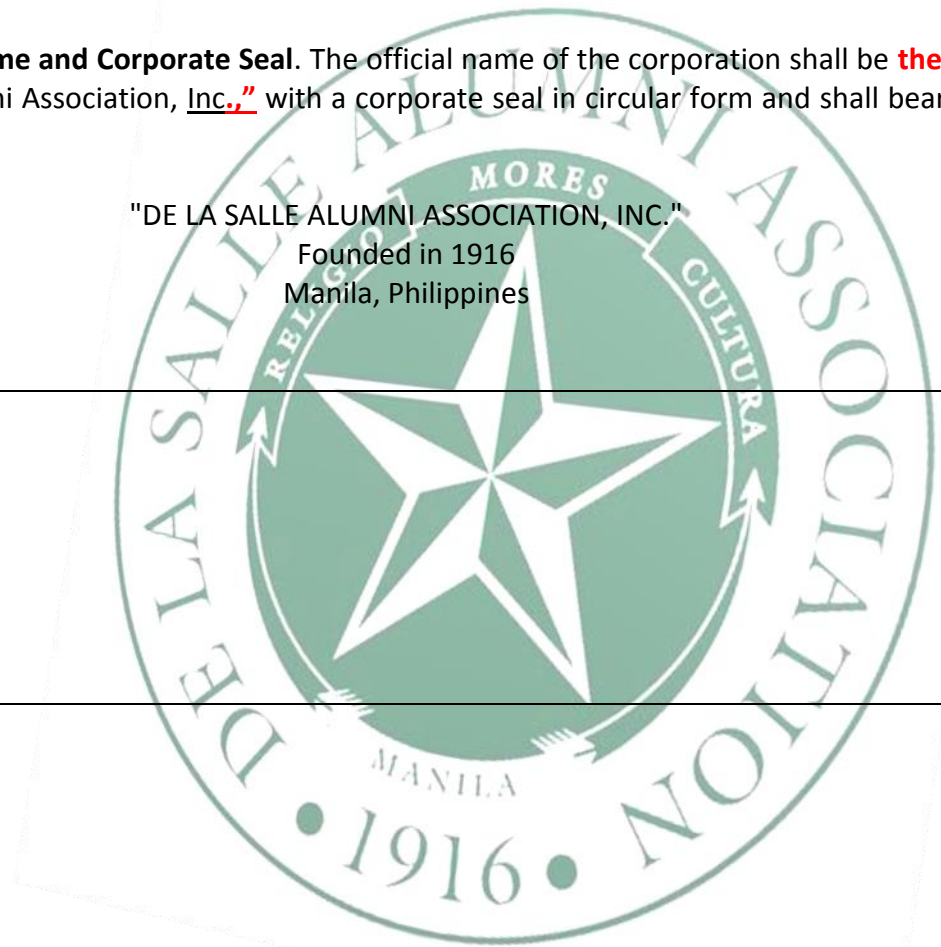




De La Salle Alumni Association

COMPARATIVE MATRIX

2018 By-Laws	2019 Proposed Amendments
Objectives of the Association	
<p style="text-align: center;">ARTICLE I. IDENTITY</p> <p>SECTION 1. Name and Corporate Seal. The official name of the corporation shall be De La Salle Alumni Association, Inc, with a corporate seal in circular form and shall bear the words:</p> <p style="text-align: center;">"DE LA SALLE ALUMNI ASSOCIATION, INC." Founded in 1916 Manila, Philippines</p>	<p>Section 1. Name and Corporate Seal. The official name of the corporation shall be the "De La Salle Alumni Association, <u>Inc.,</u>" with a corporate seal in circular form and shall bear the words:</p> <p style="text-align: center;">"DE LA SALLE ALUMNI ASSOCIATION, INC." Founded in 1916 Manila, Philippines</p>
<p>SECTION 2. Vision. The De La Salle Alumni Association (<i>hereinafter</i> "DLSAA") seeks to promote a closer union and confraternity among the alumni of De La Salle University (<i>hereinafter</i> "DLSU") (formerly De La Salle College) so that they may be able to mutually assist and promote an "esprit de corps" among the De La Salle University Alumni Association members, to encourage and cultivate cooperation between its members and De La Salle University, to group the members into a progressive and productive body of civic spirited men and women, who shall strive always and ever to serve God and country above all else to the best of their knowledge and ability.</p>	
<p>SECTION 3. Mission. Towards this end, the DLSAA shall strive to improve the service to DLSU Alumni and strengthen the confidence on the Association by its members towards the engagement of the Lasallian Animo for God and country." As such, all its revenue will be used exclusively for the purposes of enabling the enrichment of the Lasallian virtues, experience and heritage, and engaging the Lasallian Animo for God and country, in general, and in particular, paying expenses for its operations, undertaking projects initiated and duly approved by the Board of Trustees including, but not limited to, scholarships for</p>	



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deserving students, assistance to De La Salle University sports and/or athletes, assistance to alumni members in need, creation of expanded active membership, holding of homecomings and reunions, publication of communication media, establishment of awards and recognition, continuing education and formation programs, establishment of a card program, undertaking of fund-raising campaigns, and such other projects which may, from time to time, be implemented.

Powers and Functions of the Association

ARTICLE II. POWERS AND FUNCTIONS

SECTION 1. To realize its mission and vision, the Association shall have the following powers and functions:

- A. Subject to existing laws, rules and regulations, to engage in fund raising activities for which the full net proceeds will be for the benefit of DLSAA and its beneficiaries;
- B. To impose and collect a yearly fee from its members as well as other fees for regular and/or special periodic activities, as approved by the Board of Trustees, and issue such rules and regulations for the implementation and collection thereof;
- C. To solicit, accept and receive any gifts, donations, loans, bequests, devises of money or any kind of real or personal properties necessary, desirable or proper for the Association to hold, acquire or administer.
- D. To hold, purchase, acquire, sell, exchange, lease, mortgage, or otherwise deal in real and/or personal property, and invest its funds, money or properties in such undertaking and to pursue such activities as may be desirable, necessary or incidental to the accomplishment of the above purposes; provided, that the profits do not inure to the benefit of the members or officers.
- E. To generate funds, borrow or raise money, and to establish and secure credit facilities to meet the financial requirements of the Association, subject to pertinent laws, rules and regulations,
- F. To establish and support programs and services that will facilitate communication with alumni, and strengthen alumni bonds of fellowship, professional association and university affiliation and to provide and promote opportunities for volunteer engagement, professional association and career development, leadership, and




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<p>fellowship among alumni through a network that encourages alumni engagement in DLSU.</p> <p>G. To solicit, accept and receive any grants for research and program development solely for the purpose of education; and</p> <p>H. To do each and everything necessary, appropriate, helpful or suitable for the attainment of any or more of the purposes herein enumerated and in addition thereto, to exercise and possess all the powers, rights and privileges necessary, appropriate or incidental to the purpose or purposes for which the Association is organized and established or to the activities in which it is engaged particularly; and to do any and all powers which a juridical person could do and which shall now and may hereafter be authorized by law.</p>	
<p>SECTION 2. Annual Membership Fees. The Board of Trustees shall be empowered to impose and collect a yearly fee from its members (except lifetime members) and issue rules and regulations for the implementation and collection thereof.</p>	
<p>SECTION 3. Special Assessments and Chapter Fees. Fees for regular and/or special periodic activities shall be determined by the committees and the Treasurer, and approved by the Board of Trustees.</p>	
<p>Membership</p>	
<p style="text-align: center;">ARTICLE III. MEMBERSHIP</p> <p>SECTION 1. Type and Qualification of Members. The following are the members of the Association:</p> <p>A. Regular Members. The following are deemed regular members of the DLSAA:</p> <ol style="list-style-type: none"> 1. Those who have either been awarded diplomas and/or conferred degrees in the elementary, secondary, college/university and/or post-graduate levels by DLSU; 2. Honorary degree conferees of DLSU; 3. Those who have studied, but not necessarily graduated, for the equivalent of at least two (2) year in DLSU; 4. Those who have been awarded at least three (3) certificate programs, and have attended the Lasallian Alumni Orientation and Lasallian Formation Seminar conducted by the DLSAA; and 	

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<p>5. Members of the faculty who have served for the equivalent of two (2) consecutive years in DLSU, whether full-time or part-time;</p> <p>B. Honorary Members. These are non-Lasallians who, because of meritorious service and/or concern/involvement in DLSAA and/or DLSU and/or De La Salle Philippines activities and/or projects, are conferred membership by the Board of Trustees.</p> <p>For this purpose, "DLSU" is defined as the original Taft campus as well as the existing campuses in Laguna, Makati, Ortigas and Bonifacio Global City, and includes all the colleges therein, and any and all future colleges and/or campuses which are part of the De La Salle University, Inc.</p>	
<p>SECTION 2. Classification of Members. The members of the Association are categorized as follows:</p> <p>A. Active Members. They are the following:</p> <ol style="list-style-type: none"> 1. Regular Members who have complied with their obligations as provided for herein, including payment of the corresponding Membership Fees; 2. Regular Members who have paid for lifetime membership in the Association and/or Archers' Quiver Donors , pursuant to the Quiver Implementing Guidelines; 3. Honorary members. <p>B. Inactive Members are those Regular Members who refuse or have been remiss in performance of their obligations as members.</p>	
<p>SECTION 3. Evidence of Membership. The Board of Trustees shall adopt and issue a document of membership which may either be in the form of a certificate and/or card, and shall be non-transferable. The certificate and/or card shall bear the complete name, picture, identification number of the alumni at the time of entry, and classification of membership.</p> <p>The certificate and/or card shall be given to all new alumni upon graduation, and to all existing members upon payment of the corresponding Membership Dues.</p>	

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<p>The ownership of the certificate and/or card neither represents equity in the assets of DLSAA nor any right to participate therein, even upon its liquidation.</p>	
<p>SECTION 4. Duties and responsibilities of Regular Members. The following are the duties and responsibilities of Regular Members:</p> <ul style="list-style-type: none"> A. To participate in the affairs and activities of DLSU and DLSAA; B. To attend meetings that may called by the Board of Trustees; C. To pay membership dues and other assessments of the DLSAA, with the exception of lifetime members and Archers' Quiver Donors , pursuant to the Quiver Implementing Guidelines; D. To obey and comply with the by-laws and other lawful rules and regulations of the DLSAA; and E. To ensure that the DLSAA conducts itself in a way that is acceptable to them. 	
<p>SECTION 5. Rights of Active Members. The following are the rights of all Active Members:</p> <ul style="list-style-type: none"> A. To attend the annual and special members' meetings; B. To receive financial reports showing the financial position of the DLSAA submitted to them at the annual member's meeting. C. Subject to existing laws, rules and regulations, to exercise the right to vote on all matters relating to the affairs of the DLSAA, and participate in all deliberations/meetings thereof; D. To join and be eligible to be elected in Chapters which are organized under the DLSAA. E. To become a member of and/or head of any Committee and Group formed by the Board of Trustees; F. To examine all the records or books of the Association, subject to pertinent laws, rules and regulations; G. To receive a copy of any membership rules when they join the Association. H. To receive proper notice of and to attend any general meeting at which it is proposed to alter the association's rules; and I. To receive proper notice of and to attend any general meeting at which it is proposed to voluntarily cancel the association. 	
<p>SECTION 6. Cessation of Membership. Membership in DLSAA shall terminate upon the following:</p>	

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- A. Death of the Member;
- B. Resignation of the Member; or
- C. Expulsion of the Member.

SECTION 7. Voluntary Resignation of Membership. A member may resign his/her membership in the Association at any time by filing a written resignation addressed to the President, through the Corporate Secretary.

SECTION 8. Suspension or Expulsion of Membership. After due notice and hearing, the Board of Trustees, depending on the gravity of the act, may either suspend or expel a member from the DLSAA, on the following grounds:

- A. Violation of the By-laws, and/or Code of Conduct, and/or rules and regulations duly promulgated;
- B. Perpetration of any act or omission, in the community, school, office, workplace, or any other similar venue, whether related to DLSU or not, which tends to cast a blemish on or degrade DLSU, DLSAA, and the members thereof; or
- C. Any other cause which causes damage or prejudice to the interests of DLSAA.

For this purpose, any concerned Trustee, Officer or member of the DLSAA may file a written complaint with the Board of Trustees, through the Corporate Secretary, against any member. The said complaint should contain the identity of the complainant, his/her evidence of membership, detailed narration of the alleged violation, and other pieces of evidence to support the complaint. The Corporate Secretary is hereby authorized to issue an order requiring the defendant-member to show cause why s/he should not be suspended or expelled, attaching the written complaint of the concerned Trustee, Officer or member, and all its annexes, if any.

The Board of Trustees shall include the complaint and the corresponding response in the agenda for the immediately succeeding board meeting, and may, upon the request of the defendant-member, invite the same to present his case during the said meeting.



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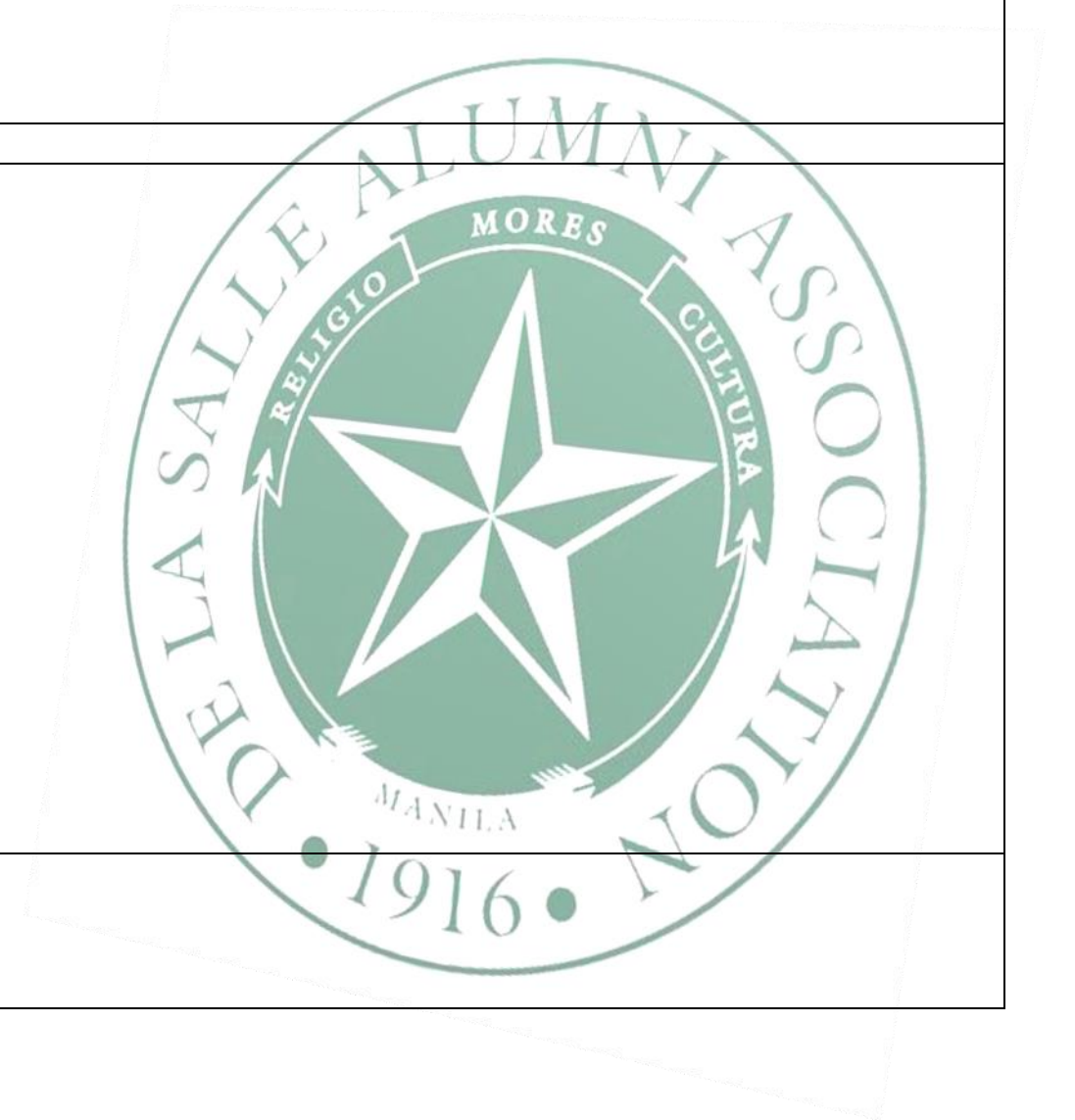
The defendant-member may only be suspended upon a majority vote of the Board of Trustees. On the other hand, a member may be expelled from DLSAA only upon two-thirds (2/3) vote of the members of the Board of Trustees.

Thereafter, the DLSAA President shall immediately notify, through the Corporate Secretary, all members of the Association of such fact. Further, in the case of expulsion, the membership certificate and/or card of the concerned member shall be declared null and void and canceled.

Chapters

Section 9. Chapter Organization and Membership. The following rules shall govern the organization of and membership in DLSAA chapters:

- A. A chapter, whether formed in the Philippines or abroad, can be formed by at least ten (10) members;
- B. In the case of chapters formed as campus based chapters, they shall be organized accordingly:
 1. Grade and High School Manila (for graduates up to 1984)
 2. College of Business
 3. School of Economics
 4. College of Computer Studies
 5. College of Education
 6. College of Engineering
 7. College of Law
 8. College of Liberal Arts
 9. College of Science
 10. Integrated School
- C. All chapters shall adopt the prefix, De La Salle Alumni Association, to its name, followed by the college or geographical name, and the word "Chapter". However, international chapters formed outside a campus, are granted the option to adopt the prefix "One La Salle", which shall be followed by its geographical name, and followed

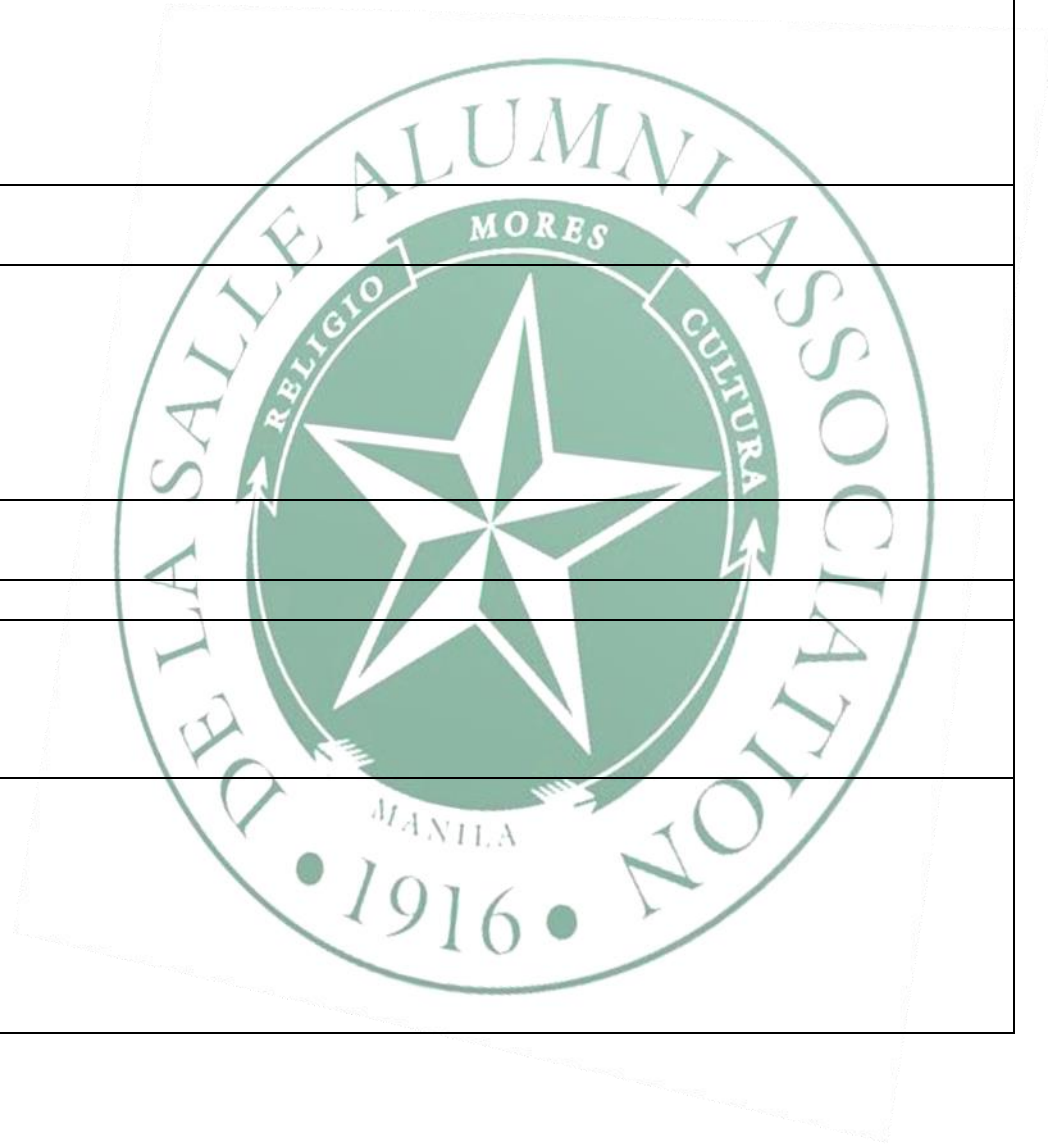


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<p>by the word "Chapter".</p> <p>Examples of these are the De La Salle Alumni Association College of Business Chapter, and De La Salle Alumni Association Northern California Chapter, or One La Salle Sydney.</p>	
<p>D. Chapters formed in accordance herewith may choose to have separate juridical personalities and existence independent of the Association, but shall always be under obligation to comply with DLSAA By-laws, Manual for Chapters, and such rules and regulations duly enacted by DLSAA. When recognized, the geographical chapter will have one year provisional status and its officers are considered interim.</p>	
<p>E. Chapters shall have the power to fix, assess and collect membership dues from their members separately from assessments of DLSAA.</p>	
<p>F. The Board of Trustees shall have the power to expel a chapter from the roster of chapters of DLSAA on the grounds of:</p> <ol style="list-style-type: none"> 1. Persistent violation of the By-laws, Manual for Chapters, and any and all chapter rules and regulations; 2. Non-payment of assessed fees and/or dues; 3. Such other grounds as may be provided for by the Board of Trustees. 	
<p>G. Any alumnus/alumna may become a member of two (2) or more chapters, but can only be an officer of one (1) chapter.</p>	
General Assembly	
ARTICLE IV. GENERAL ASSEMBLY	
<p>SECTION 1. Composition. The General Assembly shall be composed of the active members of DLSAA. Voting rights shall be limited only to the aforesaid.</p>	
<p>SECTION 2. Powers and Functions. The General Assembly of the DLSAA shall have the following powers and functions:</p> <ol style="list-style-type: none"> A. To set the mission statement, general policies, strategic objectives of the Association; B. To recommend to the Board of Trustees the passage of any rule or regulation to govern DLSAA, its chapters and its members or any amendment thereof; 	



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<p>C. To approve, by a majority vote, any recommendation by the Board of Trustees for the amendment and/or revision of these By-Laws;</p> <p>D. To recommend to the Board of Trustees, with the concurrence of at least twenty-five (25) members, the expulsion of any chapter or member of DLSAA; and</p> <p>E. Such other powers and functions as are hereunder provided.</p>	
<p>SECTION 3. Annual Meeting. The annual meeting of the General Assembly shall be held during the Homecoming week which culminates during the Homecoming Celebration, at the Association's principal place of business.</p>	
<p>SECTION 4. Special Meetings. A special meeting to discuss any matter of great importance to the Association or the General Assembly may be called by the following:</p> <p><u>A.</u> President of the DLSAA;</p> <p><u>B.</u> Executive Director, acting on the President's behalf;</p> <p><u>C.</u> Majority of the Board of Trustees; or</p> <p><u>D.</u> At least twenty-five (25) members of the General Assembly, who shall signify such request in writing, and addressed to the President or the Corporate Secretary.</p>	
<p>SECTION 5. Order of Business. The order of business at the annual meeting of the General Assembly shall be as follows:</p> <p>A. Proof of the required notice of the meeting;</p> <p>B. Proof of the presence of a quorum;</p> <p>C. Reading and approval of the minutes of the previous meeting;</p> <p>D. Report of the President;</p> <p>E. Report of the Treasurer;</p> <p>F. Old business;</p> <p>G. New business; and</p> <p>H. Adjournment.</p>	

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<p>The President of DLSAA shall preside at the said meeting of the general Assembly. The rules of parliamentary procedure contained in Robert’s Rules of Order shall be followed.</p>	
<p>SECTION 6. Notices. The notice of the time and place for the annual or any special meeting of the General Assembly shall be served to all DLSAA active members personally, or by special delivery mail, telephone, telefax, electronic notice, or any other form of correspondence. For the annual meeting General Assembly, such notice must be given at least one (1) week before the date of the same. For all other meetings of the General Assembly, notice is considered sufficient if it is given at least five (5) days before the said meetings.</p> <p>No objection regarding the manner of giving notice to a regular or special meeting shall be entertained if a quorum is obtained.</p>	
<p>SECTION 7. Quorum. At least twenty-five (25) members present in person or by proxy, excluding the incumbent members of the Board of Trustees and Executive Officers, shall constitute a quorum in any meeting of the General Assembly. If there is no quorum, the person presiding officer may adjourn the meeting, and the Corporate Secretary shall record the absence of a quorum in the minutes.</p>	<p>Sec. 7. Quorum. At least twenty-five (25) active members present, excluding the incumbent members of the Board of Trustees and Executive Officers, shall constitute a quorum in any meeting of the General Assembly. If there is no quorum, the presiding officer may adjourn the meeting, and the Corporate Secretary shall record the absence of a quorum in the minutes.</p> <p><u>A member who participates through remote communication, in absentia or by proxy, shall be deemed present for purposes of quorum.</u></p>
<p>SECTION 8. Voting. Only qualified General Assembly members who are present shall be allowed to vote. Each member shall have one vote.</p>	
<p>Governing Board</p>	
<p>ARTICLE V. BOARD OF TRUSTEES</p> <p>SECTION 1. Corporate Powers. The corporate powers of DLSAA shall be exercised, its business conducted, and its properties controlled, subject to the provisions of the Articles of Incorporation, By-Laws, and existing government rules and regulations, by its Board of Trustees which shall consist of the following <i>ex officio</i> members:</p> <p>A. DLSAA President; B. DLSAA Vice President;</p>	<p>ARTICLE V. BOARD OF TRUSTEES</p> <p>Sec. 1. Corporate Powers. The corporate powers of DLSAA shall be exercised, its business conducted, and its properties controlled, subject to the provisions of the Articles of Incorporation, By-Laws, and existing government rules and regulations, by its Board of Trustees which shall consist of the following <i>ex officio</i> members:</p> <p>A. DLSAA President; B. DLSAA Vice President;</p>

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- C. Three (3) members, DLSU Taft campus Grade School 1911 to 1984 High School 1911 to 1968;
- D. One (1) member, DLSU College of Business;
- E. One (1) member, DLSU School of Economics;
- F. One (1) member, DLSU College of Computer Studies;
- G. One (1) member, DLSU College of Education;
- H. One (1) member, DLSU College of Engineering;
- I. One (1) member, DLSU College of Law;
- J. One (1) member, DLSU College of Liberal Arts;
- K. One (1) member, DLSU College of Science;
- L. One (1) member, DLSU Integrated School;
- M. DLSU representative; and
- N. Immediate Past President.

The number of Trustees representing the chapters shall increase or decrease depending upon the number of campus-based chapters officially established according to these By-Laws. Each chapter is entitled to one vote except for the Grade and High School Chapter, whose three (3) representatives shall be entitled to two (2) votes.

Except for the Immediate Past President and the DLSU representative, the members shall hold office ~~for a period of two (2) years and/or~~ until their successors are duly elected, and/or until their successors in their respective chapters are duly elected/appointed.

The Trustees shall act only as a group, and any individual trustee shall have no power to bind the Association unless duly-authorized by the Board of Trustees.

SECTION 2. Chapter Presidents as Trustees. The respective Chapter Presidents shall serve as *ex officio* members of the Board of Trustees. The respective chapters may, nevertheless, designate a representative other than their Chapter President, subject to their respective rules and regulations. The said representative must have the same qualifications of a Chapter President, which are provided in the immediately succeeding section.

- C. Three (3) members, DLSU Taft campus Grade School 1911 to 1984 High School 1911 to 1968;
- D. One (1) member, DLSU College of Business;
- E. One (1) member, DLSU School of Economics;
- F. One (1) member, DLSU College of Computer Studies;
- G. One (1) member, DLSU College of Education;
- H. One (1) member, DLSU College of Engineering;
- I. One (1) member, DLSU College of Law;
- J. One (1) member, DLSU College of Liberal Arts;
- K. One (1) member, DLSU College of Science;
- L. One (1) member, DLSU Integrated School;
- M. DLSU representative; and
- N. Immediate Past President.

The number of Trustees representing the chapters shall increase or decrease depending upon the number of campus-based chapters officially established according to these By-Laws. Each chapter is entitled to one vote except for the Grade and High School Chapter, whose three (3) representatives shall be entitled to two (2) votes.

Provision transferred under Article VI Section 2: "Election of Officers".

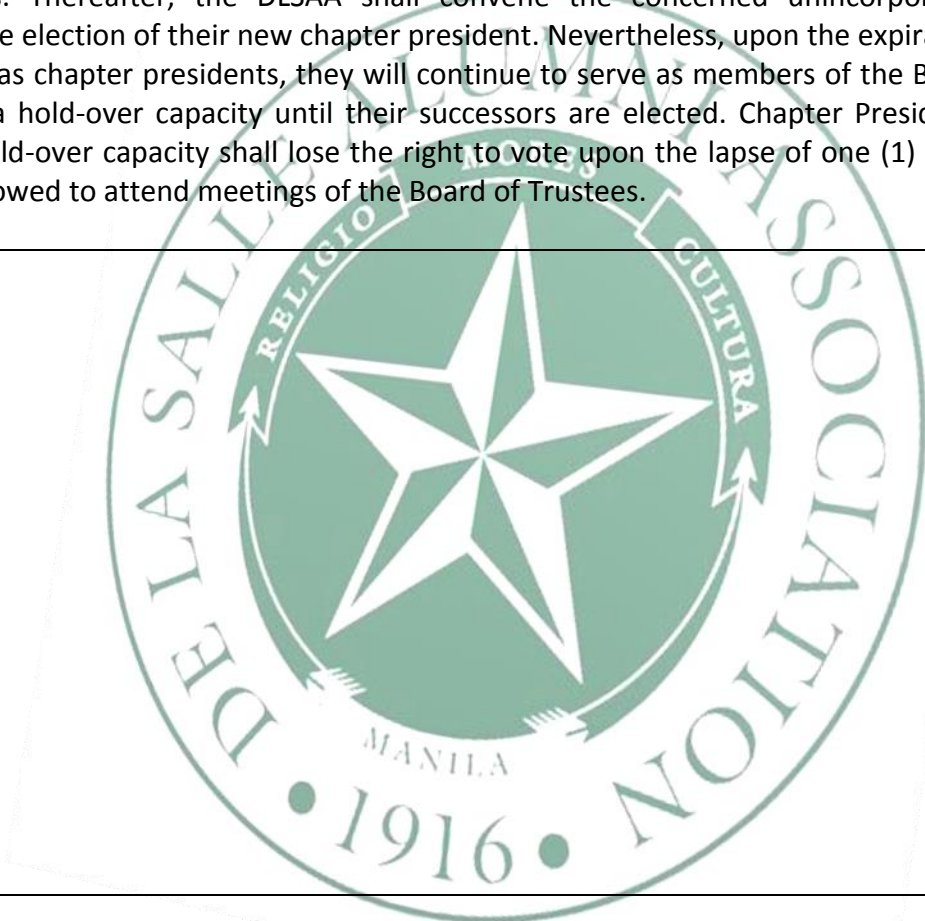
The Trustees shall act only as a group, and any individual trustee shall have no power to bind the Association unless duly-authorized by the Board of Trustees.

SECTION 2. Chapter Presidents as Trustees. The respective Chapter Presidents shall serve as *ex officio* members of the Board of Trustees. ~~The respective chapters may, nevertheless, designate a representative other than their Chapter President, subject to their respective rules and regulations. The said representative must have the same qualifications of a Chapter President, which are provided in the immediately succeeding section.~~

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<p>For Presidents of Chapters which have separate juridical personalities and existence independent of DLSAA, they will continue to serve their term as such in accordance with their respective Articles of Incorporation and By-laws.</p> <p>On the other hand, for Presidents of Chapters which are formed through the provisions hereunder, they will continue to serve as members of the Board of Trustees for a term of three (3) years. Thereafter, the DLSAA shall convene the concerned unincorporated chapters for the election of their new chapter president. Nevertheless, upon the expiration of their terms as chapter presidents, they will continue to serve as members of the Board of Trustee in a hold-over capacity until their successors are elected. Chapter Presidents serving in a hold-over capacity shall lose the right to vote upon the lapse of one (1) year, but are still allowed to attend meetings of the Board of Trustees.</p>	<p>For Presidents of Chapters which have separate juridical personalities and existence independent of DLSAA, they will continue to serve their term as such in accordance with their respective Articles of Incorporation and By-laws.</p> <p>On the other hand, for Presidents of Chapters which are formed through the provisions hereunder, they will continue to serve as members of the Board of Trustees for a term of two (2) years. Thereafter, the DLSAA shall convene the concerned unincorporated chapters for the election of their new chapter president. Nevertheless, upon the expiration of their terms as chapter presidents, they will continue to serve as members of the Board of Trustee in a hold-over capacity until their successors are elected. Chapter Presidents serving in a hold-over capacity shall lose the right to vote upon the lapse of one (1) year, but are still allowed to attend meetings of the Board of Trustees.</p>
<p>SECTION 3. Qualifications of Chapter Presidents. A Chapter President must have the following qualifications:</p> <ul style="list-style-type: none"> A. Possess an academic and/or professional degree/s from DLSU; B. Have actively served in the chapter board and/or been active in its operations and/or projects for at least one (1) year; C. Abide by DLSAA By-laws, Manual for Chapters, Code of Conduct, and any and all rules and regulations promulgated by the Board of Trustees; D. Promote, uphold, and sustain the traditions of DLSU's Religio, Mores, et Cultura/Faith, Service, and Communion; and E. Devote time for DLSAA Board of Trustees, management committee (ManCom), and miscellaneous meetings, DLSU meetings, domestic and international travel, among others. 	
<p>SECTION 4. Meetings. The Board of Trustees shall meet not less than once every two (2)</p>	

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<p>months. Meetings of the Board of Trustees may be held at such place and time as the Board may determine or as may be fixed in the notice of the meeting, which shall be given at least one (1) week before such regular meeting. The President or any five (5) Trustees may call for a special meeting. Notice thereof shall be served to each member either in writing, by telephone, by fax transmission, or by electronic means, at least three (3) days before such special meeting.</p>	
<p>SECTION 5. Quorum. A majority of the Trustees shall be necessary to constitute a quorum in a meeting duly called for any purpose, which shall be computed based on the total number of <i>ex officio</i> members of the Board. Vacancies in the membership of the Board of Trustees shall not affect the requirements for the existence of a quorum during its meetings.</p> <p>Unless otherwise required by existing laws, rules, regulations, or this By-Laws, the act of the majority of the trustees present at a meeting at which there is a quorum shall be valid as a corporate act.</p> <p>For purposes of determination of quorum, the Chapter Presidents may be represented by their Vice Presidents or other duly-designated alternate, only upon due notice of the expected absence of the Chapter President, and physical or electronic submission of a written designation, to the DLSAA Corporate Secretary at least one (1) week before the meeting. These requirements may not be dispensed with, otherwise, the representative, while s/he may attend on behalf of the Chapter President, shall have no power to vote and his or her presence shall not be considered in the constitution of a quorum.</p>	<p>Sec. 5. Quorum. A majority of the Trustees shall be necessary to constitute a quorum in a meeting duly called for any purpose, which shall be computed based on the total number of <i>ex officio</i> members of the Board. Vacancies in the membership of the Board of Trustees shall not affect the requirements for the existence of a quorum during its meetings.</p> <p>Unless otherwise required by existing laws, rules, regulations, or this By-Laws, the act of the majority of the trustees present at a meeting at which there is a quorum shall be valid as a corporate act.</p> <p>For purposes of determination of quorum, <u>members of the Board of Trustees may attend board meetings through remote communication such as videoconferencing, teleconferencing or other technology that allows them a reasonable opportunity to participate.</u></p> <p><u>Members of the Board of Trustees may</u> be represented by their Vice Presidents, if <u>applicable</u>, or other duly-designated alternate, only upon due notice of the expected absence of the Chapter President, and physical or electronic submission of a written designation, to the DLSAA Corporate Secretary at least one (1) week before the meeting. These requirements may not be dispensed with, otherwise, the representative, while s/he may attend on behalf of the Chapter President, shall have no power to vote and his or her presence shall not be considered in the constitution of a quorum.</p>
<p>SECTION 6. Attendance. Any member of the Board of Trustees, either elected, appointed, or <i>ex officio</i>, shall be considered resigned if he/she absents himself/herself for five (5) times in a year in all scheduled meetings. In this eventuality, the Corporate Secretary shall inform the member concerned of the mandatory resignation and move for his/her</p>	<p>Sec. 5. Attendance. Any member of the Board of Trustees, either elected, appointed, or <i>ex officio</i>, shall be considered resigned if he/she absents himself/herself for three (3) times in a fiscal year in all scheduled regular meetings. In this eventuality, the Corporate Secretary shall inform the member concerned of the mandatory resignation and move for his/her</p>

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replacement at the immediate next Board meeting.	replacement at the immediate next Board meeting.
<p>SECTION 7. Vacancy. If a vacancy should occur in the Board of Trustees by reason of death, resignation, lapse of the one (1) year hold-over period, expulsion, or any other cause, such vacancy may be filled by:</p> <ul style="list-style-type: none"> A. If Trustee is a chapter president whose term has expired and whose hold-over capacity has lapsed after one (1) year – Informing the chapter Board and assisting the chapter in holding elections B. If Trustee is DLSU representative – Informing DLSU President and requesting for a replacement C. In all other cases – Appointing a replacement by the majority of the remaining Trustees <p>Except for newly-elected chapter presidents, the replacing trustee shall hold office until the expiration of the term of office of the trustee who was replaced.</p> <p>If the trustee vacating the office is also an officer of DLSAA, the replacing Trustee shall not necessarily hold the replaced Trustee’s office. The Board of Trustees shall elect the officer’s replacement.</p>	
<p>SECTION 8. Suspension or Expulsion of a Trustee. After due notice and hearing, the Board of Trustees, depending on the gravity of the act, may either suspend or expel a Trustee from the Board based on the same grounds, and following the same procedures for the suspension or expulsion of DLSAA members.</p> <p>After affording the necessary due process, a Trustee may be suspended, upon a vote of two-thirds (2/3), or expelled upon a vote of three-fourth (3/4) of the present number of Trustees.</p> <p>Thereafter, the President or, in case s/he is the one subjected to suspension or expulsion, the Vice President shall immediately notify, through the Corporate Secretary, all members of DLSAA of such fact, and, in case of expulsion, shall immediately convene the concerned</p>	

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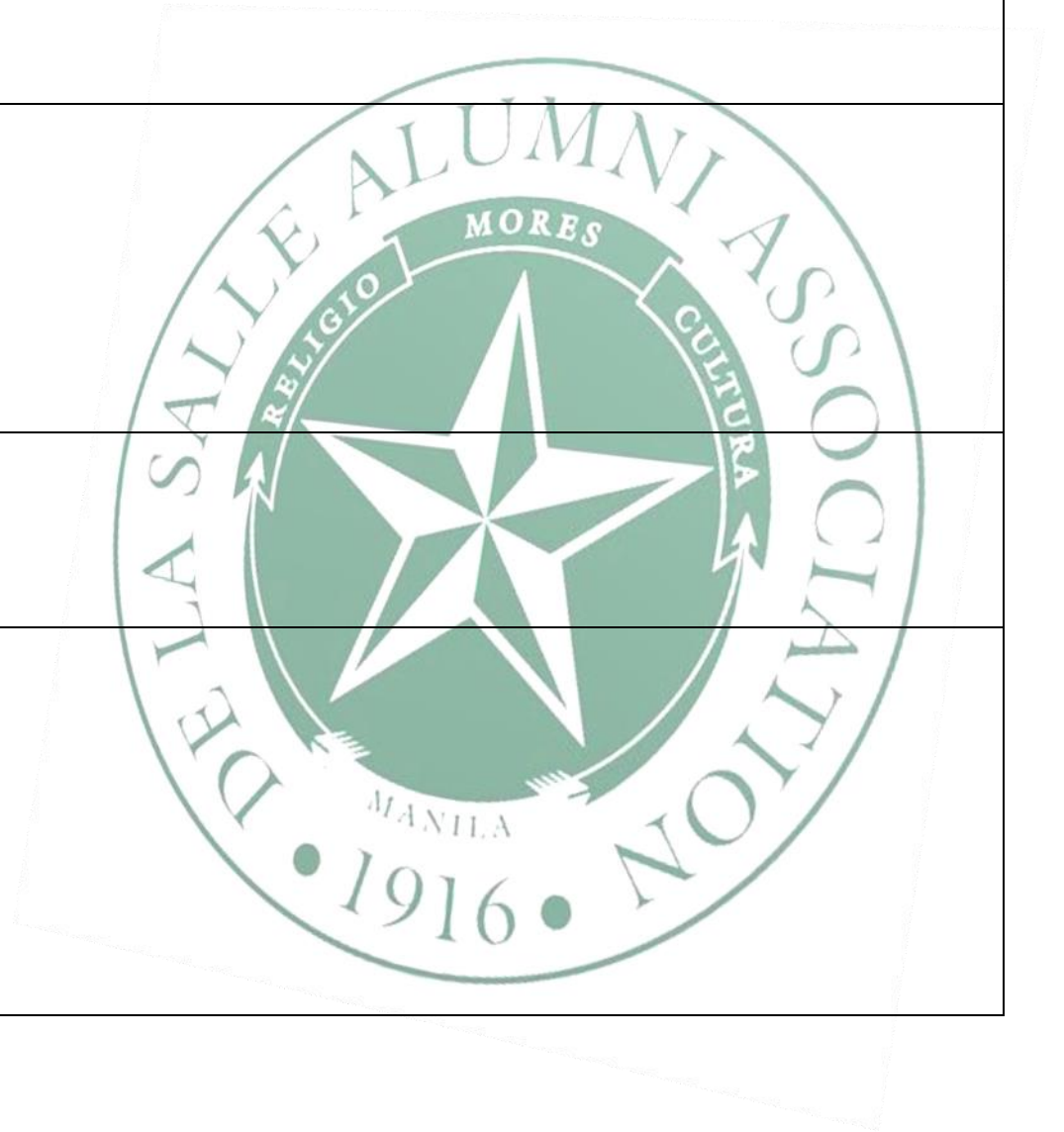
Chapter or General Assembly for election to replace the expelled Trustee.	
Executive Officers	
ARTICLE VI. EXECUTIVE OFFICERS	
<p>SECTION 1. Composition. The Corporate Officers of DLSAA shall be the following:</p> <ul style="list-style-type: none"> A. President; B. Executive Director (who need not be a member of the Board of Trustees); C. Vice-President; D. Treasurer; and E. Corporate Secretary (who need not be a member of the Board of Trustees and who must be a lawyer). <p>SECTION 2. Election of Officers. The Board of Trustees of DLSAA shall elect from among themselves the President and the Vice-President. The election shall coincide with the General Assembly once every two years. For the purpose of electing the President and the Vice-President, a majority vote of the Board of Trustees is necessary.</p> <p>Upon the election of the President, the Board of Trustees shall, upon the recommendation of the incoming President, appoint the Executive Director, Treasurer and Corporate Secretary.</p>	<p>Sec. 2. Election of Officers. The Board of Trustees of DLSAA shall elect from among them the President and the Vice-President. The election may coincide with the General Assembly once every two years. <u>The candidate receiving the greatest number of votes is elected President, while the candidate receiving the second-most votes is elected Vice President.</u></p> <p><u>Each member of the Board of Trustees shall have the right to vote in person, by remote communication, by proxy, or in absentia. The election of Officers shall be held at the Association’s principal place of business. A majority of the Trustees shall be necessary to constitute a quorum for election purposes.</u></p> <p>Except for the Immediate Past President and the DLSU representative, <u>the rest of the members of the Board of Trustees shall hold office for two (2) years, which will begin at the start of the Fiscal Year,</u> and until their successors have been duly elected/appointed and qualified.</p> <p>Upon the election of the President, the Board of Trustees shall, upon the recommendation of the incoming President, appoint the Executive Director, Treasurer and Corporate Secretary.</p>

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	<p><u>In case of election of chapter officers, presence of at least twenty-five (25) active members of the DLSAA shall be required for purposes of quorum. The right of members to vote in person, by remote communication, by proxy, or in absentia shall be guaranteed.</u></p>
<p>.SECTION 3. Removal of Officer. Any Officer may be removed with cause by a vote of the majority of the members of the Board of Trustees. If a vacancy occurs because of death, resignation, or any other cause, such vacancy may be filled up by the Board of Trustees, and he/she shall hold office until the expiration of the term of the officer vacating the office.</p>	
<p>SECTION 4. Compensation. The Board of Trustees shall fix the compensation of the officers, agents, and employees of DLSAA in the management of its properties and affairs. With the exception of the Executive Director, Treasurer, and Corporate Secretary, the Corporate Officers of DLSAA, unless performing other functions, shall not receive any form of compensation for their services.</p>	
<p>SECTION 5. President. The President shall exercise the following powers and functions:</p> <ul style="list-style-type: none"> A. Preside at all meetings of the Board of Trustees; B. Design and implement the organizational structure of DLSAA, with the assistance of the Executive Director and the ManCom; C. In general, supervise the properties and affairs of DLSAA, its officers, committees, and employees; D. Ensure that the orders and resolutions of the Board of Trustees or the Executive Committee are implemented; 	



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- E. Sign and execute all contracts approved by the Board of Trustees;
- F. Promote and sustain harmonious relations between DLSAA and its immediate stakeholders (*e.g.*, DLSP, its members, students, etc);
- G. Submit to the Board of Trustees, as soon as possible after the close of each fiscal year, and to the members of the General Assembly during its annual meeting, a complete report on operations; including, but not limited to, the complete DLSAA financial performance;
- H. Nominate, subject to approval by the Board of Trustees, chairs and members of DLSAA standing and special committees and report to the Board of Trustees all findings and performance of such committees for appropriate evaluation and decision;
- I. Prepare and submit, in coordination with the Treasurer and the Executive Director, the annual budget of DLSAA for the next fiscal year for adoption and approval of the Board of Trustees during its last regular meeting;
- J. Be one of the signatories to checks drawn by the Treasurer; and
- K. Perform such other duties and responsibilities analogous, germane, or related to and/or implied by the above enumeration of duties and responsibilities.

SECTION 6. Executive Director. The powers and duties of the Executive Director are derived from those of the President. He shall principally be responsible for discharging the President's functions on a full-time and continuing basis. In addition, the Executive Director shall:

- A. Serve as the permanent liaison between DLSAA and its members;
- B. Be one of the signatories to checks drawn by the Treasurer;
- C. Ensure that there is a smooth transition of powers, duties, and responsibilities upon the assumption of a new set of Officers;



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<p>D. Ensure that policy differences are resolved between outgoing and incoming Trustees/Officers so as not to disrupt programs in place;</p> <p>E. Head the DLSAA office staff and ensure the Office's smooth operations;</p> <p>F. Serve as an <i>ex officio</i> coordinating member in the committee created by the Board of Trustees; and</p> <p>G. Perform such other duties and tasks that may be assigned by the President and/or the Board of Trustees.</p>	
<p>SECTION 7. Vice President. The Vice President shall exercise the following powers and duties:</p> <p>A. Take the place and perform the functions of the President in case of incapacity or unavailability of the latter; and</p> <p>B. Head one or several committees and he must exercise planning, coordination, and, in general, appropriate management skills to ensure that the committees' project objectives are met.</p>	
<p>SECTION 8. Treasurer. The Treasurer shall exercise the following powers and duties:</p> <p>A. Plan, coordinate, execute, and sustain fund-raising programs, campaigns, and drives;</p> <p>B. Study, approve, and recommend funding for all the financial requirements of committee projects approved by the Board of Trustees;</p> <p>C. Ensure proper coordination and accounting for all moneys collected for DLSAA by DLSU and/or other Agents;</p> <p>D. Principally prepare the annual budget of the DLSAA for submission to the President and approval by the Board of Trustees;</p> <p>E. Ensure that all funds, securities, and negotiable instruments are invested to the best advantage of the DLSAA;</p>	



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- F. Deposit or cause to be deposited, as soon as practicable, all moneys and deposit instruments received, to a bank or banks duly designated by the Board of Trustees;
- G. Prepare for each monthly meeting a financial report for the preceding month including, but not limited to, a balance sheet, income statement, and budget variation analysis;
- H. Prepare, at the close of each fiscal year, the financial report for submission to the President and the Board of Trustees;
- I. Coordinate the examination of DLSAA's books with its External Auditor;
- J. Ensure that the DLSAA obtains all government operating licenses;
- K. Comply with all reportorial and tax requirements of all government agencies; and
- L. Be one of the signatories to checks.

SECTION 9. The Corporate Secretary. The Corporate Secretary shall exercise the following powers and duties:

- A. Keep accurate and updated records of:
 - 1. The membership rolls of the DLSAA, including its Chapters;
 - 2. The minutes of all regular and special meetings of the Board of Trustees; and
 - 3. All reports of the officers and committees of the DLSAA;
- B. Serve notices of all meetings to the Board of Trustees;
- C. Conduct routinary correspondence and inform the DLSAA membership of official actions of the Board of Trustees when requested to do so;
- D. Certify Board Resolutions;
- E. Take the vote during all DLSAA regular meetings, and the special meetings that may be convened;
- F. Keep in safe custody the seal of the DLSAA and when authorized by the Board of Trustees, affix such seal to any instrument requiring the same; and



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<p>G. Perform such duties and responsibilities analogous, germane, or related to and/or implied by the above enumeration of duties and responsibilities.</p>	
<p>SECTION 10. Executive Committee. In between meetings of the Board of Trustees, an Executive Committee shall be empowered to transact business for the DLSAA. The Executive Committee shall be composed of the following members:</p> <ul style="list-style-type: none"> A. President; B. Vice-President; C. Treasurer; D. Immediate past president; and E. Executive Director. 	
Special Committees	
<p style="text-align: center;">ARTICLE VII. SPECIAL COMMITTEES</p> <p>SECTION 1. Standing Committees. The Association shall have four (4) standing committees, namely: Formation and Engagement, Homecomings and Reunions, Honors and Awards, and Membership and Chapters. The President shall appoint the respective Chairman of these committees during the first regular meeting of a new set of Board of Trustees.</p>	<p>Sec. 1. Standing Committees. The Association shall have <u>five (5)</u> standing committees, namely: (a) Formation and Engagement; (b) Homecomings and Reunions; (c) Honors and Awards; (d) Membership and Chapters; <u>and (e) Elections.</u></p> <p>The President shall appoint the respective <u>Chairpersons</u> of these committees during the first regular meeting of a new set of Board of Trustees, except the Chairperson and members of the Committee on Elections, who must be appointed by the Board of Trustees.</p> <p><u>The Committee on Elections shall be responsible for the conduct of the elections of members of the Board of Trustees as well as all Chapter elections. The Committee shall be composed of three (3) members, one of whom shall be the Chairperson. The Committee shall be the sole judge of all contests relating to the elections, returns and qualifications of members of the Board of Trustees.</u></p> <p><u>Each Committee may issue rules, regulations or guidelines to be approved by the Board of Trustees.</u></p>

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<p>SECTION 2. Other Committees. The Board of Trustees, upon the recommendation of the President, may create other committees as it deems necessary to achieve any undertaking or implement any project of the DLSAA. The Chairman of committees need not be members of the Board of Trustees and its members may be drawn from the general membership of the DLSAA.</p>	
<p style="text-align: center;">Fiscal Year</p>	
<p style="text-align: center;">Article VIII. FISCAL YEAR</p> <p>The fiscal year of the DLSAA shall begin on the first day of June in each year and shall end on the thirty-first day of May of the following year.</p>	
<p style="text-align: center;">Amendments and Revisions of By-Laws</p>	
<p style="text-align: center;">ARTICLE X. AMENDMENTS AND REVISIONS OF BY-LAWS</p> <p>This set of By-laws, or any part thereof, may be amended or repealed at any special meeting called for that purpose, through a majority vote of the members of the Board of Trustees, and the subsequent concurrence of the majority of the General Assembly. No proxy shall be allowed in the amendment and/or of revisions of the By-Laws.</p>	
	<p style="text-align: center;">Transitory Provision</p>
	<p style="text-align: center;">ARTICLE XI. TRANSITORY PROVISION</p> <p style="text-align: center;"><u>The election of officers of the DLSAA Board of Trustees will be conducted before the end of the Fiscal Year. The incumbent members of the Board of Trustees shall be barred from running either as President or Vice-President of their respective Chapters.</u></p>

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