



## FAAP BYLAWS

**PURPOSE:** The Filipino American Association of Pittsburgh, Inc. (FAAP) is an association whose vision is a dynamic and vibrant Filipino-American community that is valued and recognized as an integral part of America's ethnic diversity. To achieve this dream, the FAAP is dedicated to preserving, promoting and perpetuating the Filipino-American heritage among its members and the general public through cultural, charitable and educational activities.

### ARTICLE I Members

**§ 1.1 Definitions:** There are two categories for members of the Association:

**(a) Voting Members:** Any person who has attained the age of 18 years, has been accepted by a two-thirds vote of all the Directors, and is current on any dues obligation.

**(b) Non-voting Members:**

1. Any person who has not attained the age of 18 years, has been accepted by a two-thirds vote of all the Directors, and is current on any dues obligation.
2. Honorary membership may be accorded to persons of acknowledged eminence upon whom the Directors may see fit to confer honorary distinction.

**§ 1.2 Qualifications:** Application for membership is open to any person residing or having a connection to the Greater Pittsburgh Area who fully supports and commits themselves to the Purpose of the association as stated above. Membership is only granted after completion and receipt of a membership application and annual dues, as well as a two-third vote of all the Directors. Continued membership is contingent upon being up-to-date on membership dues and is subject to the provisions of Section 1.6 below.

**§ 1.3 Annual Meetings:** The members shall have at least one meeting per year to elect the Directors of the Association who shall serve at the pleasure of the members. Any member shall be eligible by nomination to be a Director subject to the provision of Section 2.1 below. At the annual meeting the members shall also receive reports on the activities of the association, and determine the direction of the association for the coming year.

**§ 1.4 Voting:** Each voting member shall have one vote in the election of Directors and on all matters that are referred to the general membership by the Board of Directors. Voting will be by secret ballot with proxy voting prohibited. A simple majority vote of a valid quorum is required for all actions.

**§ 1.5 Quorum:** The presence of Voting Members entitled to cast at least fifty percent (50%) of the votes that all Voting Members are entitled to cast shall constitute a quorum for the Annual Meeting of the members of the Association and for any other special meeting of the membership of the Association. Failure to achieve a quorum shall not invalidate, however, any action taken at said meeting if within thirty (30) days of said meeting, before or after, sufficient remaining numbers to achieve a quorum of members file written consent to the action. Said written consent may be by widely used communication media or technology, such as, email, text messaging.

**§ 1.6 Removal:** Any voting member may be removed from the privilege of membership by a sixty-six and two-thirds percent (66 2/3%) vote of all Directors then currently entitled to vote. No member may be removed unless they are informed in writing at least 30 days in advance of any such action, have the right to a full and fair hearing before the Board on any allegations, and upon an express finding by the Board of Directors that said member has engaged in any activity inconsistent with the Association's purpose, goals.

## **ARTICLE II Directors**

**§ 2.0 Governance.** The regular affairs of the Association shall be managed by or under the direction of the Directors of the Association. Meetings of the directors shall be held at least once quarterly at such place within the County of Allegheny, Pennsylvania, as shall be specified from time to time upon notice, unless such notice is waived in writing.

**§ 2.1 Qualifications:** Nominations and election as Director requires membership for at least one year, as well as having served on a committee in the Association.

**§ 2.2 Membership:** The Board of Directors shall consist of seventeen possible members:

(a) One member from the City of Pittsburgh, and two members each from the Allegheny County Suburbs North of the City of Pittsburgh, the Allegheny County Suburbs East of the City of Pittsburgh, the Allegheny County Suburbs West of the City of Pittsburgh, and the Allegheny County Suburbs South of the City of Pittsburgh as defined and set forth on Exhibit A and B. This geographical requirement may be waived by a majority vote of all Directors, but only upon the recommendation of the Nominating Committee, and only after it is deemed that a bona fide attempt was made to search for qualified candidates meeting said geographical locations.

(b) Six At-Large Directors including two from counties other than Allegheny. A Bona Fide attempt will be made to elect two At Large Directors from counties that border Allegheny County. However, in the event that no qualified candidates exist, any qualified member from Allegheny County may run for the vacant position.

(c) One Young Filipino American of Pittsburgh (YFAP) member, as elected by the YFAP.

(d) The immediate Past President. If this position is held by a Director, they shall only have one vote in actions before the Board.

**§ 2.3 Term:** The Directors shall be elected for a term of two years beginning January 1. There is no limit to the number of terms that a Director may serve.

**§ 2.4 Special Meetings:** Special meetings of the Directors may be called at any time by the President or any four Directors upon proper notice. The use of widely used communication media or technology, such as, email, or text messaging to satisfy this notice is specifically allowed.

**§ 2.5 Notice of Meetings:** A written notice specifying the place, day, and hour of each meeting, as well as providing an agenda to be discussed, shall be given by the Secretary or other person authorized to call such meetings no less than five (5) days in advance. The use of widely used communication media or technology, such as, email, or text messaging to satisfy this written notice provision is allowable, so long as ample measures or alternate means agreed to by the Board are provided in situations where such technology is not available to any member of the Board.

**§ 2.6 Informal Action:** Any action which may be taken at a meeting of the Directors, including consideration of any motion, may be taken without a meeting if, prior to or subsequent to the action, a written consent or consents thereto of all Directors who would be entitled to vote at such meeting shall be filed with the Secretary of the Association. Widely used communication media or technology, such as, email, or text messaging may be used to file written consent to informal action.

**§ 2.7 Quorum:** The presence of Directors in excess of 50% of the votes that all directors are entitled to cast shall constitute a quorum. Failure to achieve a quorum shall not invalidate, however, any action taken at said meeting if within ten (10) days of said meeting, sufficient remaining numbers to achieve a quorum of Directors file written consent to the action. Widely used communication media or technology, such as, email, or text messaging may be used by said Directors as written consent.

**§ 2.8 Action by Directors:** Except as otherwise provided by law or the Articles of Incorporation or these By-laws, whenever any action is to be taken by vote of the Directors, it shall be authorized by a majority of the votes entitled to be cast at a duly organized meeting of the Directors.

**§ 2.9 Removal:** Any Director, who fails to attend two meetings of the Board or engages in any activity inconsistent with the Association's goals, aims, and purposes, may be removed from the Board by a majority vote of all Directors. No Director may be so removed unless he or she is informed in writing at least 30 days in advance of any such action, have the right to a full and fair hearing before the board on any allegations, and upon an express finding by the Board of Directors that said Director has engaged in an activity inconsistent with the Associations goals, purpose and aims or has failed to attend two meetings of the Board without excuse.

**§ 2.10 Vacancy on the Board or any Office:** Any individual appointed by the Board of Directors to fill the vacancy for a Board Director or officer shall hold his office only for the remaining term of the individual who vacated the position or until the next General Election, whichever comes first.

### **ARTICLE III Officers**

**§ 3.1 Enumeration:** The officers of the Association shall be elected by the Directors and shall serve at the pleasure of the Board. Officers of the Association are: President, President – Elect, Secretary, Treasurer, Communications Officer, and an Information Systems Officer.

**§ 3.2 President:** The President shall be the chief executive officer of the Association and shall have general and active charge and control over the business and affairs of the Association, subject to the Directors. The President may call a special meeting of the Directors. The President shall serve in the capacity of a Chairperson at all regular meetings of the Board, unless the Board appoints a Director to serve in said capacity at any meeting.

**§ 3.3 President-Elect:** The President-Elect shall have all powers and shall perform all duties of the President during the President's absence or inability to act. The President-Elect shall become the President following the expiration or termination of the term of office of the outgoing President.

**§ 3.4 Secretary:** The Secretary shall keep or cause to be kept a record of the minutes of the proceedings of the meeting of the Directors, and cause to be given notice of all such meetings as required by these Bylaws. The Secretary shall have custody of the seal of the Association and of all books, records, and papers of the Association, except as shall be in the charge of the Treasurer or of some other person so authorized to have custody as evidence by resolution of the Directors.

**§ 3.5 Treasurer:** The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Association, and shall deposit and withdraw such moneys and other valuable effects of the Association in the name and credit of the Association in such depository as designated by the Directors. The Treasurer shall prepare and submit quarterly financial reports to the Directors.

**§ 3.6 Communications Officer:** This office is responsible for the preparation, editing, and timely communications of events, activities, and concerns related to the association. The responsibility for the Newsletter as well as other electronic or standard communications resides in this office.

**§ 3.7 Information Systems Officer:** The Information Systems Officer is responsible for the set up, maintenance, and management of the website as well as any other Internet based systems of the Association. This responsibility includes recommending for approval by the Board, policies governing and related to the use of such systems.

**§ 3.8 Term:** The term of each office shall be one year. Upon approval by a majority vote of all Directors, the term of office of any officer may be extended in increments of one year. An officer may be removed from office, during any term, only by a at least sixty-six and two-thirds percent (66 2/3%) vote of all Directors then currently entitled to vote.

**§ 3.9 Vacancy –Order of Succession:** In the event of death, incapacitation, prolong illness, or

resignation of the President, the President – Elect shall immediately become President, and the Board shall elect a new President-Elect. In the event that the President – Elect can not fulfill this duty, the Secretary shall immediately become President until the Board can act to replace the office. In the event that the Secretary is unable to fulfill this duty, the Treasurer shall become President until the Board can act to replace the office. In the event the Treasurer can not fulfill this duty an emergency meeting of the Board of Directors will take place to fill this position.

## ARTICLE IV

### Liability

**§ 4.1 Personal Liability:** A Director of the Association shall not be personally liable for any monetary damages or for any action taken.

**§ 4.2 Preservation of Rights:** Any repeal or modification of this Article shall not adversely affect any right or protection existing at the time of such repeal or modification. The rights conferred in this article shall continue as to any person who has ceased to be a Director of the Association and shall inure to the benefit of the heirs and personal representatives of such person.

## ARTICLE V

### Indemnification

**§ 5.1 Mandatory Indemnification:** The **Association** shall indemnify each director or officer of the **Association** who was or is made a party to or as witness in or is threatened to be made a party to any pending or completed action, whether civil or criminal, by reason of the fact that such person is an authorized representative of the **Association**, against all expenses, judgments, fines and amounts paid in settlement in any such action.

**§ 5.2 Funding:** The Directors shall have the power to borrow money on behalf of the **Association**, including the power to pledge the assets of the **Association** in order to discharge the **Association's** obligations of indemnification.

**§ 5.3 Definition of Representative:** For the purposes of this Article, the term “authorized representative” shall mean a Director, Officer, employee, or express agent of the Association, as well as any person or entity duly authorized by the Directors.

## ARTICLE VI

### Committees

**§ 6.1 Composition:** Each Committee of the Board shall be composed of one Chairperson, who must be a Board Member, and at least two voting members selected by the Chairperson. The Committee Chairperson shall make a report of the Committee's activities and budget at each meeting of the Board. Nominations of Committee Chairpersons shall be made at the third quarter meeting of the Board, and election at the fourth quarterly meeting.

**§ 6.2 Standing Committee:** There are ten standing committees of the Board as follows:

(a) Charity Committee: This committee shall investigate and propose charitable activity and fund raising that the Association or its members can participate in. It shall also propose a program of charitable contribution which any person or group may make to the Association.

(b) Nominating/Election Committee: This committee shall conduct all elections held by the members as well as by the Directors. The Nominating/Election Committee shall be composed of the previous past five FAAP presidents, a Board of Director as Chairperson, and one voting member. A past president must be an active member of the FAAP in good standing to serve on this Committee. In the event that one of the past five presidents is unable to or unwilling to serve, then the Board of Directors shall fill the vacant position. To prepare for the annual elections of Directors, the Nominating Committee shall prepare a slate of qualified candidates following a selection process which includes open nominations from the general membership, screening, and interview. Such slate will be presented for approval by the Board prior to presentation to the general membership for election. Nominations from the floor at the Annual Membership meeting are prohibited.

(c) Cultural Committee: This committee shall be responsible to establish and manage programs such as, a folk dance troupe, that shall propagate a fuller understanding of the Filipino-American culture among the members of the Association as well as the general public in the Greater Pittsburgh area.

(d) Youth Committee: This Committee shall investigate and propose activities for the under 18 non-voting members of the Association that shall be consistent with the fostering an understanding of Filipino-American culture and a spirit of involvement in charitable activities. This committee shall also supervise and direct activities of the Young Filipino-Americans of Pittsburgh (YFAP). The YFAP shall organize itself and operate all their activities under these by-laws and may elect officers for the non-voting members, as well as must elect a YFAP member to the Association Board of Directors.

(e) Bylaws Committee: This committee shall investigate and propose amendments to the bylaws, as well as act as the final arbiter on matters of interpretation of the bylaws of the Association. This committee shall also develop rules of procedure for the deliberations of the Board.

(f) Finance Committee: This committee shall establish policies and guidelines related to the financial activities of the Association.

(g) Philippine Nationality Room Committee: This committee shall act as a liaison between the FAAP and the University of Pittsburgh Nationality Room Committee.

(h) Membership Committee: This committee shall be responsible for maintaining membership roster of the Association and will act as a liaison between members and the Board of Directors. This committee shall be responsible to gather relevant information concerning the new member and present new members to the Board for approval.

(i) Education Committee: With Education as one of the three pillars of the association, this committee will be responsible for developing and managing programs and activities related to it. These activities may include teaching the Filipino language; acquiring/collecting/establishing a library of Filipino literature; and inviting members and guests to give seminars or lectures in their field of expertise. This committee shall also study, review and propose any award for any individual or group in the Greater Pittsburgh Area based on their contribution to charitable activities or their involvement in the propagation of, and understanding of the Filipino-American culture. This committee shall also review and recommend for approval of the Board Directors any candidate for the Maramba Scholarship or any other awards created by the Board of Directors.

(j) “Voices of Wisdom” Committee: The rationale for this Committee emanates from the idea that there are current members who possess a wealth of information and wisdom gained from extensive and varied experiences within the association. This committee will exist for the sole purpose of acting as a resource, lending of their time, energy and experience as needed and when asked, their knowledge and advice on the various activities conducted regularly by the association. **It can also act, in times of conflict, as peacemakers and resolve conflicts.** The Committee is strictly voluntary and is not required to issue reports.

**§6.4 Special Committee:** The Board of Directors may establish special committees, for any purpose, of limited duration.

## **General Provisions**

### **ARTICLE VII**

**§ 7.1 Name:** The **Association's** name is Filipino American Association of Pittsburgh, Inc. (FAAP).

**§ 7.2 Prohibited Activity:** The Association, its Directors, Officers, and Members shall not engage in any activity that will jeopardize its qualification as a Section 501 (c)(3) entity of the Internal Revenue Code of 1954 as more fully described by the Articles of Incorporation Association adopted and filed with the Commonwealth of Pennsylvania.

**§ 7.3 Fiscal Year:** The Association's fiscal year shall end on December 31st of each year.

**§ 7.4 Waiver of Notice:** Whenever notice is required under these Bylaws, notice may be made by widely used communication media or technology, such as, email, or text messaging. Waiver in writing or by such mean submitted to the Secretary will vitiate said requirement.

**§ 7.5 Authorization:** All checks, notes, mortgages, evidence of indebtedness, vouchers,drafts, acceptances, contracts, assignments, or any other document binding the Association, shall be signed by the President and Treasurer, however the Treasurer may sign solely on any check for less than two hundred U.S. dollars (**\$200.00**), providing that the Treasurer receives written permission from the President prior to the execution of the check.

**§ 7.6 Financial Statements:** The Association shall furnish annual financial statements, prepared by the Treasurer, to the members, after being presented and approved at the first yearly meeting of the Board of Directors. These statements need not be audited by a CPA.

**§ 7.7 Amendment:** These bylaws shall be amended at any meeting of the voting members of record upon a majority vote of any valid quorum.

**§ 7.8 Distribution of Assets:** Upon the dissolution of this Association, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania.

**§ 7.9 Questions of Procedure:** All questions of procedure not addressed by the FAAP Bylaws **or rules of procedure established by the Directors** shall be answered in accordance with the most recent revision of "Roberts Rules of Order" at <http://www.robertsrules.com/>.