

Amendments for Vote by the PAMANA General Membership

1st Amendment: Name

The name of the association shall be "Philippine-American Association of Madison And Neighboring Areas Inc" (PAMANA), but it may sometimes be referred to as "Philippine-American Association of Madison & Neighboring Areas"

Justification: The "Inc" part is required by Wisconsin State law and is the way we have always been registered. Sometimes our public references to PAMANA replace the "And" with "&" which helps shorten the name a bit, so we should mention that possibility, but the "And" is the second "A" of PAMANA.

Impacted section(s):

Article 1: "The name of the association shall be known as Philippine-American Association of Madison and Neighboring Areas (PAMANA)."

2nd Amendment: Governing law

PAMANA shall conform to all active regulations in the State of Wisconsin governing nonstock incorporated membership associations exempt from income tax and eligible to receive tax deductible contributions (e.g. [U.S. Code: 26 section 501\(c\)\(3\)](#), [U.S Code 26 section 170\(c\)\(2\)](#), [WI Stat. ch 181](#) and [ch. 202\(II\)](#), [WI Admin. Code: DFI-BKG 60](#)), including provisions to interpret terms like “in writing,” “written,” “email” and “sign” in the light of modern technology.

The following current bylaws and passages of the Articles of Incorporation shall apply only so long as they remain required and permitted by those regulations (i.e. they will no longer be mandated in the bylaws):

- Article 2, section 9: “PAMANA shall not participate, endorse, or intervene on behalf of any candidate for public office.”
- Article 2, section 11: “PAMANA shall promote activities and projects that qualify for and are governed by the provisions of section (501) (c)(3) of the Federal Internal Revenue Code from time to time.”
- Article 3: "The association shall maintain in the state of Wisconsin a registered address, which shall be that of the duly elected President of the association. The executive board may at any time change the location of the registered address and the person designated as the registered agent. The association may also have other designated addresses at such places as the officers may designate by resolution."
- Article 5, section 1: “Voting members shall constitute as the highest policy making body of the association when in session.”
- Article 5 section 5: "The Executive Board may call a special membership meeting if deemed necessary and shall notify the general membership of the purpose, time, and place of the special meeting at least two (2) days prior to the meeting."
- Article 6, section 6: The tax documents prepared and filed by the Treasurer shall be “I-90.”
- Article 9, section 6: “No part of the net earnings of the association shall inure to the benefit of, or be distributed to its members, board members, or other private person, except that the association shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distribution in furtherance of the purposes set in Article 2 hereof.”
- Articles of Inc: “PURPOSE: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
POWERS: No part of the net earnings of the organization shall inure to the benefit of, or be

distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not be conducted for any purposes not permitted to be conducted (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.”

Justification: This amendment would allow us to simplify our bylaws by striking Article 2 section 9, Article 2 section 11, Article 3, Article 5 section1, Article 6 section 6, and Article 9 section 6, and the PURPOSE and POWERS sections of our Articles of Incorporation. These sections seem written merely to affirm our intention to comply with governing laws. It is more accurate to simply specify the governing law, so there will be no need to amend our documents when those governing laws change.

Article 5 section 5 already contradicts 181.0705(3)(a) by permitting 2 day notice where 181.0705(3)(a) currently requires at least 10 days, and Article 3 already goes beyond governing law by requiring that we change our registered address every time a new President take office. For many years, we have instead maintained a consistent P.O. Box, so this amendment would better align our bylaws to our actual behavior.

Impacted section(s): Article 2 section 9, Article 2 section 11, Article 3, Article 5 section1, Article 6 section 6, Article 9 section 6

Article 5, section 9: “A petition signed by fifty percent (50%) of the total voting membership shall warrant a special election of the entire Executive Board.”

Article 6, section 12: “Executive Board may take action without meeting if all officers agree. This may be done by each one signing a written consent describing the action taken and including the consent in the minutes. The action taken is effective when the majority of the Executive Board members sign the consent.”

Article 6, section 13: “Members of the Executive Board may cast their vote on matters that require immediate decision via email message exchange forwarded to all officers that have email access. The President shall keep a printed copy of every officer's vote or response on the matter being decided in such manner

Article 6, section 15: “Resignation shall be formally communicated in writing or via email to the Executive Board.

3rd Amendment: Geographic area

The geographic coverage of PAMANA shall be Madison and neighboring areas.

Justification: Our current bylaws specify “south-central Wisconsin” as the geographic scope of PAMANA, but our name is “Madison And Neighboring Areas,” so that may seem like false advertising. Of course, we intend to welcome people from outside Madison to our events, but clarifying our Madison focus relieves the board from any obligation to hold events in Beloit, Spring Green, and Wisconsin Dells, and eliminates the threat of encroaching on the territory of the Filipino Association in Janesville, all of which are in south-central Wisconsin.

Impacted section(s):

Article 2, section 1: "PAMANA shall foster unity and harmony among the Filipinos, Filipino Americans, and American communities throughout south central Wisconsin by encouraging them, pioneers and new settlers, their families, and their friends to participate."

Articles of Inc: "The Philippine-American Association of Madison & Neighboring Areas (PAMANA) is a non-profit organization whose mission includes fostering unity and harmony among Filipino, Filipino-American, and American communities in south-central Wisconsin, promoting Filipino cultural education, and providing aid and assistance to humanitarian projects both in the local community and distressed communities in the Philippines."

4th Amendment: Scope of talent mandate

The purposes of PAMANA shall include to promote Filipino culture by bringing our local talents to Madison and neighboring areas, without concern with whether those talents happen to be “great”.

Justification: This amendment would allow us to strike the word “great” in Article 2, section 2. It may be in our nature to showcase great talents, but it isn’t in our current culture to proclaim our talents “great,” or to build up some kind of legal system for rating talents.

Impacted section(s):

Article 2, section 2: "PAMANA shall promote Filipino culture by bringing to our community our great local talents and visiting Filipinos and Filipino-American cultural group performers to enrich and share the elegance of Filipino culture in Madison and neighboring areas."

5th Amendment: Scope of cultural diversity and humanitarian mandate

The purposes of PAMANA shall include to support events and organizations that promote cultural diversity, whether in the United States or not. However, any funds to support endeavors outside Wisconsin (e.g. scholarships used outside Wisconsin) would be raised by means other than raffles.

Justification: We do not want to limit our cultural and humanitarian support geographically. On the other hand, Wisconsin 563.907(2) states “Local organizations that may conduct raffles include only those organizations whose activities are limited to this state, to a specific geographical area within this state, or to a specific geographical area that is partly within this state and partly within another state”. Our experience has been that government organizations use our bylaws and Articles of Inc to judge whether we are eligible for a raffle license, so it is important to clarify how we remain eligible.

Impacted section(s):

Article 2, section 3: "PAMANA shall support events and those organizations that promote cultural diversity in Madison, its neighboring areas and the nation as a whole."

Article 2, section 6: "PAMANA shall participate and contribute to humanitarian projects supporting its less fortunate members, Filipinos, Filipino-Americans, Americans in Madison and neighboring areas, and those Filipinos in the Philippines through various humanitarian endeavors."

Articles of Inc: "The Philippine-American Association of Madison & Neighboring Areas (PAMANA) is a non-profit organization whose mission includes fostering unity and harmony among Filipino, Filipino-American, and American communities in south-central Wisconsin, promoting Filipino cultural education, and providing aid and assistance to humanitarian projects both in the local community and distressed communities in the Philippines."

6th Amendment: Scope of charity mandate

The purposes of PAMANA shall include to develop and provide available resources and assistance to its members (and to non-members when circumstances dictate), regardless of where they are from.

Justification: This amendment would allow us to strike the “who came to the area from the Philippines and other states” part of Article 2, section 4 and add ” (and to non-members when circumstances dictate)”. We are already providing charitable assistance to members and non-members regardless of where they are from. This amendment would align our bylaws with our current behavior.

Impacted section(s):

Article 2, section 4: "PAMANA shall develop and provide available resources and assistance to its members and for those new settlers who came to the area from the Philippines and other states."

7th Amendment: Scope of religious diversity mandate

PAMANA shall remain a non-sectarian group, regardless of whether its members have varying spiritual beliefs.

Justification: This amendment would allow us to strike the “is comprised of members with varying spiritual beliefs and as such” part of Article 2, section 7. Removing the assumption that PAMANA members have spiritual beliefs makes it more inclusive to potential members who have no spiritual beliefs. Furthermore, it removes the loophole that PAMANA could become a sectarian group provided it eliminated the diversity of beliefs among its members.

Impacted section(s):

Article 2, section 7: "PAMANA is comprised of members with varying spiritual beliefs and as such shall remain a non-sectarian group."

8th Amendment: The Filipino activism mandate

Henceforth, the purposes of PAMANA shall not include to educate its members and the public on social and cultural issues that affect the Filipino and Filipino-American community and its member's interest and welfare.

Justification: This amendment would allow us to strike Article 2, section 10 of the current bylaws. We have not been concerned with special social and cultural issues relating to minority groups, and we think that organizing around such issues--even if called "education"--might evolve into political activity that would disqualify us from non-profit status.

Impacted section(s):

Article 2, section 10: "PAMANA as an association and as a distinct ethnic minority group shall educate its members and the public on social and cultural issues that affect the Filipino and Filipino-American community and its member's interest and welfare."

9th Amendment: "Board of Directors"

Henceforth, the Executive Board shall be called the "Board of Directors"

Justification: What our current bylaws call the "Executive Board" is the full board of directors. That's a confusing name because people who are familiar with typical organizational governance would expect "executive committee" to refer to just the President, Vice President, Secretary, and Treasurer.

Impacted section(s): The term "Executive Board" is used in Article 3 section 1; Article 4 sections 5, 9 and 10; Article 5 sections 4, 5 and 9; Article 6 sections 1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16 and 18; Article 7 section 2; Article 8 section 1; Article 9 sections 3, 4, 5, 7 and 9; Article 10 sections 2, 3 and 4; Article 11 section 2; Article 12 section 1; and Article 15 section 1.

10th Amendment: Connection restriction

The second qualification for membership, "having Filipino descent, spouse, domestic partner, relative or friend of a person of Filipino descent, or having connections to the Philippines or Filipino people" shall not exclude anyone with interest in the Philippines or in Filipino people.

Justification: The amendment would allow us to replace "connections to" with "connections to or interest in..." in Article 4 section 1. It would free us from the technical obligation to exclude non-Filipinos who subscribe to the objectives of the Association, but who do not yet have any Filipino connections. The amendment expresses our spirit of inclusivity and harmony ("PAMANA shall foster unity and harmony among the Filipinos, Filipino Americans, and American communities").

Impacted section(s): Article 4 section 1: "Any person who subscribes to the objectives of the Association, having Filipino descent, spouse, domestic partner, relative or friend of a person of Filipino descent, or having connections to the Philippines or Filipino people, 18 years or older, regardless of race, political belief, religion, gender, or sexual orientation can be a member."

11th Amendment: Age restriction

Age restrictions on membership eligibility shall apply only to *voting* membership. Individuals of any age can enjoy the rights of *non-voting* membership, including subsidized admission fees, and inclusion in member communications and events.

Justification: We want to form relationships with entire families including families that include individuals who are less than 18 years old.

Impacted section(s): Article 4 section 1: "Any person who subscribes to the objectives of the Association, having Filipino descent, spouse, domestic partner, relative or friend of a person of Filipino descent, or having connections to the Philippines or Filipino people, 18 years or older, regardless of race, political belief, religion, gender, or sexual orientation can be a member."

12th Amendment: Membership terms

Dues shall be non-refundable and paid at whichever rate is current at the time of payment. Each membership shall begin upon payment of dues. Each membership shall have its own renewal due date. If the membership is new or lapsed, the renewal date shall be the date of payment plus the period paid for. If renewing a membership that has not lapsed, the new renewal date shall be the previous renewal date plus the period paid for.

In the case of group membership (e.g. family), only the individual registered as the primary member may vote. Each membership shall lapse on its renewal due date if its dues are not paid.

Justification: Our current bylaws prevent anyone from becoming a member eleven months of the year. This amendment would give immediate rights to vote or run for office to any eligible person who pays dues (no need to wait for the special one-month window). It reflects the way our current online membership management system works, which has been very successful at boosting paid memberships. We recognize that this amendment would lock us into an online approach.

Impacted section(s):

Article 4 section 2: "Membership fees shall be due and payable upon application for membership."

Article 4 section 3: "There shall be two types of memberships in the association as described below.

VOTING FAMILY shall be defined as a household that paid membership dues by or on the annual renewal deadline, January thirty first (31).

VOTING INDIVIDUAL shall be defined as an individual that has paid his/her dues by or on the annual renewal deadline, January thirty first (31).

NON VOTING FAMILY shall be defined as a household that paid membership dues after January thirty first (31), but before December first (1).

NON VOTING INDIVIDUAL shall be defined as an individual that paid his/her membership dues after January thirty first (31), but before December first (1).

Article 4 section 4: An eligible "voting family or voting individual" membership shall be entitled one vote in elections

Article 4 section 5: Annual membership dues shall be set annually by the Executive Board "prior to December first (1) of the previous year."

Article 4 section 6: "The membership year shall begin January first (1) and end on December thirty first (31)."

Article 4 section 7: "Annual membership dues shall be payable on or before January thirty first (31)."

Article 4 section 8: "Membership dues paid after December first (1) shall be credited as payment for the following year."

Article 4 section 9: "Upon an increase in membership dues, the Executive Board will decide whether to bill members who have paid their dues in advance for the increase."

Article 4 section 10: "The executive board shall hear and decide appeals for late membership renewals..."

Article 7 section 1: Any member who passed Article 4, Section 1, with the exemption of the student/youth representative, "and has paid the annual dues on or before January 31," shall be eligible for any elective office of the association

13th Amendment: Record date

Each member's rights and benefits begin the moment his/her dues are paid in full.

Justification: Wisconsin Statute 181.0707 (Record date; determining members entitled to notice and vote) requires non-stock corporations to define when rights and benefits begin in their bylaws; otherwise, it grants the board authority to define and redefine when rights and benefits begin. For example, without this amendment, the board could effectively block the vote of all members who joined in the last two weeks--or the last two years!

Impacted section(s): (new)

14th Amendment: Annual dues review

Membership rates do not have to always be set/confirmed every year. If this action is not taken, the current membership rates continue to apply.

Justification: This removes a potential burden from the Board.

Impacted section(s):

Article 4 section 5: "Annual membership dues shall be set annually by the Executive Board prior to December first (1) of the previous year"

15th Amendment: Membership appeals

The Board may establish committees to hear and decide appeals. Members can subsequently appeal decisions to the Board if not satisfied.

Justification: No appeals have been raised in recent memory, but it might be best to screen them first through a committee that wants to keep everyone satisfied. That would mirror the common policy of establishing “customer service” centers. This amendment would address any objection to that approach.

Impacted section(s):

Article 4 section 10: "The executive board shall hear and decide appeals for late membership renewals and the expulsion process."

16th Amendment: Scope of right to free expression

The freedom of expression granted to the general membership shall be limited to the right to express opinions, suggestions, and feedback to the Board with respect and courtesy to opposing points of view.

Justification: This amendment would allow us to replace “freedom of expression on all matters of the association provided that such exercise of freedom shall not impede on another member's rights to free speech” in Article 5 section 3 with “right to express opinions, suggestions, and feedback to the Board with respect and courtesy to opposing points of view.”

The history of attempts to implement freedom of expression are daunting. Already, U.S. laws forbid obscenity, defamation, true threats, fighting words, violations of privacy and security, and expressions that incite panic or imminent lawlessness. It could get complicated to deal with classifying types of speech within PAMANA and to wrestle with whether the Board is obliged to permit filibustering and obliged to provide members with communication channels (or contact information) members could use to spam each other.

We acknowledge that this amendment would empower the Board to censor communication at the membership meeting and to limit access to contact lists, but we think the cons of legislating freedom of expression outweigh the pros in an organization like our own.

Impacted section(s):

Article 5 section 3: "General membership shall enjoy the freedom of expression on all matters of the association provided that such exercise of freedom shall not impede on another member's rights to free speech."

17th Amendment: Synchronization with fiscal year

Board terms shall begin with the new fiscal year, and nominations shall be finalized at the annual assembly of the general membership at least 45 days before that.

Justification: Finalizing the nominations at the annual assembly would give members maximum ability to communicate with each other about the election. It is appropriate for audit periods to align with changes in financial responsibility and most convenient for officers to be elected at least one month before their terms begin.

Impacted section(s):

Article 5 section 4: "The general membership shall have an annual spring assembly meeting."

Article 7 section 2: "Election of the Executive Board shall be held in the spring of every year."

18th Amendment: Election notification

The Executive Board shall notify the general membership about nomination and election procedures, including the purpose, time, and place of the annual meeting, no less than thirty (30) days prior to the annual meeting.

Justification: This amendment would replace and reconcile Article 5 section 4 and Article 7 section 6 which could otherwise confuse by giving different accounts of the notice requirements.

Impacted section(s):

Article 5 section 4: "The Executive Board shall notify the general membership of the purpose, time, and place of the annual meeting not less than ten days before such a meeting."

Article 7 section 6: "All voting members shall receive information no less than forty five (45) days notice about the nomination and election procedures and reminders for membership renewal.

19th Amendment: Quorum of members

At least ten percent (10%) of the current voting members must be present at an annual or special meeting to constitute a quorum where official business can be conducted.

Justification: This amendment would eliminate the risk of a decision being made with too few members present to establish legitimacy of the decision-making process. Assuming there are at least 60 members, a random sample of 10% of the members would have only about 1% odds of misrepresenting the full membership on issues around which four-fifths of the full membership agree (and only about 8% odds when two-thirds of the full membership agree). Of course, meeting attendees are not random samples, but 10% of members can be formidable, so it should be taken seriously.

We understand that this minimum quorum could become burdensome if the membership grows very large, but at its current size the board of directors itself could more than satisfy this quorum.

Impacted section(s):

Article 5 section 6: "Only those voting members that are present at an annual or special meeting constitute a quorum."

20th Amendment: Scope of suffrage

Aside from ratification of proposals by the board, the actions taken by the voting members in session shall be limited to election and removal of the board.

Justification: Neither the Board nor any member has ever asked the voting membership to decide a policy in the past, so providing for that eventuality in the bylaws seems like superfluous complication. Furthermore, members may be more inclined to attend the annual membership meeting if assured that their attendance will not put them in the middle of an unexpected policy dispute.

Impacted section(s):

Article 5 section 7: "Actions are taken by an affirmative vote of simple majority of voting members present, unless these by-laws provide differently."

Article 6 section 1: "The second highest policy-making body of the association shall be the Executive Board when the general membership is not in session. It will govern and carry out the general membership's policies and decisions. The board may transact any business of the association in any of its regular meetings provided a quorum of the active board is present."

21st Amendment: Member petition

Henceforth, the petition to warrant a special re-election of the entire Board is reduced to ten percent (10%)of the total current voting membership or at least ten voting current members, whichever is greater.

Justification: It is important to resolve conflicts because the purposes of PAMANA include to “foster unity and harmony” and because the presence of serious festering conflict would raise doubts about the legitimacy of leaders. The other conflict-resolution mechanisms provided by these bylaws would not work for conflicts between groups of members and a unified majority of the board, so it is important to be able to trigger the re-election mechanism whenever a serious festering conflict against a unified majority of the Board arises. In the Philippines, a petition designating a disruption that warrants a recall must be signed by 25% of voters. In the United States, WI 181.0702 recommends a 5% threshold. 10% sits between these models and is large enough to constitute a quorum.

Impacted section(s):

Article 5 section 9: "A petition signed by fifty percent (50%) of the total voting membership shall warrant a special election of the entire Executive Board."

22nd Amendment: Board Expectations

The Board of Directors shall be expected to:

- Understand the mission and purposes of the organization
- Ensure strategic and organizational planning
- Ensure strong fiduciary oversight and financial management
- Approve and monitor PAMANA's programs and services
- Enhance PAMANA's public image

Each member of the Board shall be expected to:

- Know the organization's policies, programs, and needs
- Faithfully read and understand the organization's financial statements
- Serve as advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for PAMANA to advance its mission
- Leverage connections, networks, and resources to develop collective action to fully achieve PAMANA's mission
- Consider making a financial contribution through in-kind or cash donations to general funds or specific projects
- Help identify personal connections that can benefit the organization's fundraising and reputational standing
- Prepare for, attend, and conscientiously participate in Board meetings
- Participate fully in one or more committees
- Know and follow the organization's bylaws, policies, and board resolutions
- Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- Maintain confidentiality about all internal matters of PAMANA

Justification: The bylaws already imply certain expectations for the board by establishing responsibilities and powers, but it does not yet provide a neat list. A sort of "job description" would serve those who nominate, those who accept nominations, and those who vote in elections.

Impacted section(s): (new)

23rd Amendment: President term

The Board may reelect the President for up to three consecutive years. Accordingly, the President Elect shall henceforth be called "Vice President" and will serve the following year's term as President only if elected to that position in the following year. Notification of an election of the Board shall include notification of the time and place of its first meeting (when it elects its officers). In the case of a special election, the first meeting shall be within 10 days after the election and officer duties and powers shall transfer upon election. In the case of a regular election, the first meeting shall be prior to the new term and officer duties and powers shall transfer upon the change of term.

Justification: Officers can be more effective if serving in their position for more than one year (other officers have no term limits), and PAMANA should be permitted to achieve that efficiency with the President position just as it already can (and does) with its other officer positions.

By eliminating the power of the President-Elect to automatically become President, this amendment requires the board to elect its President. Clearly the President cannot set the time and place of that election because the President will not yet have been elected, so the bylaws must provide for setting the time and place of the election.

Impacted section(s):

Article 6 section 4: The Executive Board shall serve a year term except for the President Elect who will serve his or her actual term and the following year's term as President.

24th Amendment: Coordination of committees

The President shall be responsible to coordinate all regular committee activities.

Justification: Currently, the President Elect (a.k.a “Vice President”) merely helps the President and serves in his/her absence. This amendment would synchronize the bylaws with current practice.

Impacted section(s): Article 6, section 6

The members of the Executive Board shall have the following duties:

President

- Preside at all meetings of the association and Executive Board
- Appoint chairpersons of committees
- Represent the association at official functions
- Present an overall annual report of the status of the association at its annual assembly
- Perform other duties as may be required by the association or the Executive Board

President Elect

- Assist the President in all duties and responsibilities
- Perform the duties or succeed the President in the latter's absence
- Coordinate all regular committee activities
- Perform other duties as may be required by the association or the Executive Board

25th Amendment: Financial reporting

The Treasurer shall ensure that the Board receives quarterly budget-to-actual and year-to-date financial statements tracking adherence to approved program and event budgets.

Justification: We already track adherence to budgets, and we think it is such a valuable practice that the bylaws ought to require all future boards to maintain the same discipline.

Impacted section(s): Article 6, section 6

Treasurer

- Report to the Executive Board a periodic financial status and issue a quarterly or semi-annual financial statement to the association

26th Amendment: Treasurer Responsibilities

The Treasurer shall additionally be responsible to prepare budgets, invest assets as approved by the Board, coordinate and review audits, and review accounting policies and financial controls.

Justification: The resources and knowledge required to perform these tasks overlaps significantly with those required to perform the existing tasks of the Treasurer. Synergies may be achieved by coordinating these tasks through the same person.

Impacted section(s): Article 6 section 6:

Treasurer

- Collects and deposit in a timely manner fees and other funds for the association
- Make disbursements from the designated funds upon authorization of the Executive Board
- Maintain an accurate and up to date record of financial activities of the association
- Issue receipts of payments of dues and donations
- Take charge of property inventory
- Prepare and file required I-90 tax documents

27th Amendment: Public Relations Officer

“Public Relations Officer” responsibilities will be set by the Board, rather than restricted or mandated by its bylaws.

Justification: Removing the mandate for a Public Relations Officer allows the Board to allocate these responsibilities more flexibly. If the most appropriate person to fulfill these responsibilities happens to be the Vice President (or another officer), the Board could assign these responsibilities to that person. The Board could also assign the responsibilities to a committee, which might provide more continuity than an individual who might become unavailable more suddenly. Removing this position would not create any risk of PAMANA lacking public representation; the existing duties of the president already include to “represent the association at official functions.”

Impacted section(s): Article 6 section 6:

Public Relation Officer

- Conduct activities which will provide information to PAMANA members and the general public regarding PAMANA events.
- Assist and coordinate the preparation of Tambuli, PAMANA's quarterly Newsletter, and the website
- Coordinate publicity in the media
- Assist in making presentations about PAMANA to various organizations and groups
- Perform other duties as may be required by the association

28th Amendment: Strike Advisor Job Description

"Advisor" responsibilities will be set by the Board, rather than restricted or mandated by its bylaws

Justification: In the current bylaws, the "Advisor" job description is for board members who do not have another job description (i.e. not for the President, Vice-President, Treasurer, etc.). While we do see value in listing expectations for board members in general (see amendment 22), we do not think board members should lose powers/responsibilities by becoming President, Vice-President, Treasurer, etc.

Impacted section(s): Article 6 section 6:

Seven (7) Advisors

- Gather and present information on availability of resources in the community
- Serve as mediator in the clarification of issues and the resolution of conflicts affecting the association
- Provide further insight and expertise in decision making processes
- Recommend appropriate projects to be conducted by the association
- Perform other duties as may be required by the association

29th Amendment: Administrative help

The Secretary and Treasurer need not perform administrative tasks personally, provided they ensure the tasks are completed properly.

Justification: We put too much burden on the current Secretary (who also performs administrative tasks assigned to the Treasurer), so the organization may face great difficulty when the secretary position shifts to a different person. To handle such difficulty, this amendment empowers the Board to shuffle tasks and even to get help from outside the board.

Impacted section(s): Article 6 section 6:

Secretary

- Records and distributes minutes of the association and the Executive Board
- Maintain all the records of the association such as current membership directory, constitution and by-laws, minutes of meetings, and other documents which the association may deem proper for safe keeping

Treasurer

- Collects and deposit in a timely manner fees and other funds for the association
- Make disbursements from the designated funds upon authorization of the Executive Board
- Maintain an accurate and up to date record of financial activities of the association
- Issue receipts of payments of dues and donations
- Take charge of property inventory
- Prepare and file required I-90 tax documents

30th Amendment: Board meeting times

The Board shall meet a minimum of four (4) times per term, but not necessarily quarterly.

Justification: The board has not adhered to the quarterly restriction over the years.

Impacted section(s):

Article 6 section 8: "The executive board shall conduct a minimum of quarterly (4) meetings annually"

31st Amendment: Administrator Position

The Board may appoint an Administrator. If it does, then it will annually review the Administrator's tenure, duties, performance, and compensation. The Administrator will attend all Board meetings and Executive committee meetings except for portions at which the tenure, performance, or compensation of the Administrator is under consideration.

The Administrator shall have no vote in the decision-making of the Board or its committees.

Justification: Al currently serves as Administrator (as well as Secretary and handling much of the Treasurer responsibilities). He has proven invaluable, so it seems like a best practice to keep him (or someone like him) doing what he is doing. Al serves voluntarily and has not asked to change that arrangement, but in the further future, dependence on an Administrator could be a reason to compensate the Administrator. This amendment eliminates the conflict of interest that could create.

We understand that WI 181.0855 protects only board members from liability, and that protecting staff from liability would require purchasing liability insurance.

Impacted section(s): (new)

32nd Amendment: Regular board meeting notice

Board members must be given at least 30 days notice of regular board meetings, but the President may shift the agenda and location without rescheduling the meeting.

Justification: Increasing the notification time from 7 days to 30 days would increase the odds of better attendance.

Impacted section(s):

Article 6 section 9: “The President shall consult the members of the Executive Board on the agenda and board members must be notified of the time, place, and final purpose of the meeting seven (7) days prior to the regular meeting.”

33rd Amendment: Special board meeting notice

Board members must be given at least 7 days notice of special board meetings, but the President may shift the agenda and location without rescheduling the meeting.

Justification: Increasing the notification time from 2 days to 7 days would increase the odds of better attendance. In the case of emergencies, the Board can (and already does) act via electronic communication. If the emergency work requires face-to-face meeting, the board could authorize an Executive Committee to meet and act.

Impacted section(s):

Article 6 section 10: “Any member of the Executive Board, following consultation with the President, may request for a special meeting of the Executive Board with at least 2 days notice, informing each member of the date, time, place, and purpose of the special meeting.”

34th Amendment: Vacancies on the board

The President will not be required to fill vacancies on the board, except to maintain quorum.

Justification: This amendment would give the board flexibility should the next election be soon or should it be difficult to fill a vacancy. Note that the quorum does not change, so the board will still need to fill enough vacancies to maintain quorum.

Impacted section(s):

Article 6 section 17: "Vacancies that arise between election shall be filled by the President with the approval of the board. The President has the power to appoint from the membership an emergency replacement to serve the duration of the term."

35th Amendment: Board compensation

Board service shall be voluntary and not compensated.

Justification: Voluntary boards have less conflict of interest. Without this amendment, the board would have authority to compensate itself as it sees fit.

Impacted section(s): (new)

36th Amendment: "Nominating Committee"

Henceforth, the transitional Committee on Election (COMELECT) shall be called the "Nominating Committee"

Justification: COMELEC is a commission in the Philippines and is not standard terminology in the U.S.

Impacted section(s): The term "COMELECT" is used in Article 7 sections 3, 4, 5, 7 and 10.

37th Amendment: Online election

For each election, a short bio of each nominee will be made available to all members online. Voting members with current dues will then be given a time period of 15 days to cast their votes through an approved online method.

Impacted section(s):

Article 7 section 9: "Members with current dues can cast their vote in person, through email, mail, or a representative with an authorization letter."

Justification: Online voting is more convenient to members and matches our online member management system. The board can assist any members who do not otherwise have online access (if there are any). Eliminating other means to cast votes would simplify the election process and reduce opportunity for voter fraud.

38th Amendment: Election quorum

No candidate can be elected to the board without the vote of at least a simple majority of a quorum of the voting members, even if the number of nominees is no more than the number required to fill the board.

Justification: Members should be given the opportunity to confirm the board members who are running, even if there are not extra nominees.

Impacted section(s):

Article 7 section 7: "If the number of official nominees are exactly or less than the required total members of the board, the nominees are automatically elected, election will not take place. The COMELECT and automatically-elected board will determine how to fill the vacant position(s) at a special meeting of the duly elected board."

39th Amendment: Appointed committees

The Board may appoint committees to fulfill the purposes of the organization and fulfill the responsibilities assigned to its officers. The names and mandates of committees (other than the Nominating Committee) shall be subject to approval by the board, rather than restricted or mandated by the bylaws. However, the authority of any such committee shall be limited to executing plans approved by the board.

Justification: This amendment would empower current and future administrations to align its committee structure and mandates with its own plans. If we do not pass an amendment like this, PAMANA will be violating its own bylaws because we do not have a “Tambuli Committee” or “Annual Philippine Independence Day Committee.”

Impacted section(s):

Article 8 section 1: “The President shall appoint the following regular committees, with their respective chairperson, subject to the approval of the Executive Board. The replacement of the chairperson shall be subject to the approval of the majority of the Executive Board.”

Article 8 section 2: “Committee tasks and functions:

Membership and Outreach Committee shall promulgate the necessary procedure for recruiting and accepting prospective members. It shall promote renewals of current and past membership, prepare, update membership roster, and prepare brochure and directory. It shall become the information resource for new settlers. It shall plan and initiate welcoming activities for new settlers as well.

Tambuli Committee shall be responsible for the dissemination of technical matters, publication, articles, collection of event photos, and the preparation and distribution of quarterly newsletter for the association. The President and P.R.O shall be automatically an Ex Officio member of the committee.

Social Events Committees shall be responsible for initiating planning and preparation for social events such as but not limited to summer, Halloween, and Holiday events.

Annual Philippine Independence Day Committee shall be responsible for planning and implementation of the Annual Philippine Independence Day celebration.

Interim Committee shall be temporary committees formed at the discretion of the President for specific projects and objectives.”

40th Amendment: Fiscal year

The fiscal year of the association shall start on July first (1st) and end June thirtieth (30th) of the following year.

Justification: An auditor recommended this shift to allow adequate time to reconcile July cash flows before the start of the next fiscal year. We expect cash flows in June to typically be much fewer. Calendar year would not be a realistic fiscal year because Christmas Party receipts and expenses are not fully reconciled until the end of January or early February. Assuming passage of amendment 17, this would put the annual meeting around April 1-May 15.

Impacted section(s):

Article 9 section 1: "The fiscal year of the association shall start on August first (1st) and end July thirty first (31st) of the following year."

41st Amendment: Audit frequency

The association's financial accounts shall be audited within sixty days of the start of a new Treasurer's term, but otherwise need not be audited more than once every three years.

Justification: Wisconsin law requires that we get annual audits only if our revenue exceeds \$500,000, and our revenue is much less, so annual audits may be overkill for us. We have a history of reelecting the same Treasurer, so there may be an opportunity to reduce some expenses.

Impacted section(s):

Article 9 section 2: "The association's financial accounts shall be audited annually, within sixty days of the end of the fiscal year. A report of the audit shall be submitted to the board during its meeting immediately following the completion of the audit."

42nd Amendment: Executive committee

The Board may establish an Executive Committee which may conduct business when the full Board is not in session. Only board members may serve on the Executive Committee, and it will include at least five people: the President, Vice President, Secretary, Treasurer and one or more additional board member(s). The Board may delegate any specific decision to this committee, except for decisions that change the authorities of persons or committees.

Justification: This amendment would give the board flexibility should there ever be issues it cannot bring to the entire group with sufficient timeliness.

Impacted section(s):

Article 9 section 5: "No loans shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of the Executive Board."

Article 9 section 7: "No check shall be issued between meetings for more than \$100 without the executive board's approval."

Article 9 section 9: "All agreement(s) shall require the Executive Boards approval and must be in writing and will not otherwise be officially honored by the association."

43rd Amendment: Issuing checks

No check shall be issued for more than a certain limit without the board's approval. The limit shall be set by the board. The previously set limit remains in effect until a new limit is set.

Justification: The current Article 9 section 7 requires most checks to be issued at board meetings which is inconvenient. Furthermore, specifying a \$100 limit in the bylaws makes it difficult for the board to respond to inflation.

Impacted section(s):

Article 9 section 7: "No check shall be issued between meetings for more than \$100 without the executive board's approval."

44th Amendment: Agreements

The President, Secretary, or Administrator established by the Board can sign any contract on behalf of the association provided it is within the budget approved by the board and does not place any obligation on PAMANA other than payment of the budgeted fee.

Justification: The current bylaw Article 9 section 9 requires each contract to be run past the board, and that can block PAMANA from securing locations, caterers, services, (etc.) quickly. This amendment would provide the board with greater flexibility.

Impacted section(s):

Article 9 section 9: "All agreement(s) shall require the Executive Boards approval and must be in writing and will not otherwise be officially honored by the association."

45th Amendment: Digital asset management

Policies regarding the management of PAMANA digital assets shall be set by the board, rather than restricted or mandated by its bylaws.

Justification: This amendment would empower current and future administrations to align its digital asset management with its own plans and committee structure. In the current structure, it might be appropriate to task the Communications Committee with managing the PAMANA website, email list, and social media accounts. We cannot be certain what will be appropriate in the future, especially as new kinds of digital assets are acquired.

Impacted section(s):

Article 10 section 1: “The PAMANA website shall be used solely for the purpose of reaching the broader public in a faster and electronic way for disseminating PAMANA related activities and information.”

Article 10 section 2: “The executive board shall appoint one or two members of the executive board to assist and work with the volunteer webmaster that will maintain and update the site.”

Article 10 section 3: “The executive board shall adapt and review once every year the rules and regulations for the website.”

Article 10 section 4: “The executive board shall ensure the regular payment of website fees necessary to keep the service available for PAMANA's public information purposes and members use and benefits.”

46th Amendment: Property management

Policies regarding the auditing, management, and care of PAMANA property shall be set by the board, rather than restricted or mandated by its bylaws.

Justification: This amendment would give the board flexibility to manage property as it sees fit.

Impacted section(s):

Article 11 section 2: "The Executive Board will annually audit, oversee, and appoint a custodian of all association property."

47th Amendment: Strike the original preamble

Henceforth, the bylaws will no longer include its original preamble.

Justification: The purposes of PAMANA are in Article 2, so the Preamble was just an opportunity for the original authors to expound less-rigorously on their personal intent. To amend the Preamble would be dishonest because amenders do not have better knowledge of the original intent. However, even if we labelled it “Original Preamble” and moved it to an appendix, leaving the Preamble would create a risk that the amended bylaws may be interpreted in the light of the intentions of the original authors, rather than in the light of the intentions of the amenders. This amendment clarifies that the current members do not want PAMANA representatives to take their guidance from this Preamble.

Impacted section(s):

Approved by Membership – December 13, 2003

Preamble: We, the Filipinos, Filipino-Americans, Americans, and other interested individuals, in order to build an association that shall embody our ideals and aspirations, enrich and share the elegance of the Philippine heritage to this great state, appreciate diversity and a place welcoming and free of prejudice, one with individuals, organizations, and institutions that respect human dignity, united and guided with the ideals of liberty, democracy, and justice for all, organized into an incorporated, non-profit association, do hereby ordain and promulgate these constitution and bylaws.

48th Amendment: Authority of bylaws

The affairs of the association shall be regulated by its bylaws. No part of the bylaws may be amended without ratification by the members as provided for in the bylaws.

Justification: Bylaws can help make a board accountable to its members. Without this amendment to the Articles of Incorporation, the board would have authority to amend the bylaws without ratification by the members, and there is something dishonest about publishing bylaws if the board isn't bound by them.

Impacted section(s): Articles of Incorporation.

