board in preparing an annual budget and maintain financial oversight of the budget;
6. Shall submit financial statements at each Board meeting and at the General Assembly;
7. Shall be responsible for filing annual Federal and State corporation tax returns and for obtaining charitable solicitation registration prior to fund raising activities, if required.

G. Assistant Treasurer

1. Shall assist the Treasurer in the performance of the above functions;
2. Shall be responsible for sending membership renewal forms and reminders for membership dues;
3. In the absence of the Treasurer, shall assume the duties of the Treasurer.

H. Auditor

1. Shall examine the books and accounts of the Association, and
2. Shall certify to the accuracy and correctness of the books and accounts
3. Shall render accurate, signed year-end audited financial reports that may be published, if needed.

I. Public Relations Officer

1. Upon consultation and coordination with the National President, shall plan publicity strategies and campaigns, and shall prepare and take charge of giving press releases and other media postings on activities and projects of the Association;
2. Shall act as editor of the online UPAAA newsletter, the website, and other social media pages.
3. Shall be a member of the Communications and Publicity Committee.

J. Assistant Public Relations Officer shall assist the Public Relations Officer in fulfilling his/her duties.

K. Parliamentarian

1. Shall assist the President and the Board in procedural matters and compliance with the Constitution and Bylaws;
2. To maintain impartiality inherent in the position, the Parliamentarian shall not make motions, participate in debate, or vote on any question except in the case of a ballot vote.
3. When the parliamentarian is unable to participate in a meeting, one of the past presidents on the Advisory Council shall be requested to fill the role of parliamentarian.

L. Historian

1. Shall keep the archives and the historical records of the Association up-to-date and current.
2. Upon request, and for reasonable and legitimate purposes, shall provide an accurate and up-to-date history of the UPAAA to all those sought to be served by this Association.

M. Legal Counsel shall act as consultant in legal matters affecting the corporation.

- N. Regional Liaison Officers** 1. Shall assist the Regional Vice Presidents;
2. Shall be part of Regional Teams, together with the Regional Vice Presidents, to serve on the Chapter and Partner Development Committee;
3. Shall perform such other duties as the President and/or the Board may, from time to time, assign to them.

O. Philippine Liaisons to the Constituent Universities of the University of the Philippines: Luzon, Visayas and Mindanao

1. Shall assist the Association in maintaining its relationship with the University of the Philippines through the office of the University President, alumni relations and administrative representatives of various constituent campuses, and
2. Shall assist in monitoring projects of the Association in the University.
3. Liaison officers who reside in the Philippines are exempt from paying annual membership dues.

Article IX. STANDING AND AD HOC COMMITTEES

A. Standing Committees

The following sixteen (16) Standing Committees shall be formed:

1. Alumni Educational and Fellowship Committee
2. Archives Committee
3. Awards Committee
4. Communication and Publicity Committee
5. Constitution and ByLaws Review and Revision Committee
6. Community Outreach and Advocacy Committee
7. Chapter and Affiliate Development Committee
8. Executive Committee (chaired by the President)
9. Finance and Funds Committee (chaired by the Treasurer)
10. Grand Reunion and Convention Committee
11. Information Technology (IT) Committee
12. Membership Committee
13. Nomination and Elections Committee
14. Scholarship Committee
15. Strategic Planning and Governance Committee
16. Ways and Means Committee

B. Functions of Standing Committees

1. The **Alumni Educational and Fellowship Committee** shall be responsible for serving the educational and fellowship needs of UP alumni.
2. The **Archives Committee** shall be responsible for the collection, preservation and proper maintenance of essential historical documents pertinent to the activities of the Association, including but not limited to the preparation of exhibits and other educational activities as deemed appropriate.
3. The **Awards Committee** shall ensure that deserving UP alumni are appropriately recognized by developing categories for outstanding alumni awards, promulgating policies and procedures in the nomination, review of the qualifications of the nominees, the selection process, and presenting the selected recipients of the Outstanding Alumni Awards for approval by the Board.
4. The **Communications and Publicity Committee** shall be responsible for ensuring that the Association maintains a positive voice, utilizing both mainstream and social media, updating existing members of activities of the Association and encouraging UP alumni to join. The committee will maintain and update the UPAAA Website, the quarterly online Newsletter, and other social media pages. The Public Relations Officer shall be a member of the Committee.

5. The **Constitution and Bylaws Review and Revision Committee (CBL)** shall conduct a regular review of the Constitution and Bylaws, propose revisions and submit them for approval to the Board. Input from members and officers of the association shall be solicited.
6. The **Community Outreach and Advocacy Committee** shall promote Philippine culture and interest to the community. It may also sponsor charitable projects for the community.
7. The **Chapter and Affiliate Development Committee** shall promote the formation of chapters and partners in the various regions as defined by the Board. The Committee shall be composed of the Regional Teams (Regional Vice-Presidents and Regional Liaison Officers).
8. The **Executive Committee** shall function as a management and steering committee for the Board of Directors. It elevates the Board of Directors to a role of strategic and policy decision making, mission and vision driven, and responsive to the recommendations made to and through the Executive Committee.
 - 8a. It shall take care of administrative, procedural, tactical and collaborative matters that arise from the day-to-day operations of the organization.
 - 8b. It shall prioritize and complete the staff work for strategic actions and policy decisions needed to be raised at the Board meetings.
 - 8c. Members of the Executive Committee shall be the following officers of the Board of Directors: President as Chair of the Committee, Immediate Past President, Executive Vice President, Regional Vice Presidents, Secretary, Treasurer, PRO and, Chairs of the following committees: Chapter and Affiliate Development, Grand Reunion and Convention, Membership, Scholarship, Strategic Planning and Governance, and Ways and Means. Chairs of other committees and members may also be invited to attend meetings as deemed necessary by the Committee. However, it shall have no more than nineteen (19) members.
 - 8d. It shall meet more frequently than the Board either in-person or online.
9. The **Finance and Funds Committee** shall be responsible for raising endowment funds, investing all funds and exercising oversight over all the funds such that they are used for the purposes they are intended by the Board. The Treasurer shall chair the Committee and a Co-Chair will be appointed to focus on raising endowment funds.
10. The **Grand Reunion and Convention Committee** shall organize the Grand Reunion and Convention of the Association. The Chair shall manage the Convention but present the theme, budget and host city for approval by the Board. The partner alumni association in the host city of each event shall name the Co-Chair from among their ranks. They shall both report to the President.
11. The **Information Technology (IT) Committee** shall research, develop, and implement IT solutions for the Association, including but not limited to: the membership database, the Grand Reunion and Convention, promotion and publicity requirements, survey needs, election processes, and other requirements.
12. The **Membership Committee** shall maintain the membership and biographical data of each of the Association's members; develop and implement strategies for recruitment, and promote the retention and participation of members. The Regional Vice Presidents, Regional Liaison Officers, and Board Secretary will be members of the Committee.
13. The **Nomination and Elections Committee** shall function as a Nominating Committee throughout its term and shall be the highest election body for all elections of the Association. It shall propose policies, processes and requirements to the Board relating to recruitment and orientation of candidates for Board positions, filling of vacancies, and succession planning. It shall be responsible for organizing elections, including setting the electoral system and the Code of Conduct governing the elections, and delivering the results of elections to the Board. The Chair and committee members shall not be candidates for any election during their term of office.
14. The **Scholarship Committee** looks for ways to increase the scholarships and other assistance grants available for deserving UP students. It develops policies for awarding scholarships as well as oversees their implementation, ensuring the accurate and timely disposition of scholarship funds to the intended recipients.

15. The **Strategic Planning and Governance Committee** shall identify major short-term and long-term goals and recommend short-term and long-term organizational and governance initiatives in furtherance of the Association's strategic plan.

16. The **Ways and Means Committee** shall be responsible for ensuring the financial viability of the Association by undertaking projects to raise funds and looking for donations from a variety of funding sources. The Treasurer and Assistant Treasurer shall be members of the committee.

C. Ad hoc or Special Committees shall be created by the President and dissolved by the President upon completion of their function and duties. Ad hoc committees shall be automatically dissolved at the end of the term of the President. These special committees may include short-term fundraising projects for emergencies and disasters, among others.

D. Composition of Committees

1. Standing Committees shall be composed of a Chair, a Co-chair and at least three members.

2. The Chair is appointed by the President from among the Directors- at-large except for the Executive committee chaired by the President and the Finance and Funds committees chaired by the Treasurer.

3. The Co-Chair and committee members are appointed by the Chair, except as provided for elsewhere in this CBL.

4. The President is an ex officio member of six committees: Chapter and Affiliate Development, Grand Reunion and Convention, Scholarship, Strategic Planning and Governance, Membership, and Ways and Means, with overall accountability for the goals of those committees.

5. The Executive Vice-President is an ex-officio member of six committees: Alumni Educational and Fellowship, Archives, Awards, CBL, Community Outreach and Advocacy, and IT Committee with overall accountability for the goals of those committees.

6. The Chairs of all committees are to submit a report of their plans and activities during each General Assembly and during Board meetings. These reports become permanent records of the Association and shall be retrievable from its files.

7. Each committee member is expected to attend at least 60% of committee meetings in a semester. A committee member is deemed to have resigned from the committee for non-attendance in committee meetings without valid excuse or under-attendance in a semester. A resignation letter will be submitted to the Board.

ARTICLE X. AMENDMENTS

A. Approval process

1. Regular review and revisions, if necessary, are carried out by the Constitution and Bylaws Review and Revision Committee (CBL).

2. The CBL Committee shall propose and approve revisions with input from members and officers of the association.

3. The revisions approved by the CBL Committee shall be submitted to the Board of Directors for approval at a regular or special meeting in writing and approved by 2/3 vote of the Board.

4. Members shall be notified of approved revisions via email and website

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, beginning on the first day of January and ending on the 31st of December.

ARTICLE XII. GENERAL RULES OF CONDUCT

A. Parliamentary Procedures - Robert's Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

B. UPAAA Code of Conduct Guidelines

In general, to preserve collegiality, cohesiveness and unity within UPAAA, all members, including members of the Board of Directors, shall observe the UPAAA Code of Conduct Guidelines as exhibited in Appendix I of this CBL.

C. Communication - Formal and Informal

1. Formal lines of communication shall be followed in official communications within and outside of the Association whenever appropriate.
2. Appropriate etiquette in communication shall be observed and directed only at persons or entities who are entitled to be included in the communication. The sender of the communication, whether by electronic, social media or other means shall observe professional language.
3. Any board officer who circumvents official lines of communication and represents self independently to others outside of the organization beyond their scope of responsibility without approval from the President or the Board shall be subject to censure. Continued violation shall be grounds for removal from office by the Board, subject to due process.
4. Any board officer who distributes or shares negative information detrimental to the positive image and reputation of the organization without evidence shall be considered persona non grata and subject to removal from the Board.

D. Rules of Decorum

1. Decorum and professional behavior shall be observed by all members in meetings and gatherings sponsored by the Association.
2. Disruptive and disrespectful language and behavior considered detrimental to the positive image of the Association shall be discouraged.

ARTICLE XIII. DISSOLUTION

This Association may be dissolved by $\frac{2}{3}$ vote of a Board meeting called for this purpose.

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 and operated exclusively for such purposes.

The Association's records, papers, documents and minutes shall be made available to all members of the Board of Directors as long as the request is made in writing. All financial records and important documents shall be maintained for a period of eight (8) years beyond the date of dissolution.

Appendix 1. UPAAA Code of Conduct Guidelines

Appendix 2. UPAAA Regions

APPENDIX 1. UPAAA CODE OF CONDUCT GUIDELINES

To preserve collegiality, cohesiveness and unity within UP Alumni Association in America (a.k.a. UPAAA or Association), this Code of Conduct shall be observed by all members including members of the Board of Directors.

GENERAL

- Each member shall act within the governing document of UPAAA and its Constitution and Bylaws (CBL), and abide by its policies and procedures.
- Shall respect Board and individual confidentiality, while never using confidentiality as a pretext not to divulge information that should be transparent and open.
- Shall support the objectives and mission of UPAAA, using the member's skills or knowledge to promote that mission.
- Shall maintain an up-to-date knowledge of the operation of UPAAA including an understanding of the nature and extent of its tasks.
- Shall use UPAAA's resources responsibly, and when requesting reimbursements, will do so in line with its financial policies and procedures.
- Shall accept responsibility to help ensure that UPAAA is well managed and shall raise issues in an appropriate and sensitive way to ensure that this is the case.

MANAGING INTERESTS

- No member shall gain materially or financially from being involved with UPAAA, unless specifically authorised to do so.
- Each member shall act in the best interests of UPAAA as a whole, and not as a representative of any group and avoiding bringing UPAAA into disrepute.
- Shall not be in a position where personal interest conflicts with duty to act in the interests of the Association. Where there is a conflict of interest, the member will ensure that this is managed effectively in line with UPAAA's policy.
- Must recognize that a failure to declare a conflict of interest will be considered to be a breach of this code.

MEETINGS

- Each member shall attend all scheduled meetings and other UPAAA appointments to which the member is invited. If unable to regularly attend meetings, the member shall give valid excuse before the meeting or ponder other ways to participate in such meetings of the Association.
- Shall be prepared for all meetings of the Association, including inquiring about anything not understood and completing any assigned tasks assigned in the agreed time.
- Shall enthusiastically engage in discussion and voting in meetings, contributing in an unselfish and constructive way and avoiding conflict.

RELATIONS WITH OTHERS

- Each member shall strive to work thoughtfully and respectfully with all persons within UPAAA, and shall respect diversity and avoid giving offence.
- Must understand that the roles of the Board and other volunteers of UPAAA are different and shall recognise and respect the difference between these roles.
- Shall support and encourage all those the member comes into contact within UPAAA. In particular, the member must acknowledge commitment to support the chairperson of the committee the member belongs to.
- Shall not make public statements about the Association unless authorised to do so. Any public comments made about UPAAA must be considered and in line with UPAAA's policy, whether making these as an individual or as a Board member.

GOVERNANCE

- If elected as a member of the Board, the member shall actively contribute towards improving the governance of the Board and sharing ideas for improvement with the Board.
- Shall make talents, experience and knowledge available to UPAAA and perform additional work outside of Board meetings, including sitting on committees or sub-committees.
- Shall be accountable for actions as a Board member of UPAAA and shall submit to whatever scrutiny is appropriate.
- Shall partake in collective decision making, accept the majority decision of the Board and shall not act individually unless specifically authorised to do so
- Shall help to identify good candidates for the UPAAA Board and with fellow Board members, shall appoint new Board member in accordance with agreed selection criteria

LEAVING THE BOARD

- As a Board member, the individual must recognize that substantial breach of any part of this code may result in procedures being put in motion that may result in being asked to resign from the Board.
- Should this happen, the individual shall be given the opportunity to be heard and shall accept the majority decision of the Board in this matter and resign at the earliest opportunity if asked to do so.
- If the member wishes to cease being part of the Board of the Association at any time, the member shall inform the President in advance, giving as much notice as possible, in writing, stating reasons for leaving.

Signed _____

Name _____

Date _____

APPENDIX 2. UPAAA Regions

NORTHWEST: Washington, Oregon, Montana, Idaho, Wyoming, and Alaska

SOUTHWEST: California, Nevada, Utah, Arizona, New Mexico, Colorado, Hawaii, and the US-Affiliated Pacific Islands (USAPI) (American Samoa, the Commonwealth of the Northern Mariana Islands, Guam, Federated States of Micronesia, the Republic of the Marshall Islands, and the Republic of Palau)

UPPER CENTRAL: North Dakota, Minnesota, South Dakota, Wisconsin, Michigan, Nebraska, Iowa, Illinois, Indiana, Ohio

LOWER CENTRAL: Kansas, Missouri, Oklahoma, Arkansas, Texas, Louisiana, Tennessee, Mississippi, Alabama

NORTHEAST: Maine, New Hampshire, Vermont, Massachusetts, New York, Rhode Island, Connecticut, Pennsylvania, New Jersey

SOUTHEAST: Kentucky, West Virginia, Virginia, North Carolina, South Carolina, Georgia, Florida, Maryland, Delaware, Washington DC, and the US territories: Puerto Rico and the US Virgin Islands

Approved via Email Vote
Following a Special Meeting of the Board of Directors,
University of the Philippines Alumni Association in America, Inc.
on
August 11, 2023

UPAAA Constitution and Bylaws Review and Revision Committee, 2022-2023
Aileen Ligot Dizon, Esq., Chair
Walfredo Cruz Arias
Raquel Lalo Sabas
Jose M. David, MD UPAAA President, 2022-2023,, *ad hoc* Committee member

Signed by the UPAAA Board of Directors, 2022-2023
DocuSign Envelope ID: 05DB23C1-BDDD-4166-B0EA-35BC855C5366

Romulo Aquino, Marilou Areno, Lisa Boquiren, Manuela Castillo, Jovenia Celo, Carol Colborn,
Ma. Cristina T. Colmenar, Monet Gatchalian, Daisy Macadaeg, Luzviminda Micabalo, Ma, Guia Palma,
Ana Q. Parcon, Nelsie Parrado, Joy Pasamonte-Henry, Zenaida Ply, Colleen Rosales, Raquel Sabas,
Pamela Santos, Jose Santos, Zenaida Sarmiento, Fe Seligman, Ryan Tejero, Dorothy Tome,
Winston Umali, Mariano Yogore