

**2026 Proposed Amended FPA By Laws**

**ARTICLE I. NAME**

**Section 1. NAME.** The name of the Corporation is as set forth in its Articles of Incorporation, namely "FORBES PARK ASSOCIATION, INC."

**ARTICLE II. DOMICILE**

**Section 2. DOMICILE.** The domicile and principal office of the Association is located and established at Makati, Metro Manila and the general or special meeting of the members of the Association may be held either at the Manila Golf Club or the Manila Polo Club, Makati Metro Manila without prejudice to its being held elsewhere within the territorial jurisdiction of the Municipality of Makati; Metro Manila but any agreement, resolution or action taken at the meeting of its Board of Governors in any place within the territorial jurisdiction of the Philippines, if made in writing and concurred in by a majority of the Board, shall be valid for all purposes as if the same was made and adopted in the domicile or principal office of the Association.

**ARTICLE III. MEMBERS**

**Section 1. MEMBERS.** All real estate owners, purchasers or long-term lessees of lots in Forbes Park Subdivision as defined and bounded in the Articles of Incorporation are, and automatically become, members of the Association. Real estate owners which are corporations, partnerships, associations, estates, trust accounts, foundations, other juridical entities recognized by law, as well as foreign embassies, consulates, or diplomatic missions that are recognized as lawful holders of property rights under applicable laws and regulations, shall designate a person to be its representative who shall exercise all rights and obligations, prerogatives of the membership, through special power of attorney (SPA) which SPA shall provide that the member agrees to be bound by the consequences of the representative's actions and/or omissions. Provided, however, that the long-term lessee or purchaser of a lot or lots in said subdivision shall be considered as the member of Association in lieu of the owner of the same. Likewise, membership in the Association automatically ceases upon the cessation of a member to be an owner or long-term lessee of real estate in the said subdivision.

A lessee shall be considered a long term lessee if his lease is in writing and for a period of five (5) years or more. The membership of a long-term lessee in the Association shall be coextensive with his possession (or his lease) of the lot in Forbes Park Association Subdivision. Real estate owners, purchasers, or long term lessees, who are natural persons, may exercise membership through any of the persons named in the certificate of title, deed of absolute sale, or long term contract of lease, or through any family member thereof, as representative; in case of dispute or doubt thereon the Association may require the submission of an SPA.

Each member in good standing of the Association is entitled to one vote for each lot

owned, purchased or leased by him in the Forbes Park Subdivision and this system of voting shall be observed except in those cases otherwise provided by law.

The annual meeting of the members will be held on the last day of February of each year but members will only elect Governors every other annual meeting. Each qualified member shall have as many votes as he has lots in the Forbes Park Subdivision and the seven candidates receiving the largest number of votes shall be declared and proclaimed elected until their successors are elected and qualified.

In addition to the annual meeting of the members mentioned in the preceding paragraph, an extraordinary meeting of the members of the Association may be called and convened at any time either by members representing 10% of the total votes of the Association, or by the Board of Governors.

Any member of the Association may be represented by proxy in all its meeting of the members of the Association. Any group of members present in person or represented by proxy, comprising a majority of the general membership will constitute a quorum to transact business in all the meetings of the members of the Association, except as otherwise provided by law.

However, those who are delinquent in their dues and other accounts shall not be qualified to cast their votes.

A member who fails to pay his dues within ninety (90) days from receipt of first billing will be considered and declared delinquent after observing the procedure below and shall result in the following: i) suspension of garbage collection service and other services, ii) non-issuance of vehicle stickers, permits, IDs/gate passes or clearances and iii) inclusion of the member's name in the list of delinquent members to be circularized, without prejudice to the collection of the total amount due, aside from the costs of suit and reasonable attorney's fee, if any.

The Board shall observe the following procedure in declaring a member delinquent:

a. The Board shall determine whether a member failed to pay in accordance with the preceding paragraph as reflected in the Association's records;

b. The President shall forthwith notify the said member in writing of the violation and require him to explain in writing, within fifteen (15) days from receipt of notice why he should not be declared delinquent. The notice shall state that the said member is given a grace period of sixty (60) days reckoned from the receipt of the notice to pay his/her arrears. The member shall notify the committee of his/her intention to avail of the grace period within fifteen (15) days from receipt of the said notice.

c. After the lapse of fifteen (15) days, with or without a written explanation, the President shall submit the matter to the Board for hearing and deliberation; and

d. Thereafter, the member may be declared delinquent by majority vote of all members of the Board.

**Section 2. RIGHTS OF A MEMBER.** A member shall have the following rights:

- a. Avail of and enjoy all basic community services and the use of common areas and facilities; *Provided*, that the member is in good standing;
- b. Inspect association books and records during office hours and to be provided, upon request, with a copy of annual reports, including financial statements, at the member's own expense;
- c. Participate, vote and be eligible for any elective or appointive office of the association subject to the qualifications as provided for in the FPA By-Laws;
- d. Participate in association meetings, elections and referenda, *Provided*, the member is in good standing;
- e. Demand and promptly receive the refund of deposits, such as construction bonds, required by the association as soon as the condition for the deposit has been complied with or the period therefor has expired; and
- f. To enjoy all other rights as may be provided in the FPA By-Laws, and subject to limitations as provided herein.

**Section 3. DUTIES OF A MEMBER.** A member shall have the following duties:

- a. To timely pay association dues, fees, and other assessments;
- b. To attend meetings of the association, either in person or by proxy;
- c. To support and participate in the community development programs, projects, and activities of the association;
- d. To comply with all other duties required under the FPA By-Laws, policies, rules and regulations, and deed of restrictions and covenants annotated on the title; and
- e. To comply with the policies, rules and regulations, legal orders, directives, and other issuances of the Department of Human Settlements and Urban Development (DHSUD).

**Section 4. MEMBER IN GOOD STANDING.** A member in good standing is one who complies faithfully with all the duties and obligations of a member.

**Section 5. DELINQUENT MEMBER OR MEMBER NOT IN GOOD STANDING.** In addition to those grounds stated in Section 1 of this Article, a member may be declared delinquent or not in good standing by the majority by the Board on any of the following grounds:

- a. Finding of repeated violation of and non-compliance with, including, but not limited to, final orders and directives, pertinent laws, rules and regulations, and policies issued by duly constituted authorities, the FPA By-Laws, and/or policies and/or rules and regulations;
- b. Commission of conduct detrimental to the interest of the association and/or the community and determined by the Board from competent proof and after due notice and hearing, to have been committed by the member;
- c. Failure to attend membership meetings in person or by proxy without any justifiable reason for at least three (3) consecutive general membership meetings despite receipt of notice; and
- d. Failure to submit requirements for registration of a member and verification requirements in accordance with the rules.

A member who has been declared delinquent or not in good standing in accordance with the procedure in the succeeding Section is not entitled to exercise the rights of a member, except the right to inspect association books and records, but is nevertheless obliged to pay all the fees, dues, and other assessments charged the members in good standing.

**Section 6. PROCEDURE IN DECLARING A MEMBER DELINQUENT OR NOT IN GOOD STANDING.** The Board, or a committee assigned by the Board, shall observe the following procedure in declaring a member delinquent or a member not in good standing, for any of the grounds provided in Section 5 of this Article:

- a. A preliminary determination shall be made whether a member may be declared delinquent or not in good standing on any of the grounds provided in Section 5 of this Article.
- b. Should a determination of delinquency or not in good standing be preliminarily determined the member shall forthwith be notified in writing of the violation, and required to explain in writing, within fifteen (15) days from the receipt of the notice of violation, why the member should not be declared delinquent or not in good

standing.

- c. After the lapse of fifteen (15) days, with or without a written explanation or notice of intention to avail of the grace period, a hearing and deliberation shall be conducted.
- d. The hearing and deliberation shall terminate no later than fifteen (15) days from the commencement of the hearing and deliberations. , or the termination thereof, whichever is earlier,
- e. The member may be declared delinquent or not in good standing by a majority vote of all the members of the Board, through a resolution issued to that effect. The Chairman of the Board shall notify the member concerned of the decision of the Board and shall furnish the member a copy of the board resolution.
- f. The member declared delinquent or not in good standing may file a motion for reconsideration with the Board within ten (10) days from the receipt of the board resolution. The motion must be resolved by the Board within five (5) days from the receipt thereof.

**Section 7. SANCTIONS AGAINST A DELINQUENT MEMBER OR A MEMBER NOT IN GOOD STANDING.** The rights and privileges of a member are suspended, except the right to inspect the association books and records upon the declaration of delinquency by the Board. In the event that the delinquent member is the representative, such suspension shall extend to the homeowner and all those residing in the property. The Board may also order:

- i.) Suspension of garbage collection and other association-provided services;
- ii) Non-issuance or revocation of vehicle stickers, permits, IDs/gate passes, or clearances;
- iii) Inclusion of the member's name in the list of delinquent members to be circulated to the Board and relevant officers;
- iv) Accumulation of interest or penalties as provided in the association rules; and
- v) Without prejudice to the collection of the total amount due, including costs of suit and reasonable attorney's fees, if any.

The Board may also impose additional sanctions, including but not limited to suspension of participation in association meetings, events, and voting rights, until all dues and penalties are fully settled.

**Section 8. REINSTATEMENT OF A DELINQUENT MEMBER OR A MEMBER NOT IN GOOD STANDING.** The Board shall, by a majority vote of those present at a meeting at which there is a quorum, reinstate the membership of the delinquent member within ten (10) days from the receipt of proof of satisfaction of the sanctions imposed.

In the event that the Board fails to do so, through no fault of the delinquent member, such as, but not limited to, the failure of the Board to hold a meeting or muster a quorum, the membership shall be deemed automatically reinstated and all rights restored.

If the delinquency is based on the failure to attend three (3) consecutive general membership meetings, the submission of an undertaking to attend the next general assembly shall result to the conditional reinstatement of the delinquent member, while the issuance of a proxy in favor of a member of the Board chosen by the delinquent member for the next general assembly shall restore the membership in good standing.

When the declaration of delinquency is on the ground of non-payment of dues, fees, and/or other assessments or charges, the member shall notify the association, in writing, of the payment of the unpaid dues, fees, and/or other charges, and present proof thereof. Full payment of the arrears shall automatically reinstate the status of good standing on the day following the receipt by the association of the notice and proof of payment.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. REGULAR OR ANNUAL MEETINGS.** The annual or regular meeting of the members may be held at the principal office of the association, or at a place determined by the Board on the last day of February of each year. The meeting shall be presided by the Chairman, or in his/her absence, any Governor present.

The election of the members of the Election Committee shall also be held during the annual meeting.

Notice of assembly meetings shall be served to the members or any of the member's household of legal age through any available means, at least two (2) weeks prior to the date of the meeting, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

**Section 2. SPECIAL MEETINGS.** Special meetings of the members may be held at any time upon the call by the majority of the Board, the President or Board Chair as necessary, or upon petition by thirty percent (30%) of the members in good standing.

The written notice of any special or emergency meetings stating the date, time, place, and purpose of the meeting shall be served to the members or any of the member's household

of legal age, through any available means, at least two (2) weeks prior to the date of the meeting, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

**Section 3. QUORUM IN REGULAR OR SPECIAL GENERAL ASSEMBLY.** A majority of the members in good standing shall constitute a quorum to transact business.

Every decision of at least a majority of the members actually present at a meeting where quorum is present shall be valid as a corporate act, except those that require the vote of the majority of all the members of the association.

In the event of failure to obtain the required quorum after one (1) meeting, a referendum shall be held within thirty (30) days from the date of the last failed meeting. A *Notice of Referendum*, together with an executive brief, detailing information on the issues to be voted on, shall be sent either personally or through electronic means to all members at least fifteen (15) working days prior to the date of the referendum. The notice, together with the executive brief, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

**Section 4. PROXIES IN MEETINGS.** Any member may be represented by proxy in all meetings. Proxies shall be in writing, signed by the member, and presented to the association Secretary before such meeting. The proxy shall be valid only for the meeting/s for which it is intended. No proxy shall be valid and effective for a period longer than three (3) years from the date of its issuance unless earlier revoked by the member.

#### **ARTICLE V. BOARD OF GOVERNORS AND OFFICERS**

**Section 1. BOARD OF GOVERNORS.** The powers of the association shall be exercised, all business conducted, and all of its property controlled and held by the Board elected from among the members in good standing.

The Board of Governors shall exercise all powers expressly granted by these By-Laws, the Magna Carta for Homeowners and Homeowners Associations (RA 9904), and the Corporation Law and shall do all such lawful acts things are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members of the Association. The Board may delegate, in whole or in part, any powers which it may lawfully delegate, as it deems necessary and proper, by means of resolutions adopted for such purpose, to any Governor, member, or committee of the Association.

The Board of Governors, subject to the approval of a majority of the members, may assess annually against each member an amount required for the operations and activities of

the Association. The assessment shall not exceed twice the real estate tax on the land (not including the buildings). Provided, however, that should any property be exempt from the land taxes, the assessment provided herein shall not exceed twice what the owner would be liable for real estate tax if such property were not exempt from this levy. The assessment may be made payable quarterly, semi-annually or at such time as may be fixed by the Board and, if not paid when due, will constitute a lien on the property junior only to the lien of the Government for non-payment of taxes and voluntary mortgages on the property.

In pursuance of the purposes mentioned in the Articles of Incorporation, the Board of Governors may promulgate, adopt and prescribe rules and regulations concerning the use and occupancy of the properties included in the Forbes Park Subdivision.

The Board shall have the power to promulgate policies, rules, and regulations consistent with the laws, and pertinent rules and regulations subject to consultation and ratification of the majority of the members, regardless of standing.

**Section 2. COMPOSITION OF THE BOARD.** The Board of Directors or Trustees shall be composed of seven (7) elected members of the association for a two (2) year term. The majority of the members of the Board shall be comprised of resident members. Non-resident members, if any, may constitute only a minority of the Board and shall be determined by ranking in the votes they received.

The candidates for Governors shall be nominated as follows:

- a. The incumbent Board of Governors shall appoint a Nomination-Election Committee of three (3) members who may or may not be governors of the Association and who shall, subject to the prior consent of the nominees, nominate and submit two (2) candidates to each position to be filled at the general annual meeting, and/or
- b. Members controlling at least five (5) votes may also nominate a candidate provided the nomination is received forty-eight (48) hours in advance of the annual meeting.

The Board of Governors will elect from among themselves the Chairman of the Board.

**Section 3. DUTIES AND RESPONSIBILITIES OF THE BOARD.** The Board which has primary authority to manage the affairs of the association shall have the following duties and responsibilities:

- a. Regularly maintain an accounting system using generally accepted accounting principles, and keep books of accounts which shall be open for inspection to any homeowner and duly authorized representatives of government agencies upon request, during reasonable hours on business days;

- b. Collect reasonable fees, dues, and assessments that may be provided for in this Bylaws and approved by the majority of the members of the association;
- c. Collect reasonable charges for assessments, and after due notice and hearing by the Board in accordance with the procedures as provided for in this Bylaws, and rules and regulations adopted by the Board and ratified by the majority of the members, charge reasonable fines for late payments and for violation of this Bylaws, rules, and regulations of the association, in accordance with a previously established schedule adopted by the Board and furnished to the homeowners;
- d. Propose measures to raise funds and the utilization of such funds and submit the same for consideration of the members of the association;
- e. Undergo a free orientation by the DHSUD on how to conduct meetings, preparation of minutes, handling of accounts, laws and pertinent rules and regulations within thirty (30) days after election and/or appointment;
- f. Discharge the duties and responsibilities provided for in this Bylaws;
- g. The Board shall act in all instances on behalf of the association, except to amend the Articles of Incorporation and Bylaws, to dissolve the association, to elect members of the Board or to determine the qualifications, powers and duties, and/or terms of office of the Board and officers, and other instances that require the vote or approval of the members themselves;
- h. To have a working knowledge of the statutory and regulatory requirements affecting the association;
- i. Adopt a system of internal checks and balances to safeguard the integrity of the operations of the association; and
- j. Exercise such other powers as may be necessary and proper for the accomplishment of the purposes for which the association was organized.
- k. Assess annually, subject to the approval of a majority of the members, against each member an amount required for the real estate tax on the land (not including buildings). The assessment may be made payable quarterly, semi-annually, or at such time as may be fixed by the Board. If not paid when due, such assessment shall constitute a lien on the property, junior only to the lien of the Government for non-payment of taxes and voluntary mortgages on the property.
- l. Promulgate, adopt, and prescribe rules and regulations concerning the use, occupancy, and maintenance of the properties included in the Forbes Park Subdivision, in pursuance of the purposes mentioned in the Articles of Incorporation.

In the performance of their duties, the members of the Board and officers shall exercise the degree of care and loyalty required by such a position.

**Section 4. QUALIFICATIONS OF GOVERNORS AND OFFICERS.** A governor and/or officer of the Forbes Park Association -

- a. Must be a Filipino citizen;
- b. Must be of legal age;
- c. Must be an actual resident of the subdivision for at least six (6) months as certified by the Association's Corporate Secretary or in default thereof, by a member having personal knowledge thereof; and
- d. Must be a member in good standing; if title to the property is in the name of a corporation, the authorized representative of said corporation can be such member and must not be declared delinquent as of three (3) months prior to the date of the election, regardless of any subsequent declaration of delinquency or disqualification by the Board prior to the election; and
- e. Has not been convicted by final judgment of an offense involving moral turpitude.

**Section 5. DISQUALIFICATIONS OF GOVERNORS AND OFFICERS.** A governor and/or officer of an association shall not have any of the following disqualifications:

- a. Those who have been convicted by final judgment of fraud, falsification, defalcation, other similar violations, and any other act inimical to the interests of the Association;
- b. Those who, directly or indirectly, have financial or pecuniary interest in any business, contract, or transaction in connection with which he/she intervenes or takes part in his/her official capacity as governor or officer of the association;
- c. Former or outgoing governors and/or officers who have been issued final Order of Imposition of Administrative Sanction (OIAS) by the DHSUD for failure to turnover books, funds, records, and properties of the association to the newly elected Board. In such a case, the disqualification shall be immediately executory even pending appeal;
- d. Those incumbent governors and/or officers who have been found and declared by DHSUD as permanently disqualified for having unreasonably or unjustifiably failed or refused to call for an election in accordance with this Bylaws and/or Republic Act No. 9904 and its Revised; and
- e. Those who unreasonably failed and/or refused to comply with the orders of the DHSUD and/or other appellate courts;
- f. Members who are directors, trustees, governors, and/or officers of another registered homeowners association;
- g. Those who have been declared by DHSUD to have instigated, incited, or initiated

the conduct of an unauthorized election, and those who have actively participated therein, either as members of the Election Committee or as candidates; or,

- h. Those who have been, by final judgment, imposed a penalty of permanent disqualification in any case filed before the DHSUD, Human Settlements Adjudication Commission (HSAC), and/or regular courts.
- i. Those who have been found guilty of similar acts as above.

**Section 6. ASSOCIATION OFFICERS.** The Association shall have the following executive officers who shall be responsible for the management of the association's business: Chairman of the Board of Governors who automatically becomes the President of the Association, the Vice-President who is also the Vice-Chairman of the Board, the Secretary, Treasurer, and Auditor, who must all be Filipino citizens. No one shall act as president and secretary, or as president and treasurer at the same time. Non-resident members and lessees and/or tenants are not qualified to be elected or appointed as president and treasurer of the association.

The officers shall be elected by the Board of Governors from among themselves during the first meeting of the Board of Governors immediately after the election.

**Section 7. PRESIDENT.** The President and Chairman of the Board shall preside over all the meetings of the Board of Governors and of the members of the Association. When acting as the presiding officer of the Board of Governors he can cast his vote on the questions brought or taken up before such meeting except in case of a tie.

He shall exercise such powers and perform such duties incident to his/her office, and other necessary functions as the Board may assign. Among others, the President shall perform the following functions:

- a. Exercise general supervision over all the other officers of the association;
- b. Represent the association in all meetings or activities to which it is a party or participant;
- c. Preside, in consultation with the appropriate officers and committees, a yearly program of activities and submit an annual report of the operations of the association to the members at the annual meeting, and to the Board such statements, report, memoranda and accounts as may be requested by the latter;
- d. Shall execute in the name of the association all contracts, agreements, documents, and binding commitments entered into for and on behalf of the Corporation, by authority of the Board, expressed in a general or special resolution or under

written instruments;

- e. Countersign all checks, drafts, notes and orders for the payment of money or funds of the Association whenever they may be found or deposited; and
- f. Shall name and appoint and shall have the power to dismiss or accept the resignation of all agents and employees of the Association, subject to the approval by the Board.

**Section 8. VICE-PRESIDENT.** In case of absence, illness or temporary incapacity of the President, the Vice-President shall assume the powers and duties of the President. He shall assist the President in all matters affecting the operation of the association.

**Section 9. SECRETARY.** The Secretary who must be a citizen and resident of the Philippines shall keep the record of all the minutes and agreements, and decisions of the Board of the Governors and of the members. He shall also attend to the issuance and service of notice of all meetings of the members and the Board of Governors.

He shall likewise keep or take charge of the records of correspondence and official acts of the Association.

**Section 10. TREASURER.** The Treasurer shall have overall responsibility for all association funds, receipts, and disbursements of the association, and shall perform the following:

- a. Act as the custodian of the funds and property of the association;
- b. Sign all checks, drafts, notes, or orders for the payment of money or withdrawal of the funds of the Association;
- c. Endorse for deposit to the credit of the Association all checks, notes drafts, and other commercial papers issued or delivered to the Association, which such banks and financial institutions as may be designated by the Board of Governors;
- d. Keep a complete and accurate record of all receipts and disbursements of the association, and ensure that all disbursements and/or expenditures are evidenced by appropriate vouchers;
- e. Disburse the funds of the association for specific purpose/s authorized by a resolution of the Board;
- f. Collect fees, dues, and assessments from the members with the amount provided in this Bylaws and/or approved by the majority of the members;

- g. Deposit the funds of the association in bank accounts under the name of the association;
- h. Shall monitor all delinquencies, issue and send notices or demand letters on overdue association dues, fees, and other assessments;
- i. Prepare the financial statements of the association to be submitted and reported to the Board and to the President monthly, and to report to the members during the general assembly an account of the financial condition of the association;
- j. At the discretion of the Board of Governors, the Treasurer may be required to file a bond for the faithful discharge of his duties; and
- k. Such other duties incident to the office of the Treasurer.

The Treasurer may delegate the routine duties of the Office of the Treasurer to one or more employees of the association, designated by the Board of Governors upon recommendation of the President.

All checks, drafts, or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the association shall be signed jointly by the Treasurer and the President or other officers authorized by the Board.

The Treasurer shall ensure that association shall observe the following with regard to its funds, financial, and other records:

- a. The association or its managing agent shall keep financial and other records sufficiently detailed to enable the association to fully declare to each member the true statement of its financial status. All financial and other records of the association including, but not limited to, checks, bank records, and invoices, in whatever form these are kept, are the property of the association.
- b. A financial statement of the association shall be prepared annually by the Treasurer, attested to by the Chairman of the Board or the President, and audited by the Auditor and/or an independent certified public accountant, shall be posted in the association office, bulletin boards, and other conspicuous places within the community, and shall be submitted to the DHSUD within ninety (90) days from the end of the accounting period; and
- c. The funds of the association shall be kept and deposited in bank accounts in the name of the association and shall not be joined or commingled with the fund of any other association, director or trustee, officer or any other person responsible for the custody of such funds.

Notwithstanding the foregoing provisions, the Board of Governors may name and

appoint a reputable firm or entity to perform the work of Treasurer of the Association under such terms and conditions as the Board may determine and, in which case, the appointment of a person as Treasurer of the Association may be dispensed with by the Board.

**Section 11. AUDITOR.** The Auditor shall perform the following functions:

- a. Conduct a detailed and monthly audit of all financial accounts, books and transactions of the association, and shall render a report of his audit as may be required by the Board or by request of the majority of the members; and
- b. Such other duties as are incident to his office and as may be assigned by the Board.

**Section 12. ADDITIONAL OFFICERS.** The Board of Governors may name and appoint officers and technical consultants, with or without compensation, as may deem proper and necessary or required by the business of the Association.

**Section 13. TERM AND ASSUMPTION OF OFFICE.** The Board shall hold office for a fixed term of two (2) years. *Provided,* that the two (2) year term shall apply to the Board elected in the 2025 Special Election pursuant to the 2024 Revised Implementing Rules and Regulations of Republic Act No. 9904, otherwise known as the Magna Carta for Homeowners and Homeowners Associations, subsisting at the time of their election.

No member of the Board shall serve for more than two (2) consecutive terms.

Assumption of office of the newly elected Board of Governors shall commence from the date of expiration of the term of the outgoing Board, or thirty (30) days from the date of their proclamation.

In all cases, no staggered term of office shall be allowed. Upon their election and proclamation, the Board shall immediately convene for the purpose of electing among themselves the Chair and Vice Chair of the Board.

When the election of the Board of Governors is held later than the date fixed in this Bylaws, the newly elected directors or trustees shall only serve for the remainder of the fixed term of two (2) years.

The term of office of the officers shall coincide or correspond to the term of office of the governors.

**Section 14. REMOVAL OF A GOVERNOR AND/OR OFFICER.** A governor directly

elected by the members of the association may be removed from office through a petition duly signed by the majority of the members in good standing, for any cause or causes provided in this Bylaws, other pertinent laws, rules and regulations, subject to verification and validation of the DHSUD.

The governors and/or officers who failed to continuously possess all the qualifications under Section 4 of this Article and have possessed the disqualifications enumerated in Section 5 of this Article may be removed from office by the Board through a resolution approved by the majority of all its members.

**Section 15. DISSOLUTION OF THE BOARD OF GOVERNORS.** The Board may be dissolved through a petition signed by two-third ( $\frac{2}{3}$ ) of all association members, regardless of standing, for any cause or causes provided in the By-Laws, other pertinent laws, rules and regulations, subject to verification and validation of the DHSUD.

**Section 16. GROUNDS FOR REMOVAL OF A GOVERNOR AND/OR OFFICER OR DISSOLUTION OF THE BOARD OF DIRECTORS.** A director or trustee may be removed, or the Board may be dissolved on grounds, such as, but not limited to, the following:

- a. Breach of trust;
- b. Conflict of interests;
- c. Mismanagement, fraud, or abuse of authority;
- d. Tolerated the commission of fraudulent activities and other illegal acts committed by a director or trustee and/or member;
- e. Gross negligence in managing the affairs of the association;
- f. Failed to perform their fiduciary duties and/or responsibilities;
- g. Any of the grounds enumerated in Section 5 hereof; or
- h. Any violation of Section 3 hereof.

**Section 17. VACANCY IN THE OFFICE OF THE GOVERNOR AND/OR OFFICER.** Any vacancy occurring in the Board due to removal, resignation, withdrawal, death, or incapacity or any other cause or causes shall be filled by a majority vote of the members in good standing at a special election duly called for the purpose.

Any vacancy in the officers elected by the members of the Board among themselves shall be filled by the votes of the majority of the total number of the Governors.

The governor or officer so elected shall serve only the unexpired term of office of his predecessor in office.

**Section 18. BOARD MEETINGS.** The Board shall hold regular meetings at such time and place to be determined by the Board. Special meetings may be held at any time upon the call of the Chairman of the Board or by a majority of the Board with notice to the

Chairman. The Chairman or in his absence, the Vice Chairman shall preside at all meetings of the Board.

The association Secretary shall send a notice of meeting to the Board members at least two (2) days prior to the meeting. The notice shall include the date, time, location, and purpose of the meeting. No other business may be transacted at the meeting, other than what is specified in the notice, unless approved by a majority of the Board members present, provided there is a quorum.

**Section 19. QUORUM IN BOARD MEETINGS.** Four (4) members of the Board shall be sufficient to constitute a quorum for the transaction of business and the decision of the majority of those present in a meeting shall be valid and binding upon the Association.

**Section 20. COMPENSATION.** The members of the Board shall be honorary and shall serve without compensation in any form. The prohibition against receiving compensation does not apply to other officers and employees of the association who are not members of the Board.

Furthermore, reasonable expenses incurred by the Board of Governors and/or Officers, directly in connection with and necessary for the conduct of official activities, may be reimbursed upon presentation of receipts and/or other documentary evidence in support of such claims.

## **ARTICLE VI. STANDING COMMITTEES**

**Section 1. COMMITTEES.** The Board shall have the power to create committees as it may deem necessary for the management of the affairs of the Association, such as, but not limited to, the following:

- a. **Election Committee.** The members of the Committee shall be elected by the majority of the members in good standing at the annual meeting of members or in a special general assembly called by the Board, ninety (90) days prior to the date of the election. The members of the Committee must be members in good standing, not members of the incumbent Board, and must have no intention to run for any elective or appointive office within the association during their term. The members of the Committee shall hold office for a fixed term of two (2) years from the date of proclamation. The Secretary assist the Election Committee in the discharge of its duties and responsibilities, keep the record of all the minutes and decisions of the Election Committee, and attend to the issuance and service of notice of all meetings of the Election Committee.

The Election Committee shall have the following duties and responsibilities:

- a. Formulate election rules strictly in accordance with this Bylaws, pertinent

laws, policies, guidelines, rules and regulations;

- b. Conduct regular elections on the date fixed herein and conduct special elections and referenda, as may be necessary;
- c. Ensure that all members are notified of the election rules and regulations, the date, time, and venue of the election, and all election-related activities;
- d. Screen and pass upon the qualifications of the voters and candidates based on the latest list of members submitted to the DHSUD. The final list of voters and candidates shall be posted on the bulletin board of the association, in at least three (3) conspicuous places within the subdivision, and in social media account of the association, not later than twenty (20) days from the calling of an election;
- e. Validate proxies;
- f. Resolve all election-related issues within five (5) days from the receipt of the election contest or protest. Failure of the Committee to resolve election contests or protests shall be a ground for disqualification of its members to hold any elective or appointive position in the association;
- g. Proclaim the winning candidates;
- h. Prepare and submit election reports to the DHSUD within fifteen (15) days after the election; and
- i. Perform such other duties and responsibilities as may be necessary for an orderly, peaceful and honest election.

- b. **Grievance Committee.** The members of the Committee must be members in good standing and not members of the incumbent Board. The Committee shall accept and investigate grievances or complaints filed by a governor and/or officer, member, homeowner, or beneficial user against any other member, homeowner, beneficial user, director or trustee and/or officer, and shall settle any disputes within its power. The Committee shall resolve the complaints or disputes brought before it within thirty (30) days from the receipt thereof.

The Settlement Committee shall be composed of three (3) members provided that the Chair of the Settlement Committee shall be elected by the members of the Association. The Board shall designate from amongst the members of the Association two (2) neutral individuals who shall serve as the other members of the Settlement Committee, which shall hear the parties in dispute. The Committee shall inform the Defendant/s of the complaints made against them as quickly as possible and the Committee shall endeavor to settle the dispute by conciliation.

The Committee shall hear the parties within ten (10) days from notification. The parties must meet their own costs. The Committee's Decision shall be final and binding on the parties unless either gives notice within fifteen (15) days from receipt of the Decision that the matter will be disputed in the proper forum before the DHSUD and/or HSAC. The Corporate Secretary shall keep the file on any dispute which has been the subject of the procedure defined.

Any controversy or dispute shall first be brought before the Grievance Committee prior to elevating the same to the DHSUD and/or HSAC.

- c. **Audit Committee.** The members of the Committee must be members in good standing and not members of the incumbent Board. The Committee shall be responsible for auditing the accounts of the association. It shall conduct such audit at least semi-annually and submit its audit reports to the Board.
- d. **Disaster Risk Reduction and Management (DRRM) Committee.** The Committee shall be composed of at least three (3) members in good standing who shall act as front liners in times of disaster or emergency. The Committee shall have close coordination with the Barangay DRRMC, the Local DRRMC, or the Regional DRRMC in the implementation of the disaster risk reduction and management programs, policies, and guidelines within their jurisdiction.
- e. **Gender and Development (GAD) Committee.** The Committee shall be composed of members in good standing, with the Chairwoman preferably being a woman. This Committee shall undergo and initiate training on Human Rights and Gender Sensitivity, provide assistance to victim-survivors of abuse, especially to senior citizens, persons with disabilities, and other marginalized groups, and properly coordinate it with the local barangay. It shall ensure that concerns or issues within the association are fully addressed in a gender-sensitive manner.
- f. **Environment Committee.** The Committee shall foster awareness, recognition, and support for a healthy and sustainable natural environment. The Committee shall likewise extend help during natural calamities and/or any environmental eventualities.
- g. **Livelihood Committee.** The Committee shall plan and coordinate all economic programs designed to supplement the income of the members.
- h. **Maintenance Committee.** The Committee shall be responsible for the upkeep and repair of community facilities and services.
- i. **Peace and Order Committee.** The Committee shall be responsible for maintaining peace and order in the community. It shall form and organize the members into brigades to safeguard the security of the area and emergency/disaster brigade to meet any natural or man-made calamity.
- j. **Kasambahay Affairs Committee.** It shall be responsible for the registration of all domestic workers and/or employees of the homeowners, and shall submit an updated list to the Office of the Barangay.
- k. **Social and Cultural Affairs Committee** It shall be tasked with planning, organizing, and implementing social activities that will help improve inter-personal relations among the members. It shall also develop programs and activities to deepen cultural awareness among the members.

The members of the committees within the association shall be composed of members in good standing.

## **ARTICLE VII. ELECTIONS**

**Section 1. HOLDING OF ELECTIONS.** Elections for the members of the Board shall be held on the last day of February of each year every two (2) years.

The elected directors or trustees shall only serve until the regular election as provided in this Bylaws. The election shall be done by secret ballot.

**Section 2. CALLING OF AN ELECTION.** The members shall elect Governors every other annual meeting. Each qualified member shall have as many votes as he has lots in the Forbes Park Subdivision and the seven candidates receiving the largest number of votes shall be declared and proclaimed elected until their- successors are elected and qualified.

**Section 3. NOTICE OF ELECTION.** The Notice of Election must be served to all members in good standing at least five (5) days prior to the scheduled date of election. The notice shall state that the recipient is a member in good standing, the member's intent to participate in the election either in person or by proxy, and that the mere receipt of the notice is sufficient to establish quorum for the upcoming election.

**Section 4. QUORUM IN ELECTIONS.** A simple majority of members in good standing shall constitute a quorum.

Mere receipt of the Notice of Election by the member or any member of the household with sufficient discretion, shall be counted in determining the existence of a quorum in the said election.

**Section 5. PROXIES IN ELECTIONS.** Qualified members may vote in person or by proxy in all elections. Proxies shall be in writing, signed by the member and submitted to the Election Committee in accordance with the schedule set in the election guidelines, and validated by the said committee. In all cases, the proxy shall be issued for a specific election. No proxy shall be valid and effective for a period longer than one (1) year from the date of its issuance unless earlier revoked by the member.

*[Note: Section 16 of RA 9904 allows proxies to be valid for up to three (3) years.]*

## **ARTICLE VIII. MISCELLANEOUS PROVISIONS**

**Section 1. AMENDMENT.** This Bylaws or any portion or provision thereof may be amended or repealed by majority vote of all members of the association, regardless of

standing, at a duly called and held regular or special meeting; *provided*, the notice of such meeting shall contain a fair statement of the proposed amendments. The amendments shall be effective and may be implemented upon the approval of the DHSUD.

**Section 2. FISCAL YEAR.** The fiscal year of the Association shall be from January 1 to December 31 of each and every year.

**Section 3. ANNUAL STATEMENT.** The Board of Governors shall publish and submit to the members of the Association, at least fifteen (15) days before their annual meeting, a statement of the financial condition of the Association covering the previous fiscal year and a consolidated balance sheet of the assets and liabilities of the Association.

**Section 4. CERTIFICATES.** Membership in the Association may be evidenced or shown by a certificate adopted by the Board of Governors and signed by the President and Secretary of the Association.

**Section 5. CORPORATE SEAL.** The Association shall adopt a corporate seal containing the name of the Association, place and year of the organization.