



## National Federation of Filipino American Associations (NaFFAA)

### By-Laws

#### Article 1. Name

Section: 1 The name of the corporation shall be the **National Federation of Filipino American Associations**, hereinafter, referred to as **NaFFAA** or the Federation. Its existence shall be perpetual. **NaFFAA** or the Federation is registered as a 501 (C) 3 organization under the Federal Internal Revenue Code.



#### Article 2. Office

Section: 2.1 The principal office of the **NaFFAA** shall be located in Washington DC. The Federation may also have such other offices as the **NaFFAA** National Executive Board and or the Board of Governors may designate. The Federation shall appoint liaisons or representatives in Washington DC to represent the interests of **NaFFAA**. Reimbursement for expenses and/ or a stipend shall be allotted for representation when appropriate. Such reimbursements must obtain prior National Executive Board approval. Reimbursements shall be subject to the rules provided for acceptable accounting principles.

Section 2.2 **Additional Office(s)**: Additional office(s) may be established and maintained at other locations in the United States as the **NaFFAA** National Executive Board (NEB) or Board of Governors (BOG) may designate. For purposes of expediency and convenience an alternate address may be designated by the President and National Chair, during his/her term.

Section 2.3 **NaFFAA Logo**: The official federation logo, as shown below, shall be half of a lengthwise oval, with the words National Federation of Filipino American Associations printed outside the top of its perimeter. Within this oval over a map are printed in bold and at the center is the acronym **NaFFAA** superimposed over five (5) rays of the sun, as seen in the stars appearing in the Philippine flag. Behind it at the left are the American flag with the stripes and the stars at an angle and the Philippine flag to its right at an angle, with the white triangle, blue and red colors visible. The **NaFFAA** logo shall be used and displayed during official **NaFFAA** events, both local and national, and shall be displayed with honor and respect at all times.





## Article 3. Membership

### Section 3.1 Eligibility:

- a) The **NaFFAA** is a federation of Filipino American organizations, individuals and/or entities who supports its goals of unity and empowerment.
- b) Members may be organizations, associations, foundations, clubs, corporations and individuals, who shall be eligible for membership upon the completion of an application form and the payment of dues. Participation in the program and activities of the Federation shall be determined by the State, Regional Board & National Boards.

### Section: 3.2 Membership Categories

- a) **Charter Members:** Are those individuals and/or entities officially registered and who participated in the deliberations of the “First National Filipino American Empowerment Conference” in Washington DC, on August 22-24, 1997. Unless membership dues are current, they shall not be entitled to vote at meetings or elections; however they are welcome to participate at meetings, conferences and/or deliberations.
- b) Charter members under this category shall not be construed as members in good standing unless dues are paid annually under Article 3.3 of these by laws.
- b) **Regular Members:** Are those individuals, organizations and/or entities that support the mission and vision of **NaFFAA**, participate in the programs of the Federation., and whose dues are current. For purposes of running for elective office on the National Level, members must be American Citizens of Filipino descent.

**Good Standing:** A member in good standing, is defined as one, who is not in default in the payment of his/her dues. Organizations apply for membership with a state or regional chapter, and upon payment of dues will be considered **NaFFAA** members; Individual members shall be accepted for membership upon payment of their membership dues.

- c) **Youth/Student and Senior Members:** Are those individuals and/or organizations who believe in the mission and vision of **NaFFAA** and desire to participate in the activities of the Federation. Youth members shall be high school or college students, including students enrolled in Technical, Community or Vocational schools, currently enrolled in a program of study, and Seniors may be 65 years of age or over, and be subject to the assessment of regular or reduced membership dues as may be established by the Board of Governors from time to time. Youth/Student and Senior members shall be eligible to run for elective office on the National level subject to the eligibility and good standing requirements provided in these ByLaws.
- d) **Honorary Members:** Are those individuals and/or entities whose outstanding contributions and accomplishments in the fields of cultural, civic, charitable, educational, medical, scientific or literary, are important to the empowerment of the Filipino Americans in this country, as such that their designation as Honorary Members will further foster the goals and purposes of the Federation.

Their election to this position shall require a simple majority of the Board of Governors. There shall be no fixed term for Honorary Members. Honorary members are exempt from the assessment of dues, unless they choose to be active members, are appointed, and/or participate in the activities of the Federation where current and paid dues are a requisite.

- e) **Corporate or Organization Members:** Organization membership shall be open to organizations or entities that pay such assessments as may be determined by the Board of Governors. Organizational members may enjoy the rights and privileges of membership in the Federation except that they shall not be eligible for elected office in the local or national levels. They need not actively participate in the programs of the Federation. Each organization member shall be entitled to five (5) votes at the annual meetings and at elections. Organization Members must be registered as organizations in the state in which they are residents. This is particularly imperative if an organization is one that is national in character, with Chapters in several states. Voting members must be certified by the organization in writing, by an officer who is not one of those designated to be voting, on organization stationery, addressed to the Commission on Elections, at least 30 days prior to the meeting or election. Only those names so certified shall be allowed to vote. There shall be no substitution of voters or proxies permitted. Members of the Board of Governors and/or regular members who have paid individual membership dues, shall have only one vote, even if they are also certified as organization representatives. A region cannot be considered and may not apply for organization membership under these ByLaws.

### Section: 3.3 **Membership Dues:**

- a) Membership in the Federation shall be annual, determined to be January 31 to December 30 of each year. Membership dues shall be paid by March 31 of the year of membership. If sent by mail, the postmark date shall be used. Beginning in 2018 membership shall be conducted on a rolling 12 month period. Non payment of dues by March 31 may disqualify members from voting in meetings or elections held within that calendar year. In hardship cases or in severe extenuating circumstances the President and National Chair in consultation with the NEB may extend the deadline, for the acceptance of late dues, however, it should not be less than 10 days from the date of any election, meeting or conference, in which payment of dues is a requisite. Should this request be on behalf of delegates to an empowerment conference, the request must be made in writing to the COMELEC with a copy to the National Executive Board, whose decision will be necessary for the waiver to be accepted. The less than 10 days from the date of the election shall still be enforced. If voting at an Empowerment Conference, state and regional officers, individuals or organization members who have been regular members of NaFFAA must show proof of paid membership in the last two years to be considered in good standing, except when membership has been obtained in the current year.
- b) Individual members not affiliated with any state or regional chapter may pay dues directly to the National Treasurer. These remittances may not be subject to revenue sharing between state, regional and the national federation.
- c) Owing to revenue sharing of membership dues, an individual may not be a member of one state and an organization member of another state for voting purposes. Members should either be a member of a state where he/she resides, or for purposes of those working in another state, have the option to become a member of a chapter where employment resides, but not both, even if willing to pay for membership twice. One may not be an officer of a state chapter, or a region and be a voting delegate in another chapter, state or region. Members who reside in one state, but whose dues are paid by a member in another state shall be considered a member of his/her state of primary

residence, in determining eligibility for voting purposes. Organization members are considered members of their state of primary residence, for purposes of voting at elections, even if the organization is registered as a national organization with chapters nationwide. If an organization registers for membership and those persons listed to vote are from states or regions other than the original state of residence, the COMELEC has the option of declaring the organization disqualified from voting during the meeting or election. An organization whose national affiliation is discontinued, expired or no longer active or in existence, cannot claim chapter membership in that organization.

d) Beginning in 2018 Membership Dues shall be as follows. This chart is being included because of constant calls on membership dues.

	Individual	Organization	Student/Senior
New Members:	\$40	\$150	\$25
Renew	\$35	\$125	--
2 Years	\$65	\$235	--
5 Years	\$160	\$575	--

**Section : 3.4 Vote Per Member:** Each member regardless of the number of persons that comprise membership, or whether the member serves in two or more capacities simultaneously, shall be entitled to only one (1) vote on any issue or matter under consideration.

**Section: 3.5 Expulsion:** The Board of Governors at any meeting, by 33% of officers present and participating at the meeting, may after due process, terminate the membership of any member who in its judgment has violated the Articles of Organization or By-Laws. Two members of a state or region may submit a Petition for Expulsion to the National Executive Board who shall present the issue before the Board of Governors for determination. Determination of what constitutes conduct detrimental to the best interests of the Federation shall be determined by our cultural practices, the laws of the land, and by civil, criminal or moral behavior. A member need not be indicted to be considered for expulsion. Such action by the Board of Governors shall be final and shall cancel all rights, interests or privileges to such member or organization and its services.



**Article 4. Officers:**

**Section: 4.1 Elected Officers:**

a) Elections shall be held every two years at an empowerment conference. Candidates for national office must have served at least two years at the state or regional level in an active capacity, have attended and participated in at least one regional and at least one empowerment conference; shall be American citizens of Filipino ancestry of sound mind and in good standing to be eligible for national office. Elections shall be at large, through secret ballot, by all delegates accredited and voting,

**Section 4.2 Composition:**

There shall be nine (9) Board of Trustees (BOT) elected at large during a National Empowerment Conference.

- b) There shall be Regional Chapters and their officers, representing the Federation’s Regional clusters, elected and/or appointed during their respective regional meetings or conferences. The Regional Chairs shall represent their Regions at National Board meetings, and shall be considered members of the National governing board of **NaFFAA**.
- c) Officers elected in Article 4.1 and 4.2 (a) and (b), and the Regional Chairs, combined shall compose the **NaFFAA** Board of Governors” (BOG) or “Governors” as they shall be referred to in these by laws.
- d) Immediately following the election, the newly elected Trustees, together with the Regional Chairs present and participating at the NEC shall meet in executive session to elect the National Board. There will be no proxies permitted at this election. The Immediate Past Chair shall preside over this election. This gives the Immediate Past Chair an opportunity to thank those who served under him/her administration and to officially hand over the responsibilities to the newly elected officers.
- e) The following national officers shall be elected: President and National Chair, National Vice Chair, National Secretary and National Treasurer. A simple majority vote of those present shall be sufficient to declare the validity of the officers elected.
- f) The National Chair, National Vice Chair, National Secretary and the National Treasurer shall constitute and be called the “**NaFFAA** National Executive Board.”, (NEB).

**Section: 4.3 Appointed Officers:**

- a) The National Chair in consultation with the National Vice Chair shall appoint the chairs/ officers, but is not limited to the following National Programs.

**Leadership Development:**

- National Federation Forum
- EPYC Ambassadors Program
- EPYC Advisory Council
- National Small Business Summit
- Regional/National Empowerment Conferences

**Civic Engagement:**

- FilAm Vote
- Civic Leadership Forums

**National Advocacy:**

- Immigration Reform
- Supporting **NaFFAA**.

- b) The National Chair with the concurrence of the National Vice Chair shall appoint an Executive Director, and a National Operations Officer, with voting rights, who shall be part of the National Executive Board, and shall assist him/her in the performance of his duties. They shall also be

empowered to appoint an Assistant Secretary and/or Assistant Treasurer as the needs arise, but both assistant positions will not have voting privileges.

- e) **Eligibility:** Directors must be members in good standing prior to their appointments. Only one Director may be appointed per program. All federation members in good standing, whether state or regional may be eligible for appointment as National Directors and should have served actively in either a state or a regional capacity for two years prior to the appointment, shall have attended one regional and one national empowerment conference. The appointing officer shall make sure that eligibility rules are adhered to prior to any appointment. Should there be a failure to meet these requirements, the appointment shall be revoked immediately without the necessity of a formal hearing. Two members of the same family, whether related by marriage or consanguinity, may not serve as members of the National Executive Board and/or Board of Governors at the same time. After 2018, no person shall serve as both Regional Chair and/or Member of the Board of Governors concurrently. The National Chair in consultation with the National Vice Chair may appoint other officers as may be necessary to achieve the efficient running of the Federation.
- d) Chair of the Committees may appoint 3 to 5 members to assist them in the performance of their duties.

Section: 4.4 **Board of Governors:** Officers elected under Article 4.1, and appointed under Article 4.3 together with the Region Chairs, shall constitute the **NaFFAA** Board of Governors (BOG). They shall be the policy making body of the Federation. The President & National Chair shall be the presiding officer at all National Board meetings and in his/her absence the National Vice Chair.

b) **Assessment:** An assessment of at least \$1000 shall be paid by all members of the Board of Governors and \$500 for Region Chairs. This assessment shall be part of the general fund of the federation and shall be assessed separately from membership dues. Both the dues and this annual assessment shall be due by March 31 of the year of the assessment. There will be no revenue sharing of this assessment which takes effect in 2018. Payment by installment shall be made available upon request. A fine of \$5.00 per month shall be assessed for late payment, except payments made under the installment plan. Assessments not paid by officers by June 30 of the year of assessment shall be considered “non-performance of official duties.

Section: 4.5 **Terms of Office:**

- a) The term of office of all members of the Board of Directors (BOD) shall be two (2) years, unless a lesser term shall be specified at the time of the appointment, or terminated for non performance. If the term of a Director is less than two years, and a new Director is elected or appointed, the new Director shall serve only the unexpired portion of the previous term. To maintain continuity and a smooth transition, **NaFFAA** elects five (5) members of the Board, for six (6) year terms of office starting in 2014 through 2020. Additional members may be elected to fill in the unexpired term of a Board Member due to resignation or termination for non performance. Since National elections are held at the Empowerment Conferences, and are not held on the same dates every two years, the terms of office of the newly elected National Executive Board (NEB) and the Board of Trustees (BOT) shall herein be designated to begin on the day after their election, and shall end when the new officers shall have been elected and qualified. Official roles are assumed immediately after the election, and power is transferred to the newly elected officers.

Section: 4.6 **Compensation and Reimbursement:** Officers shall receive no compensation with the exception of the Executive Director and the National Operations Officer (upon the National Chair’s discretion)

who assumes a place on the National Executive Board (NEB); however, officers may receive reimbursement for expenses agreed to or approved prior to by the Board of Governors. Expenses incurred in the course of running the activities of the Federation, previously approved and authorized by the Board of Governors shall be submitted to the Treasurer for reimbursement upon presentation of appropriate supporting documentation and/or receipts. When Federation funds become available, reimbursement and/or compensation shall be provided for the Treasurer and officers serving as liaisons for the Federation in Washington DC. After an Operational Expense Budget Report has been submitted by the Treasurer and approved, operation expenses under \$10,000 do not require approval from the Board of Governors. (BOG). But checks issued by the Treasurer of more than \$100 shall require two signatures from members of the NEB.



## **Article 5. Federation Executive Council**

Effective in 2018 the Federation Executive Council (FEC) will be composed of a Corporate Advisory Council, Board of Advisors and Heads of recognized National Organizations.

5.1 Prospective candidates for any council position must provide two (2) recommendations, with their resume. In addition, they must be interviewed by the National Operations Office and/or Executive Director, reviewed by the National Vice Chair with the final approval of the President and National Chair.

### **5.2 Appointments**

The President and National Chair in consultation and concurrence of the National Vice Chair and with the confirmation of the Board of Governors shall appoint the Chairs of the aforementioned council. This council is Advisory. They shall also be empowered to appoint such other task forces and ad hoc committees as may be necessary to achieve the efficient running of the Federation. The terms of the appointed council directors, commissions and other appointive officers are co-terminus with the appointing officer, with the exception of the continuity rule as referenced in Section 4.3.b.

### **5.3 Composition of Federation Executive Council:**

- a) Each council shall seek members from the regions, through the Region Chairs. At the time of their appointment(s) members shall be informed of the length of their assignments or services. They must be members in good standing prior to their appointments. Council members who are not Region Chairs or Members of the Board of Trustees are not obligated to be present at the Board of Governors meetings, unless specifically invited to present a study or make a presentation on behalf of his/her Council. When an issue of his/her committee is presented for a vote, the council member(s) shall not cast a vote.
- b) Each council shall be composed of no less than three (3) members. They shall endeavor to have members representing the Region and States within the Federation, subject to the rules of appointments established within these bylaws. At the time of their appointment these councils and committees shall be informed of the length of their assignments or services. They must be members in good standing prior to their appointments, Their appointments are co-terminus with the President and National Chair.

Section 5.4 Attendance at Meetings: Members of the Council, unless they are already members of the Board of Governors, are not obligated to be present at the Board of Governors meetings, unless specifically invited to present a study or to make a presentation on behalf of his/her directorate or committee. When an issue of his/her directorate or committee is presented for a vote, the member shall not cast a vote.

Section 5.5 Codification: Resolutions, Procedures, Processes established by these Directorates, Commissions and other bodies, shall be codified in a set of “Rules and Regulations” of the Federation. These Rules and Regulations (R & R) shall be appended to these bylaws, and shall form part of the established rules of the Federation.



## **Article 6. Boards and Commissions:**

Section : 6.1 **Board of Advisors:** The founding members of **NaFFAA**, Alex Esclamado and now on his behalf, Lourdes (Luly) Mitra Esclamado), Loida Nicolas Lewis, Rodel Rodis and Michael Dadap and all past National Chairs shall be members of the Board of Advisors. The Board of Trustees may appoint additional Board members subject to the approval of the Board of Governors. No dues are assessed for the members of the Board of Advisors, except when they serve in another capacity within these by-laws, where membership dues are a requirement. The Board of Advisors shall individually or collectively assist in the fundraising activities of the Federation. They shall make themselves available for advice and guidance to member organizations, states, regional or the national federation.

### **Section: 6.2 The following shall be NaFFAA Commissions:**

- a) Commission on Elections (COMELEC)
- b) Commission on the Articles of Organization,(formerly called Articles of Incorporation), and By – Laws, under the direction of the National Special Projects Council .

Section 6.3 The National Chair with the concurrence of the National Executive Board, shall appoint a Chair and two members of the Commission on Elections. They shall publish the rules for which the elections shall operate and the eligibility requirements for all candidates.

Section 6.4 The President and National Chair with the concurrence of the National Executive Board and the Director of Special Projects shall appoint the Chair of the Commission on the By Laws. The Special Projects Director may serve as the Chair of the Commission of By Laws. This commission may/shall be composed of three (3) members, appointed by the Chair. The members of this commission shall serve for one year, for a possible appointment to another year, or until his/her successor shall have been appointed and qualified, Any vacancy in this commission shall be appointed by the Commission Chair, unless the vacant position is that of the Chair, in which case the appointment shall be made by the President and National Chair.

The primary duty of this commission shall be to interpret and explain the **NaFFAA** Constitution (Articles of Organization) and By Laws. It shall study proposals for revision or amendment. It shall recommend any proposed changes. Any proposed revision or amendment to these documents, shall be shared with the Board of Governors no later than 30 days prior to any meeting designated for voting on the proposals, except when changes are passed during a Summit Conference for which a quorum required for approval is met.



## **Article 7. Chapters, States, Regions and Territories.**

Section: 7.1 The Federation shall be organized into territorial regions, and will be so designated by their Territorial names and not by their numerical designations, starting in 2018.

- A. **Region 1: Eastern Region:** Shall be comprised of the following states:  
Connecticut, New Jersey, New York & Pennsylvania.  
  
**New England Region:** Shall be comprised of the following states.  
Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.
- B. **Region 2: Capital Region:** Shall be comprised of the following states:  
Delaware, District of Columbia (DC), Maryland, Virginia & West Virginia
- C. **Region 3: Great Lakes Region:** Shall be comprised of the following states.  
Indiana, Kentucky, Michigan and Ohio.  
  
**Region 3: Midwest Region** , Shall be comprised of the following states:  
Illinois, Iowa, Minnesota, Missouri, Nebraska and Wisconsin.
- D. **Region 4: Southern Region:** Shall be comprised of the following states.  
Alabama, Florida, Georgia, Mississippi, N. Carolina, S. Carolina, Tennessee, Commonwealth of Puerto Rico & the US Virgin Islands.
- E. **Region 5: Rocky Mountain Region:** Shall be comprised of the following states:  
Colorado, Kansas, Montana, N. Dakota, S. Dakota, & Wyoming.
- F. **Region 6: Southwest Region:** Shall be comprised of the following states:  
Arkansas, Louisiana, New Mexico, Oklahoma & Texas
- G. **Region 7: Pacific Northwest Region:** Shall be comprised of the following states:  
Alaska, Idaho, Oregon & Washington
- H. **Region 8: Northern California Region:** Shall be comprised of counties North of San Luis Obispo and Kern.
- I. **Region 9: Greater Los Angeles Region:** Shall be comprised of counties south of San Luis Obispo , Kern and Los Angeles through the northern boundary of San Diego.
- J. **Region 10: Southern California Region:** Shall be comprised of San Diego, Riverside and Imperial.
- K. **Region 11: Desert Mountain Region:** Shall be comprised of the following states:  
Arizona, Nevada and Utah.
- L. **Region 12: Pacific Islands Region:** Shall be comprised of the following:  
Hawaii, Guam, Commonwealth of Northern Mariana Islands & American Samoa.  
  
Philippine Region when so established will be a sole region.

Section: 7.2 **Chapters:** Each state, shall/may have one (1) Chapter with individuals, organizations and/or entities as members. Each Chapter shall be part of a Regional unit, as outlined in these By-Laws. Memberships shall be according to the guidelines set forth in Article 3 of these By-Laws.



## **Article 8. Duties:**

Section: 8.1 The Board of Directors (BOD) shall perform the following duties:

- a) Exercise corporate responsibilities consistent with applicable law; and in accordance with the Charter of the Federation; to seek funding opportunities to expand educational, charitable or special projects and/or other activities that would benefit the states, regions and the national membership; lead in advocacy drives affecting Filipinos and Filipino Americans in this country and overseas;
- b) Implement policies and carry out objectives defined and approved by these By-Laws, to promote programs that underscore Filipino traditions, customs, culture and values, and to enhance the Filipino American experience and integration in this country;
- c) Establish guidelines for the creation and empowerment of regional and state chapters, and/or dissolution of regional and state chapters; to lend support and affirmation to state and regional initiatives; encourage and support the growth of states and regions through membership drives and initiatives that would draw members to joining the federation; to mentor state and regional leaders and create opportunities for leadership training;
- d) Establish policies and procedures for the transaction of business, coordination of **NaFFAA** activities, operation and maintenance of a national headquarters and other offices; initiate a national fund raising project annually to supplement funds in the national treasury;
- e) Take appropriate action against members for violation(s) of the **NaFFAA** Articles of Organization and By-Laws, the laws of the United States and any state laws;
- f) prescribe fees and dues to be paid by **NaFFAA** members in accordance with these by-laws and
- g) Convene the National Empowerment Conference ( NEC) and carry out the duties provided for in these By-Laws.
- h) Work to obtain funds for the National Federation.

Section: 8.2 **The National Executive Officers:** shall/may transact business between **NaFFAA** Board Meetings in accordance with rules established by these By-Laws. Such transactions shall be subject to ratification/approval or confirmation at the next general Board of Governors meeting. The National Chair shall serve as Presiding Officer and in his absence the National Vice Chair.

Section: 8.3 **President and National Chair:** the **NaFFAA** President and National Chair shall serve as the Chief Executive Officer of the Federation and the Chair of the **NaFFAA** Board of Governors, immediately following his/her election, or after the transition period ending in December in the year of his/her election or until his/her successor shall have been elected, appointed or qualified. A term of office is defined as two years.

- a) Individuals elected as National Chair and National Vice Chair, shall have served actively in the Federation, on a state, regional or national capacity for two years prior to his/her election, and must be a member in good standing.
- b) The President and National Chair, and the Executive Director shall, with the Directorate on Finance be the major source of grants, which when applicable will be coordinated with the Regional or State Chairs.

c) The President & National Chair may be re-elected twice. He/she shall be an ex-officio member of all Councils, Regional and State Chapter Boards, Commissions and National Committees.

d) The President & National Chair shall be the major fund raiser of the Federation, as such he/she shall call upon corporations, associations, organizations or individuals, encouraging them to support the Federation through their tax deductibility donations. Revenues raised by the President and National Chair shall not be subject to revenue sharing as defined by these by laws.

e) The National Chair shall be responsible for the implementation of the goals and programs of **NaFFAA**.

**Section: 8.4. National Vice Chair:** The National Vice Chair shall serve for a term of two (2) years starting immediately following his/her election, or until his/her successor shall have been elected, appointed and qualified. He/she shall have the same qualifications as the President & National Chair.

- a) The National Vice Chair, shall act in the absence of the President & National Chair, perform such duties as the President & National Chair, when he/she is unable to be present at the meetings or to preside.
- b) The National Vice Chair shall work closely in consultation with the host region, state or local Chapter, be responsible for planning the National Empowerment Conference (NEC) on behalf of the President & National Chair and the Board of Governors.
- c) The National Vice Chair shall perform such additional functions as may be designated by the President and National Chair or the Board of Governors.

**Section: 8.5 National Secretary:**

a) The National Secretary takes the minutes of the Board of Governors meetings, publish and distribute them as required;

b) He/she shall send out meeting notices and shall keep records. The National Secretary shall maintain the official records of the Federation except for records of financial accounts.

- c) He/she shall record the list of members to include their names, telephone numbers, addresses, fax numbers and email addresses.
- d) Certain aspects of these functions may be assigned or delegated to an Assistant Secretary designated by him/her. Should an Assistant Secretary be designated, such assistant shall not have any voting rights, unless voting rights have been previously established as part of his/her position or standing within the Federation.
- e) The Membership List and Database will be managed and maintained by the Secretary in close coordination with the Membership Director and National Treasurer.

**Section: 8.6 National Treasurer:** The National Treasurer shall be responsible for the fiscal management of the Federation.

- a) He/she shall be responsible for keeping the financial records and shall collect and disburse funds and assets based on the guidelines set forth by the National Executive Board and the Board of Governors;
- b) The National Treasurer shall issue checks promptly on/ or after receiving the voucher with all supporting documentations and receipts for reimbursement on items previously approved by the Board of Governors;
- c) The National Treasurer shall make financial reports at the National Executive Board, and the Board of Governors meetings;
- d) He/she shall make available a financial report to be published quarterly in the Federation Newsletter;
- e) He/she shall file all required reports with the Internal Revenue Service and other government bodies in a timely manner;
- f) At the end of each calendar year, the National Treasurer shall prepare the necessary documents to be submitted to the Internal Auditor and/or an outside Certified Public Accounting firm, recommended by the Board of Governors for audit. The outside Certified Public Accountant shall not be related to or affiliated with any **NaFFAA** individual, organization or entity;
- g) He /she shall keep the finances of the Federation accurate and in proper order and shall balance the budget.;
- h) He/she shall provide the financial reports at the **NaFFAA** Empowerment Conference;
- i) The National Treasurer shall recommend to the National Executive Board such plans and/or actions that may be taken to protect the financial interest and promote the financial health of the Federation;
- j) A bond on behalf of the Treasurer may be an option open to the Board of Governors should circumstances and funding permit;
- k) He/she shall perform such other duties as may be designated by the President & National Chair, National Vice Chair or the Board of Governors.
- l) Will manage the National Development Council in coordination with the Executive Director.
- m) Periodically provides Membership Council Director and Secretary with updated list of paid members.

**Section: 8.7 Assistant Treasurer:** An assistant treasurer may be appointed by the President & National Chair with the concurrence of the National Vice Chair, to assist the Treasurer in the performance of his/her duties. The Assistant Treasurer shall have no voting rights, unless voting rights have been previously established as part of his/her standing and position within the Federation. Provisions for compensation may be considered, subject to Board approval and availability of funds.

**Revenue Sharing:** When programs and grants are funded, the net income from such activities shall be divided as follows: 60% to National, 20% to the Regional and 20% to the state or organization initiating or who obtained the funds.



**Article 9. Legal Counsel (s) :**

- a) The Legal Counsel shall act as the lawyer (s) for **NaFFAA**. The President & National Chair in consultation with the NEB appoint as many counsels as they deem necessary to fulfill the legal obligations of the Federation,
- b) He/she shall provide advice on all legal matters affecting the Federation upon the request of the President & National Chair, the NEB and/or the Board of Governors.
- c) He/she shall provide legal advice, maintain updates on Federation laws, rules and regulations and perform such functions as are necessary to ensure that the Federation is operating within the boundaries of the law set forth by the Federal government, and within the provisions of the Internal Revenue Code, as it applies to **NaFFAA**.
- d) He/she shall work closely on issues with the Director of Legislative Affairs.
- e) He shall bring to the attention of the Federation issues by which **NaFFAA** should be concerned, and recommend actions.



**Article 10. State/County and Regional Chapters:**

**Section: 10.1 State/County Chapters:**

a) Each state within the Federation may have several organizations or entities and individual members. Each state shall elect its own **NaFFAA** Officers: State Chair, State Vice Chair, State Secretary and State Treasurer and such other officers as deemed necessary in the fulfillment of the local state or county goals. State or territory officers shall serve for a term of two (2) years, starting with odd years (2015, 2017 etc) and may be re-elected. The state chair may appoint such other officers or county chairs as may be necessary to achieve the efficient running of the state organization. The elected and appointed officers of the state will be the policy-making body of the **NaFFAA** State Chapter.

b) State Chapters or organizations may hold elections at anytime, preferably at the beginning of the year for existing Chapters. To form a chapter, a minimum of 10 members shall be required, and guidance and leadership provided by the Region within which the Chapter resides.

c) Upon organization, the State Chair or the State Secretary shall inform the Regional Chair indicating the date of the election, names and addresses of its founding members, and enclose a check equivalent to the individual or organizational membership. The Regional Chair and/or Regional Treasurer shall acknowledge the receipt and indicate that the date of the meeting becomes the organizations founding/ anniversary date.

**Section: 10.2 Regional Chapters:**

a) Within a designated Regional territory as outlined in Article 7 of these By-Laws, the state officers shall compose the Regional Board of Directors and shall be the principal policy making body of each Region.

The Regional Officers shall be: Regional Chair, Regional Vice Chair, Regional Secretary & Regional Treasurer.

b) As appropriate, the Regional Chair shall appoint additional state or county officers, boards or representatives as may be necessary to achieve the efficient running of the regional organization.

c) Regional conferences shall be encouraged and promoted within the regions. When regional memberships are unable to sustain a regular conference, two or more regions may hold joint conferences. Elections during these conferences shall not only be limited to members in good standing, but shall also be extended to voting delegates who shall have attended a minimum of a full day of sessions, meetings or deliberations. Attendance shall be defined as being registered, in good standing, being physically present and participating. Attendance at socials or the gala does not constitute conference attendance.

### Section: 10.3 **Regional Elections:**

a) The Regional Chair, Regional Vice Chair, Regional Secretary and Regional Treasurer shall be elected at the Regional Conference in accordance with provisions in these By-Laws.

b) In the event that a Region is unable to hold/host a Regional Conference, The Regional Chair shall endeavor to call a meeting or hold a teleconference for the express purpose of undertaking elections in pursuant to the provisions of these by laws.

c) Additional officers, boards or representatives may be appointed by the Regional Chair from among members and volunteers within the region, to achieve the efficient running of the regional organization.

d) The Regional Elections shall be held during the Regional Conference, during odd years

e) To be eligible to vote members or member organizations must be in good standing, vis a vis membership dues paid by March 31 of the year of the election.

g) There shall be no proxies. Organization members are not eligible for elective office.

h) Elections may be through secret ballot, viva voce or through acclamation.

### Section: 10.4 **Terms of Office of Regional Chairs:**

a) Region Chairs are the backbone of the Federation and shall serve a term of two (2) years and may be re-elected. The role of Regional Chairs is to develop leadership roles within its members, by allowing others to take an active leadership role through their stewardship. Attendance at regional conferences shall be encouraged as a means of networking and exchanging information on the regions activities and accomplishments. The Chapter hosting the conference shall be encourage to promote local leaders and speakers from within its area, to enable the host to introduce its members and member organizations to the larger community.

b) The Region Chairs shall be called the Council of Region Chairs (CORC). For purposes of fulfilling the Federation's mission, meeting will be divided into three (3) core groups, depending on goals and membership engagement. Therefore, these groupings may change and fluctuate. In 2018 the CORC groupings are as follows: East CORC: Northeast Region, New England Region, Capital Region and Southern Region. Central CORC: Great Lakes Region, Midwest Region, Rocky Mountain Region and Southwest Region. West

CORC: Pacific Northwest Region, Northern California Region, Greater Los Angeles Region, Southern California Region, Desert Mountain Region and Pacific Islands Region.

c) This reorganization is to distinguish the CORC from the BOG. For purposes of this reorganization this will be in effect until the NEC of 2019. If the next Federation Administration so desires they have the option of reorganizing it to suit their needs. They will take the leadership in the planning for the 2019 NEC.

d) To be eligible to vote during Regional elections, a delegate must, other than be in good standing, shall have paid registration fees and shall have attended a full day of sessions, meetings and deliberations. A full day of attendance shall be defined as being physically present and participating. Attendance at socials or the Gala does not constitute conference attendance and participation.

**Section: 10.5 Terms of Office of State Officers:** The term of office of elected state chapter officers, and other elected and/or appointed officers within a state shall be two (2) years, from the day following their election, or until their respective successors shall have been elected, appointed or qualified. There are no term limits for State Officers.

State Chapters or territorial organizations are encouraged to hold elections at any time, preferably at the beginning of the year for existing chapters.

**Section: 10.6. Duties of the State/County Chair and the Regional Chair:**

- a) Consult with members on issues affecting the Federation and/or on issues affecting members of the state or region; Advocate for Filipinos in need of support and bring this to the attention of the Board of Governors. To formulate policies and develop programs to strengthen the grass roots potential of the states and chapters within its jurisdiction;
- b) Submit short term and long term plans to include activities, programs, fund raising events, lectures, seminars, training and other activities that would impact the state and region and/or enhance its presence;
- c) To be the listening and advocacy posts on state and regional issues, especially on issues affecting women and children; and make recommendations towards its pursuit; work closely and create cooperative relationships with offices and officials working for the Philippine government in various capacities within the state and region;
- d) To submit semi- annual reports of goals achieved, performed or programs participated in;
- e) To network and reach out to member and non-member organizations within its geographical territory and organize joint or collaborative activities, to offer informational materials, to participate in exhibits, fairs, cultural programs or speaking engagements on behalf of the Federation within the state or region.
- f) To search and develop contacts with local civic, religious or other leaders who may be able to influence Filipino issues, develop a speaker's bureau; create a forum for lectures and seminars in leadership development and mentoring.
- g) To assist in the formation, organization, development, maintenance and growth of the Federation within their respective geographical areas; develop relationships and joint activities with other states and regional organizations within the Federation.

- h) To actively recruit members, organizations and entities whose presence and membership will have an impact on the expansion of the goals of the Federation and to create unification among and between organizations involving Filipinos in the area;
- i) To hold state and regional conferences and other forums or consultative bodies on the state or regional level for discussion, understanding and dissemination of issues on any matter of concern to the state, regional and NaFFAA; invite regional representation to each other's regional conference;
- j) To participate actively in the Board of Governors.
- k) To perform other duties as may be delegated by the National Chair or the Board of Governors.

Accountability Matrix:

1. BOG Participation: Must attend and actively participate in monthly BOG calls. ByLaws Article

**Section: 10.7 Duties of State Chairs & State Vice Chairs:** State Chairs and State Vice Chairs shall perform the duties, responsibilities and obligations of their positions, as each case may require. The State Vice Chair shall take the place of the State Chair when he/she is unable to perform them by reason of absence or, incapacity. He/she shall perform such other duties as may be assigned by the Regional Chair.

**Section : 10.8 Vacancy and Succession:** In the event of vacancies in any of the state or regional chapter positions, the Regional Chair having jurisdiction shall appoint their respective replacements upon the recommendation of the remaining officers of the Regional or State Chapter concerned. Such appointees shall immediately serve the unexpired portion of the term so vacated.

In case the vacancy is of the Regional Chair, the Regional Vice Chair, shall assume the duties of the Regional Chair by succession upon consultation of the National Executive Officers for final approval.



**Article 11. Indemnification of Officers and Governors:**

**Section: 11.1** Each officer or governor, whether or not then in office, shall be indemnified by the Federation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been an officer or governor of the **NaFFAA**. Such expenses shall include the cost of reasonable settlement, other than amounts paid to the Federation itself, made with a view to curtailment of the cost of litigation.

**Section: 11.2** The Federation shall not, however, indemnify any officer or governor with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding, to have been derelict in the performance of his duty as such officer, director or governor, nor in respect to any manner on which any settlement or compromise is affected, if the total expense, including the cost of the settlement, shall substantially exceed the expense which might reasonably be incurred by such officer or director in conducting such litigation to a final conclusion.

Section: 11.3 The foregoing right of indemnification shall not be conclusive of other rights to which any officer or director may be entitled as a matter of law. The Federation shall seek insurance coverage for its members as may be necessary and appropriate in the fulfillment of their respective duties and obligations.



## **Article 12. Commission on Elections:**

Section: 12.1 **National Commission on Elections:** Also known as the National COMELEC. This commission shall be composed of three (3) members, appointed by the President & National Chair, who appoints the Chair of this Commission. The members of this commission shall serve for one year and are eligible for appointment without any term limits. The National Commission shall supervise all other regional and state county Comelec's and Elections. They shall oversee election rules, candidate eligibility and the conduct of all elections within the Federation. Any vacancy in this commission shall be filled by the Commission Chair, unless the vacant position is that of the Chairman, in which case the appointment shall be made by the President & National Chair.

Section: 12.2 **Regional Commission on Elections:** Also known as the Regional COMELEC. This commission shall be composed of three (3) members, appointed by the Regional Chair. The members of this commission shall serve for one year and be reappointed without term limits.

Section: 12.3 Any vacancy in the Regional COMELEC shall be filled by the Region Chairman, unless the vacancy be that of the Chairman, in which case, the appointment shall be made by the President & National Chair.

Section: 12.4 **Duties of the Commission on Elections:** In addition to supervising and administering the functions of the elections in their respective state, regional and national levels, the National and Regional COMELEC shall perform the following functions.

- a) Develop and implement specific policies and procedures for nominations and elections;
- b) Determine and verify the qualification of voting delegates; and have a list of official voting delegates prior to the election;
- c) Determine and verify the qualifications of candidates;
- d) Supervise the conduct of elections;
- e) Adopt procedures to be followed to resolve all electoral protests;
- f) Issue appropriate certificates of election, specifying tenure of elected officials;
- g) Perform such other tasks as may be necessary to carry out its responsibilities as specified in these By-Laws.



## **Article 13. Commission on Articles of Organization and By-Laws:**

Section: 13.1 The Commission on the Articles of Organization and By-Laws shall be composed of three (3) members appointed by the President & National Chair. The members shall serve for a term of one year and may be reappointed without any term limits.

Section: 13.2 Any vacancy in this commission shall be filled by the Commission Chair, unless the vacant position is that of the Chair, in which case the National Chair shall make the appointment.

Section: 13.3 **Duties:** the primary duty of this commission shall be to interpret and explain the **NaFFAA** Constitution (Articles of Organization) and By-Laws. It shall study proposals for revision or amendment. It shall recommend any proposed changes, through the President & National Chair and the NEB. Any proposed revision or amendment to these documents, shall be shared with the Board of Governors not later than 30 days prior to any meeting designated for voting on the proposals.



#### **Article 14. Vacancies, Succession, Termination and Resignation:**

Section: 14.1 **Vacancies:** Any vacancy in the National Executive Office Positions, Board of Governors, Directors, Committees or Commissions shall be filled by the **NaFFAA** President & National Chair with the concurrence of the National Vice Chair, through appointment, subject to confirmation by the Board of Governors as specified in these By-Laws. The newly appointed officer(s) shall serve the unexpired portion of the term of the officer being replaced.

Section: 14.2 **Succession:** Should the position of President & National Chair become vacant by incapacity, prolonged absence, resignation, removal or death, the National Vice Chair shall automatically succeed to the position of President & National Chair. Should the vacancy occur in both positions, the **NaFFAA** Board of Governors shall elect a replacement from among themselves. The officer (s) thus elected shall serve the unexpired portion(s) of the office(s) vacated. The Board of Governors shall then convene and plan for new elections, unless the scheduled election at a NEC is less than three (3) months from the occurrence of the present vacancy (ies).

#### Section: 14.3 **Termination of Directors,**

**Directorates and Commissions.** No governor shall be removed from office except for cause after a hearing before a meeting of the Board expressly called for the purpose of removing the Governor, Director, Committee Chair and/or Commissioners, and upon affirmative vote of a majority of the members. A member of the Board of Governors shall be automatically terminated after three (3) consecutive unexcused absences. No vote is necessary for termination. The National Chair shall appoint a replacement in the manner provided by these By-Laws, provided further that the position of Regional Chair and Regional Officer, State Chair and State Officers whose position(s) is/are declared vacant shall be filled by the Regional Board or State Board concerned.

Section: 14.4 **Resignation of Governors:** Any Governor may resign at any time by submitting a letter of resignation, to the President and National Chair and/or the National Secretary of the Federation. Such resignation shall take effect at the time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.



#### **Article 15. Meetings**

Section: 15.1 **NaFFAA National Board Meetings:** The regular meetings of the **NaFFAA** Board of Directors, shall be held at least once a year at a time and place to be designated by the President & National Chair. In the case of Regional and State Chapters, the officers shall decide on Regional and/or State Chapter meetings. These meetings may be conducted in person or through other electronic media/technology available at the time.

Section: 15.2 **Special Meetings:** The President & National Chair or National Vice Chair may convene special meetings as the need arises. Two or three governors/ members may in writing to the President & National Chair, or National Vice Chair, request for a special meeting, with special agenda items(s) in mind. If

practicable, all special meetings shall provide the Board of Governors at least 72 hours notice with not more than three (3) agenda items. These meetings may be conducted in person, via email, teleconference or other technology available. Votes on particular motions and or resolutions required to be in person, may be accomplished in writing or by telephone, email or fax within three (3) days after the meeting. In case of Regional and/or State Chapter meetings, that determination will/shall be made at the Regional, State or local level.

**Section 15.3 Types of Meetings:** Depending on desired results, meetings may be through teleconferences, retreats, summit conferences, planning meetings etc. Due to time commitments and resources, serious consideration should be given to planning. Vis a vis: if the Federation desires annual summit meetings, these should be in the calendar six months to a year in advance.

**Section: 15.4 Notice of Meetings:** Notice of any regular meeting shall be served at least fourteen (14) days prior to such meeting. For special meetings the importance and urgency of such meeting shall determine the date and the method of notification to be used, at the discretion of the President & National Chair, Regional Chair or State Chair.

**Section: 15.5 Quorum:** A quorum for the transaction of business at any meeting shall consist of 33% of officers present and participating.

**Section: 15.6 Voting Rights:** The Board of Governors, Directors, Regional Officers, or State Officers shall each have one (1) vote in respect to matters where a vote is required or is permitted by these By-Laws or the Articles of Organization.

**Section: 15.7** If an officer is serving in two (2) positions simultaneously, said officer shall be entitled to only one (1) vote. No proxy votes or substitution of names shall be allowed for the other position. During Regional and Empowerment Conferences, persons indicated as organizational representatives shall not be entitled to proxy or replacement delegates at the time of the election. Should it become necessary for a change in the names of the voting delegates, that change should be made in writing, addressed to the COMELEC Chair at least five (5) business days prior to the start of the conference and shall allow alternate delegates only in the event of an emergency. It is not necessary to indicate the reason for the change.

**Section: 15.8 Presiding Officer:** The presiding officer at a meeting of the Board of the Federation shall be the NaFFAA President & National Chair, or, in his/her absence, the National Vice Chair, followed by the National Secretary then the National Treasurer. In their absence a presiding officer shall be elected by a simple majority of the members of the Board present. He/she shall preside only at this particular meeting.

**Section: 15.9 Agenda:** In the call for a regular or special meeting of the Board of Governors the President & National Chair and National Secretary shall include an agenda of the business to be transacted. The same applies to the Regional and State Chapter meetings. However, no final vote may be taken to change the Articles of Organization, to dissolve the Federation, to remove any Governor, Director or Officer, unless that matter shall have been specifically included in the official notice of the meeting. The Roberts Rules of Order in its current revised edition shall be in force at all meetings, of the National Executive Officers, Board of Governors, National Standing Committees, Directorates, Ad Hoc Committees and Commissions, Regional Boards or State Chapters, unless otherwise specified by these Articles of Organization and these By-Laws.

**Section: 15.10 Votes Required to Decide Certain Specific Issues:** A two-thirds (2/3) majority of votes cast shall be required to dissolve the Federation. All other questions shall be decided by a simple majority unless a greater majority shall be required on procedural matters in accordance with usual parliamentary rules, state statutes, Articles of Organization or these By-Laws.

Section: 15.11 **Informal Action Without a Meeting:** Any action required or permitted by the Articles of Organization or By-Laws or any provision of law to be taken by the Board of Governors or elected officers of the regional or state chapters, at a meeting, or by resolution may be taken without a meeting if a consent in writing, through email, text, fax or other methods, setting forth the action so taken is signed and confirmed by the Officers then in office.

Section: 15.12 **Presumption of Assent:** A member of the Board of Governors, an officer of the Regional or State Chapters, who is present at a meeting, or a committee thereof, at which action on any corporate matter is taken – shall be presumed to have assented to the action taken unless his/her dissent shall have been entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof. He/she shall forward such dissent by mail to the National Secretary, Regional or State Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to any officer who voted in favor of a proposal or a resolution.)

Section: 15.13 **Open Meetings:**

The Board of Governors, Regional or State Chapter meetings shall be open to the general public except when it is dealing with the removal of a governor, director or officer. In addition, the Board of Governors, or officers of the Regional or State Chapters, may declare a meeting closed by a simple majority vote.

Section: 15.14 **Closed Meetings:** Meetings of temporary committees, (ad hoc committees) shall be closed to all governors, or officers of other committees except for those specifically invited to be present.

Section 15.15 **Required Attendance:** Members of the Board of Governors, Officers of the Regional and/or State Chapters shall attend all meetings unless properly excused by notification to the National Secretary, Regional or State Secretary, or appropriate officer, or any member of the Board, or officers prior to the meeting. The office of the Governor or officer who is absent without excuse for three (3) consecutive meetings shall be declared automatically vacant.



## **Article 16. NaFFAA Empowerment Conference**

Section: 16.1 **A NaFFAA Empowerment Conference** shall be a National Initiative, led by the National Executive Board, convened every two (2) years. The Board of Governors, shall, in consultation with the Regional State/Host committee, recommend the date, venue and the theme of the conference. The National Vice Chair in partnership with the National Operations Officer, Executive Director, and National Director of Integrated Marketing and Branding shall be ex-officio head of the conference committee

Section: 16.2 **Venue:** A region or state chapter desiring to host an empowerment conference must state that desire no later than the end of the previous conference if possible, earlier if a consensus from the state or regional officers has been voted on. It is recommended that each region be given an opportunity in hosting an empowerment conference. In case of a tie or conflict, the President & National Chair shall mediate a favorable accommodation.

These agenda items must be approved during the planning stages of the Empowerment Conference, no less than two (2) months prior to the date of the conference.

Section: 16.3 In cases where a conflict exists in the agenda items submitted, the President & National Chair shall have veto power over the items. However a majority vote of the Board of Governors shall override the veto.



#### **Article 17. Dues and Assessments:**

Section: 17.1 **The Board of Governors** shall establish the dues to be assessed. Membership dues shall be paid by March 31 of the year of the assessment. Failure to pay by the due date will deprive the member of voting rights within the state chapter, the region and the National Federation. If a voting member has been a member of the Federation in the last two (2) years prior to any election, (state, regional or national) such member shall show proof of paid membership for two (2) consecutive years.

Section 17.2 Voting eligibility of such member will be printed on the Registration Badge given to all registered delegates upon registration during a National Empowerment Conference. Example: Name, State and the word VOTING DELEGATE.

Section: 17.3 **Membership Dues:** Dues paid by regular members, organization associations and other entities shall be remitted directly to the National Treasurer. Assessments paid by organizations, societies and other entities shall be divided according to the following schedule: 60% to the State, 20% to the Regional and 20% to the National.

Section 17.4 Effective 2017, annual individual membership dues shall be \$40. The annual Organization Membership shall be \$150 with five (5) voting delegates. For bookkeeping purposes, it is hereby recommended that the Treasurers, shall be responsible for distributing the shares to their respective member states. To save time and effort for the National/Region Treasurers, the Region remits National membership revenue share. For bookkeeping purposes it is hereby recommended that the entire amount be remitted to the National Treasurer, who shall then send the shares to the corresponding State and Regional Treasurers.



#### **Article 18. Fund Raising:**

Section: 18.1 **Fund Raising:** Funds raised by the Federation, through donations or grants shall belong to the General Fund of **NaFFAA**. Funds raised by the State and Regional Chapters shall remain with the State and Regional Chapters. However, the state and regional chapters are encouraged to share a portion of their net earnings to the National Federation. Net proceeds from the National Empowerment Conferences shall be shared as follows: 60% to the host State or Territory Chapter, 20% to the Regional Chapter and 20% to NaFFAA National.

Section: 18.2 **State/County and Regional Chapters** engaged in fund raising activities or receive donations shall forward the applicable financial report to the National Treasurer not later than sixty (60) days after the event. If 501 (c) 3 of local member organization is used, the name and EIN number must be provided to the National Treasurer, for our records. All proceeds from the use of the **NaFFAA** National 501 (c) 3 shall go to **NaFFAA National**. See revenue sharing under Article 3.3(e). No county/state or region may require a separate EIN without prior approval from the NEB.

Section 18.3 **Disaster Relief:** There shall be no revenue sharing for disaster relief fund raising initiatives.



**Article 19. Fiscal Year: Finances, Financial Management:**

Section: 19.1 **Fiscal Year:** The fiscal year of the Federation shall start on January 1<sup>st</sup> and end on December 31 of the same year.

Section: 19.2 **Audit:** the Federations's financial accounts shall be audited annually, within 60 days following the end of the fiscal year, under the direction of the National Treasurer. An audit firm not affiliated with any **NaFFAA** member of organization shall perform the annual audit of the books of the Federation.

Section: 19.3 A report of the audit shall be submitted to the Board of Governors during the meeting immediately following the completion of the Audit, and copies made available to the Regional Chairs at their request.

Section: 19.4 **Annual Budget:** Upon recommendation of the National Treasurer, the Federation shall adopt a budget for each fiscal year, not later than 60 days after the beginning of that fiscal year. The budget shall specify sources of revenues to cover costs. The National Treasurer shall submit a proposed budget to the National Chair for approval by the Board of Governors no later than March 31.

Section: 19.5 The budget as proposed will then be published in the Federation's Newsletter.

Section: 19.6 **Annual Financial Report:** The National Treasurer shall prepare an annual financial report for the fiscal year. The report shall be submitted to the Board of Governors, during the next annual meeting, and shall be made available to the Regional and State Chapters. After the financial report has been submitted to an outside auditor, the report shall be published in the Federation's Newsletter.

Section: 19.7 **Contracts:** The Federation may authorize any officer(s) agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation, and such authorizations may be general or confined to specific instances.

Section: 19.8 **Loans:** No loans shall be contracted on behalf of the Federation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Governors.

Section: 19.9 **Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Federation shall be signed by such officer (s) or agent(s) designated by the Federation, and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Governors. Checks, drafts and or other orders or payment in excess of \$5,000 shall be co-signed by the National Chair.

Section 19.10 **Deposits:** All funds of the Federation not otherwise in use shall be deposited from time to time to the credit of the Federation in such banks, trust companies, or other depositories, as may be selected by or under the authority of the Board of Governors.

Section: 19.11 **Contributions and Donations:** Except as restricted by laws governing non- profit tax exempt organizations, gifts, bequests of real or personal property of every nature and description and wherever located, may be accepted by the Board of Governors. The **NaFFAA** may use, hold, manage, deal with and dispose of same to such extent as may be advisable for fulfilling the purposes of the Federation. The Board of Governors may accept on behalf of the Federation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Federation.

Section: 19.12 **Other Endowment Funds:** The Board of Governors may establish such other endowment funds as it deems necessary or advisable which shall be administered pursuant to the rules and regulations it prescribes.

Section: 19.13 **Investment of Funds:** Funds not needed for current use of the Federation shall be invested in interest-bearing accounts or securities providing the best available return on investment at or through a financial institution authorized by the Board of Governors. No investment commitment with a term in excess of one year shall be made without the express authority of the Board of Governors.

Section: 19.14 **Indemnity:** The NaFFAA may indemnify any officer, member of the Board of Governors, its agent, or employee(s) for liabilities incurred in the course of performing their functions in good faith under such terms specified by law. In any event, the NaFFAA shall have the right to purchase and maintain insurance on behalf of such person(s).



## **Article 20. Protest, Complaints and Grievance Procedures:**

Section: 20.1 **Requirements:** Any dispute among members, local chapters or regional chapters shall be submitted by either party in writing to the respective State or Region. If State or Region Parties/Officers are involved then it should be directed to the President & National Chair, through the National Executive Board. Officers in any level involved in resolving complaints, petitions or grievances shall exert all efforts to protect the privacy of the parties and the reputation of the Federation. If possible efforts to resolve these issues should be worked within.

Section: 20.2 All disputes shall be resolved in an expedient manner from the filing of the protest or complaint.

Section: 20.3 Whenever necessary, the Federation should seek the advice of those whose expertise include the complex area of the dispute, complaint or grievance, in recognition of the serious import and the potentially divisive nature of such matters.

Section 20.4 NaFFAA may exercise an option, upon the recommendation of its Board of Governors, of interceding in cases where the parties to the grievance may be one or both being members of the Federation.

Section 20.5 NaFFAA may not intercede in cases, where one or both are not members in good standing at the time of the protest, complaint or grievance.

Section: 20.6 NaFFAA may not participate in cases involving non member organizations or entities; or participate in an appeal involving local disputes.

Section: 20.7 **Grievance Committee:** In the event conciliation fails, the President & National Chair shall create a Special Grievance Committee, of three (3) members, with at least one (1) member from the Board of Governors, and one (1) representative from the Region of the parties to the dispute, if applicable.

Section: 20.8 **Hearings:** The Grievance Committee shall hold a hearing either orally or via teleconference and render a decision within a reasonable time frame.

Section: 20.9 **Notice of Decision:** Following the hearing, the Grievance Committee shall make its recommendation in writing addressed to the President & National Chair. The recommendation of the Committee shall be approved by the National Executive Board and a majority vote of the Board of Governors at a meeting called specially for that purposes..

Section: 20.20 The President and National Chair shall notify the party or parties involved of the Board's decision in writing of the decision. The decision of the Board of Governors shall be final and shall not be subject to any appeal.



## **Article 21. Dissolution and Distribution of Assets:**

Section: 21.1 Upon dissolution of the Federation, or final liquidation, the assets of the Federation shall be distributed as follows:

- a) All liabilities and obligations of the Federation shall be paid, satisfied and discharged, or adequate provision shall be made thereof;
- b) Assets held by the Federation upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement. Assets on loan to the Federation shall be returned to the estate of the loaner prior to the dissolution of the Federation;
- c) The remaining assets, if any, shall be distributed exclusively to one or more charitable organizations and foundations whose exempt purposes fall within the meaning of Section 501 © (3) of the Federal Internal Revenue Code, or shall be distributed to Federal, state or local governments for a public purpose. Such distribution shall be made in accordance with all applicable provisions and regulations as they now exist or as they may hereafter be amended.



## **Article 22. Miscellaneous Provisions**

Section: 22.1 **Enforcement of National Policies:** All NaFFAA members shall comply with all the resolutions and policies adopted by the Federation.

Section: 22.2 **Exercise of Citizenship Rights:** All members shall be encouraged to participate in the American political process. However, no substantial part of the activities of the Federation shall be devoted to propaganda. The Federation shall not participate or intervene in any political campaign on behalf of, or in opposition to, a candidate for public office.

Section: 22.3 Notwithstanding any provision in these By-Laws, the Federation shall not carry on activities not permitted for organizations exempt from Federal income tax under Section 501 © (3) of the Federal Internal Revenue Code, or for organizations, contributions to which are deductible under Section 170 © (2) of the Federal Internal Revenue Code.

Section: 22.4 **Prohibition Against Private Inurement:** No part of the gross or net earnings of the Federation shall inure to the benefit of, or be distributed to its members, officers, advisors, or others, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Federation.



## **Article 23. Amendments:**

Section: 23.1 **Amendments to Articles of Organization and By-Laws:** (formerly referred to as Articles of Incorporation) and the By-Laws may be amended by a proposal or recommendation by any member or group of members of the Federation by submitting the proposed amendments to the Commission on Articles of Organization and By-Laws. The Board of Governors shall be expressly authorized to alter, repeal provisions or make changes from time to time. The Board when acting in this manner, may by a vote of a simple majority pass the changes, provided that a quorum previously agreed upon through resolution of the Board was present and the notice of such proposed amendments shall have been given voting members thirty (30) days prior to such meetings.

Section: 23.2 **Notice:** The Commission on Articles of Organization and By-Laws shall submit or send the written recommendation on the proposed amendments to the President & National Chair and the Board of Governors, at least 30 days prior to the date of the meeting in which the by-laws is an agenda item.

Section: 23.3 **Adoption:** The proposed amendment(s) shall be adopted upon a majority vote of all the members eligible and voting at the meeting.

Section: 23.4 **Ratification:** The amended Articles and/or By Laws shall take effect upon the formal adoption and ratification by the Board of Governors.



## **Article 24. Transitory Provisions:**

Section: 24.1 The provisions of these amended By-Laws shall be effective for elections held during the 2019 Empowerment Conference.

### **Certification:**

The following provisions/amendments have been passed at the National Strategic Planning Conference in Las Vegas, Nevada on November, 2011, the 10<sup>th</sup> Empowerment Conference in Detroit, Michigan on August 8, 2012, at the Strategic Planning Summit on August 17, 2013 in Las Vegas, Nevada, the National Board of Governors Meeting on November 13-14, 2014 at the Flamingo Hotel and Casino in Las Vegas, Nevada.

I hereby certify that the following provisions have been approved by a unanimous vote of the Board of Governors in a teleconference on January 2015.

Notes:

1. In the preparation of this document, the previous by-laws was used as its basis, and most of its provisions are retained.
2. In Article 3 the provisions that reflect student memberships, the committee debated long and hard in retaining the student category. First, the students were defined as being aged 35 or lower. The committee felt that anyone who has reached the age of majority (18) should be considered an adult. Most individuals at 35 have been done with their undergrad education, and may have been married with at least two children. Although NaFFAA had a student category, in fact a “youth” director, from state, regional and national positions, they were never active, never paid dues and never participated in local or national conventions. Emraida had to come up with a compromise, that anyone no matter what age, as long as they can produce a course or study, or a verification from a school, technical school, community college, college or university would be considered a student, regardless of age. Most of the students who were aware of NaFFAA only came to ask for funding, and when they were denied, never showed any interest thereafter. The year after the student category was abolished, students attended a summit meeting in Las Vegas, protesting its removal. The compromise provision stayed.
- 3, In the original by-laws the only elected officers were the National Chair and National Vice Chair. They were elected at a National Empowerment Conference, all other officers, including the Secretary, and the Treasurer were appointed. When the committee proposed that the National Secretary and National Treasurer be elected, they had a very difficult time writing the job descriptions of these offices. A similar hardship existed when they had to write the job descriptions of the more than 20 appointive positions.
- 4, There were more than 20 committees whose chairs and or members were all appointed by the National Chair. All the officers from the National Chair to the national committees were co-terminus with the National Chair. In drafting these Federation by laws and the difficulty of conceiving a national federation , the idea of a Board came about. These provisions were very difficult to conceive much less to write.
5. At the original discussion of the by-laws, at a summit conference in Las Vegas in 2011 (Ed Navarra was in his first term), the Regional Chairs, who previously formed part of the National Board, but who had no input or power except when they were close personal friends of the National Chair, were to be eliminated, on the premise that they would be busy running their regions that they would not have sufficient time and/or inclination to work towards national projects and issues. A strong lobby by the Regional Chairs defeated this proposal.
6. Another issue that received heated debate was the division/sharing of the membership dues. Since NaFFAA has never had enough funds to run a national organization, the committee proposed that the membership dues (\$35 at the time), be part of the national funds and not be shared with the state or regional organizations. This proposal was also defeated.
7. The first Board of 15 were elected during the end of Ed Navarra’s first term, (2012). He was reelected to a second term. At this election Bart Tubalinal was elected as National Treasurer, although he was absent from the conference.  
This accommodation will not be repeated.in the future.

January Several recommended changes were suggested for the 2018 Summit held in San Francisco, January 26 & 27, 2018. Those changes are now incorporated in this document.