



CHAPTER VII (COMMITTEES OF THE BOARD)

Article 43 (Committees of the Board)

Section 1 (Establishment and Delegation)

The Board of Directors may establish various committees within the Board as provided by the Bylaws and applicable laws.

Section 2 (Classification and Scope of Authority)

The Board of Directors cannot delegate authority on the following matters:

1. Matters requiring the official approval of the Board of Directors;
2. Matters requiring approval by the General Assembly;
3. Determining or altering the compensation of directors serving on the Board or any committee;
4. Approving transactions in which the Corporation and its directors have a financial interest;
5. Filling vacancies on the Board or any committee;
6. Creation of committees, appointment, or dismissal of committee members;
7. Amending or repealing any resolution of the Board of Directors;
8. Amending or repealing the Bylaws or adopting new Bylaws.

Section 3 (Committee Classification and Dissolution)

Committees shall be classified as either standing committees or ad hoc committees. Ad hoc committees shall automatically dissolve once their assigned purpose and mandate are completed. Standing committees include the Finance, Fundraising, and Human Resources Committees, and other standing committees may be added by resolution of the Board of Directors.

Section 4 (Committee Regulations)

The detailed operational matters of each committee shall be established as committee regulations by the decision of the Board of Directors. These regulations shall be reviewed periodically and



amended as necessary. However, the internal regulations must not conflict with the Bylaws, and in case of any conflict, the Bylaws shall take precedence.

Section 5 (Committee Meetings and Reporting)

Each committee shall conduct all meetings in accordance with CHAPTER 10 (Meetings) of the Bylaws. The minutes of each meeting must be prepared and submitted to the Board of Directors within seven (7) days after the meeting. However, in special circumstances, the committee may submit the minutes within an extended deadline, subject to approval by the Board of Directors.

Article 44 (Organization)

Section 1 (Committee Composition)

Committees shall consist of at least two (2) directors.

Section 2 (Appointment and Commissioning of Committee Members)

The members of each committee shall be appointed by the Board of Directors, and all committee chairs shall be appointed and commissioned by the Chairperson of the Board of Directors.

Section 3 (Appointment of External Experts)

The committees may, upon the approval of the Board of Directors, appoint specialized external experts as members of the committee.

Section 4 (Term of Office)

The term of office for standing committee members shall be two years, with the possibility of renewal. The term shall commence on January 1st and end on December 31st of the final year of service. The term for ad hoc committee members shall continue until the committee has fulfilled its designated purpose and mandate and is subsequently dissolved. The term for specialized external expert members shall be the same as that of the corresponding committee chairperson.

Section 5 (Modification of Authority and Adjustment of Committee Membership)



The Board of Directors may, by a majority vote of the members present at the meeting, revoke or modify any or all of the delegated authority at any time, increase or decrease the number of committee members (while ensuring at least two (2)), and fill any vacancies.

Article 45 (Procedures and Resolutions)

The procedure for convening meetings and making resolutions within the committee shall follow the same process as that for the Board of Directors, as outlined in Article 29 (Convening of Meetings) and Article 65 (Quorum and Resolutions) of the Bylaws.

Article 46 (Executive Board)

Section 1 (Composition of the Executive Board)

The Executive Board of the Corporation shall consist of the Chairperson, Secretary, Treasurer, President, and the Chairperson of the Advisory Council.

Section 2 (Functions of the Executive Board)

The Executive Board shall meet monthly to perform the following functions:

1. **Financial Management:** Monitor the Corporation's financial status, review budgets and financial reports, and make recommendations and decisions to ensure financial stability.
2. **Regular Meetings:** Hold monthly meetings to assess the Corporation's operational status and review key issues in advance to facilitate decision-making.
3. **Urgent Response:** Address urgent matters concerning the Corporation's operations promptly and make immediate decisions to ensure the Corporation's continuous operation.
4. **Policy and Regulation Approval:** Discuss new policies, regulations, or changes and prepare them for submission to the Board of Directors.
5. **Implementation of Board Decisions:** Execute and monitor the implementation of decisions approved by the Board of Directors to ensure the Corporation achieves its objectives.



Section 3 (Authority of the Executive Board)

The Executive Board shall exercise all powers and authority of the Board of Directors between its regular meetings, except for specific powers reserved for the Board of Directors as stated in Section 2 (Classification and Scope of Authority) of Article 43 (Committees of the Board), and decisions related to financial transactions exceeding \$50,000 or an amount adjusted by the Board, legal contracts, or policy changes. All decisions made by the Executive Board shall be subject to the supervision and approval of the Board of Directors. The decisions of the Executive Board shall be considered final unless rejected by a two-thirds (2/3) majority vote of the Board of Directors at its next meeting.

Article 47 (Finance Committee)

Section 1 (Composition)

The Financial Committee of the Corporation shall consist of at least three (3) members. The Treasurer of the Corporation shall serve as the ex-officio Chair of the Finance Committee, and two (2) members shall be appointed by the Board of Directors. The Board of Directors may, at its discretion, appoint additional members if necessary.

Section 2 (Responsibilities)

The Finance Committee shall be responsible for developing and reviewing financial procedures, developing a fundraising plan, and preparing the annual budget, including but not limited to the responsibilities outlined in Article 24 (Treasurer).

Section 3 (Budget Approval)

The annual budget must be approved by the Board of Directors, and all expenditures must comply with the approved budget. Any significant changes to the budget must be approved by the Board of Directors or the Executive Board. Prior approval must be obtained before implementation.

Section 4 (Financial Reporting)



The Finance Committee shall submit quarterly financial reports to the Board of Directors or the Executive Board, including details on income, expenditures, and outstanding receivables.

Section 5 (Annual Report)

The Finance Committee shall submit an annual report to the Board of Directors within forty-five (45) days following the end of the fiscal year.

Section 6 (Committee Operations)

The Committee shall operate under the authority and oversight of the Board of Directors. The Committee shall not independently enter into any fundraising agreements, approve expenditures, modify policies, or impose financial or legal obligations on the Corporation without the prior approval of the Board of Directors.

Article 48 (Human Resources Committee)

Section 1 (Composition)

The Human Resources Committee shall consist of the Chairperson of the Board of Directors or one (1) person appointed by the Chairperson of the Board of Directors, the President of the Corporation or one (1) person appointed by the President, and the Chairperson of the Advisory Council or one (1) person appointed by the Chairperson of the Advisory Council, for a total of three (3) members. The Board of Directors may appoint additional members if necessary.

Section 2 (Recruitment of Candidates)

The Human Resources Committee shall strive to recommend and recruit community leaders who possess integrity and virtue for the advancement of the Corporation.

Section 3 (Review and Report of Board or Officers Nominees)

The Human Resources Committee shall review the personal details and potential conflicts of interest of the recommended nominees for officers or board members and prepare the Nominee Application Form for Officers and Board Members and the Nominee Review Report for Officers and Board Members. These documents shall be presented to the Board of Directors for review.



Section 4 (Submission and Notification of Report)

The Human Resources Committee shall submit the report to the Secretary of the Corporation at least five (5) days before the election date of the officers and board members, or within such other period as may be set by the Board of Directors. The Secretary of the Corporation shall notify all members of the Board of Directors of the report submitted by the Human Resources Committee.

Section 5 (Appointment of Auditors)

The Human Resources Committee shall appoint at least one (1) Internal Auditor and one (1) External Auditor of the Corporation.

Section 6 (Investigation of Bylaw Violations)

The Human Resources Committee, at the request of the Executive Office, the Board of Directors, or more than fifty (50) members of the Corporation, shall investigate any alleged violations of the Bylaws and report its findings to the Board of Directors using the prescribed reporting form.

Section 7 (Whistleblower Procedure)

If the Human Resources Committee receives a report or a formal complaint from a whistleblower or an accused party, it shall promptly investigate the alleged violation in accordance with the procedures set forth in CHAPTER XIV (WHISTLEBLOWER POLICY) of the Bylaws and work to resolve the issue.

Section 8 (Form Designation)

The forms for the “Board Candidate Application,” “Board Candidate Review Report,” “Officer Candidate Application,” “Officer Candidate Review Report,” “Bylaws Violation Report,” and “Whistleblower Report” shall be prescribed and approved by the Board of Directors in accordance with the Corporation's policies.

Article 49 (Fundraising Committee)

Section 1 (Composition)



The Fundraising Committee shall consist of at least three (3) members. The Chairperson and two (2) members shall be appointed by the Board of Directors, and may include volunteers, staff, or external experts in related fields such as fundraising, marketing, and public relations. The Board of Directors may appoint additional members if necessary.

Section 2 (Purpose)

The Fundraising Committee oversees all activities related to the raising and securing of financial resources necessary for the growth and sustainability of the Corporation's programs, operations, and projects. The committee ensures that the Corporation's fundraising activities align with its mission, vision, and strategic objectives, thereby supporting the long-term sustainability of the Corporation. Additionally, the committee promotes ethical and transparent fundraising practices that build trust and participation, applying inclusive fundraising strategies.

Section 3 (Roles and Responsibilities)

The Fundraising Committee shall have the following roles and responsibilities:

1. Develop and oversee the annual fundraising plan, ensuring that it aligns with the approved budget, strategic priorities, and long-term goals of the Corporation.
2. Identify and cultivate relationships with individual donors, corporations, foundations, and other sources of funding.
3. Organize and oversee special events, campaigns, and initiatives designed to generate financial support. When selecting fundraising activities, the committee must consider digital fundraising opportunities and ensure alignment with the Corporation's strategic goals, donor interests, resource availability, and sustainability.
4. Provide support and guidance to Board members and other volunteers to help them understand their role in fundraising, providing necessary training, materials, and support, including workshops and mentoring if needed.
5. Monitor and evaluate the effectiveness of fundraising efforts, recommend adjustments to maximize results, and propose new revenue streams or strategies to enhance future fundraising activities.



6. Ensure that all fundraising activities comply with relevant laws, regulations, and ethical guidelines, promoting transparency in fundraising efforts.

Section 4 (Operations and Reporting)

The Fundraising Committee shall meet at least quarterly, and the chairperson may call additional meetings as necessary. Meetings may be held in person, virtually, or by other methods approved by the Board of Directors. The Fundraising Committee shall report regularly to the Board of Directors, with reports containing the following:

1. Progress toward fundraising goals, comparing actual revenue with projected revenue.
2. Results from key campaigns, events, and initiatives, including performance indicators such as donor retention rates, engagement levels, and return on investment for fundraising activities.
3. Recommendations for improving fundraising efforts and proposals for new revenue streams or strategies.

Reports shall be delivered to the Board in a consistent format, and additional meetings may be scheduled if significant changes occur in fundraising efforts or results.

Section 5 (Board Oversight and Approval)

1. The Fundraising Committee operates under the authority and oversight of the Board of Directors. The committee may propose contracts, expenditures, or policies to the Board, but such proposals shall not be authorized without prior approval from the Board.
2. The committee works closely with the Board to ensure that fundraising strategies align with the Corporation's long-term goals and that fundraising activities comply with ethical standards and diversity requirements.