

# Articles of Incorporation Filipino-American Convocation of Eagle Scouts

*“For food, for raiment,  
for life, for opportunity,  
for friendship and fellowship,  
we thank you, O Lord.”  
- Philmont Grace*

## **Article I. Incorporation**

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a nonprofit corporation

- Section 1. The name of the corporation shall be the Filipino-American Convocation of Eagle Scouts.
- Section 2. The principal office of the corporation shall be located in the City of Torrance in Los Angeles County.
- Section 3. The corporation is organized exclusively for charitable, religious, educational, and scientific 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.
- Section 4. The specific purpose of this corporation is to involve its members in the support of the Scouting Movement in perpetuating the values of the Scout Oath and Law through mutual fellowship.
- Section 5. No part of the net 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 distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 of 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.

Section 6. Upon the dissolution of the corporation, 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.

Section 7. The name and address of this corporation's initial agent for service of process is:

Subsection i. Arnell Alambra,

Subsection ii. Jay Francis Lee,

Subsection iii. Jonathan Galia,

Subsection iv. Arthur Ardiente,

In witness whereof, we have hereunto subscribed our names this day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Arnell Alambra

\_\_\_\_\_  
Jay Francis Lee

\_\_\_\_\_  
Arthur Ardiente

\_\_\_\_\_  
Jonathan Galia

## Article II. Membership

- Section 1. Membership in the association shall be limited to those who are:
- Subsection i. A U.S. person, either a U.S. citizen or a legal U.S. resident;
  - Subsection ii. Registered with the Boy Scouts of America or the Boy Scouts of the Philippines; and
  - Subsection iii. Eagle Scout, Rizal Scout, or Scout Citizen of the Boy Scouts of the Philippines or an Eagle Scout of the Boy Scouts of America who is of Filipino lineage or heritage.
- Section 2. Applications for membership must be made in writing and presented to the Board of Directors for approval or an appointee of the Board of Directors for the purpose.
- Section 3. There shall be the following types of membership in the association:
- Subsection i. **Regular Membership.** Regular members are those who maintain their dues in the association of \$100 per year.
  - Subsection ii. **Life Membership.** For a one-time gift of \$1,000 or \$250 installment per quarter, an individual shall qualify for life membership.
  - Subsection iii. **Honorary Membership.** Notwithstanding section 1 of this article, the Board of Directors may grant honorary membership to the association to individuals for outstanding service and support in furthering the objectives of the association.
- Section 4. The Board of Directors reserves the right to deny or terminate the membership of any individuals determined to be acting against the purposes and guidelines of the association.
- Section 5. The Board of Directors shall fix the annual dues of the membership. Any changes in the dues amount shall be announced a minimum of 90 days prior to the date set for annual membership renewal. Members in arrears more than 30 days may, at the discretion of the Board of Directors, be suspended from all rights and privileges until such dues are paid. Members in arrears on full year shall be removed from the membership rolls.

## Article III. Meetings

- Section 1. The annual meeting of the association shall be held at a time and place decided by the Board of Directors. Notice will be given in writing to the last known address of each member and shall be considered as written notice of the annual meeting.
- Section 2. The president of the association may call a special meeting of members or, in case of illness or inability, by a majority vote of the officers.
- Section 3. At any meetings of the members, 5 members present shall constitute a quorum to transact business. Votes may be cast by members not in attendance, on agenda items mailed to members prior to the meetings.
- Section 4. The president shall preside at all meetings of the association. In the president's absence, the vice president or a presidential appointee serving in such capacity.
- Section 5. A simple majority vote of members present at a meeting shall be required for passage of business unless specified otherwise in the bylaws for certain types of transactions.

#### **Article IV. Board of Directors**

- Section 1. The Board of Directors shall consist of five members.
- Subsection i. President
- Subsection ii. Vice President
- Subsection iii. Secretary
- Subsection iv. Treasurer
- Subsection v. Chaplain / Public Relations Officer
- Section 2. Regular terms of office for all directors shall be for periods of two years or until the election of their respective successors. Immediately following the election of any member of the Board of Directors, and before assuming the duties of his office, each director shall take an oath of office to discharge his duties as director properly and conscientiously. The oath shall be entered into the minutes of the regular or special meeting of the Board of Directors and shall be retained in the records of the association. An officer may serve successive, multiple terms at the discretion of the membership.
- Section 3. Any vacancy on the Board of Directors shall be filled by vote of majority of the remaining directors, but the director so elected shall hold office only until the

next annual meeting of the members, at which meeting a director shall be elected to complete the unexpired term unless the term expires at the time of such meeting.

Section 4. Regular meetings of the Board of Directors shall be held each month. The President, or in his absence, the Vice President, may call a special meeting of the Board of Directors at any time, and shall do so upon the written request of any two directors. Meetings of the Board of Directors may be conducted by means of teleconference, internet conference, or other similar means of communication.

Section 5. If a director fails to attend regular meetings for three consecutive months, or otherwise fails to perform any of the duties for which the director member is responsible, or ceases to be a member in good standing, or is unable to discharge the duties of a director, the remaining directors may declare the position to be vacant.

Section 6. A majority of the number of directors specified in the bylaws shall constitute a quorum for the transaction of business at any meeting thereof. This quorum could be accomplished by telephonic and electronic means.

#### **Article V. Duties of Officers**

Section 1. President. The president of the association shall preside at all meetings of the membership and shall sign any documents requiring the signature of an officer of the association. The president shall appoint the standing committees as well as other special committees deemed necessary by the general membership or the Board of Directors.

Section 2. Vice President. The vice president of the association shall also be designated as the statutory agent of the association and shall preside at any business meeting at which the president of the association is absent.

Section 3. Secretary. The secretary of the association shall fulfill the duties of that position by taking minutes at all regular meetings and called meetings of the association and the Board of Directors and keep all records, including financial records, of the association.

Section 4. Treasurer. The treasurer of the association shall accurately and completely record all of the transactions of the association. The treasurer shall be responsible for such commercial financial accounts as are necessary to carry on the business of the association. The treasurer shall report all meetings of the general membership and Board of Directors with these reports being submitted for audit. The treasurer of the association shall also submit all financial statement to the secretary of the association for record keeping.

Section 5. Chaplain / Public Relations Officer. The chaplain shall serve as the spiritual and devotional leader of the association. Being an ordained priest or minister shall not be a requirement to serve as chaplain. As the public relations officer, the chaplain shall also be responsible for sending written notices of the scheduled meetings as well as prepare and disseminate press releases relating to or promoting the activities of the association to local, state, and national media.

## **Article VI. Elections**

Section 1. At least 120 days prior to each Annual Meeting where an election shall be held, the Board of Directors shall appoint a Nominating Committee of not fewer than three members. It shall be the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy for which elections are being held, and to determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected. The Nominating Committee shall file its nominations with the Secretary of the association within 90 days prior to the Annual Meeting including a list of qualifications and biographical data of the nominee. The Public Relations Officer shall notify in writing all members eligible to vote at least 90 days prior to the Annual Meeting that nominations for vacancies may also be made by petition signed by at least 5 members in good standing and an acknowledgement that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected. All petitions must be received by the Secretary of the association at least 60 days prior to the Annual Meeting including a list of qualifications and biographical data of the petitioned nominee. There shall be no nominations accepted from the floor during the Annual Meeting. Ballots to eligible members shall be sent out by the Public Relations Officer of the association at least 45 days prior to the Annual Meeting.

Section 2. A member must be at least 18 years of age and must be in good standing with the association to be eligible to vote and be voted upon.

Section 3. All elections shall be determined by simple majority vote and shall be by ballot except where there is only one nominee for each position to be filled.

Section 4. Absentee ballot by mail or courier shall be permitted. Absentee ballots must be received or postmarked 10 days prior to the Annual Meeting.

Section 5. No member shall be entitled to vote by proxy.

Section 6. No member shall have more than one vote.

## **Article VII. Amendments**

Section 1. Amendments to these bylaws may be adopted by the affirmative vote of a majority of the members of the Board of Directors present at any duly held meeting thereof convened after 10 days' notice, and the notice of such meeting contains a copy of the proposed amendments. The notice for this purpose may be submitted in writing or in electronic format.

Section 2. No amendments of these bylaws shall become effective until approved by a majority vote of members present during the association's annual meeting or special meeting of members convened after 30 days' notice, and the notice of such meeting contains a copy of the proposed amendments. The notice for this purpose may be submitted in writing or in electronic format.