



**Collaborative Opportunities for Raising Empowerment, Inc.**  
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## **BY-LAWS**

*Ratified by 36 out of the 41 Registered Charter Members of CORE, Inc. present on December 9, 2003 with 5 abstentions.*

### **ARTICLE I - PREAMBLE**

Collaborative Opportunities for Raising Empowerment, Inc.'s (hereinafter referred to as CORE) vision is organized exclusively for the following charitable purpose.

To create a network for Filipino Americans to:

- i. Foster leadership within the community;
- ii. Enhance personal growth;
- iii. Encourage interaction among various community groups through event discussions; and
- iv. Mentor future Filipino American leaders by discussing ideas and experiences.

### **ARTICLE II - GENERAL MEMBERSHIP**

#### **Section A. MEMBERS**

Membership in CORE shall be open to any individual regardless of race, color, creed, marital status, physical or mental disability, sex, age, gender, or religion at any time with rights and privileges to be deemed by the Board of Directors (hereinafter referred to as the Board).

#### **Section B. MEMBERS IN GOOD STANDING**

A CORE Member shall be considered in "good standing" if he/she has paid his/her dues for the fiscal year in which he/she wishes to be considered in "good standing." CORE members said to be in "good standing" shall be entitled to all the rights and privileges bestowed upon all CORE Members in "good standing" as the Board determines.

#### **Section C. MEMBERSHIP DUES**

1. CORE Membership dues for the following fiscal year shall be determined at each Annual Meeting by the Board.
2. Membership dues shall be due on the first day of the second month of the fiscal year. Dues of new members shall be paid one month after registration.

#### **Section D. GENERAL MEMBERSHIP MEETINGS**

The General Membership shall meet at least once every quarter of a fiscal year as provided in ARTICLE VI - ANNUAL MEETING, SPECIAL MEETINGS, QUORUM & PROXIES infra.

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***Collaborate and Empower through Engagement and Education.***

*Collaborative Opportunities for Raising Empowerment, Inc. (CORE) is a 501c3 not-for-profit organization whose primary vision is to empower Filipino professionals as a collective body in the United States. It also seeks to provide an avenue for socio-economic involvement to build a stronger Filipino American community.*

## Section E. REMOVAL OF MEMBERS

Any member may be removed with cause under ARTICLE IX - REMOVAL OF MEMBERS, DIRECTORS & CHAPTERS/AFFILIATES infra.

## **ARTICLE III - CHAPTERS/AFFILIATES**

### Section A. REQUIREMENTS

The Board of Directors shall determine the requirements and conditions for all chapters and affiliates.

### Section B. GOVERNANCE

Each chapter/affiliate shall be subject to these by-laws unless superseded by CORE's Articles of Incorporation or the jurisdiction requires otherwise.

### Section C. REMOVAL OF CHAPTERS/AFFILIATES

Any Chapter/Affiliate may be removed for cause under ARTICLE IX - REMOVAL OF MEMBERS, DIRECTORS & CHAPTERS/AFFILIATES infra.

### Section D. INDEMNIFICATION

CORE and its Board shall be indemnified and held harmless by its Chapters/Affiliates from any motion, lawsuit, or proceeding brought against or by any of CORE's Chapters/Affiliates or any members of CORE's Chapters/Affiliates.

## **ARTICLE IV - BOARD OF DIRECTORS**

### Section A. NUMBER OF DIRECTORS

1. CORE's Board shall consist of a minimum of three directors.
2. The Board shall be composed of:
  - i. The seven officers in accordance with ARTICLE V - OFFICERS infra;
  - ii. Up to seven additional directors appointed by the Chair who are CORE Members in good standing, and have been ratified by the Board; and
  - iii. The Immediate Past Chair.
3. The maximum number of directors on the Board shall not surpass fifteen unless CORE's General Membership surpasses two hundred members.
4. In the event CORE's General Membership surpasses two hundred members, an additional director may be appointed for every twenty-five members surpassing the two hundred members in CORE's General Membership.

### Section B. TERMS OF DIRECTORSHIP

Each director shall be a member of the Board for a one-year term, and can be re-elected or re-appointed for two additional terms for a maximum of three consecutive one-year terms.

### Section C. EFFECTIVE DATE

The effective date of an elected or appointed director shall be semi-annual to the date closest to January 1st or July 1st. This date will be the effective date of directorship and one year hence shall be the expiration of the term.

### Section D. NOMINATIONS & ELECTIONS OF DIRECTORS

The nominations and elections of Directors shall be governed by ARTICLE VII - ELECTIONS infra.

### Section E. POWERS OF THE DIRECTORS

1. The Board of Directors shall have the power to do and perform all acts to further the several purposes for which CORE has been formed. It shall have power to establish committees not otherwise provided for by these by-laws with such powers and duties as it may prescribe.
2. Unless otherwise stated, two-thirds of the eligible Board of Directors shall be required to enact or pass any significant resolution or action carried out pursuant to these by-laws.
3. Where the action or motion is not significant, simple majority of the eligible Board of Directors present shall enact or pass such action or motion.

### Section F. INDEMNIFICATION

1. CORE, subject to the conditions hereafter set forth, shall defend, indemnify and hold each officer and director harmless against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of CORE, provided in relation to such matters that such officer or director acted in good faith for a purpose which he/she reasonably believed to be in the best interests of CORE and, in a criminal action or proceeding, in addition, that he/she had no reasonable cause to believe that his/her conduct was unlawful, and further provided that such indemnification is authorized under the laws of New York State.
2. To be eligible to be defended, indemnified and held harmless, an officer or director shall give prompt notice to the Chair and the Vice Chair of Administration of the organization of the commencement of an action, suit, or proceeding.
3. The Board of Directors may impose such conditions as it may determine in its sole discretion, for an officer or director to be eligible to be defended, indemnified and held harmless.

### Section G. DISCLOSURE

Every member of the Board of Directors shall make full disclosure to the Board of all business transactions with CORE for which he/she expects to receive financial compensation, prior to the commencement of such transaction. Additionally, all members of the Board of Directors and officers must disclose any affiliations, memberships, or any other possible conflicts of interest that he/she may have or reasonably expects to have during the course of his/her term.

## **ARTICLE V - OFFICERS**

### Section A. COMPOSITION

CORE shall have, but are not limited to, the following officer positions, in order of succession: 1) Chair, 2) Vice Chair of Programs, 3) Vice Chair of Membership Services, 4) Vice Chair of Administration, 5) Vice Chair of Marketing, 6) Vice Chair of Finance, and 7) Vice Chair of Technology.

1. CHAIR - The Chair shall be responsible for establishing the strategy for, setting the direction of, and overseeing, the overall strategy of CORE. He/She shall serve as the official spokesperson of the organization,

and shall have all the powers given to him/her by these by-laws. He/She can appoint directors as he/she sees fit to execute the best interests of CORE subject to Board ratification. The Chair shall assume the position of Immediate Past Chair effective the last day of serving as Chair.

2. VICE CHAIR OF PROGRAMS - The Vice Chair of Programs shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the program activities of CORE. The content of these activities is to be consistent and in accordance with the objectives of the CORE.

3. VICE CHAIR OF MEMBERSHIP SERVICES - The Vice Chair of Membership Services shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the Membership development and volunteer participation. These duties include expansion and maintenance of CORE membership and recruitment and coordination of volunteers.

4. VICE CHAIR OF ADMINISTRATION - The Vice Chair of Administration shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the duties commonly performed by corporate secretaries. These duties and responsibilities include, but are not limited to, documenting, disseminating, and maintaining Board meetings' minutes, distributing information both to and from the CORE membership and to the Board as required.

5. VICE CHAIR OF MARKETING - The Vice Chair of Marketing shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all of the external Marketing activities of CORE. These marketing activities include, but are not limited to, developing partnerships, sponsorships, and relationships with other charitable organizations, local businesses and institutions.

6. VICE CHAIR OF FINANCE - The Vice Chair of Finance shall be responsible for establish the strategy for, setting the direction of, and overseeing, all of the management of funds for duly authorized purposes of CORE and the fiscal, financial investment, and fundraising policies of CORE. These duties include, but are not limited to, developing CORE financial goals and objectives, preparing the regular financial plan and reports, collecting, disbursing, and record-keeping of all applicable CORE reports.

7. VICE CHAIR OF TECHNOLOGY - The Vice Chair of Technology shall be responsible for establishing the strategy for, setting the direction of, and overseeing, all the internal and external flows of information associated with CORE's website and other forms of electronic communication.

Section B. TERMS OF OFFICE As each officer is a director serving on the Board, the term of an officer shall run concurrent with that of his/her directorship.

#### Section C. VACANCIES/SUCCESSION

1. In the event that an officer position should remain or become vacant, the Chair may appoint an interim officer from the CORE Membership until such time that an officer can be nominated and ratified to fill the vacancy.

2. In the event the Chair is unable to fulfill his/her duty as Chair, the Vice Chair of Programs shall serve as the de facto Chair. Where the Vice Chair of Programs is unable to assume the position of de facto Chair, the Vice Chair of Membership Services shall serve, and so forth as provided in the order of succession in Section A of this Article.

3. In the event that the Chair position remains vacant, the remaining elected officers may choose a Chair from among the elected officers, subject to Board ratification, until such time that a new Chair can be elected by the General Membership or until the next election.

## **ARTICLE VI - ANNUAL MEETING, SPECIAL MEETINGS, QUORUM & PROXIES**

### **Section A. ANNUAL MEETING**

1. The Annual Meeting shall take place during the fourth quarter of the fiscal year on a date to be determined by the Board.
2. Notice of the Annual Meeting shall be given to the General Membership not less than thirty days before the Annual Meeting. Electronic mail notice shall be deemed adequate notice.
3. The Chair shall preside over the Annual meeting.
4. If the Chair is unable to preside, the Vice Chair of Programs shall preside as provided in ARTICLE V - OFFICERS, Section C, Paragraph 2 supra.

### **Section B. SPECIAL MEETINGS**

1. The Chair may call, hold, and conduct special meetings to further the purposes set forth by CORE.
2. The Membership may file a petition for a special meeting signed by at least twenty percent of the General Membership in good standing. The petition is to be submitted to the Vice Chair of Administration. The petition shall set forth the agenda for the special meeting.

### **Section C. QUORUM**

1. Quorum at the Annual Meeting shall be more than half of the Board and no less than twenty percent of the General Membership both in person and by proxy.
2. For all other meetings, quorum shall be more than half of the Board.

### **Section D. PROXIES**

#### **1. OFFICERS**

i. Officers may submit a written proxy in their absence at least one hour before a Board meeting via mail, hand delivery, telegraph, facsimile, or electronic mail to the Vice Chair of Administration, which designates a fellow CORE Officer, who must be present, to vote on their behalf.

ii. An Officer may impose restrictions on the proxy vote.

iii. The use of an Officer's proxy is limited to two proxies per fiscal year.

#### **2. DIRECTORS**

i. Board members may submit a written proxy in their absence at least one hour before a Board meeting via mail, hand delivery, telegraph, facsimile, or electronic mail to the Vice Chair of Administration, which designates a fellow Board Member, who must be present, to vote on their behalf.

ii. A Director may impose restrictions on the proxy vote.

#### **3. MEMBERS**

i. CORE Members eligible to vote may submit a written proxy in the absence at least one hour before a General Membership Meeting via mail, hand delivery, telegraph, facsimile, or electronic mail to the Vice Chair of

Administration, which designates a fellow CORE Member eligible to vote, who must be present, to vote on their behalf.

- ii. A CORE Member may impose restrictions on the proxy vote.

## **ARTICLE VII - NOMINATIONS & ELECTIONS**

### **Section A. ELIGIBILITY TO RUN**

1. Any member of the General Membership who is in good standing, and who has significant prior participation in CORE, shall be eligible to run for a vacant officer or director position.
2. The Board, by simple majority decision, reserves the right to waive the prior participation requirement in Paragraph 1 of this section so long as the candidate is qualified for the position sought.

### **Section B. ELIGIBILITY TO VOTE**

Any member of the General Membership in good standing shall be entitled one vote for the election of CORE's officers.

### **Section C. NOMINATIONS & ELECTIONS PROCESS**

1. The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in ARTICLE V - OFFICERS supra and specified in this section.
2. Discrimination in election and nomination procedures on the basis of race, color, creed, sex, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
3. Candidates who are elected shall take office on the first day of the fiscal year following his or her election, and shall hold office for the duration of his or her term.
4. An Independent Nominating Committee, appointed by the Board, shall prepare a slate containing nominees for each Officer/Board position and shall determine the eligibility and willingness of each nominee to stand for election.
5. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board.
6. Eligible votes shall be composed of votes by CORE Members in good standing:
  - i. During the Annual Meeting of the General Membership; or
  - ii. By mail ballot; or
  - iii. By secure electronic methods.
7. The candidate who receives a simple majority of votes cast for each office shall be elected. In the event that no candidate receives a simple majority, the top two candidates with the most votes shall have a run-off election, and the candidate receiving the most votes from the run-off election shall be elected. Ballots shall be counted by the Nominating Committee or by independent tabulators designated by the Board.
8. No current member of the Nominating Committee shall be eligible to seek or hold office or directorship.

### **Section C. PROXIES**

Members eligible to vote may submit proxies in accordance with ARTICLE VI - ANNUAL MEETING, SPECIAL MEETINGS, QUORUM, & PROXIES, Section D, Paragraph 3 supra.

## **ARTICLE VIII - COMMITTEES**

The Board shall have the power to create any committee that he/she deems necessary in furtherance of CORE's vision and mission.

## **ARTICLE IX - REMOVAL OF MEMBERS, OFFICERS, DIRECTORS, & CHAPTERS/AFFILIATES**

### **Section A. GROUNDS FOR REMOVAL/IMPEACHMENT**

Any member may be removed for cause by a vote of two-thirds of the Board. Cause may be, but is not limited to, inactivity for six months of a fiscal year or unpaid membership dues.

### **Section B. MEMBERS**

1. A CORE Member may be removed for just cause by a two-thirds vote of the Board of Directors.
2. Any member who is indebted to CORE for dues or other items for more than two months shall be sent a notice by mail. Such notice shall state that such member's membership may be terminated unless the delinquency is corrected within one month from the date of the notice. If the indebtedness remains unpaid after the one-month period, the Board of Directors may terminate the membership.

### **Section C. OFFICERS/DIRECTORS**

1. No officer or director may continue to hold office unless a member in good standing.
2. An officer or director shall be deemed to have vacated his/her office after being absent from more than three consecutive meetings of the Board of Directors without written notice to the Chair or the Vice Chair of Administration.
3. An officer or director's right to proxy in accordance with ARTICLE VI - ANNUAL MEETING, SPECIAL MEETINGS, QUORUM & PROXIES, Section D, Paragraphs 1 and 2 supra, shall constitute a written notice and shall not be counted against the officer or director for purpose of removal in Paragraph 2 of this Article.
4. An officer or director may be removed from office with cause at any time by a two-thirds vote of the entire Board.

### **Section D. CHAPTERS/AFFILIATES**

A Chapter/Affiliate and/or its members may be disassociated, discharged, removed, or disbanded from CORE with cause by a two-thirds vote of the Board of Directors.

## **ARTICLE X - AMENDMENTS**

### **Section A. INITIATION**

A proposal to amend the by-laws may be initiated by the Board or by a petition signed by one-third of the CORE Membership in good standing. The proposal is to be filed with the Vice Chair of Administration and shall set forth the text of the change to be made.

## Section B. ADOPTION

1. Within ninety days following the initiation of a proposal to amend the by-laws, a meeting of the General Membership of CORE shall be held in accordance with ARTICLE VI - ANNUAL MEETING, SPECIAL MEETINGS, QUORUM & PROXIES supra to consider such proposal.
2. The proposal shall be adopted if at least two-thirds of the votes cast at the above meeting shall be in favor of the amendment.
3. If so adopted, the amendment shall become effective on the date specified in the proposal or, if no date is specified, on the date of the meeting at which it is adopted.

## ARTICLE XI - FISCAL YEAR

The fiscal year on which CORE's books shall be kept and on which dues payments shall be based and any adjustments in dues made shall be January 1 to December 31 unless changed by the Board of Directors.

## ARTICLE XII - NOT-FOR-PROFIT, TAX EXEMPT STATUS

### Section A. NOT-FOR-PROFIT PURPOSES

CORE shall not operate for profit. No part of the net earnings of CORE shall inure to the benefit of any member, director, or officer, except to the extent permitted under the Not-for-Profit Corporation Law.

### Section B. DISSOLUTION

In the event of the dissolution of CORE, all remaining assets and property of CORE, after necessary expenses thereof, shall be distributed to an organization(s) designated by the remaining Board of CORE organized and qualified under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

## AMENDMENTS

Proposed: December 9, 2003

Article VII, Section C, Paragraph 7: The candidate who receives a "simple" majority of votes cast for each office shall be elected. "In the event that no candidate receives a simple majority, the top two candidates with the most votes shall have a run-off election, and the candidate receiving the most votes from the run-off election shall be elected." Ballots shall be counted by the Nominating Committee or by independent tabulators designated by the Board.

Adopted: December 9, 2003