



**Philippine-American Association of Madison & Neighboring Areas  
(PAMANA)**

## **Constitution and By-laws**

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 by-laws.

### **ARTICLE 1 Name**

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

### **ARTICLE 2 Purpose**

- 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.
- 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.

- Section 3. PAMANA shall support events and those organizations that promote cultural diversity in Madison, its neighboring areas and the nation as a whole.
- 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.
- Section 5. PAMANA shall create opportunities for children and youth to enrich their awareness of the Filipino culture by providing them a chance to meet, speak, play, and enjoy activities with native and nonnative Filipino-American children.
- 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.
- Section 7. PAMANA is comprised of members with varying spiritual beliefs and as such shall remain a non-sectarian group.
- Section 8. PAMANA shall recognize the contribution of all members of its community regardless of and not because of their individual socio-economic background, religion, tradition, profession, gender, or sexual orientation by promoting respect and understanding of differences among its members.
- Section 9. PAMANA as a non-partisan association shall respect its members' personal political beliefs and affiliations. It shall not participate, endorse, or intervene on behalf of any candidate for public office.
- 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.
- 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**

#### **Office**

- Section 1. 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 anytime 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 4**

#### **Membership**

- 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.
- Section 2. Membership fees shall be due and payable upon application for membership.
- Section 3. There shall be two types of memberships in the association as described below.
- a. VOTING FAMILY shall be defined as a household that paid membership dues by or on the annual renewal deadline, January thirty first (31).
  - b. 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).
  - c. NON VOTING FAMILY shall be defined as a household that paid membership dues after January thirty first (31), but before December first (1).
  - d. 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).
- Section 4. An eligible voting family or voting individual membership shall be entitled one vote in elections.
- Section 5. Annual membership dues shall be set annually by the Executive Board prior to December first (1) of the previous year.
- Section 6. The membership year shall begin January first (1) and end on December thirty first (31).
- Section 7. Annual membership dues shall be payable on or before January thirty first (31).
- Section 8. Membership dues paid after December first (1) shall be credited as payment for the following year.
- 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.
- Section 10. The executive board shall hear and decide appeals for late membership renewals and the expulsion process.

## **ARTICLE 5**

### **Suffrage**

- Section 1. Voting members shall constitute as the highest policy making body of the association when in session.

- Section 2. General membership (voting and non-voting members) shall have the right to a full and accurate accounting of the funds of the association.
- 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.
- Section 4. The general membership shall have an annual spring assembly meeting. 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.
- 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.
- Section 6. Only those voting members that are present at an annual or special meeting constitute a quorum.
- Section 7. Actions are taken by an affirmative vote of simple majority of voting members present, unless these by-laws provide differently.
- Section 8. Non voting members shall enjoy the same benefits available to voting members, except the right to vote and hold office.
- 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**

### **Administration of the Association**

- 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.
- Section 2. The executive board may elect to refer important matters for deliberation and approval of the voting members in any regular or special meeting where a quorum is present.
- Section 3. The number of board members will be exactly thirteen and elected without specific positions on the day of the election.
- 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.
- Section 5. The Executive Board's specific positions shall be determined among themselves shortly after they are elected. Members of the board will determine the selection

process applicable to divide their respective positions to be announced after the election.

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
- Officially assume President's duties and responsibilities the following year.
- Serve a two year term on the Executive Board

**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
- Perform other duties as may be required by the association

**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
- Report to the Executive Board a periodic financial status and issue a quarterly or semi-annual financial statement to the association
- 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
- Perform other duties as may be required by the association
- Prepare and file required I-90 tax documents

**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

**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

**(1) Student / Youth Representative**

- Represent PAMANA, particularly the student members to the educational institutions and organizations
- Encourage the participation of younger members in the activities of the association
- Motivate prospective youth and students to officially join PAMANA
- Perform other duties as may be required by the association

Section 7. Executive board's quorum shall consist of 7 board members. Action is taken by a majority vote of the quorum present.

Section 8. The executive board shall conduct a minimum of quarterly (4) meetings annually.

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.

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.

Section 11. All officers shall attend all meetings of the Executive Board unless properly excused by notification of their fellow officers. The office of an Executive Board member who is ABSENT without prior announcement and unexcused for three (3) consecutive meetings shall be declared vacant upon approval of the board. The concerned board member will be notified accordingly.

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.

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.

- Section 14. Executive Board meetings shall be open to the general membership. The Executive Board may declare a meeting closed by a majority vote.
- Section 15. Resignation shall be formally communicated in writing or via email to the Executive Board.
- Section 16. Removal of an Executive Board member from office shall be initiated by the Executive Board upon any valid complaint of a current voting member. The Executive Board will meet in a special session within two weeks after receipt of a complaint to investigate the allegation. If the complaint is deemed valid, a simple majority vote is required for punitive action. Upon approval of a majority of members of the Executive Board present at a meeting called for the purpose with three (3) days notice, any officer of the association may be removed from office for any just cause, including but not limited to misappropriation of funds, inappropriate conduct, dereliction of obligations and duties, abuse of authority, and failure to surrender items or donations intended for the association. However, removal from office shall not be construed as automatic expulsion from the association. Moreover, the officer concerned shall be given every opportunity to defend himself or herself before the decision is made. A recommendation or decision will be in writing and will include circumstances involving the allegation. A copy shall be presented to each member of the Executive Board and the individuals involved. The President or his or her designee if not involved in the allegation will preside over the proceedings.
- 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.
- Section 18. Outgoing members of the executive board shall assist the incoming officers during the transition process. The immediate past executive board and the current board shall set an official date and appropriate procedure to turn over funds, books, and properties of the association.

## **ARTICLE 7**

### **Election Guidelines**

- 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.
- Section 2. Election of the Executive Board shall be held in the spring of every year.
- Section 3. The President will appoint three members to serve as the transitional Committee on Election (COMELECT) with the approval of the board. The COMELECT is responsible for carrying out the task of ensuring the registration of members

is current (dues paid currently), informing and gathering members' feedback, and election proceedings. The electoral process shall be planned, implemented, and administered by the COMELECT.

- Section 4. Members of the COMELECT shall NOT be entitled to any office for the election year.
- Section 5. Specific dates for the nomination and election shall be determined by the COMELECT.
- 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.
- 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.
- Section 8. Membership dues are to be paid for the current year to be considered a registered voter.
- Section 9. Members with current dues can cast their vote in person, through email, mail, or a representative with an authorization letter.
- Section 10. COMELECT will ensure the validity of votes cast based on voting members' registration record.
- Section 11. Members who served on the board, regardless of their previous position, may serve multiple terms following the normal election process.
- Section 12. If deemed necessary, the board will review existing election guidelines to update them to reflect the current state of the association.

## **ARTICLE 8 Committees**

- 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.
- 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.

## **ARTICLE 9 Funds and Donations**

- Section 1. The fiscal year of the association shall start on August first (1<sup>st</sup>) and end July thirty first (31<sup>st</sup>) of the following year.
- 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.
- Section 3. The Executive Board shall adopt a budget for each fiscal year, based on a reviewed calendar of events, no later than thirty days after the beginning of each term.
- Section 4. The executive board, after thorough discussion and approval, may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name or and on behalf of the association, and such authorization may be for general or specific instances.
- 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
- 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.
- Section 7. No check shall be issued between meetings for more than \$100 without the executive board's approval.

- Section 8. The president and treasurer will be the official signatories of the checking account. The president cannot be the signatory of his or her own reimbursement check. Likewise, the treasure cannot be the signatory of his or her own reimbursement check.
- 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.

## **ARTICLE 10**

### **Website**

- 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.
- 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.
- Section 3 The executive board shall adapt and review once every year the rules and regulations for the website.
- 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.

## **ARTICLE 11**

### **Properties**

- Section 1. All material and equipment purchased with PAMANA funds or donated to the association shall be the property of the association.
- Section 2. The Executive Board will annually audit, oversee, and appoint a custodian of all association property.

## **ARTICLE 12**

### **Planning**

- Section 1. The Executive Board shall conduct an annual review and planning of the organization's activities sixty (60) days prior to the end of each term to improve and adapt from internal and external changes that may affect the objective and functioning of the association.
- Section 2. The outgoing President shall prepare a summary of past year's events followed by incoming President's (President-Elect) announcement of the next term's calendar of events and projected budget.

**ARTICLE 13**  
**Transitory Provision**

Section 1. Only for the 2004-05 term will the general membership elect 13 members of the board. After the 2004-05 term, only 12 members will be elected annually. The 2004-2005 president will only serve for period of one year. All **president elects** will automatically serve a 2 year term. First year will be as president elect and to take task as assigned by the fellow board members, and then to succeed the previous president the following year.

**ARTICLE 14**  
**Dissolution**

Section 1. Upon the dissolution of the association, its assets remaining after the payment, or provision of payments, of all debts and liabilities of the association, shall be distributed to one or more organizations or foundations whose exempt purposes fall within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the Federal, state or local government for a public purpose. Such distribution shall be in accordance with all applicable provisions of the State of Wisconsin. Assets on loan to the association shall be returned to the state of the lender prior to the dissolution of the association.

**Article 15**  
**Amendments to these By-Laws**

Section 1. Amendments of these Articles or By-Laws may be proposed in writing by any three officers in good standing to the Executive Board for evaluation and recommendation. The Executive Board shall have the power to enact, repeal, or modify any by-law(s) pertaining to matters not expressly specified in these Articles. A majority of the Executive Board's seven (7) votes is required for approval.

Section 2. The recommended amendment(s) to these Articles must be ratified by secret ballot by two thirds (2/3) of the general voting membership in good standing that are present to become effective. Upon ratification, the amendments shall become effective immediately, unless otherwise specified.

**ARTICLE 16**  
**Ratification and Enabling Act**

Section 1. These Constitution and By-Laws shall be ratified in a secret ballot by which a two thirds (2/3) majority of the membership who participated in a referendum or present at a regular general or special meeting. All provisions of these Constitution and By-laws shall become effective upon ratification and shall supersede all previous by-laws.