**BY-LAWS**

**OF**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned duly authorized representative(s) of our respective cooperatives, all of legal age and Filipino citizens, who, on this day have voluntarily organized a Cooperative Union, do hereby adopt the following By-laws.

**Article I**

**Purpose/s and Goals**

The purpose/s and goal/s of this Cooperative Union are those set forth in its Articles of Cooperation.

**Article II**

**Membership**

Section 1. ***Membership****.* This Cooperative Union shall have regular members only.

Section 2. ***Qualification for Membership*** - The membership of this Cooperative Union is open to any registered primary cooperatives and/or federations of all types.

Section 3.***Requirements for Membership*.**

A member must comply with the following requirements:

a. Approved application for membership;

b. General Assembly Resolution stating that the General Assembly has

 approved their membership and the amount of dues to the Cooperative

 Union;

c. Resolution of the Board of Directors designating an

 authorized representative;

e. paid the membership fees, dues and contribution; and

f. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Section 4. ***Application for Membership***. An applicant for membership shall file a duly accomplished form to the Board of Directors who shall act upon the application within \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_) days from the date of filing. The Board of Directors shall devise a form for the purpose which shall, aside from the profile of the applicant cooperative, include the duties of a member to participate in all programs including but not limited to capital build-up, patronizing the businesses and services, and savings mobilization of the Union and, such other information as may be deemed necessary.

The application form for membership shall include an undertaking to uphold the By-laws, policies, guidelines, rules, and regulations promulgated by the Board of Directors and the General Assembly.

No application for membership shall be given due course if not accompanied by a membership fee of *\_\_\_\_\_\_\_\_\_\_\_\_\_ (Php \_\_\_\_\_)*, which shall be refunded to the applicant cooperative in case of denial of the application.

Section 5. ***Appeal****.* An applicant cooperative whose application was denied by the Board of Directors may appeal to the Appeal and Grievance Committee or the General Assembly by giving notice to the Secretary of the Cooperative Union within thirty (30) days upon receipt of the decision.

Section 6. ***Duties and Responsibilities of Members***. Every member shall have the following duties:

a. Pay the monthly dues and other fees and contributions;

b. Patronize the Cooperative Union’s services;

c. Participate in the membership education programs;

d. Attend and participate in the deliberation of all matters taken during General Assembly meetings;

e. Observe and obey all lawful orders, decisions, rules, and regulations

 adopted by the Board of Directors and the General Assembly;

f. Remit the Cooperative Education and Training Fund (CETF) due to the

 Union in accordance with the Memorandum of Agreement

 entered into with the Cooperative Union; and

g. Promote the purpose/s and goal/s of the Cooperative Union, the success of its operations, the welfare of its members, and the cooperative movement in general.

Section 7.***Rights and Privileges of Members*.** A member shall have the following rights and privileges:

a. Attend through the authorized representative during General Assembly meetings;

 b. Avail the services of the Cooperative Union, subject to certain

 conditions as may be prescribed by the Board of Directors;

 c. Inspect and examine the books of accounts, the minute's books, and

 other records of the Cooperative Union during reasonable office hours;

 d. Secure copies of Cooperative Union’s records/documents pertaining to the

 account information of the concerned member; and

e. Such other rights and privileges may be granted by the General Assembly.

Section 8.***Members Entitled to Vote***. Any regular member who meets the following conditions is a member entitled to vote:

a. Paid the membership fee and the value of the minimum contribution required for membership;

b. Not delinquent in the payment of its contribution, dues, fees, and other obligations;

c. Has not violated any provision of cooperative laws, CDA administrative issuances, Articles of Cooperation and this By-laws; and the decisions, guidelines, rules, and regulations promulgated by the Board of Directors and the General Assembly;

d. Completed the continuing education program prescribed by the Board of Directors;

e. Remitted the Cooperative Education and Training Fund (CETF) due to the Union; and

f. Participated in the affairs of the Cooperative Union and patronized its services in accordance with the policies and guidelines.

Failure of a member to meet any of the above conditions shall mean suspension of voting rights subject to the declaration of the Board of Directors until the same has been lifted upon the determination of the latter.

Consequently, a member entitled to vote shall have the following additional rights:

a. Participate and vote on all matters deliberated upon during General Assembly meetings;

b. Seek any elective or appointive position, subject to the provisions of this By-laws and the Philippine Cooperative Code of 2008; and

c. Such other rights and privileges as may be provided by the General Assembly.

Section 9*.* ***Termination of Membership***. Termination of membership may be automatic, voluntary, or involuntary, which shall have the effect of extinguishing all the rights of a member in the Cooperative Union.

*a.* ***Automatic Termination of Membership***. The dissolution or the insolvency of a member shall be considered a ground for automatic termination of its membership in the Cooperative Union.

*b.* ***Voluntary Termination***. A member may, for any valid reason, withdraw membership from the Cooperative Union by giving a sixty (60) days’ notice to the Board of Directors.

*c.* ***Involuntary Termination***. A member may be terminated by a vote of the majority of all the members of the Board of Directors for any of the following causes:

i. Has not patronized the services of the Cooperative Union as provided for in its policies;

ii. Has continuously failed to comply with its obligations as provided for in the policies of the Cooperative Union;

iii. Has violated any provision of this By-laws and the policies promulgated by the Board of Directors of the Cooperative Union; and

iv. For any act or omission injurious or prejudicial to the interest or the welfare of the Cooperative Union.

Section 10*.* ***Manner of Notifying a Member in Case of Involuntary Termination*.** The Board of Directors shall notify in writing the member which is being considered for termination and shall allow it to be heard. The decision of the Board of Directors shall be in writing and shall be communicated personally or by registered mail to the said member. A decision for termination shall be appealable to the General Assembly whose decision shall be final, within thirty (30) days from receipt thereof.

**ARTICLE III**

**Administration**

Section 1*.* ***The General Assembly (GA)****.* The General Assembly is composed of all the members entitled to vote, duly assembled and constituting a quorum, and is the highest policy-making body of the Cooperative Union.

Section 2*.* ***Powers of the General Assembly***. Subject to the pertinent provisions of the Cooperative Code and the rules issued thereunder, the General Assembly shall have the following exclusive powers which cannot be delegated:

a. To determine and approve amendments to the cooperative’s Articles of Cooperation and By-laws;

b. To elect or appoint the members of the Board of Directors, and to remove them for cause;

c. To approve developmental plans of the cooperative; and

d. To delegate the following power/s to a smaller body of the Cooperative Union:

i. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

ii. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Section 3.***Meetings***. Meetings of the General Assembly, Board of Directors, and committees may be regular or special. All proceedings and businesses undertaken at any meeting of the General Assembly or Board of Directors, if within the powers or authority of the Cooperative Union, there being a quorum, shall be valid.

Section 4*.* ***Regular General Assembly Meeting***. The General Assembly shall hold its annual regular meeting at the principal office of the Cooperative Union or any place in the Philippines within ninety (90) days after the close of its fiscal year.

Section 5*.* ***Special General Assembly Meeting***. The Board of Directors may, by a majority vote of all its members, call a Special General Assembly meeting at any time to consider urgent matters requiring immediate membership decision. The Board of Directors must likewise call a Special General Assembly meeting within one (1) month from receipt of a written request from a) at least ten percent (10%) of the total number of members entitled to vote; b) the Audit Committee; or c) upon Order of the Cooperative Development Authority.

Section 6.***Notice of Meeting***. All notices of meetings shall be in writing and shall include the date, time, place, and agenda.

a. ***Regular General Assembly Meeting***. The Notice of the annual regular General Assembly meeting shall be served by the Secretary, personally or his duly authorized representative, by registered mail, or by electronic means to all members of record at its last known postal address, or by posting or publication, or through other electronic means, at least one (1) week before the said meeting. It shall be accompanied by an agenda, minutes of the meeting of the last General Assembly meeting, consolidated reports of the Board of Directors and Committees, audited financial statements, and other papers which may assist the members to intelligently participate in the proceedings.

b. ***Special General Assembly Meeting***. The Notice of any Special General Assembly meeting shall be served by the Secretary personally or his duly authorized representative, by registered mail, or by electronic means upon each member which is entitled to vote at their last known postal address, or by posting or publishing, or through other electronic means, at least one (1) week before the said meeting. It shall state the purpose and, except for related issues, no other business shall be considered during the meeting.

c. **Waiver of Notice**. The Notice of any meeting may be waived, expressly or impliedly, by the member concerned.

Section 7.***Order of Business*.** As far as practicable, the order of business of a regular General Assembly meeting shall be as follows:

a. Call to order;

b. Declaration/Consideration of the presence of a quorum;

 c. Reading, consideration, and approval of the Minutes of the previous

 meeting;

 d. Presentation and approval of the reports of the Board of Directors,

 officers, and the committees, including audited financial statements

 of the Cooperative Union;

e. Unfinished business;

f. New business;

f.1 Election of directors and committee members

f.2 Approval of Development and/or annual Plan and Budget

f.3 Hiring of External Auditor

f.4 Other related business matters

g. Announcements; and

h. Adjournment

Section 8.***Quorum for General Assembly Meeting****.* During a regular or special General Assembly meeting, at least \_\_\_\_\_\_\_\_\_\_\_\_ percent (\_\_\_\_\_\_\_%) of the total number of members entitled to vote shall constitute a quorum.

Section 9*.* ***Voting System***. Only members entitled to vote shall be qualified to participate and vote in any General Assembly meeting. The votes cast by the representative/delegate duly authorized shall be deemed as votes cast by the members.

The election of Directors and Committee members shall be by secret ballot. Action on all matters shall be in any manner that will truly and correctly reflect the will of the membership.

**ARTICLE IV**

**Board of Directors**

Section 1*.* ***Composition of the Board of Directors (BOD).*** The Board of Directors shall be composed of \_\_\_\_\_\_\_\_\_ () members.

Section 2. ***Functions and Responsibilities*.** The Board of Directors shall have the following functions and responsibilities:

a. Provide the general policy direction of the Cooperative Union;

b. Formulate the strategic development plan of the Cooperative Union;

c. Determine and prescribe its organizational and operational structure;

d. Review the Annual Plan and Budget and recommend for the approval

 by the General Assembly;

e. Establish policies and procedures for the effective operation of the

 Cooperative Union and ensure its proper implementation;

f. Evaluate the capability and qualification of an External Auditor and

 recommend to the General Assembly the engagement of his/her

 services;

g. Appoint the members of the Mediation/ Conciliation and Ethics

 Committees and other Officers as specified in the Code and

 Cooperative Union’s By-laws;

h. Decide election-related cases involving the Election Committee and its

 members in accordance with the Guidelines issued by the CDA, Art.

 137 of Republic Act No. 9520, Memorandum Circulars issued by the

 Cooperative Development Authority, Alternative Dispute Resolution

 Act of 2004 and its suppletory laws;

i. Act on the recommendation/s of the Ethics Committee on cases

 involving violations of Code of Governance and Ethical Standards in

 accordance with the Guidelines issued by the CDA, Art. 137 of Republic

 Act No. 9520, Memorandum Circulars issued by the Cooperative

 Development Authority, Alternative Dispute Resolution Act of 2004 and

 its suppletory laws; and

j. Perform such other functions as may be prescribed in the By-laws or

 authorized by the General Assembly;

Section 3.***Qualifications*.** Any member who is entitled to vote and has the following qualifications can be elected or continue as a member of the Board of Directors:

a. Has paid the fees, dues, and contribution;

b. Has no delinquent account with the Cooperative Union;

c. Have continuously patronized the Cooperative Union’s services;

d. A member in good standing for the last two (2) years;

e. Completed or willing to complete within the prescribed period the

 required education and training, whichever is applicable; and

f. Other qualifications prescribed in the rules and regulations of the

 Authority.

Section 4.***Disqualifications***. Any member- representative under any of the following circumstances shall be disqualified to be elected as a member of the Board of Directors or any committee, or to continue as such:

a. Holding of any elective position in the government, except that of a party-list representative being an officer of a cooperative he or she represents;

b. Is a member of the Board of Directors holding other positions directly involved in the day-to-day operation and management of the cooperative he/she represents;

c. Having direct or indirect personal interest with the business of the Cooperative Union;

d. Having been absent for three (3) consecutive meetings or in more than fifty percent (50%) of all meetings within the twelve (12) month period unless with a valid excuse as approved by the board of directors;

e. Having been convicted in administrative proceedings or civil/criminal suits involving financial and/or property accountability; and

f. Having been disqualified by law.

Section 5*.* ***Election of Directors***. The members of the Board of Directors shall be elected, by secret ballot, by the members, who are duly authorized representatives, who are entitled to vote during the annual regular General Assembly meeting or special General Assembly meeting called for the purpose. Unless earlier removed for cause, or have resigned or become incapacitated, they shall hold office for a term of \_\_\_\_\_\_\_\_\_ () years or until their successors shall have been elected and qualified; Provided, that majority of the elected directors obtaining the highest number of votes during the first election after registration shall serve for two (2) years and the remaining directors for one (1) year. Thereafter, all directors shall serve for a term of \_\_\_\_\_\_\_\_\_\_\_\_ () years. The term of the cooperating directors shall expire upon the election of their successors in the first regular general assembly after registration.

Section 6.***Election of Officer within the Board of Directors***. The Board of Directors shall convene within ten (10) days after the General Assembly meeting to elect through secret ballot, from among themselves the Chairperson and the Vice-Chairperson, appoint the Secretary and the Treasurer from outside of the Board.

For committees to be elected by the General Assembly and/or appointed by the Board of Directors, the same procedural process of electing the Chairperson, Vice-Chairperson, or other positions among themselves should be followed.

Section 7*.* ***Meeting of the Board of Directors***. The regular meeting of the Board of Directors shall be held at least once a month. However, the Chairperson or majority of the directors may at any time call a special Board meeting to consider urgent matters. The call shall be addressed and delivered through the Secretary stating the date, time, and place of such meeting and the matters to be considered.

The Notice of regular and special meetings of the Board of Directors, unless dispensed with, shall be served by the Secretary in writing or thru electronic means to each director at least two (2) days before such meeting.

The majority of the total number of directors constitutes a quorum to conduct business. Any decision or action taken by the majority members of the Board of Directors in a meeting duly assembled shall be a valid cooperative act.

Section 8*.* ***Vacancies***. Any vacancy occurring in the Board of Directors by reason of death, incapacity, removal, or resignation may be filled up by a majority vote of the remaining directors, if still constituting a quorum; otherwise, such vacancy shall be filled by the General Assembly in a regular or special meeting called for the purpose. The elected director shall serve only for the unexpired term of his predecessor in office.

In the event that the General Assembly failed to muster a quorum to fill the positions vacated by directors whose terms have expired and said directors refuse to continue their functions on a hold-over capacity, the remaining members of the Board together with the members of the Audit Committee shall designate, from the qualified regular members of the General Assembly, their replacements who shall serve temporarily as such until their successors shall have been elected and qualified in a regular or special General Assembly meeting called for the purpose.

 If a vacancy occurs in any elective committee it shall be filled by the remaining members of the said committee, if still constituting a quorum, otherwise, the Board, in its discretion, may appoint or hold a special election to fill such vacancy.

Section 9*.* ***Removal of Members of the Board of Directors and Committee Members****.* All complaints about the removal of any elected officer shall be filed with the Board of Directors and such officer shall be given the opportunity to be heard. The majority of the Board of Directors may place the officer concerned under preventive suspension pending the resolution of the investigation. Upon finding *prima facie* evidence of guilt, the Board of Directors shall present its recommendation for removal to the General Assembly. An elective officer may be removed by three-fourths (¾) of the regular members present and constituting a quorum, in a regular or special General Assembly meeting called for the purpose. The officer concerned shall be given the opportunity to be heard at said Assembly. For this purpose, the Board of Directors shall provide policy on suspension.

In cases where the officers sought to be removed consist of the majority of the Board of Directors, at least 10% of the members with voting rights may file a petition with the CDA, upon failure of the Board of Directors to call an assembly meeting for the purpose to commence the proceeding for their removal within thirty (30) days from notice. The decision of the General Assembly on the matter is final and executory.

An officer appointed by the Board of Directors may be removed from office for cause by a majority vote of all the members of the Board of Directors.

Section 10.***Prohibitions***. Any member of the Board of Directors shall not hold any other position directly involved in the day-to-day operation and management of the Cooperative Union nor engage in any services similar to that of the Cooperative Union or who in any way has a conflict of interest in it.

**ARTICLE V**

**Committees**

Section 1**. *Audit Committee****.* An Audit Committee is hereby created and shall be composed of \_\_\_\_\_\_ () members to be elected during a General Assembly meeting and shall hold office for a term of one (1) year or until their successors shall have been elected and qualified. Within ten (10) days after their election, they shall elect from among themselves a Chairperson, Vice-Chairperson, and a Secretary. No member of the committee shall hold any other position within the Cooperative Union during his term of office. The Committee shall provide internal audit service, maintain a complete record of its examination and inventory, and submit an audit report quarterly or as may be required by the Board and the General Assembly.

 The audit committee shall be directly accountable and responsible to the General Assembly. It shall have the power and duty to continuously monitor the adequacy and effectiveness of the Cooperative Union’s management control system and audit the performance of the Cooperative Union and its various responsibility centers.

Section 2. ***Functions and Responsibilities***. The Audit Committee shall:

a. Monitor the adequacy and effectiveness of the Cooperative Union’s management and control system;

b. Audit the performance of the Cooperative Union and its various responsibility centers;

c. Review continuously and periodically the books of account and other financial records to ensure that these are in accordance with the cooperative principles & generally accepted accounting procedures;

d. Submit reports on the results of the internal audit and recommends necessary changes on policies and other related operational matters to the Board of Directors and General Assembly;

e. Recommend to or petition ~~to~~ the Board of Directors to conduct a special General Assembly when necessary; and

f. Perform such other functions as may be delegated to it by the Board of Directors or authorized by the General Assembly.

Section 3*.* ***Election Committee***. An Election Committee is hereby created and shall be composed of \_\_\_\_\_ () members *to* be elected during a General Assembly meeting and shall hold office for a term of one (1) year or until their successors shall have been elected and qualified. Within ten (10) days after their election, they shall elect from among themselves a Chairperson, Vice-Chairperson, and a Secretary. No member of the committee shall hold any other position within the Cooperative Union during his term of office.

Section 4. ***Functions and Responsibilities***. The Election Committee shall:

a. Formulate election rules and guidelines and recommend its approval to the General Assembly;

b. Implement election rules and guidelines duly approved by the General

 Assembly;

c. Recommend necessary amendments to the election rules and

 guidelines, in consultation with the Board of Directors, for approval of

 the General Assembly;

d. Supervise the conduct, manner, and procedure of election and other election-related activities and act on the changes thereon;

e. Canvass and certify the results of the election;

f. Proclaim the winning candidates;

g. Decide election and other related cases except those involving the Election Committee or its members in accordance with the Guidelines issued by the CDA, Art. 137 of Republic Act 9520 and its Implementing Rules and Regulations, Alternative Dispute Resolution Act of 2004 and its suppletory laws and circulars issued by the Cooperative Development Authority, and

h. Perform such other functions as may be delegated to it by the Board of Directors or authorized by the General Assembly.

Section 5.***Education and Training Committee***. An Education and Training Committee is hereby created and shall be composed of \_\_\_\_\_\_\_\_ () members to be appointed by the Board of Directors and shall serve for a term of one (1) year, without prejudice to their reappointment. Within ten (10) days after their appointment, they shall elect from among themselves a Vice-Chairperson and a Secretary.

The committee shall be responsible for the planning and implementation of the information, educational and human resource development programs of the Cooperative Union for its members, officers, and the communities within its area of operation.

Section 6. **Functions and Responsibilities**. The Education and Training Committee shall:

a. Keep members, officers, staff well-informed regarding the Cooperative Union’s goals/objectives, policies & procedures, services, etc.;

b. Plan and implement an educational program for the Cooperative Union members, officers, and staff;

c. Develop promotional and training materials for the Cooperative

 Union;

d. Conduct/coordinate training activities; and

e. Perform such other functions as may be delegated to it by the Board of Directors or authorized by the General Assembly.

Section 7.***Mediation and Conciliation Committee****.* A Mediation and Conciliation Committee is hereby created and shall be composed of \_\_\_\_\_\_ () members to be appointed by the Board of Directors. Within ten (10) days after their appointment, they shall elect from among themselves a Chairperson, Vice-Chairperson, and a Secretary who shall serve for a term of one (1) year or until successors shall have been appointed and qualified. No member of the Committee shall hold any other position in the Cooperative Union during his term of office.

Section 8. **Functions and Responsibilities**. The Mediation and Conciliation Committee shall:

a. Formulate and develop the Conciliation-Mediation Program and ensure that it is properly implemented;

b. Monitor Conciliation-Mediation programs and processes;

c. Submit semi-annual reports of cooperative cases to the Authority

 within15 days after the end of every semester;

d. Accept and file Evaluation Reports;

e. Submit recommendations for improvements to the Board of Directors;

f. Recommend to the Board of Directors any member of the Cooperative

 Union for Conciliation-Mediation Training as Cooperative Mediator-

 Conciliator;

g. Settle the disputes lodged in accordance with the Guidelines issued by

the CDA, Art. 137 of Republic Act 9520 and its Implementing Rules and Regulations, Alternative Dispute Resolution Act of 2004 and its

 supple Tory laws and circulars issued by the Cooperative Development

Authority;

h. Issue a Certificate of Non-Settlement if no settlement is reached after exhaustion of reasonable efforts to settle the disputes lodged in accordance with the Guidelines issued by the CDA, Art. 137 of Republic Act 9520 and its Implementing Rules and Regulations, Alternative Dispute Resolution Act of2004 and its suppletory laws and circulars issued by the Cooperative Development Authority; and

i*.* Perform such other functions as may be delegated to it by the Board of Directors or authorized by the General Assembly.

Section 9.***Ethics Committee*.** An Ethics Committee is hereby created and shall be composed of \_\_\_\_\_ members to be appointed by the Board of Directors. Within ten (10) days after their appointment, they shall elect from among themselves a Chairperson, Vice-Chairperson, and a Secretary who shall serve for a term of one (1) year or until successors shall have been appointed and qualified. No member of the Committee shall hold any other position in the Cooperative Union during his term of office.

Section 10. ***Functions and Responsibilities***. The Ethics Committee shall:

a. Develop a Code of Governance and Ethical Standard to be observed by the members, officers, and employees of the Cooperative Union subject to the approval of the Board of Directors and ratification by the General Assembly;

b. Disseminate, promote and implement the approved Code of Governance and Ethical Standards;

c. Monitor compliance with the Code of Governance and Ethical Standards and recommend to the Board of Directors measures to address gaps if any;

d. Conduct an initial investigation or inquiry upon receipt of a complaint involving the Code of Governance and Ethical Standards and submit a report to the Board of Directors together with the appropriate sanctions in accordance with the Guidelines issued by the CDA, Art. 137 of Republic Act 9520 and its Implementing Rules and Regulations, Alternative Dispute Resolution Act of 2004 and its suppletory laws and circulars issued by the Cooperative Development Authority;

e. Recommend ethical rules and policies to the Board of Directors; and

f. Perform such other functions as may be delegated to it by the Board of

 Directors or authorized by the General Assembly.

Section 11**. *Gender and Development (GAD) Committee***. – A Gender and Development (GAD) Committee shall be composed of three ( 3) members to be appointed by the Board of Directors provided that at least one member shall come from the Board. The Committee shall elect from among themselves a Chairperson. The Committee members shall hold office until replaced by the Board.

Section 12**. *Functions and Responsibilities****.* The Gender and Development (GAD) Committee shall:

1. Conduct gender analysis;
2. Develop and recommend Gender and Development ( GAD )and Gender Equality (GE )policies and programs/activities/projects to the Board;
3. Monitor and assess progress in the implementation of Gender and Development (GAD) programs/activities/projects towards achieving Gender Equality (GE );
4. Submit report to the Board; and
5. Provide directional guidance.

Section 13**. *GAD Focal Person***. A GAD Focal Person (GFP) shall be designated by the Board upon recommendation of the management. He or she must be an employee of the cooperative and shall perform GFP roles as additional function.

Section 14**. *Functions and Responsibilities of GAD Focal Person (GFP)****.*

1. Coordinates and reviews implementation of GAD programs/activities/projects based on approved plans and budget;
2. Prepares performance reports and recommends policy improvements to the GAD Committee;
3. Gathers and analyzes gender-related information and other data; and
4. Provides administrative services to the GAD Committee.

Section 15**. *GAD Education and Training Program***. The Cooperative shall identify GAD and GE-related education and training programs. These shall be included in the annual education and training plan.

Section 16**. *GAD Support Systems and Services***. The Cooperative shall implement other services that address GAD and GE issues and concerns. It shall also develop and establish necessary support systems that will enhance implementation of the GAD and GE services of the Cooperative.

Section 17.***Other Committees***. By a majority vote of all its members, the Board of Directors may form such other committees as may be deemed necessary for the operation of the Cooperative Union.

**ARTICLE VI**

**Officers and Management Staff of the Cooperative Union**

Section 1.***Officers and their Duties*.** The officers of the Cooperative Union shall include the members of the Board of Directors, Members of the different Committees created by the General Assembly, General Manager or Chief Executive Officer, Secretary, Treasurer and members holding other positions as may be provided for in this By-laws, shall serve according to the functions and responsibilities of their respective offices as follows:

*a.* ***Chairperson* –** The Chairperson shall:

i. Set the agenda for board meetings in coordination with the other members of the Board of Directors;

ii. Preside over all meetings of the Board of Directors and of the General Assembly;

iii. Sign contracts, agreements, certificates, and other documents on behalf of the Cooperative Union as authorized by the Board of Directors or by the General Assembly; and

iv. Perform such other functions as may be authorized by the Board of Directors or by the General Assembly.

*b.* ***Vice-Chairperson*** –the Vice-Chairperson shall:

i. Perform all the duties and responsibilities of the Chairperson in the absence of the latter; and

ii. Perform such other duties as may be delegated by the Board of Directors.

*c.* ***Treasurer*** – The Treasurer shall:

i. Ensure that all cash collections are deposited in accordance with the policies set by the Board of Directors;

ii. Have custody of all funds, securities, and documentations relating

 to all assets, liabilities, income, and expenditures;

iii. Monitor and review the financial management operations of the Cooperative Union, subject to such limitations and control as may be prescribed by Board of Directors;

iv. Maintain complete records of cash transactions;

v. Maintain a Petty Cash Fund and Daily Cash Position Report; and

vi. Perform such other functions as may be delegated by the Board of Directors and by the General Assembly.

*d.* ***Secretary*** – The Secretary shall:

i. Keep an updated and complete registry of all members;

ii. Prepare and maintain records of minutes of all meetings of the Board of

 Directors & the General Assembly;

iii. Ensure that necessary Board of Director's actions and decisions are

 transmitted to the management for compliance and implementation;

iv. Issue and certify the list of members who are in good standing and

 entitled to vote as determined by the Board of Directors;

v. Serve notice of all meetings called and certify the presence of a quorum

 of all meetings of the Board of Directors and General Assembly;

vi. Keep a copy of the Treasurer’s report & other reports;

vii. Serve as custodian of the cooperative’s Seal; and

viii. Perform such other functions as may be prescribed or delegated

 by the Board of Directors and/or by the General Assembly.

e. **General Manager**. The General Manager shall:

i. Oversee the overall day-to-day operations of the cooperative by providing general direction, supervision, management, and administrative control over all the operating departments subject to such limitations as may be set forth by the Board of Directors or the General Assembly;

ii. Formulate and recommend in coordination with the operating

 departments under his/her supervision, the Cooperative Union’s

 Annual and Medium Term Development Plan, programs and

 projects, for approval of the Board of Directors, and ratification by the General Assembly;

iii. Implement the duly approved plans and programs of the

 Cooperative Union and any other directive or instruction of the

 Board of Directors;

iv. Provide and submit to the Board of Director's monthly reports on

 the status of the Cooperative Union’s operation vis-a-vis its

 target and recommend appropriate policy or operational changes,

 if necessary;

v. Represent the Cooperative Union in any agreement, contract, business dealings, and in any other official transaction as may be authorized by the Board of Directors;

vi. Ensure compliance with all administrative and other requirements

 of regulatory bodies;

vii. Maintain records and accounts of the Cooperative Union in such manner that the true condition of its business may be ascertained therefrom at any time; and

 viii. Perform such other functions as may be delegated by the Board of Directors or by the General Assembly.

Section 2**. *Liabilities of Directors, Officers, and Committee Members.*** Directors, officers, and committee members, who willfully and knowingly vote for or assent to patently unlawful acts, or who are guilty of gross negligence or bad faith in directing the affairs of the Cooperative Union or acquire any personal or pecuniary interest in conflict with their duties as Directors, officers or committee members shall be liable jointly and severally for all damages resulting therefrom to the Cooperative Union, members, and other persons.

 When a director, officer, or committee member attempts to acquire or acquires in violation of his/her duties, any interest or equity adverse to the Cooperative Union in respect to any matter which has been reposed in him in confidence, he shall, as a trustee for the Cooperative Union, be liable for damages or loss of profits which otherwise would have accrued to the Cooperative Union.

Section 3.***Management Staff***. A core management team composed of a *Chief Executive Officer*, *Cashier*, *Bookkeeper*, *Accountant*, and other positions as may be necessary or as provided for in their Human Resource Manual shall take charge of the day-to-day operations of the Cooperative Union. The Board of Directors shall appoint, fix their compensation and prescribe for their functions and responsibilities.

Section 4.***Qualification of the Chief Executive Officer***. No person shall be appointed to the position of Chief Executive Officer unless he/she possesses the following qualifications and none of the disqualifications herein enumerated:

a. Must be familiar with the operation of the Cooperative Union;

b. Must have at least two (2) years experience in the operations of or related activities;

c. Must not be engaged directly or indirectly in any activity similar to the operation of the Cooperative Union;

d. Must be of good moral character;

e. Must not have been convicted of any administrative, civil, or criminal cases involving moral turpitude, gross negligence, or grave misconduct in the performance of his/her duties;

f. Must not have been convicted of any administrative, civil or criminal case involving financial and/or property accountabilities at the time of his/her appointment; and

g. Must undergo pre-service and/or in-service training.

Section 5. ***Duties of Cashier***. The Cashier of the Union, who is under the supervision and control of the General Manager shall:

a. Handle monetary transactions;

b. Receive/collect payments and deposits;

c. Responsible for money received and expended;

d. Prepare reports on money matters; and

e. Perform such other duties as the Board of Directors may require.

Section 6.***Duties of the Accountant****.* The Accountant of the Union, who is under the supervision and control of the General Manager shall:

a. Install an adequate and effective accounting system within the Federation;

b. Render reports on the financial condition and operations of the Union whether monthly, annually or as may be required by the Board of Directors and/or the General Assembly;

c. Assist the Board of Directors in the preparation of the annual budget;

d. Keep, maintain and preserve all books of accounts, documents, vouchers, contracts, and other records concerning the business of the Union and make them available for auditing purposes to the Chairperson of the Audit Committee; and

e. Perform such other duties as the Board of Directors may require.

Section 7.***Duties of the Bookkeeper****.* The bookkeeper of the Cooperative Union who is under supervision and control of the Chief Operating Officer shall:

a. Records and update books of accounts;

b. Assist in the preparation of reports on the financial

 condition and operations of the Cooperative Union monthly, annually

 or as may be required by the Board of Directors and/or the General

 Assembly

c. Keep, maintain and preserve all books of accounts, documents,

 vouchers, contracts, and other records concerning the activities of the

 Cooperative Union and make them available for auditing purposes to

 the Chairperson of the Audit Committee; and

d. Perform such other duties as the Board of Directors may require.

Section 8.***Qualifications of Accountant, Cashier, and Bookkeeper****.* No person shall be appointed to the position of accountant and bookkeeper unless they possess the following qualifications and none of the disqualifications herein enumerated:

a. A Bachelor’s Degree in Accountancy must be required for an Accountant however, the Cashier and Bookkeeper must be knowledgeable in handling monetary transactions, accounting, and bookkeeping;

b. Must have at least two (2) years of experience in cooperative operation or related business;

c. Must not be engaged directly or indirectly in any activity similar to the activity of the Cooperative Union;

d. Must not have been convicted of any administrative, civil or criminal case involving moral turpitude, gross negligence, or grave misconduct in the performance of his/her duties;

e. Must be of good moral character;

f. Must be willing to undergo pre-service and/or in-service training in accounting; and

g. Must not have been convicted of any administrative, civil or criminal case involving financial and/or property accountabilities at the time of his/her appointment.

Section 9.***Compensation****.* Subject to the approval of the General Assembly, the members of the Board of Directors and Committees may, in addition to per diems for actual attendance to board and committee meetings, and reimbursement of actual and necessary expenses while performing functions on behalf of the Cooperative Union, be given regular compensation.

**ARTICLE VII**

**Structure of Funds**

Section 1*.* ***Source of Funds****.* The Cooperative Union may derive its funds from any or all of the following sources:

a. Membership fees, dues, and contributions;

b. Loans and borrowings;

c. Subsidies, grants, legacies, aids, donations, and such other assistance

 from any local or foreign institution, public or private; and

d. Other sources of funds may be authorized by law.

Section 2.***Borrowing****.* The Board of Directors, upon approval of the General Assembly, may borrow funds from any source, local or foreign, under such terms and conditions that best serve the interest of the Cooperative Union.

**ARTICLE VIII**

**Settlement of Disputes**

Section 1.***Mediation and Conciliation*.** All inter and intra-union disputes shall be settled within the Cooperative Union in accordance with the Guidelines issued by the Cooperative Development Authority, Art. 137 0f Republic Act No. 9520 and its Implementing Rules and Regulations, Alternative Dispute Resolution Act of 2004, and its suppletory laws.

Section 2. ***Voluntary Arbitration.*** Any dispute, controversy, or claim arising out of or relating to this By-laws, the cooperative law, and related rules, administrative guidelines of the Cooperative Development Authority, including disputes involving members, officers, directors, and committee members, intra-union disputes, and related issues, and any question regarding the existence, interpretation, validity, breach or termination of agreements, or the membership/General Assembly concerns shall be exclusively referred to and finally resolved by voluntary arbitration under the institutional rules promulgated by the Cooperative Development Authority, after compliance with the conciliation or mediation mechanisms embodied in the By-laws of the Cooperative Union, and in such other applicable laws.

**Article IX**

**Miscellaneous**

Section 1.***Investment of Funds****.* The Cooperative Union may invest its fund in any or all of the following:

a. Shares or debentures or securities;

b. Any reputable bank in the locality or any tertiary federation of which it is a member and cooperative banks;

c. Securities issued or guaranteed by Government;

d. Real Estate primarily for the use of the Cooperative Union or its members; or

e. In any other manner approved by the General Assembly.

Section 2.***Accounting System****.* The Cooperative Union shall keep, maintain and preserve all its books of accounts and other financial records in accordance with generally accepted accounting principles and practices, applied consistently from year to year, and subject to existing laws, rules and regulations.

Section 3.***Financial Audit, Performance Audit, and Social Audit****.* At least once a year, the Board of Directors shall cause, in consultation with the Audit Committee, the audit of the books of accounts of the Cooperative Union, performance audit and social audit by CDA Accredited Independent Certified Public Accountant, Accredited Social Auditor, and Cooperative Union’s Compliance Officer/Audit Committee.

Section 4.***Annual Report***. During the annual regular assembly meeting, the Cooperative Union shall submit a report of its operation to the General Assembly together with the audited financial statements, performance audit, and social audit reports. The annual report shall be certified by the Chairperson and Manager of the Cooperative Union as true and correct in all aspects to the best of their knowledge. The audited financial statements and social audit reports shall be certified by CDA Accredited Independent Auditors.

 The Cooperative Union shall submit the web-based Cooperative Annual Progress Report (CAPR) together with the following attachments to the Authority within (120) days from the end of every calendar year;

1. Social Audit Report;
2. Performance Report;
3. Audited Financial Statement;
4. List of officers and training undertaken/completed;
5. List of cooperatives that have remitted their respective Cooperative

 Education and Training Funds (CETF);

1. Business consultancy assistance to include the nature and cost and
2. Other training activities undertaken to specify therein the nature, participants, and cost of the activity.

**ARTICLE XI**

 **Amendments**

Section 1.***Amendment of Articles of Cooperation and By-laws****.* Amendments to the Articles of Cooperation and this By-Laws may be adopted by at least two-thirds (2/3) votes of all members with voting rights without prejudice to the rights of dissenting members to withdraw their membership under the provisions of the Philippine Cooperative Code of 2008.

The amendment/s shall take effect upon approval by the Cooperative Development Authority.

Voted and adopted this \_\_\_\_\_ day of \_\_\_\_\_\_\_, 20\_\_\_ in \_\_\_\_\_\_\_\_\_\_\_\_, Philippines.

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| Name of Member | Name ofRepresentative | Signature |
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 We, constituting the majority of the Board of Directors of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ do hereby certify that the foregoing instrument is the Code of By-laws of this Cooperative Union.

Signed this \_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_, in \_\_\_\_\_\_\_\_\_\_\_\_.

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Chairperson Vice-Chairperson

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Director Director

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Director Director