

PAMANA BYLAWS

(Amended)

Adopted on June 29, 2021

ARTICLE 1

Name

- Section 1. The name of the association shall be the “Philippine-American Association of Madison And Neighboring Areas Inc”, but the association may sometimes be referred to as the “Philippine-American Association of Madison & Neighboring Areas” or simply as “PAMANA”.

ARTICLE 2

Governing Law

- Section 1. 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.

ARTICLE 3

Purpose

- Section 1. PAMANA shall foster ***unity and harmony*** among Filipino, Filipino-American, and other communities throughout Madison and neighboring areas by facilitating communal activities and by welcoming new residents.
- Section 2. PAMANA shall share ***Filipino culture*** in Madison and neighboring areas by showcasing the talents of local and visiting Filipino and Filipino-American cultural group performers.
- Section 3. PAMANA shall support events and organizations that promote ***cultural diversity***.
- Section 4. PAMANA shall develop and provide ***resources and assistance*** for new residents and PAMANA members, and for non-members when circumstances dictate (e.g. maintain a communication/information system in support of its other purposes).
- Section 5. PAMANA shall create opportunities for ***children and youth*** to enrich their awareness of Filipino culture and to enjoy activities with Filipino-American children.
- Section 6. PAMANA shall contribute to ***humanitarian projects*** in Madison and neighboring areas. It may also contribute to humanitarian projects in the Philippines. However, any funds used to support endeavors outside Wisconsin would be raised by means other than raffles.
- Section 7. PAMANA shall recognize all individuals who contribute to PAMANA, notwithstanding their socio-economic background, religion, tradition, profession, gender, or sexual orientation. It will promote ***respect and understanding*** of differences among its members. PAMANA shall remain a non-sectarian group.

ARTICLE 4

Membership

- Section 1. Any individual person can be a member, regardless of race, political belief, religion, gender, or sexual orientation, provided such person:
- 1) Subscribes to the objectives of the Association, and
 - 2) Has Filipino descent or has a spouse, domestic partner, relative, or friend of Filipino descent, or has connections to or interest in the Philippines or Filipino people

If the individual is 18 years or older, then he/she additionally can be a voting member.

- Section 2. Each membership will begin upon payment of dues and 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. If dues are not paid in full, then the membership will lapse on its renewal due date.
- Section 3. Each member's rights and benefits begin the moment his/her dues are paid in full.
- Section 4. Each eligible voting individual membership or group membership shall be entitled to one vote in elections. In the case of group membership (e.g. family), only the individual registered as the primary member may vote.
- Section 5. Dues shall be non-refundable and paid at whichever rate is current at the time of payment. The Board may change membership dues rates up to once per annual term. If this action is not taken, then the previous membership rates continue to apply.
- Section 6. State law (e.g. [WI Stat. ch 181](#)) provides for the suspension or expulsion of members. The Board may establish committees to hear and decide appeals for these processes. Members can subsequently appeal decisions to the Board, if not satisfied.

ARTICLE 5

Mandated Membership Benefits

- Section 1. All members, voting and non-voting, shall be invited to an annual assembly meeting where a full and accurate accounting of the status and funds of the association will be presented, and nominations for election to the Board of Directors will be finalized.
- Section 2. Any current voting member may be elected to the Board of Directors, and all current voting members shall be entitled to vote in the election of the Board of Directors. A quorum of at least ten percent (10%) of the current voting members is required to elect or remove a Board of Directors or to represent the full membership to the Board of Directors.
- Section 3. The Board of Directors may refer any important matter to the voting members for deliberation at the annual assembly meeting or in any special meeting of the association where a quorum is present.
- Section 4. Election of the Board, removal of the Board, and ratification of Board proposals occur via an affirmative vote of a simple majority of all participating current voting members, unless these by-laws provide differently.
- Section 5. Non-voting members (e.g. those under the age of 18) shall enjoy the same benefits available to voting members, except the rights to vote, to initiate removal of a Director, and to be elected to the Board of Directors.
- Section 6. The Board of Directors can exclude individuals who are not members of the Board from observing any specific portion of any specific Board meeting. Otherwise, any PAMANA member shall be permitted, and are encouraged, to attend and observe Board meetings.

- Section 7. All members shall enjoy the right to express opinions, suggestions, and feedback to the Board with respect and courtesy to opposing points of view.
- Section 8. If any current voting member of PAMANA alerts the Board of Directors of just cause to end the term of any current member of the Board, then a Special Board Meeting to investigate the allegation will be held within two weeks. Just causes include, but are 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. The accused member's term on the Board will end immediately if the Board of Directors upholds the allegation. However, ending the term shall not be construed as automatic expulsion from the association. Furthermore, the accused Board member shall be given every opportunity to defend himself or herself before the decision is made. Each member of the Board of Directors shall receive a written copy of the allegation, its circumstances, and the recommended decision. The President, or his or her designee, if not involved in the allegation, will preside over the proceedings.
- Section 9. A petition signed by ten percent (10%) of the total current voting membership or at least ten (10) current voting members, whichever is greater, shall warrant a special reelection of the entire Board of Directors. Notification of such an election must include the time and place of the first meeting of the Board to be elected which must be within ten (10) days after it was elected.

ARTICLE 6

Administration of the Association

- Section 1. All actions of the association other than the election and removal of the Board of Directors must be approved by the Board of Directors or by an Executive Committee authorized by the Board of Directors to approve that action. The Board of Directors may transact any business of the association in any of its regular meetings provided a quorum of the Board is present. Action may be taken by a simple majority vote of the attending Board members (no proxy voting). For example, if quorum is seven, ten attend a meeting, and at least six of those ten vote for an action at that meeting, then that action takes effect; however, even unanimous consent would be insufficient if fewer than seven attended. Alternatively, action may be taken if two-thirds of the Directors then in office provide signed consent to the specific action. Thus, if thirteen Directors remain in office, action can be taken (even without quorum) if Directors who consent in a meeting can secure sufficient consent from other Directors via secure email or electronic poll to raise the total consenting vote to at least nine.
- Section 2. The number of members of the Board of Directors shall be exactly thirteen (13), and seven (7) shall constitute a quorum. The Student/Youth Representative is appointed, so only twelve of the Directors (12) are elected.
- Section 3. The Directors shall serve a one year term beginning July first (1st) and ending June thirtieth (30th).
- Section 4. 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 mission, 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

Section 5. At its first meeting after being elected, the Board of Directors shall select elected members (i.e. Directors) to serve as President, Vice-President, Secretary, and Treasurer for that term. It may reselect the same member for the same position—including the position of President—for up to three consecutive years. It may also establish an Executive Committee consisting of at least five Board members, including the President, Vice-President, Secretary, and Treasurer. The Board may delegate any specific decision to its Executive Committee except for any decision that would change the authorities of persons or committees.

Section 6. The **President** shall be responsible to:

- Preside at all meetings of the association
- Call, develop agendas for, and preside at all meetings of the Board of Directors
- If necessary to maintain quorum, propose voting members to fill vacancies in the Board of Directors between elections
- Represent the association at official functions
- Present an overall annual report of the status of the association at its annual assembly, including a summary of the past year's financial activity and events, and a planned calendar and budget for the coming year.
- Coordinate all regular committee activities
- Perform other duties as may be required by the Board of Directors

The **Vice-President** shall be responsible to:

- Assist the President in all duties and responsibilities
- Perform the duties of the President in the latter's absence
- Perform other duties as may be required by the Board of Directors

The **Secretary** shall be responsible to ensure that the following tasks are completed properly (if not by him/herself personally):

- Record and distribute the minutes of the association and of the Board of Directors
- Maintain all the records of the association such as current membership directory, Articles of Incorporation, bylaws, operational policies, minutes of meetings, and other documents which the association may deem proper for safe keeping
- Other tasks as may be required by the Board of Directors

The **Treasurer** shall be responsible to ensure that the following tasks are completed properly (if not by him/herself personally):

- Collect and deposit in a timely manner fees and other funds for the association
- Make disbursements from the designated funds upon authorization of the Board of Directors
- Report to the Board of Directors a periodic financial status and quarterly budget-to-actual and year-to-date financial statements tracking adherence to approved program and event budgets
- Maintain an accurate and up to date record of financial activities of the association
- Issue receipts of payments of dues and donations
- Inventory property
- Prepare and file required tax documents
- Prepare budgets
- Invest assets as approved by the Board

- Coordinate and review audits
- Review accounting policies and financial controls
- Other tasks as may be required by the Board of Directors

The **Student / Youth Representative** shall be responsible to:

- Represent PAMANA, particularly the student members to 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. The Board of Directors may appoint an Administrator. If it does, then the Board 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.
- Section 8. The Board of Directors shall conduct a minimum of four (4) Regular Board Meetings per annual term.
- Section 9. The President shall develop an agenda for each Regular Board Meeting in consultation with all Board members and shall notify all Board members of the time, place, and draft agenda for the meeting at least thirty (30) days prior to it. The President may subsequently shift the agenda and/or location of the meeting without rescheduling it.
- Section 10. Any member of the Board of Directors, following consultation with the President, may call a Special Board Meeting by notifying all Board members of the date, time, place, and purpose of the Special Meeting at least seven (7) days prior to it. The President may subsequently shift the agenda and/or location of the meeting without rescheduling it.
- Section 11. Each member of the Board shall attend each Board meeting or notify the other Board members of their expected absence before the meeting with a proper excuse. The Board of Directors may prematurely end the term of any Board member who is absent without proper notification and excuse for at least three (3) consecutive Board meetings.
- Section 12. The Board of Directors may take action via signed consent without a meeting. The action is taken if two-thirds of the Directors then in office sign consent to that action (e.g. via pen, secure email, or text message). Directors may consent on matters that require immediate decision via email message exchange forwarded to all other Directors.
- Section 13. Resignation shall be formally communicated in writing or via email to the Board of Directors.
- Section 14. If necessary to maintain quorum, the President shall propose current voting members to fill vacancies that arise between elections. If approved by the Board, any such emergency replacement will serve the remainder of the vacated term.
- Section 15. Board service shall be voluntary and not compensated.

ARTICLE 7

Election Procedure

- Section 1. Any current voting member of PAMANA is eligible to be elected to the Board of Directors.
- Section 2. Members who previously served on the board, regardless of their previous position, may serve additional terms following the normal election process.

- Section 3. With the approval of the Board of Directors, the President shall appoint three current PAMANA members to serve as a Nominating Committee. The Nominating Committee shall be responsible for ensuring the integrity of the election, including proper communication with voters and allocation of votes.
- Section 4. The members of the Nominating Committee shall NOT be entitled to run in the election.
- Section 5. The Nominating Committee shall determine the specific time and place of the annual meeting of the general membership and of the first meeting of the new Board of Directors. Nominations shall be finalized and the election shall begin at the annual meeting which shall be held before May 17th (i.e. at least 45 days before the next term and fiscal year). The first meeting of the new Board of Directors (when it elects the next officers) shall be after it is elected but before July 1st (when its term shall begin).
- Section 6. The Board of Directors shall notify all current PAMANA members of the nomination and election procedures, including the purpose, time, and place of the annual meeting and first meeting of the new Board of Directors, no less than thirty (30) days prior to the annual meeting.
- Section 7. If the number of official nominees is exactly or less than the number needed to fill the Board, then each candidate will still need at least a simple majority of a quorum of the voting members to be elected. If any position(s) are left vacant, then the Nominating Committee and newly-elected Board of Directors will determine at a Special Board Meeting whether and/or how to fill it/them.
- Section 8. For each election, a short bio of each nominee will be made available to all current PAMANA 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.
- Section 9. In the case of a regular election, officer duties and powers shall transfer upon the change of term. In the case of a special election, officer duties and powers shall transfer upon election of officers. Outgoing members of the Board of Directors shall assist the incoming members of the Board of Directors during the transition process.

ARTICLE 8

Committees

- Section 1. The Board may appoint committees to fulfill the purposes of the organization and/or to fulfill the responsibilities assigned to its officers. Unless otherwise specified in these by-laws, the authority of any such committee shall be limited to the execution of plans approved by the Board of Directors.

ARTICLE 9

Funds and Donations

- Section 1. The fiscal year of the association shall start on July first (1st) and end June thirtieth (30th) of the following year.
- Section 2. The association's financial accounts shall be audited within sixty days after the start of a new Treasurer's term and at least once every three years. A report of the audit shall be submitted to the Board of Directors during its next meeting following the completion of the audit.
- Section 3. The Board of Directors shall adopt a budget for each fiscal year, based on a reviewed calendar of events, no later than thirty (30) days after the beginning of each term.
- Section 4. The Board of Directors, 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 of and/or on the 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 Board of Directors (e.g. under authority delegated to an Executive Committee by the Board).
- Section 6. No check shall be issued unless within a budget approved by the Board of Directors (or approved by an Executive Committee authorized to approve it) or within a certain limit set by the Board of Directors (e.g. \$100). The previously set limit remains in effect until a new limit is set.
- Section 7. 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 Treasurer cannot be the signatory of his or her own reimbursement check.
- Section 8. PAMANA shall not officially honor any agreement unless it is in writing and signed by a properly authorized representative. The President, Secretary, or Administrator established by the Board of Directors can sign any contract on behalf of the association provided it is within a budget approved by the Board (or by an Executive Committee authorized to approve it) and does not place any obligation on PAMANA other than payment of the budgeted fee. Other agreements must be approved by the Board of Directors directly or by an Executive Committee authorized to approve that agreement.

ARTICLE 10

Property

- Section 1. All material and equipment purchased with PAMANA funds or donated to PAMANA shall be the property of PAMANA.

ARTICLE 11

Planning

- Section 1. The Board of Directors shall conduct an annual review and planning of the organization's activities by May 2nd (i.e. sixty 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.

ARTICLE 12

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 lender prior to the dissolution of the association.

ARTICLE 13

Amendments to these By-Laws

- Section 1. Each amendment to these By-Laws must be proposed to the Board of Directors in writing by any three of its members. The Board of Directors can recommend it to the membership by a simple majority.

Section 2.

Each amendment recommended to the membership by the Board of Directors becomes effective immediately, unless otherwise specified, when ratified by secret ballot by two thirds (2/3) of the voting members participating in a vote for which proper notice was given. Either (a) the vote must take place at a meeting with a quorum in attendance, or (b) ballots must be provided to all voting members and a quorum of those ballots must be cast.

Bylaws Revision Committee start: November 2018
 Bylaws Revision Committee end: June 2021

Amended and revised during the following terms' leadership and committee:

<p>Board of Directors 2020-2021 Term (Aug 1 to June 30)</p> <p>Marechiel Santos-Lang (president) Nyke Bedua (treasurer) Al Gutierrez (secretary) Trixie Catagatan (student rep) Joseph Barut Romeo Castillo Lynelle Harrison Diana Hause Rose Mansavage Aryll Munsayac Bobby Pagas Jenny Ybanez</p>	<p>Bylaws Committee Members (Nov 2018 to May 2021)</p> <p>Marechiel Santos-Lang, chair Joseph Barut Jun Gonzales Al Gutierrez Chris Santos-Lang, facilitator/writer</p> <p>Early stage members (thru May/June 2019) Janette Jordee Agnes Salvo Jerry Salvo</p>
<p>Board of Directors 2019-2020 Term (Aug 1 to July 30)</p> <p>Lynelle Harrison (president) Nyke Bedua (treasurer) Al Gutierrez (secretary) Joseph Barut Rina Courtier (thru Jan. 2020) Romeo Castillo Aryll Munsayac (beginning Oct. 2019) Bobby Pagas Lyna Rynders Charisa Stauffacher (thru Jan. 2020) Marechiel Santos-Lang Jenny Ybanez</p>	<p>Board of Directors 2018-2019 Term (Aug 1 to July 30)</p> <p>Janette Jordee president) Lynelle Harrison (president-elect) Al Gutierrez (secretary/treasurer) Kayla Ylagan (student rep) Joseph Barut Rina Courtier Jun Gonzales Romeo Castillo Bobby Pagas Charisa Stauffacher Marechiel Santos-Lang Marivic Valencia Jenny Ybanez</p>