



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

ZAMBOANGA EXTENSION OFFICE

COMPANY REG. NO. **CN200530521**

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**KASANYANGAN CENTER FOR COMMUNITY DEVELOPMENT AND
MICROFINANCE FOUNDATION, INC.**

copy annexed, adopted on February 08, 2020 by a majority vote of the Board of Trustees and the vote of the members owning or representing at least majority of the members, certified by majority of the Board of Trustees and countersigned by the Secretary of the corporation, was approved by the Commission in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980 and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Zamboanga City, Philippines, this 14th day of October, Two Thousand Twenty One.

By the Authority of the Commission:


JESUS SALVADOR A. URO
Director



Ground Floor KCCDFI Building,
MCLL Highway, Guiwan
7000 Zamboanga City, Philippines
Tel.No.: (062) 991-9348
Email: kccdfi@gmail.com

Kasanyangan Center for Community Development & Microfinance Foundation, Inc.

TRUSTEES' CERTIFICATE

We, the undersigned majority of the Trustees and the Corporate Secretary of Kasanyangan Center for Community Development and Microfinance Foundation, Incorporated, do hereby certify that the Articles of Incorporation and By-Laws of said corporation was amended by a majority vote of the trustees and the vote of two-thirds (2/3) of its membership at a meeting held on February 08, 2020 at the Office of the President, Ground Floor of the KCCDFI Building located at MCLL Highway, Guiwan, Zamboanga City.

We further certify that the attached Amended Articles of Incorporation/ By-Laws are true and correct copies thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 8th day of February, 2020 at KCCDFI Building, MCLL Highway, Guiwan, Zamboanga City

JOSE T. DELES, JR.
TIN: 132-426-476

IBARRA A. MALONZO
TIN: 125-522-315

CZARMILSON P. MANZA
TIN: 227-316-789

ANGELA L. BAES
TIN: 107-183-365

ILUMINADA L.E. CABIGAS
TIN: 138-048-267

JUN JAY E. PEREZ
TIN: 201-099-954

HERMIS S. TAN
TIN: 735-896-025

SUBSCRIBED AND SWORN to before me, this FEB 18 2020, by affiants who exhibited to me their government-issued identification cards:

Name	Identification Card	Date and Place Issued
Jose T. Deles, Jr.	ID No. 11093 Senior Citizen	March 12, 2012, Marikina City
Ibarra A. Malonzo	ID No. 14-050046217-1, PHIC	None indicated-Lifetime Member
Czarmilson P. Manza	ID No. 33-8018714-5, SSS	None indicated
Angela L. Baes	Lic.No. J04-93-042232, LTO	January 10, 2017, Zamboanga City
Jun Jay E. Perez	Id No. 1090-0030-9975	None indicated
Iluminada L.E. Cabigas	ID No, 03-0624314-7, SSS	None indicated
Hermis S. Tan	ID No. 8301-0010F-C0159HST10000	None indicated

DOC. NO. 216
PAGE NO. 44
BOOK NO. 2
SERIES OF 2020

R.E. LORENA-BROCE
145 Alfaro Drive, Alfaro St.
Tetuan, Zamboanga City
Attorney's Roll#: 42910
Notary Public until Dec. 31, 2021
Notarial Commission No. 2020-20
PTR # 2038431; 01/06/20; ZC
IBP # 096095; 11/29/19; ZC

BY-LAWS
of
Kasanyangan Center for Community Development
and Microfinance Foundation, Inc.
(as amended on February 08, 2020)

Article I. Members

Section 1. Definition--In a non-stock, non -profit association, members are the owners of the vision, mission, goals and core values of the organization. Their primary role is to elect and oversee the trustees of the organization and ensure the long-term sustainability of the corporation as a social enterprise. They do not have pecuniary interest in the association. They serve on a voluntary basis, but may receive reasonable per diems to cover their expenses (as amended on February 08, 2020).

Section 2. Incorporators--Incorporators are founding members of the organization who elect the initial board of trustees from among themselves, provide the founding capital and secure the registration of the association to acquire a legal personality. Incorporators must comply with the duties and responsibilities of members to remain in good standing (as amended on February 08, 2020).

Section 3. Qualification for membership.

Minimum qualifications for a person to become a member in the organization are as follows:

- a. He/she must be a natural person and of legal age;
- b. He/she must be a person of good moral character and of good standing in the community;
- c. He/she must share the vision, mission, purpose and core values of KCCDMFI;
- d. He/she must be willing share his time, talent and resources to the organization.
- e. The board may require additional qualifications as necessary.

(as amended on February 08, 2020)

Section 4. Procedure for acquiring membership:

- a. The Board shall issue an invitation to the prospective member; or
- b. File an application for membership that shall be provided by the board secretary
- c. Undergo an orientation seminar on the vision, mission, goals, structure and activities of the organization;
- d. Application for membership will be approved by the board of trustees.

(as amended on February 08, 2020)

Section 5. Rights of members.

A member shall have the following rights:

- a. To attend and participate in annual membership meetings;
- b. To vote on matters raised for decision in the meetings;
- c. To vote and be voted for any elective position in the organization;
- d. To examine the records and books of the organization during business hours and upon prior notice to the Secretary of the board.

(as amended on February 08, 2020)

Section 6. Duties and responsibilities of members.

- a. Comply with the by-laws, rules and regulations of the organization;
- b. To attend regular meetings and special meetings that may be called by the board of trustees; and
- c. To pay membership dues and fees that may be assessed by the organization, the amount to be determined by the Board of Trustees.
(as amended on February 08, 2020)

Section 7. Loss of membership.

- a. Membership may be lost through voluntary resignation, suspension or expulsion upon due process, provided that such members shall no longer be in good standing.
- b. Members who fail to attend two (2) annual membership meetings without justification are deemed resigned (as amended on February 08, 2020).

Section 8. The board secretary shall keep a record of members in good standing who shall be qualified to attend and vote annual membership meetings (as amended on February 08, 2020).

Article II. Meetings of the Members

Section 1. Annual meetings. Regular meetings of members shall be held once a year on May 15 within the vicinity of the official business address of the organization, or on such date and place that will be designated by the board of trustees (as amended on February 08, 2020).

Section 2. Special meetings. Special meetings may be called by the board of trustees. The notice of every special meeting shall state briefly the purpose/s of such meeting (as amended on February 08, 2020)

Section 3. Notices. Written notices of regular meetings shall be sent to all members of record at least twenty-one (21) days before the meeting. The chairperson shall preside over the regular meeting. If the chairperson is unable to preside, the President as vice chair will preside over the meeting (as amended on February 08, 2020).

Section 4. Quorum- A quorum for any meeting of the members shall consist of a majority of the members (as amended on February 08, 2020).

Section 5. Proxies- Each member shall be entitled to one vote and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the Board seven (7) days before the scheduled meeting (as amended on February 08, 2020).

Section 6. Order of business. The order of business at the annual meeting of the members are as follows:

- a. Proof of service of the required notice of the meeting;
- b. Proof of the presence of a quorum;
- c. Unfinished business;
- d. Ratification of all acts of the Board
- e. Report of the President;
- f. Treasurer's report

g. Election of the Trustees for the ensuing term; and

h. Other matters.

(as amended on February 08, 2020)

Article III. The Trustees

Section 1. Board of trustees. The Board of Trustees is primarily responsible for the governance of the Microfinance NGO. The corporate powers of the Microfinance NGO shall be exercised, its business conducted and its property controlled by the Board of Trustees. The board shall set the strategies, policies and ensure systems for monitoring and accountability for the accomplishment of the organizations objectives (as amended on February 08, 2020).

Section 2. Composition. The board of trustees shall be composed of seven (7) trustees who are elected by the members, at least one (1) of whom shall be an active client of the corporation. Majority of the trustees shall be independent trustees, who are neither employees nor clients of the Microfinance NGO (as amended on February 08, 2020).

Section 3. Qualification. The trustees to be elected must be of legal age and member of the association. Majority of the trustees must be residents of the Philippines (as amended on February 08, 2020).

Section 4. Disqualification. No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of Batas Pambansa Bilang 68, otherwise known as the Corporation Code or subsequent amendments thereto, committed within five (5) years prior to the date of his election, shall qualify as a trustee (as amended on February 08, 2020)

Section 5. Term of office. The trustees' term of office shall be staggered. For the initial set of Trustees, one third (1/3) of those garnering the highest number of votes shall hold office for three (3) years; the next one third having the second highest number of votes shall hold office for two (2) years, and the last one third (1/3) of the trustees having the least number of votes shall hold office for one (1) year. Elections shall be held annually to fill up the resulting vacancies. Except for the aforesaid initial set of Trustees, succeeding Trustees shall hold office for three (3) years (as amended on February 08, 2020).

Section 6. The trustees shall not receive any compensation as such trustees (as amended on February 08, 2020)

Section 7. The board shall be headed by a competent and qualified chairperson and shall be separate from the President (as amended on February 08, 2020)

Section 8. The number of trustees of the Microfinance NGO shall be seven (7), at least one of whom shall be an active client of the Microfinance NGO (as amended on February 08, 2020)

Article IV. The Officers

Section 1. Immediately after their election, the Trustees must organize the officers of the Microfinance NGO by electing among themselves or appointing the officers of the Microfinance NGO consisting of the following:

a. The Chairperson of the Board of Trustees;

b. The Vice-chair;

c. The President;

d. The Secretary; and,

e. the Treasurer.

(as amended on February 08, 2020)

The Chairperson and the President shall be trustees. The Treasurer and the Secretary may or may not be trustees (as amended on February 08, 2020).

Section 2. The Chairperson shall preside over the meetings of the board of trustees and the membership meetings (as amended on February 08, 2020)

Section 3. The President shall be the chief executive officer of the association, who shall direct the day-to-day operation of the association. The President shall also be the vice chair of the board of trustees who shall preside in the absence of the Chairperson (as amended on February 08, 2020)

Section 4. The Treasurer shall be in charge of the funds and properties of the association. He/she shall keep all monies of the Microfinance NGO in such banks as the board of trustees may designate. He/she shall post a bond in such amount as may be fixed by the board of trustees (as amended on February 08, 2020).

Section 5. The Secretary, who shall be a resident and a citizen of the Philippines, shall keep corporate records and prepare and preserve minutes of the board of trustees and membership meetings (as amended on February 08, 2020).

Section 6. The officers of the association may hold office for one year and until their successors are elected and qualified (as amended on February 08, 2020).

Article V. Removal of trustees

Any trustee of the association may be removed from office by a votes of at least two-thirds (2/3) of the members entitled to vote; provided that such removal shall take place either at the regular meeting of the association or at a special meeting called for that purpose, and in either case, after previous notice to members of the association of the intention to propose such removal at the meeting. A special meeting of the members of the association for the purpose of removal of Trustees, or of any of them, must be called by the Secretary on order of the Chairperson or on the written demand of a majority of the members entitled to vote (as amended on February 08, 2020)

Article VI. Replacement of vacancies

Section 1. In the event of any vacancy in the board of trustees, the vacancy may be filled by a vote of at least a majority of the remaining trustees if there is a quorum; otherwise said vacancies must be filled by the members in a regular or special membership meeting called for that purposes (as amended on February 08, 2020).

Section 2. Trustees appointed by the board to fill vacancies occurring before the expiration of a particular term, or elected by the members in a special meeting called for that purposes shall hold office only for the unexpired portion (as amended on February 08, 2020)

Article VII. Board and committee charters

Section 1. The board shall have a board charter that formalizes and clearly states the roles, responsibilities and accountabilities in carrying out its fiduciary duties particularly in relations to social, financial and governance goals. The board charter shall serve as a guide to the trustees in the performance of their function (as amended on February 08, 2020)

Section 2. The board shall create such committees as may be needed to exercise good governance, including the audit committee, governance committee, finance and risk committee (as amended on February 08, 2020).

Article VIII. Fiscal Year

The fiscal year of the association shall begin on the first day of January and end on the last day of December of each year (as amended on February 08, 2020).

Article IX. Alternative Dispute Resolution

The board of trustees shall establish an alternative dispute resolution mechanism to resolve intra-corporate disputes in an amicable and effective manner (as amended on February 08, 2020).

Article X. Amendments of the By-laws

The Board of Trustees may amend or repeal the By-laws by majority vote in a regular or special membership meeting called for the purpose, and thereafter ratified by majority vote of the members (as amended on February 08, 2020).

Article XII. Miscellaneous Provisions

Section 1. Matters not covered by the provisions of these By-Laws shall be governed by the provisions of the Corporation Code of the Philippines and subsequent amendments thereto, as may be applicable to the association (as amended on February 08, 2020).

Section 2. The association shall amend its By-Laws upon receipt of notice or directive from the Microfinance NGO Regulatory Council (MNRC) to integrate other requirements which are deemed necessary to ensure the observance of financial standards, social performance requirements, governance benchmarks, and other rules and regulations (as amended on February 08, 2020).

Adopted this 15th day of Nov. 2005 in Zamboanga City, by the affirmative vote of the undersigned members of the association in a regular meeting duly held for the purpose.

*(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the member sand should submit Board of Trustees Certificate for the adoption of the by-laws)*

Cresente C. Paez (Sgd)

Ibarra A. Malonzo (Sgd)

Amado S. Magbanua (Sgd)

Rachel V. Polestico (Sgd)

Rodolfo T. Quinday, Sr. (Sgd)

Jonas George S. Soriano (Sgd)

Eufrecina T. de Jesus (Sgd)