



ARTICLES OF ORGANIZATION AND BYLAWS

FILIPINO-AMERICAN FOUNDATION OF NEW MEXICO (Amended as of 2006)

ARTICLE I

Purpose

The Filipino-American Foundation of New Mexico's (FAFNM) mission is to promote the recognition and maintenance of the distinctive values and historical heritage of Filipinos while striving to enhance the well-being of Filipinos through education, health, and economic services. In furtherance of this mission, the Foundation shall carry out the following activities:

1. to promote the teaching of Filipino languages, music, songs, *and* dance;
2. to promote an understanding and appreciation of Filipino culture through the development of appropriate educational materials, maintaining a bureau of cultural speakers and performers, and advocating and supporting a program of Filipino studies in the community;
3. to aid in the establishment of museums, cultural centers, and resource libraries to make available materials of significance to Filipino history and culture;
4. to facilitate the promotion of the general well being of Filipinos in New Mexico.

ARTICLE II

Membership

A person, family, or organization that supports the mission and purposes of the Foundation, and pays the membership dues prescribed by the Board, may be a member of the Foundation. Members shall be admitted without regard to race or ethnic origin, age, religion, sex, disability, political beliefs, sexual preference or profession. The Foundation shall have the following categories of members: Individual, Family, Senior Citizen, Student, Lifetime, and Organization.

1. **INDIVIDUAL MEMBER:** A person who meets the qualifications established by the Board and pays the prescribed membership dues.
2. **FAMILY MEMBER:** Any family unit living within a household that meets the qualifications established by the Board and pays the prescribed membership dues. Children below 18 years of age who live with a family shall qualify as family member and will not be required to pay the prescribed membership dues.
3. **SENIOR CITIZEN MEMBER:** An individual, sixty-five (65) years old or older, who meets the qualifications established by the Board and pays the annual membership dues.
4. **STUDENT MEMBER:** A full-time or part-time student who meets the qualifications established by the Board and pays the annual membership dues.
5. **ORGANIZATION MEMBER:** A nonprofit or for-profit corporation, association, fraternal organization or any duly organized group that meets the qualifications established by the Board and pays the prescribed membership dues.
6. **LIFETIME MEMBER:** Lifetime Membership is awarded to member who has given faithful and exemplary years of service to the Association. A written nomination for lifetime membership shall be submitted to the Board. A simple majority vote of the Board can approve the nomination.

ARTICLE III

Governing Body

Section 1. Definitions

The Board of Directors shall be the governing body of The Filipino-American Foundation of New Mexico.

Section 2. Number

The Board of Directors shall consist of no less than nine (9), nor more than twenty-three (23) individuals, a number set by Resolution of the Board of Directors. A quorum shall exist if one-third of the Board is present.

Section 3. Eligibility

A person who is a resident of New Mexico for at least one year and who has been a paid member of the Foundation for at least one year is eligible to serve on the Board of Directors.

Section 4. Terms

The Board of Directors shall be elected for a two (2) year term. Approximately half of the terms will expire annually. Directors are eligible for reelection, on the first Saturday of December, to subsequent two year terms. No Director shall serve for more than six consecutive years. A director shall serve until a replacement is duly elected and sworn in. (2006 amendment)

(Before 2006, this section read as follows:

The Board shall create three classifications of term for the initial Board, determined by lot, by which 1/2 of the Board shall have a one year term, and 1/2 of the Board shall have a two year term. Subsequently, members shall be elected for a two year term with terms staggered so that 1/2 of the members' terms shall expire annually. Directors are eligible for reelection, on the first Saturday of December, to subsequent two year terms. No Director shall serve for more than six consecutive years. A director shall serve until a replacement is duly elected.)

Section 5. Election of New Board Members.

- a) The nominating committee shall accept candidates to the Board.
- b) Candidates for Directors of the Board shall be presented to the membership and elected at a general membership meeting.
- c) Candidates shall be elected by members who have paid their dues at least two months prior to the election.
- d) Candidates receiving the most number of votes shall be considered Directors of the Foundation from the moment of their election for a term extending to the date of the termination of their term.

Section 6. Voting

All Directors may vote on any matter coming before the Board for consideration. A simple majority of votes shall control. Votes may be by voice of those present or by telephonic transmittal, such as, but not limited to, a conference call or by electronic conveyance, such as, but not limited to, e-mail or video conference. In addition, votes may be cast through a written proxy which has been received and verified by the President.

Section 7. Executive Committee.

There shall be a four (4) member executive committee of the Board consisting of the President, Vice President, Secretary, and Treasurer. The President shall abstain from voting except to break tie votes. The

Executive Committee is empowered to carry out the business of the Board.

ARTICLE IV

Election of Officers

Section 1. Voting Eligibility

All members of the Board of Directors shall be eligible to vote for officers.

Section 2. Installations

Elected candidates shall be installed and shall assume office immediately after certification of the results of the elections.

Section 3. Nominations

Candidates for officers shall be submitted to the Nominating Committee, which shall present nominations to the full Board at the first meeting immediately after the general election of the Board of Directors. Any of the Board of Directors may seek to serve as an officer of the Foundation. (*But see 2006 amendments*)

Section 4. Election Date

Election of officers shall be held at a meeting of the Board of Directors which will be held no later than one week after the general membership election for new Directors.

ARTICLE V

Officers' Responsibilities

Section 1. Officers

The Foundation shall have four elected officers: President, Vice President, Secretary, and Treasurer. Officers shall serve for a term of one year, their terms commencing at the annual meeting and will serve until their successors are elected. All officers of the Foundation shall be entitled to vote on any issue coming before the Board of Directors.

Section 2. President

- a) The President shall be the Chief Executive Officer of and principal speaker for the Foundation.
- b) The President shall, if present, preside at all meetings and shall perform all acts incident to the office of the President, and shall have additional powers as assigned by the Board.
- c) The President may sign and execute, in the name of the Foundation, agreements, contracts and other instruments authorized by the membership.
- d) The President shall arrange for a written agenda in advance of each meeting.
- e) In the event that urgent and important issues arise between regularly scheduled meetings that require action of the Board of Directors, the President (or his/her designee) may call a special meeting of the Board of Directors. Forty-eight (48) hours advance notice shall be given Board members by voice, telephonic or electronic transmission.
- f) It shall be the responsibility of the Board of Directors, executed through the President, to transmit to staff policy and policy directives and to monitor staff compliance.

Section 3. Vice President

The Vice President shall assume the duties of the President, with all the powers and restrictions placed on that office, during the President's absence. The Board may decide, by majority vote, on additional powers and responsibilities it may wish to assign to the Vice President. If the President is unable to fill the remaining term of office, the Vice President shall assume the duties of that office for the duration of the term and a new Vice President shall be elected.

Section 4. Secretary

- a) The Secretary shall be the Chief Information Officer of the Foundation and shall be the custodian of all official records and documents of the Foundation, including but not limited to the Corporate Seal, if any, and the Foundation Minutes.
- b) The Secretary shall record and transcribe the Official Minutes of all meetings of the Board of Directors and of the Steering Committee.
- c) The Secretary shall maintain a current Foundation membership roster, attendance roster, and a list of Board Members.

- d) The Secretary shall send out all meeting notices, including special meetings, at least seven (7) days prior to a regular meeting. All minutes of meetings and Foundation records will be passed on to the successor.

Section 5. Treasurer

- a) The Treasurer shall be the Chief Financial Officer of the Foundation and shall have responsibility for the safe and proper handling of the Foundation's financial accounts. This includes, but is not limited to, a list of all assets of the Foundation, including accounts receivable and current cash balances, all liabilities and contingent liabilities, and any and all matters pertaining to the financial condition of the Foundation
- b) The Treasurer shall present, on a quarterly basis, a report to the Board of Directors and the general membership on the financial status of the Foundation.
- c) The Foundation may make such provisions for the custody and disbursement of funds as shall guarantee their safety and proper disbursement and use and no loans, advances or promises of payments on behalf of, or in the name of, the Foundation shall be made without the explicit written authorization of the Steering Committee.

ARTICLE VI

Staff

Section 1. Executive Director

- a) The Board of Directors may employ or contract for an Executive Director who shall act as the Chief Operating Officer of the Foundation and shall serve at the pleasure of the Board.
- b) The Executive Director shall be responsible for the day-to-day operations of the Foundation, in accordance with policies and procedures previously approved and transmitted to the Executive Director by the Board.
- c) All other staff: contractors, sub-contractors, and other employees of the Foundation, shall report directly to the Executive Director who shall have authority for the assignment and evaluation of work activities.
- d) Upon receipt of an approved budget from the Board of Directors, the Executive Director shall be responsible for the administration of day-to-

day expenditures and the reconciliation of operating accounts. The Board may set a not-to-exceed check writing limitation as a fiduciary safeguard.

- e) The Executive Director, with the advice and consent of the Board of Directors, shall have the authority to employ or discharge staff in accordance with Foundation policy as delineated in an employee manual, if any, and any and all local, state, and federal laws which may apply.

Section 2. Non-Discrimination Proviso

- a) The Foundation shall not discriminate in hiring or employment because of race, color, religion, sexual orientation, national origin, or physical or mental disability.
- b) This requirement shall apply, without limitation to: employment, upgrading, demotion, transfer, recruitment, advertising, layoff or termination, and selection for training, including apprenticeship

ARTICLE VII

Meetings

Section 1. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held a minimum of once quarterly. The annual meeting of the Foundation shall be held in September of each year.

Section 2. General membership meeting

Membership meeting shall be held a minimum of once quarterly. The date of the quarterly membership meeting shall be decided at the annual meeting. A quorum exists when twenty (20) members are present at the meeting.

ARTICLE VIII

Vacancies, Removal and Recall

Section 1. Vacancies

Whenever the membership of the Board of Directors of the Foundation shall, for any reason, be less than nine (9), the Nominating Committee shall be directed by the President to present potential members of the Board for evaluation and election at a special meeting called by the President for the exclusive purpose of filling the vacancies.

Section 2. Removal

- a) The Board of Directors may, by an affirmative vote of 2/3 of the number of Board members present at a special meeting called for the purpose of removing any Board member, remove any member of the Board of Directors for just cause including, but not limited to, conviction of a felony or malfeasance.
- b) If any member of the Board of Directors fails to attend two unexcused consecutive regularly scheduled meetings of the Board of Directors, the post of the delinquent member shall be deemed to be vacant upon an affirmative vote of not less than two thirds 2/3 of the members of the Board of Directors at the next meeting. The Director who will be absent should inform the Secretary.

Section 3. Resignation

Any member of the Board of Directors intending to resign from the Board shall submit a resignation in writing to the President of the Board of Directors.

Section 4. Recall

Any elected member of the Board of Directors may be recalled by a vote for removal by 2/3 of voting members present at a special meeting called for the purpose of recalling the named Director.

Section 5. Special Elections

Vacancies of the officer positions of the Board of Directors, including positions of President, Vice President, Secretary and Treasurer will be filled for the remainder of the term by new officers elected at a special election called by the President or Vice President for the purpose of filling the vacancy(ies).

Section 6. Leave of Absence

Any member of the Board of Directors may request a leave of absence, in writing which will be subject to approval by a majority vote of the Board of Directors. The Board of Directors, at its discretion, may make an interim appointment for the duration of the leave.

ARTICLE IX

Committees

Section 1. Standing Committees

The Foundation shall have the following permanent committee:

- a) **Steering Committee.** Between meetings of the full Foundation the authority of the full Board shall be vested in the Steering Committee. The Steering Committee shall meet regularly to make decisions and take actions that cannot await a full meeting of the Board. The Steering Committee shall develop and review the policies of the Foundation and bring forward such recommendations that further the mission of the Foundation for consideration and action by the full Board. The Membership of the Steering Committee shall consist of the officers of the Foundation and one or more additional members appointed by the President and shall be responsible for giving forty-eight hours advance notice of a meeting of the Steering Committee to the other members of the Committee.
- b) **Nominating Committee.** Under the direction of the Board of Directors, the Nominating Committee shall be responsible for identifying and accepting candidates for the Board. The committee shall present the candidates to the Board.
- c) **Education Committee.** Under the direction of the Board of Directors, the Education Committee shall be responsible for developing guidelines on language and cultural curricula, the speakers bureau, public forum, exhibits, and scholarships.

Section 2. Ad Hoc Committees

The Board of Directors may, from time-to-time, create such committees as are appropriate to further the mission of the Foundation.

ARTICLE X

Compensation

Directors and Officers of the Foundation shall not be compensated in any way for their service as members of the Board of Directors. Membership on the Board of Directors shall, however, not disqualify individuals from compensation for any services contracted by the Foundation in pursuit of its mission as long as it is determined that such individuals are selected for contracts in a fair and open process and that the Foundation determines that such individuals are the best candidates to supply such contractual services. By this article the Foundation explicitly states that membership on the Board and subsequent service as a fee-for-services subcontractor does not constitute a conflict of interest for a member of the Board.

ARTICLE XI

Authority to Bind

No member of the Board or representative of the Board shall incur any debt for, or enter into any agreement for, or otherwise obligate the Foundation, except by prior written authorization from the Board.

ARTICLE XII

Parliamentary Authority

The parliamentary authority for the conduct of the Foundation shall be *Robert's Rules of Order*, unless otherwise provided by the Board's action. In the event of conflict between this authority and these bylaws, the bylaws shall have precedence over Robert's Rules or actions for the Board.

ARTICLE XIII

Dissolution

On dissolution or final liquidation of the Foundation, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation, exclusively for the purpose of the Foundation, in such a manner, or to such organization or other organizations organized and operated exclusively for

charitable and educational purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws, as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XIV

Amendments

These Bylaws may be amended by an affirmative vote of two thirds (2/3) of the Board members present at a meeting provided that at least three (3) weeks written notice of the proposed changes have been given to all Board of Directors members.

ARTICLE XV

Organizational Policies

The Board of Directors shall revise, as necessary, distribute and abide by the Policies and Procedures necessary for the operation of the Foundation.

ARTICLE XVI

Indemnification of Officers

Indemnification shall be provided to all officer and Directors of the Foundation to the fullest extent permitted by law, including, but not limited to, Section 53-8-6, NMSA 1978 (1995 Supp.).

ARTICLE XVII

Adoption

The Bylaws shall become effective and established upon signing of the Bylaws and after its approval by at least a majority affirmative [quorum] vote of the membership. All members present at the approval of this document shall be signers of it.

AMENDMENTS

1. The fiscal year of the FAFNM shall begin on July 1 of each year and end on June 30 of the following year. This fiscal year applies to both financial and membership issues. *(May 27, 2006 amendment)*

2. Nominations to the Board of Directors shall be submitted in writing to the nominating committee on or before October 30th. *(May 27, 2006 amendment)*

3. Article III Section 4. Terms

(shall be changed to read:)

Board of Directors shall be elected for a two (2) year term.

Approximately half of the terms will expire annually. Directors are eligible for reelection, on the first Saturday of December, to subsequent two year terms. No Director shall serve for more than six consecutive years. A director shall serve until a replacement is duly elected and sworn in.

(May 27, 2006 amendment)