

Minutes of the Meeting: Fil-Am Portland Monthly Board Meeting – November 12, 2023

AGENDA:

Executive Session – Board Members only for first 2 hours, general session afterwards

- Call to Order
- Opening Prayer - Jun
- Meeting Attendance - Doreene
- Business to be discussed during Executive Session
 - Approve Permanent Removal of Lyra and Gemma as approved by Members on 10/23/2023 without Opportunity to re-join Association effective 11/12/2023
 - Follow up on request to return all Fil-Am Association property, including access rights to Chairman, Secretary and/or Treasurer.
 - Appointment of the following Members to fill in Board/Officer Vacancies, and other positions
 - Appoint Doreene E. as Secretary and Board Member
 - Appoint Lorelei H. as Board Member
 - Appoint Ryan C. as Asst Secretary
 - Appoint Ramon C. As Building Maintenance Office
- Approve or Reject Petition for a re-vote submitted by Lyra on 10/25/2023
- Petition by Corrie/Lyra/Gemma for an audit of count documentation (schedule a Special Board meeting to discuss merits, conditions, guidelines, and date)
 - Condition that Lyra and Gemma to return all property and access rights to Fil-Am is a condition that must be met before the special board meeting is set.
- Update on Jun and Lorena Removal Petition
 - Status – no quorum after petitioners withdrew their names + ineligible members removed from Petition. Atty Atkin will confirm if legal requirements are met to dismiss this petition. Official notification will be sent after Atty Atkin’s review is finalized.
 - Review Jun and Lorena response to Petition Allegations and do the following:
 - Approve or Reject future action(s) on investigation of Allegations, including issuing an official statement on Board’s position on this matter;
 - Approve or Reject Return of “controversial projector” as official property of Fil-Am Portland
 - Future action to prevent this issue from happening in future - See agenda item f below for setup of Interim Business/Building Management Committee.
- Formalize Board Position on Unauthorized use of President and Board Member (Corrie and Rudy) authority/acting on behalf of Fil-Am Portland without authorization from the Board, intentional violation of the bylaws.
 - Bylaw violation in terms of adequate notice to remove Board Members (September general membership and Board meeting) on unverified allegations of fraud.
 - Unauthorized mailing of misleading Fil-Am information re: 10/23/2023 members meeting – signed as President on behalf of Fil-Am Portland (no Board authorization)

- Unauthorized filing of small claim in local court on behalf of Fil-Am Portland (no Board authorization)
- Authorize or reject action to remove Corrie and Rudy from Fil-Am Portland’s Membership via Section 6 (Discipline and Removal from Membership) of the By-Laws and if applicable their Board and Officer positions.
 - Authorize or Reject the following access changes (effective immediately):
 - Remove access/authority to speak and confer with legal counsel (Atty Atkins) directly and replace with Nila J. and Jocelyn (Auditor)
 - Remove access (physical and remote) to the Fil-Am Building and replace with Nila J and Ryan
 - Remove access and authority to manage building rental and replace with Business/Building Management Committee
 - Authorize the establishment of a Business/Building Management Committee consisting of Andrei, Nila, Chel, Ramon & Jun
- General Business (Outside of Executive Session)
 - Approval of Previous Meeting Minutes (5 mins)
 - Treasurer’s Report (30 mins)
 - Update on Mrs. Phils and Little Princess
 - Financial update on event (i.e. tickets sold, sponsorship and candidate canvassing results)
 - Approval or Rejection of unbudgeted expenses
 - Auditor’s report
- Future events/other Business (20 mins)
 - Christmas Party (to be Chaired by Doreene, Ryan) –12/03/2023 @ 3 pm (Kids), 12/10/2023 @ 3 pm (Adult)
 - Annual Retreat (Lincoln City) – 1/12/2024 to 1/14/2024
- Adjourn Meeting

DATE AND LOCATION: November 12, 2023 4PM via Zoom, first 2 hours were an executive session exclusively for board members, and a general session was opened after the completion of the executive session.

ATTENDEES:

<i>Corrie Lalangan</i>	<i>Jun Pioquinto</i>	Andress Manahan
<i>Rudy Lalangan</i>	<i>Doreene Enriquez</i>	Aryana Munar
<i>Nila Janson</i>	<i>Ryan Cook</i>	Josie Munar
<i>Ammie Sison</i>	Lorelei Hosmillo	Bevy Dela Paz
<i>Rocechel Cook</i>	Claire Mejos	Filipina Ortiz
<i>Jocelyn Forral</i>	Adem Sonari	Boyot Ortiz
<i>Andrei Amparo</i>	Helen Torres	Gina Bergman
<i>Jo McDonald</i>	Gil Torres	Ging Resner
<i>Josephine Akers</i>	Agnes Cabanilla	Jeanette Serafica
<i>Shirley Antiporta</i>	Alan Pioquinto	Rick Horacek
<i>Ramon Canilao</i>	Laila Pioquinto	Kristina Enriquez
<i>Lorena Pioquinto</i>	Johanna Pioquinto	Julie Enriquez

Lily McClain
Jaime Cabral
Danilo Cabral
Eriberta Cabral
Louie Roa
Rachel Slettum
Rachel Pena
Raquel Lalangan

Richard Cabusao
Rolando Reyes
Roberto Reyes
Ruth Reyes
Selena Pioquinto
Susan Vaughan
George Vaughan
Ronald Lalangan

Sheri Lalangan
Will Serafica
Ben Avecilla
Michael Cabusao
Felda Saunders
“Helen’s phone”

I. Call to Order

II. Opening Prayer

Jun led the opening prayer.

III. Meeting Attendance

Assistant Secretary Doreene took attendance. All current board and officers were present on Zoom, no absentees.

–First two hours of the meeting was an executive session, only Board Members and Officers present–

IV. Business discussed during executive session

a. Permanent Removal of Lyra and Gemma as voted by members on 10/23/2023

- i. Per Fil-Am Portland Bylaws. Gemma and Lyra were given an opportunity to respond 15 days prior to their removal as members of Fil-Am Portland. No response was presented by either member.

Motion by Ramon: I move that we remove Lyra and Gemma permanently as board members and members permanently with no opportunity to re-join the association effective today, 11/12/2023. *Seconded by Jocelyn.*

Discussion:

Corrie and Rudy objected to the motion, stating that there is a pending petition and pending recount. Objection denied due to there being a properly held vote and no discrepancies in the vote. Gemma and Lyra were allowed to submit a response but did not reply.

Voting:

Yes: Jun, Andrei, Nila, Jocelyn, Ramon, Shirley, Lorena, Ammie, Chel

No: Rudy, Corrie, Josephine

Abstain: Jo McDonald

Motion to remove Lyra and Gemma from the membership, with no opportunity to re-join the association carried by majority vote.

b. Appointment of members to fill in board and officer vacancies

- i. Request to appoint Doreene E., current Assistant Secretary, as Secretary.
- ii. Request to appoint Claire M. as Secretary c/o Corrie
- iii. Request to appoint Adem as Treasurer
- iv. Request to appoint Lorelei H. as Board Member
- v. Request to appoint Ryan C. as Assistant Secretary

- vi. Request to appoint Ramon C. as Building Maintenance Officer
1. **Lorelei H.** introduced herself to the board. She is a physical therapist by profession, runs an events company and mentioned that he has 21 years of experience with nonprofits, most recently with PACCO. She is willing to share her experience with nonprofits and marketing to help Fil-Am Portland. Jun and Nila both recommended her to serve on the board.
 2. **Adem S.** had difficulties with Zoom and couldn't connect to audio. Corrie introduced Adem as a CPA working in a company.
 3. **Claire M.** is a resident manager at Corrie's care home. Her experience is with the Church in Canada. "I know I'm not a good or perfect one. I am willing to learn and dedicated to my work. I know a little bit of everything." She was "president" of women's ministry in her Church, leading the women's league to serve. Has "a little bit" of familiarity with MS Office and Word, can do simple things and typing. Corrie recommended her to serve as secretary.
 4. **Doreene E.** is the appointed Assistant Secretary and is current acting Secretary. She is willing to take on the role of secretary. Recommended by Andrei, Jun, and Ryan.

Point of order called by Rudy objecting that the procedure is not following the bylaws. They believe that the President can appoint individuals to serve in the interim when there are vacancies. It was determined that Rudy and Corrie were looking at a different version of the bylaws, not the "tri-fold" version sent and accepted by the members. The "tri-fold" version file was sent to all the board present on Zoom for their review and records. Corrie and Rudy oppose the appointment of Doreene for procedural reasons, not professionally.

Motion by Nila J: I move to appoint Doreene as Fil-Am Portland Secretary and Board Member. *Seconded by Ramon.*

Voting:

Yes: Jun, Lorena, Ramon, Nila, Andrei, Jocelyn, Shirley, Chel, Ammie, Jo McDonald, Josephine Akers

No: Rudy, Corrie

Motion to appoint Doreene as Secretary and board member carried by majority vote.

Motion by Jun P: I move to appoint Lorelei H. as board member. *Seconded by Lorena*

Voting:

Yes: Jun, Lorena, Ramon, Nila, Andrei, Jocelyn, Shirley, Chel, Ammie, Jo McDonald, Josephine Akers, Rudy, Corrie

Motion to appoint Lorelei H as board member carried by unanimous vote.

Motion by Jun P: I move to appoint Ryan C. as Assistant Secretary. *Seconded by Shirley*

Voting:

Yes: Andrei, Jun, Lorena, Ramon, Nila, Jocelyn, Shirley, Chel, Ammie, Jo McDonald, Josephine Akers, Rudy, Corrie

Motion to appoint Ryan C. as Assistant Secretary carried by unanimous vote.

The agenda item to appoint Ramon C. as Building Maintenance Officer tabled to a latter part of the meeting.

- c. Approve or Reject Petition for a re-vote submitted by Lyra on 10/25/2023
 - i. The board can decide whether to accept or reject the request for *re-vote*
 - 1. Andrei clarified there is a difference between a *re-vote* and a *re-count*,
 - a. Re-vote is holding another vote, essentially performing the entire vote process all over again
 - b. Re-count is performing the count again

Corre questioned the location of the ballots.

Andrei clarified that the chain of custody of the ballots is separated. The ballots are secured by Doreene. The count sheets and files are secured and protected by Chel.

Motion by Jun P: I move that the revote petition be rejected. *Seconded by Lorena.*

Point of order called by Corrie, would like to have a meeting with Atty Atkin if this topic is subject to board approval. The board received a request from Lyra for hold a “re-vote” and the board must respond by accepting or rejecting her request. A re-count can still be held at a later date.

Voting:

Reject Re-vote: Andrei, Jun, Shirley, Jocelyn, Lorena, Nila, Ramon, Ammie, Chel, Corrie, Doreene

Abstain: Rudy, Josephine Akers, Jo McDonald

Motion to reject re-vote petition carried by majority vote.

- d. Petition by Corrie, Lyra, and Gemma for an audit of count documentation “re-count”
 - i. A Special Board Meeting will be scheduled later during week to discuss merits, conditions, guidelines, and date
- e. Update on Jun and Lorena Removal Petition
 - i. The board will need to formalize and announce the Board’s official position on the Jun and Lorena allegations

1. The status of the petition is in question as there are petitioners that have withdrawn their names on the petition and signed by ineligible members. There is no quorum. Information forwarded to Atty Atkin to confirm.
2. Andrei mentioned that the board will need to take a stance and publicly declare the Fil-Am Board's stance regarding the allegations towards Jun and Lorena. Rudy disagreed and said that it is useless to discuss this matter, as it is "not going anywhere" and suggested notifying the members of the Board's decision. Andrei noted that was the agenda item.
3. The issue is centered around the allegation of a projector purchased impromptu during 2022 Mrs. Philippines event and not being returned to Fil-Am in a timely manner. Many other allegations have been resolved like the issue of building access, Zoom access, and the website.
 - a. Does the board believe that there was fraud or misappropriation that occurred?

Rudy claimed that there is a corroborated statement from someone that Lorena said the currently installed project was the one purchased for 2022 Mrs. Philippines event.

Corrie mentioned that there were some 20 year old plates that went missing from the cabinet during pantry cleaning and spring cleaning and believed Lorena took those plates. She also noted that there was an old filing cabinet from the storage room with old *Kuya's* files that disappeared while she was in the Philippines. She insisted that the cabinet can still be used for storage but Jun took the cabinet. Corrie said that Ammie was a witness to this.

Rudy also mentioned that there are two TV's missing from the storage. The TV's were needed for an event and retrieved from the storage by Jun as requested by Corrie at the time. Rudy claimed that Jun was the "last one who touched it."

Ammie responded and stated that Lyra had donated a new filing cabinet for Fil-Am use. Corrie asked where the old filing cabinet was and Ammie told Corrie to ask Jun as he was present during the spring cleaning event and might know its location. Ammie adamantly clarified that she did not accuse Jun of stealing the cabinet and she did not even see the old cabinet.

Jun responded that he does not know anything about the cabinet. He also noted that the two TV's in question that were to be used for the Martin Nivera Event as monitors were brought to the venue, by himself, but were not working and could not be used. Many attempts were made to troubleshoot the TV's, but ultimately, another TV was borrowed from Felda

and used for the event. As the TV's from Fil-Am were broken and did not work, they were disposed of on-site at the event.

Lorena denied that she took plates. She told Rudy (who was physically at Fil-Am Building) to check the cabinet to see if there were plates there. Rudy checked and plates were present.

Corrie said that Jun did not honor the request of Corrie to relinquish his access. Jun mentioned that prior to providing access to just anyone, there must be guidelines in place that can control access. He mentioned that there was an agenda during a previous meeting to set those guidelines, but this agenda item was not discussed as the meeting was not completed due to the voiding of Jun as chairman of the board during the meeting. Jun mentioned that he gave digital access to the building and the application and keys to Corrie.

Andrei asked if the board wants to pursue further action towards the allegations of the Pioquinto's issue regarding the projector, plates, and filing cabinet. Is there enough evidence to suspect that Jun and Lorena are taking Fil-Am Property out of the building?

Rudy interjected that "it's too late because it's already at the members". Andrei clarified that the members have a separate action and that is different from the board's actions.

Motion by Andrei: Is there sufficient suspicion that Jun and Lorena are stealing money and property from Fil-Am? Is there sufficient evidence for the board to pursue further action and investigation, vote yes. If there is insufficient evidence, vote no. *Seconded by Ramon*

Voting:

No Further Action: Jocelyn, Ramon, Shirley, Nila, Ammie, Jo McDonald, Chel Andrei, Doreene

Abstain: Rudy, Josephine, Corrie

Motion to proceed for NO further action or investigation of Fil-Am Portland Board towards Jun and Lorena carried by majority vote.

Andrei consulted with Atty Atkin and he clarified that the board has the authority to accept the projector as it is Fil-Am Property.

Motion by Andrei: I move that we (Fil-Am Portland) accept the projector. *Seconded by Doreene.*

Discussion:

Nila: The plates, cabinet, and TV needed to be disposed of because we did spring cleaning. *We don't want to be hoarders.* The Fil-Am needs to accept the projector because it's here. We need to move on.

Vote:

Yes: Nila, Jocelyn, Shirley Ramin, Ammie, Jo McDonald, Doreene, Josephine, Andrei

No: Corrie and Rudy

Motion for Fil-Am Portland to receive the projector carried by majority vote.

- f. The removal of Corrie and Rudy from Fil-Am Portland membership in accordance with Article II, Section 6 of the Fil-Am Portland "trifold" bylaws:

"misconduct of members representing or acting on behalf of the Association with proper authorization, intentional violation of any of the provisions of the Bylaws, or any involvement in any act detrimental to the policies and best interest of the Association."

- i. Andrei stated that Corrie, as President, on behalf of Fil-Am Portland, filed a lawsuit in small claims court against Lorena and Jun without board approval. Corrie signed off on misleading Facebook posts and mailed correspondence sent out to Fil-Am members using her position as President. Corrie and Rudy are continuing to force the issues regarding the Pioquintos' still need to be pursued further, contrary to the Board's position. This is damaging to the Fil-Am, financially (with legal bills) and image-wise. Corrie and Rudy are using petty issues with the plates, cabinet, and projector to use as basis to fuel a personal conflict. It is dangerous to have the president acting without regard to the board members. In that respect, they have been using the Fil-Am's authority without Board approval themselves.
- ii. Rudy mentioned that the legal fees that have been accrued have started from process of the membership removal. He believes that the members tried to sabotage Mrs. Philippines event and "no one helped" and believes Andre gets off the hook because he donated money for the event. He hopes everyone understands what they did.
- iii. Jun mentioned that Rudy and Corrie's serious actions are detrimental to the organization.
- iv. Rudy replied that the legal bills are starting from Gemma and Lyra issue and will only accrue more. He also said that the board members have already decided can vote on their issue.
- v. Andrei encouraged the other board members to really consider the removal of the Corrie and Rudy as members, as this is a very serious issue and has large ramifications. Their past contributions to the organization must be considered as well.
- vi. The discussion went off-topic into other issues like the validity and process of the Jun and Lorena removal petition, Fil-Am accepting the projector, and Rudy being skeptical of the integrity of the board members' beliefs and votes.

Motion by Ramon: I move that Corrie and Rudy be removed as members of Fil-Am Portland per Article II, Section 6 of the Bylaws. *Seconded by Jocelyn.*

Voting:

Yes: Jun, Lorena, Jocelyn, Shirley, Ramon, Ammie, Nila, Doreene, Chel, Andrei

Abstain: Jo McDonald

Did not vote: Josephine, Corrie, Rudy

Corrie and Rudy left the meeting during the voting and did not return.

Motion to remove Corrie and Rudy Lalangan as members of Fil-Am Portland per Article II, Section 6 carried by majority vote.

Andrei will consult with Atty Atkin regarding how the removal of Rudy and Corrie will affect their positions as Board Member and President. The removal of Corrie and Rudy will be effective 11/28/2023 and they will be given time to respond to their removal.

- g. Authorize the establishment of a Business/Building Management Committee consisting of Andrei, Nila, Chel, Ramon and Jun

Motion by Jun: Move to authorize access changes: removal of Corrie's access to Atty Atkin directly, replacing with Nila and Jocelyn; removal of Corrie's access to physical and remote access to building, replacing with Nila and Ryan; removal of Corrie's authority to manage building rentals, replacing with building management committee consisting of Nila, Andrei, Chel, Jun, and Ramon; removal of Rudy as building manager and terminating \$250 monthly allowance, replacing with Ramon as building manager and the building management committee. *Seconded by Lorena.*

Voting:

Yes: Andrei, Jun, Lorena, Nila, Shirley, Ramon, Ammie, Jocelyn, Doreene

Abstain: Jo McDonald

Did not vote: Josephine

Motion to authorize access changes carried by majority vote.

—The executive session concluded; the Zoom meeting was opened so all members can join—

V. General Business

- a. Approval of Previous Meeting Minutes submitted by Doreene
 - i. Doreene submitted Minutes of the Meeting for 10/08/2023 Monthly Board Meeting and 10/15/2023 Special Board Meeting to all the board members and officers via email on 11/10/2023 for their review. Andrei requested the amendment to note his votes in the minutes. Doreene corrected the minutes and re-submitted to the board prior to the meeting.

Motion by Andrei: I move that the submitted Minutes for 10/08/2023 and 10/15/2023 Meetings be approved. *Seconded by Jun.*

Voting:

Approve: Jun, Lorena, Jocelyn, Chel, Ramon, Shirley, Nila, Ammie

Abstain: Jo McDonald

Did not vote: Josephine

Motion to approve the submitted Minutes for 10/08/2023 and 10/15/2023 meetings carried by majority vote.

- b. Treasurer's Report c/o Chel
 - i. Profit and Loss for Mrs. Philippines 2023 Event

Total expense as of 11/03/2023: \$34,296.39

Net Event Profit as of 11/03/2023: \$4,441.61*

*there are additional income and expenses still not accounted

Net Event Profit after Other Expenses: \$4,466.61

Andrei: How many tickets were sold?

Chel: 126 Tickets were sold. Some tables were occupied by the dancers, people from Seattle and the Band, they did not purchase their tickets.

Andrei: Do we know from Lyra if the funds from those tickets will be collected? 270 tickets were committed, and she returned those tickets after the deadline. Do we know if anyone, Corrie or Lyra authorized those free tables?

Chel: We do not know.

Andrei: We need to ask Lyra and Corrie about the tickets for those seats.

For the reimbursement expense sheet, Andrei noted that the budget for food for volunteers and sound/lighting equipment rental was not approved. The board needs to follow up with Lyra and Corrie regarding those expenses.

Andrei: How many tickets did Corrie Sell?

Chel: Corrie did not have any tickets marked as sold but got sponsors.

Nila: Can we get the video from the videographer?

Chel: I will contact Lyra or the videographers directly.

Ammie noted that calendar sales should be included in the Mrs. Philippines event income.

ii. Financial Report for October	
Beginning balance as of 10/1/2023:	\$10,878.88
Total Deposits:	\$40,4200.00
Total Disbursements:	\$23,145.13
Checking Acct balance:	\$28,153.75
Savings Acct balance	\$1,000.02
Ending Balance as of 10/31/2023:	\$29,153.77
*Outstanding Checks	
Scholarship	\$2,000
Special Meeting Food	\$180.70
Petty Cash Replenishment	\$241.50
Lyra's Expenses	\$2,096.89
Total Outstanding Checks:	\$4,519.09
Adjusted balance as of 10/31/2023:	\$24,634.68

Motion by Jun: I move that we approve the \$150 charge for event security for the special membership meeting held on 10/23/2023. *Seconded by Ramon.*

Discussion:

Helen Torres: What is that \$150 charge for?

Andrei: There were security guards approved for the 10/23/2023 special membership meeting and Jun is requesting reimbursement.

Helen Torres: Was there a receipt presented?

Andrei: Yes.

Helen inquired about the Jun and Lorena projector issue and Andrei replied that she can read Jun and Lorena's responses and talk to Andrei at a later time if she has any questions. Jun and Loreana's responses were shared to all those present in the Zoom to download and review. Andrei also shared that the board has taken a position to accept the projector and to no longer pursue further actions towards Jun and Lorena.

Helen: Is there any board or officer that is paid in this nonprofit?

Andrei: There was a past agreement to pay Rudy a \$250 allowance for building maintenance, gasoline and transportation reimbursement. This arrangement has been terminated and another board member will be providing building maintenance on a voluntary basis.

Helen went on further to ask questions regarding transparency and issues of the past and former administrations. Ammie and Andrei replied that Fil-Am Portland has been around for a while, and many board members are new and still familiarizing themselves with the organization. Helen expressed her concerns regarding the organization

and the community at large. Andrei assured her that the organization is going through changes and is working to become more transparent and cater more to the members.

Voting:

No board members opposed.

Motion for approval of \$150 security charge for 10/23/2023 meeting carried unanimously.

VI. Future events

a. Fil-Am Portland Christmas Parties

- i. Doreene will be the chairperson and Ryan will be co-chairperson for the Annual Fil-Am Portland Christmas Parties to be held on 12/03/2023 at 3:00pm for the Children's Party and on 12/10/2023 at 3:00pm for the Adult's Christmas Party

b. There will an Annual Retreat for Officers and Board Members in Lincoln City from 01/12/2024 to 01/14/2024

Ammie asked Chel to please include the bank statement in her treasurer's report for comparison of the bank statement and bank reconciliation. Chel said that she can send a copy via email and will include it in the next report.

VII. Meeting adjourned at 8:25pm

Minutes prepared and submitted by:


Doreene Enriquez