



AMENDED CONSTITUTION AND BY-LAWS OF FILIPINO-AMERICAN ASSOCIATION OF WISCONSIN

ARTICLE - I

ORGANIZATION NAME

This association shall be known as the Filipino-American Association of Wisconsin, Inc. (FAAWIS).

ARTICLE -II

ORGANIZATION PURPOSE

The purpose and vision of FAAWIS are to:

- (1) preserve and promote Filipino culture, traditions, and legacy;
- (2) provide a source of community, cultural understanding, and sharing that supports its members of Filipino descent and sister associations in Wisconsin and throughout the United States of America;
- (3) engage its members in social activities that promote Filipino culture and support social welfare initiatives by fostering greater awareness, and by encouraging the volunteering of time, talents, and/or financial support.

FAAWIS shall operate per IRS code for 501 (c) (4) organizations unless a tax status change is made. FAAWIS shall also file annual reports with the State of Wisconsin Department of Financial Institutions to maintain and keep its corporate records current.

ARTICLE - III MEMBERSHIP

Section 1: Members:

Persons and members of their families interested in supporting the purposes of FAAWIS are eligible for membership. Membership applications are submitted to and approved by FAAWIS' Membership Committee and renewable on an annual basis.

Section 1A: Regular members

Regular members are categorized as follows:

(1) **Individual** - 18 years of age and above.

(2) **Family** - Family FAAWIS membership shall also include member spouse or partner and any unmarried children under 18 years of age.

(3) **Seniors** - Any member that has been active for a minimum of five (5) years in FAAWIS and is over the age of 62 years of age shall be exempt from paying membership dues.

Section 1B: Honorary Members:

FAAWIS Board of Directors may confer an Honorary membership upon any individual who has distinguished themselves in serving FAAWIS and/or the Filipino Community. Honorary members do not pay membership dues, vote on any FAAWIS matters, or hold a FAAWIS board position.

Section 2: Membership Dues:

The membership fee shall be determined annually by FAAWIS Membership Committee and approved by the current Board of Directors. Any change in the membership fee shall take effect on the following calendar year.

ARTICLE - IV BOARD OF DIRECTORS

Section 1: Selection, Election, and Term of the Board of Directors:

There shall be up to 10 members elected, nominated, and/or appointed to the Board of Directors (BOD) by FAAWIS members and/or the current FAAWIS Board. Each serve a 2-year term and be responsible for chairing and/or serving as a committee liaison.

The Board of Directors shall, by election and/or consensus, form a (5) five-member Executive Committee (EC), including the FAAWIS President, President-Elect, Vice-President, Treasurer, and Secretary. Board elections will be held no later than October 1 of the preceding year.

The new BOD shall assume office on January 2 of the following year, and an initial board meeting shall be held no later than January 31.

In addition to the BOD, the immediate past president shall, for one year, become an ex-officio member of the BOD, with no voting right.

Section 2: Election of Board of Directors: (Deleted and incorporated in Section 1)

Section 2: Place of Meeting:

The Secretary shall create a schedule and communicate a mutually agreed upon in person or virtual meeting for Board Meetings.

Section 3: Frequency and Notice of Board Meetings:

Regular meetings of the BOD shall be called by the President and communicated to the Secretary with an agenda. The majority vote may request emergency and/or special meetings of the BOD via email. Said email must contain the purpose, agenda, and/or action requested.

The President or member of the EC will readily select a date and venue for the meeting within three (3) days of said request. The Secretary will communicate the agenda to the BOD to ensure timeliness to address such matters.

Section 4: Quorum:

A majority (two-thirds or 66%) of the BOD shall constitute a quorum at any BOD meeting.

Section 6: Powers:

The BOD shall manage and sustain the association's business operations while exercising all powers of the association not reserved to the members by the By-Laws or by the Articles of Incorporation.

Section 7: Removal of Directors:

Any director may be removed for justified cause (e.g., failure to attend three (3) consecutive BOD meetings, inappropriate behavior, maligning FAAWIS, members, and/or sister organizations) at any time by a majority vote of BOD (two-thirds or 66%) at a special Board meeting called for such purpose. A vacancy may be filled by a BOD member's nomination and/or appointed by the President or EC.

ARTICLE - V OFFICERS

Section 1: Election and Office:

FAAWIS shall have a President, President-Elect, and Vice-President. Members may be nominated by the BOD, another member, or volunteer them self. All FAAWIS members shall then vote on the candidates by a general election. Notification of election and voting date shall be sent by the Secretary to all members via email with a hyperlink to the electronic ballot. For those members

without access to an email, a printed ballot will be mailed upon request with a return envelope.

The Secretary shall also communicate the results to the Members via email and on the FAAWIS website. Each elected officer shall also agree to supply a photo and short bio for such communication.

In the absence of an all-member election due to extraordinary circumstances (e.g., pandemic like COVID 19), the BOD may elect the President, President-Elect, and a Vice-President, EC, and/or Committee Chairpersons to ensure proper succession management and duty to FAAWIS.

Section 2: Terms of Office

To ensure greater continuity of guidance and service, the following terms of office shall be:

President	2 year
President-Elect	2 year
Vice President	2 year

Section 3: Appointed Officers:

The President shall appoint a Secretary, Treasurer, and Property Custodian. The Secretary and Treasurer shall also be part of the 5-member EC, including the President, President-Elect, and Vice President.

Section 4: Powers and Duties of the President:

The President is responsible for forming a BOD and EC that will aid him/her to lead the organization in a way that clearly supports FAAWIS' mission and actions that promotes the longevity of FAAWIS. Therein, it shall also be the President's duty to preside at BOD and full member meetings and act as an ambassador to all sister organizations.

Section 5: Powers and Duties of the President-Elect:

As a member of the EC and BOD, the President-Elect shall advise and aid both groups to ensure a clean transfer of office upon the completion of the the current President's term. They shall also perform duties that may be assigned to them by the President. (S)he shall take over as President immediately upon the expiration of the current President's term or if the current President cannot fulfill their duties while in office. Therein, it shall also be the President-Elect's duty to attend all BOD and full member meetings and act as an ambassador to all sister organizations.

Section 6: Powers and Duties of the Vice-President:

The Vice-President shall oversee all Committees and obtain monthly reports from each Chairperson to report to the EC and BOD upon the President's request. They shall also perform the duties of the President in the absence of the President or President-Elect. In case of death, resignation, incapacity, removal, or disability of the President, (s)he shall serve in their stead. Therein, it shall also be the vice president's duty to attend all BOD and full member meetings and act as an ambassador to all sister organizations.

Section 7: Powers and Duties of the Secretary:

The Secretary, appointed by the current President, shall keep a record of all BOD and/or EC meeting minutes and maintain all records* for FAAWIS. All BOD and Members may have access to such communications. The Secretary will perform any other duties as the office may require. Therein, it shall also be the Secretary's duty to attend all BOD and full member meetings and act as an ambassador to all sister organizations. Finally, the Secretary is also responsible for training the incoming Secretary to ensure continuity of process and knowledge of critical organization information.

* This may include:

Board Minutes, Event or Initiative Processes, Member Database, FAAWIS.org IDs & passwords. Incorporation Records, Annual Reports to State of Wisconsin, and Annual Insurance Policy.

Section 8: Powers and Duties of the Treasurer:

The Treasurer shall be the custodian of all FAAWIS funds by maintaining clear accounting records (e.g., bank records, payment of member dues, budgets for all initiatives) by disbursing funds, and by aiding in any audit ordered by the EC or BOD). The Treasurer shall also provide consistent monthly reports (e.g., P&L, Cashflow YTD budget vs. actual, and next year's annual budget) to the EC.

The EC will appoint two (2) members to serve on the Finance Committee. They will be able to co-sign all checks, review requisitions and budgets to ensure proper fiscal management and transparency to the members. Therein, it shall also be the duty of the Treasurer to attend all BOD and full member meetings and act as an ambassador to all sister organizations.

Section 9: Powers and Duties of the Property Custodian:

The Property Custodian (PC) shall be responsible for the inventory and maintenance of FAAWIS properties. The PC is to keep proper records and provide monthly reports (e.g., items missing or damaged thus requiring replacement). This will aid Committee Chairpersons in requesting needed equipment or supplies for events.

(S)he may enlist the aid of two (2) member volunteers to aid with these matters. The PC may grant access to FAAWIS property (including a storage unit) as needed. It shall also be the PC's duty to attend all BOD and full member meetings and act as an ambassador to all sister organizations.

ARTICLE - VI GENERAL MEMBERSHIP MEETINGS

A general membership meeting shall be held at least once per annum (e.g., Summer Picnic or Winter Festival). Twenty (20) members of the association shall constitute a quorum.

ARTICLE - VII COMMITTEES

Section 1 :

The BOD shall oversee five (5) Standing Committees that will help conduct the FAAWIS business.

Governance (Incorporation, Constitution, By-Laws, Elections)

Nominations & Elections Sub-Committee

- A chairman and two (2) members shall be appointed by the President and upon the BOD's approval to seek nominations for a new board of directors. The nominees' list shall be emailed or mailed upon member request to the general membership at least one (1) month before the election. Members will receive one ballot per member over the age of 18 years except honorary members. They shall create and tally votes, proclaim the winners of the election and mediate any dispute from the election process.

Membership

- Be responsible for recruiting new members, reviewing membership applications, maintaining current lists of members and their dues, and working with Marketing and Liaisons to foster growth.

Finance

- Audit FAAWIS' accounts at the close of each month . The Finance Committee will also provide reports on the progress of financial planning for the future. Upon approval by the BOD, reports will be posted to the website and reviewed upon request at the annual meeting.

Marketing - Communicate Newsletter

- The Bulalakaw shall be the official newsletter of FAAWIS to communicate to members. The President, subject to the approval by the Board of Directors,

shall appoint an editor in chief, who may appoint additional members to their staff. The President shall appoint the Advertising and Publications Chairpersons who, in turn, may appoint Committee members to assist them.

- **Community** (e.g., Events, Inter-Association Liaison, National Association Relations)

Events

- Dinner Dance (Winter - Feb)
- Summer Picnic and/or Summer Festival (June/July)
- Filipino American History Month (Oct)
- Holiday Folk Fair (Nov)
 - Cultural Booth
 - Food Booth
 - Merchandise Mart
- Children's Christmas Party (Dec)
- Simbang Gabi (Dec)
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Education

- Scholarship Sub Committee
- History & Language
- Dance
- Cooking/Cuisine
- Financial Literacy
- Religion
- Arts & Crafts
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Health & Wellness (co-market events for membership & development)

- Philippine Nurses Association (co-market events)
- Philippine Center - Free Medical Clinic
- Virtual
 - International Women's Day (March)
 - Zumba
 - Monthly Birthday Dance
 - Qi Gong and Breathing exercises
 - Quarterly Health-related presentations

Section 2 :

With the approval of the majority of BOD, the President shall create Special Committees to implement social and other activities of the association.

Section 3 :

The Vice President shall appoint the Chairperson of each Committee. The Chairperson shall call for nominations or volunteers for respective committees.

Section 4 :

The BOD shall review the Constitution and By-Laws annually. All proposed or employed amendments instituted will be communicated to members and posted to the website.

ARTICLE - VIII FISCAL YEAR

The fiscal year of the association shall be the calendar year.

ARTICLE - IX PARLIAMENTARY AUTHORITY

The rules in the current edition of [Robert's Rules of Order](#) shall govern the association in all cases to which they apply. They are not inconsistent with these By-Laws and any special rules of order the association may adopt.

ARTICLE - X CONSTRUCTION

Words that import one gender may be applied to any gender, and terms that import the singular or plural may be used to the plural or singular, all as a sensible construction or the language so required.

ARTICLE - XI AMENDMENTS

These Constitution and By-Laws may be amended at any regular meeting of the general membership by a majority vote of the members present. The proposed amendment is specified in the notice to call a meeting.

ARTICLE - XII DISSOLUTION

Section 1 : If for any reason this association is to be dissolved or ceases to exist, the membership shall be notified by the EC, and with the approval obtained by 2/3 majority vote of current members voting in a General Assembly meeting, 30 days before dissolution.

Section 2 : Its assets shall be distributed following the provisions of section 501c (4) of the U.S. Internal Revenue Code or corresponding branch of any future federal state or local government for public purpose.

Section 3 : Any assets not disposed of may be disposed of by a court of competent jurisdiction of the county. The principal office of the organization is then located exclusively for such purpose.

April 12, 2021

Date of Ratification

Angelica Varona Camara
FAAWIS President 2020-2021