

**FEDERAL ASIAN PACIFIC AMERICAN COUNCIL
SOUTHWEST
(FAPAC SW)**

P. O. Box 710843 San Diego, CA 92171

**CONSTITUTION
AND
BYLAWS**

(Adopted from NATIONAL FAPAC Constitution and Bylaws amended on April 2, 2008)

Constitution and Bylaw Committee, 2011

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the Federal Asian Pacific American Council Southwest, the acronym for which shall be FAPAC SW.

ARTICLE II PURPOSE

FAPAC SW is organized exclusively, for educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The primary purpose of FAPAC SW is to serve as an interagency association within the Federal and the Southwest Region governments, providing a focus for over thirty ethnically distinct groups from Asia and other Pacific regions as recognized by the United States Bureau of the Census.

ARTICLE III OBJECTIVES

The objectives of FAPAC SW shall be:

- Section 1.** To assist the Federal and the Southwest Region Governments in promoting, establishing, and maintaining an effective and equitable participation of Asian Pacific Americans in the work force.
- Section 2.** To promote overall awareness of the impact of Asian and Pacific cultures, contributions, work ethics, and behavior as related to government employment.
- Section 3.** To promote a better understanding of, and to seek solutions for, the particular problems, including Equal Employment Opportunity, of Asian Pacific Americans in the Federal and Southwest Region work forces.
- Section 4.** To establish and maintain channels of communication and goodwill between Asian Pacific Americans and other individuals in the Federal and Southwest Region Governments and the community in general.
- Section 5.** To promote the career development and advancement of Asian Pacific Americans in the Federal and Southwest Region Governments and to do so through such vehicles as the sponsorship of training conferences, Asian Pacific American Heritage observances, and developmental workshops.

ARTICLE IV ORGANIZATIONAL POLICIES

- Section 1.** FAPAC SW shall not discriminate against any person on the basis of race, color, religion, sex, National origin, age, or disability.
- Section 2.** FAPAC SW shall be a nonprofit, nonpartisan, and noncommercial organization.
- Section 3.** FAPAC SW shall be organized to conduct activities of interest common to its interagency members, and shall expend its funds for that purpose.
- Section 4.** No substantial part of the activities of FAPAC SW shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FAPAC SW shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provisions of this Section, the FAPAC SW shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- Section 5.** Local sections of FAPAC designated as Chapters and composed of individual members may, when approved by National FAPAC Executive Board, be formed. Each Chapter shall have power to draft its own constitution and bylaws, provided that such constitution and bylaws shall be in harmony with the National FAPAC Constitution and Bylaws and are in furtherance of the objectives of National FAPAC. Provided further that prior to final adoption, the constitution and bylaws so drafted and all subsequent amendments thereto, shall have been submitted to and approved by the FAPAC SW Executive Board.
- Section 6.** FAPAC SW shall comply with the National FAPAC Guidelines. If found not in compliance and/or inactive, National FAPAC may revoke their recognition.

ARTICLE V MEMBERSHIP

- Section 1.** Active membership in FAPAC SW shall be open to all current and retired employees of any government entity who wish to make a positive contribution to the achievement of such purpose and objectives. Honorary membership, given to those who have rendered outstanding services in the

furtherance of the objectives of FAPAC SW, is open to any qualified person. Any current and retired government employee can become a member by applying for membership by filling out an application form or by attending regular FAPAC SW meetings. Members can become an active member of the National FAPAC, which consists of the Executive Board and those active members, when one completes attending two (2) regular meetings and two (2) other National FAPAC sanctioned meetings, as those defined in Bylaws Article VI and chapter meetings, during the preceding twelve (12) months.

Section 2. Active members of FAPAC SW who are currently employed by the Federal government and have attended a minimum of four regular monthly meetings of National FAPAC in the preceding twelve months will qualify to be nominated to and seek election as a FAPAC National officer or auditor. For example, to be nominated for a National office in the month of July, the individual must be employed by the government in July and have attended at least four regular meetings during the preceding 12-month period ending June 30. If separation from the government occurs during the individual's term of office, the office will become vacant the first day of the month following the effective day of separation.

Section 3. Chapter members who attend four (4) chapter meetings will be considered as active members. Their attendance shall be documented in minutes of their monthly meetings and reported to the Chapter Chairperson as required by National FAPAC and stated under the National FAPAC Chapter Guidelines. The President and Chief Operations Officer of each fully credited FAPAC Chapter shall have the same rights and privilege of active members of the National FAPAC and be eligible to be nominated to and seek election as a FAPAC National officer or auditor.

Section 4. Organizational membership shall be open to employee organizations of all Asian Pacific Americans (APA) and other Federal Government employee organizations in the Southwest Region.

Section 5. Any Federal Employee in the Southwest Region APA organization can become a FAPAC SW organizational member by applying and indicating its allegiance to the FAPAC SW Constitution & Bylaws.

Section 6. Only those member(s) of member APA organization who attend FAPAC SW regular and sanctioned meetings shall be eligible to attain the active membership status after meeting the requirements as stated under the sections 3 and 4 of the subject Article V of the FAPAC SW Constitution.

ARTICLE VI

OFFICERS

- Section 1.** The officers of FAPAC SW shall be a President/Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, Deputy Financial Officer, Chief Committees Officer, and Executive Secretary/Historian. All other officers were selected. or appointed.
- Section 2.** There shall be an elected position of Auditor, who is independent from the Executive Board.
- Section 3.** No person shall be eligible to hold office in FAPAC SW or be elected unless he or she is an active member and is currently employed with a government entity.

ARTICLE VII EXECUTIVE BOARD

- Section 1.** The Executive Board shall consist of the elected officers, the chairpersons of the standing committees, and the immediate past president of FAPAC SW.
- Section 2.** The presence of a majority of the elected Executive Board members shall constitute a quorum at any meeting of the Board, and a majority of the elected Executive Board members shall be empowered to act for the entire Executive Board. The board may conduct its voting process via e-mail, teleconferences, or other means provided the voting results are recorded.
- Section 3.** All Executive Board decision shall be reported at the next regular general meeting. Any Executive Board decision can only be overridden by a two-third vote of the active FAPAC SW members present.

ARTICLE VIII ELECTION AND TERMS OF OFFICERS AND AUDITOR

- Section 1.** Officers and Auditor shall be elected annually at the regular meeting of FAPAC SW held in August and the officers serve for one year from the coming October first. The President and Chief Financial Officer may run for a consecutive second term but can serve no more than two terms during a period of seven-year period. The Chief Financial Officer may run for a second term if he/she chooses but can serve for no more than two consecutive terms of office. The installation of newly elected officers shall be held prior to taking the office in October.

ARTICLE IX AMENDMENTS

- Section 1.** These Constitution and Bylaws of FAPAC SW maybe amended at any regular meeting by a two-thirds vote of active members present and absentee ballots returned, provided that there is a quorum. A majority of all current active members shall constitute a quorum.
- Section 2.** No amendment shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been emailed or delivered personally, to each active member at least thirty (30) days prior to the meeting at which the vote on the proposed amendment is to be taken.
- Section 3.** Any amendment to the Constitution and Bylaws shall take effect on 1st day of the subsequent month after its passage by the active membership.

ARTICLE X DISSOLUTION

- Section 1.** FAPAC SW shall be dissolved only upon approval by ballot of not less than two thirds (2/3) of the active membership.
- Section 2.** Upon dissolution of FAPAC SW, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the Federal Government or to state or local government for a public purpose.

BYLAWS

ARTICLE I MEMBERSHIP

- Section 1.** Subject to limitations stated in Section 3 of Article V, and Section 3 of Article VII of the Constitution, all attending members of FAPAC SW shall have the right to vote upon any proposition in regular meetings. Only Executive Board members may vote on matters before the Board. The President with the recommendation of the Executive Board and approval of the majority of membership in a regular meeting shall offer honorary membership to those who have rendered outstanding services in the furtherance of the objectives of FAPAC SW.
- Section 2.** The Chairperson of the Membership Committee shall produce a listing of all active members at the July regular meeting. This listing will be based on attendance records from past July 1 to June 30. The chairperson of the Committee shall provide a list of active members to the chairperson of

election committee by June 21. The chairperson of this committee shall update this list as associate members become active members.

ARTICLE II DUTIES OF OFFICERS

Section 1. PRESIDENT/CHIEF EXECUTIVE OFFICER. It shall be the duty of the president, as chief executive officer, to:

- a. Prepare the agenda and preside at all meetings of the general membership and of the Executive Board:
- b. Have overall responsibility for the coordination of all of FAPAC SW activities.
- c. Serve as the official representative and spokesperson for FAPAC SW.
- d. Appoint committee chairpersons (as designated here) and act as an ex-officio member of all committees except the Nomination and Election Committee, and;
- e. Sign and execute agreement(s) and obligation(s), as approved by majority vote of the membership.
- f. Transfer the necessary documents to the president no later than September 30.

Section 2. CHIEF OPERATIONS OFFICER. It shall be the duty of the Chief Operations Officer to:

- a. Keep FAPAC SW current regarding activities involving Asian Pacific American interests,
- b. Advise and assist the president in the execution of his or her responsibilities, and,
- c. Function as the President/Chief Executive Officer of FAPAC SW at the request and in the absence, or upon the resignation, of the President.
- d. Transfer the necessary documents to the next Chief Operations Officer no later than September 30.

Section 3. CHIEF FINANCIAL OFFICER. It shall be the duty of the Chief Financial Officer to:

- a. Receive and collect all funds payable to FAPAC SW
- b. Pay all financial obligations of FAPAC SW, as duly authorized by the Executive Board or by vote of the general membership
- c. Prepare and submit an annual budget at the December regular meeting;

- d. Keep a clear and accurate record of all of FAPAC SW receipts and disbursements, and;
- e. Present a report on the financial status of FAPAC SW at each regular meeting.

Section 4. CHIEF COMMITTEES OFFICER It shall be the duty of the Chief Committees Officer to:

- a. Nominate the candidates for the committees to the president for appointment.
- b. Oversee the operation of all standing committees.
- c. Assess the need for ad-hoc committees as FAPAC SW mission required and make recommendations to the president.

Section 5. EXECUTIVE SECRETARY/HISTORIAN It shall be the duty of the Executive Secretary/Historian to:

- a. Keep minutes of all executive, regular, and special meetings,
- b. Maintain all official correspondence and documents of FAPAC SW,
- c. Prepare such reports and correspondence as may be assigned by the president,
- d. Notify the membership of all meetings and functions,
- e. Circulate minutes, agendas, and other pertinent documents,
- f. Establish and maintain membership attendance and other documents records as needed, and
- g. Transfer the necessary documents to the next Chief Operations Officer later than September 30.
- h. Assess the need for a Recording Secretary and make recommendations to the President as to candidates for appointment.

Section 6. AUDITOR. The Auditor is not an officer, but is an independent elected position. It shall be the duty of the Auditor to:

- a. Provide oversight on financial matters of FAPAC SW; and
- b. Conduct or cause to be conducted by a Certified Public Accountant (CPA) or an impartial and independent auditor an annual audit of FAPAC SW financial records for the immediately preceding fiscal year, to ensure fiscal accountability. A written audit report of the immediately preceding fiscal year's financial records

must be officially submitted by the Auditor during the FAPAC SW regular meeting in February.

- c. The Auditor may be removed for malfeasance, misfeasance or nonfeasance in office by a vote of two-thirds 2/3 of the active members at a regular meeting after due notice and process. Prior to any vote on a removal, the Ethics Committee must have provided the Auditor with a thirty (30) days written notice of the specific acts or omissions which support a specific charge. The Auditor so charged must be provided with an opportunity of no less than seven (7) business days in which to respond to the Ethics Committee's charges.

ARTICLE III EXECUTIVE BOARD

Section 1. It shall be the duty of the Executive Board to take the initiative in determining the policies and goals of FAPAC SW. Members of the Executive Board are expected to attend all regular meetings of FAPAC SW.

Section 2. A member of the Executive Board may be considered for removal as a consequence of his or her absence from three (3) consecutive meetings of FAPAC SW general membership, unless there is a good and sufficient reason satisfactory to the other members of the Executive Board.

Section 3. A member of the Executive Board may be removed for malfeasance, misfeasance or nonfeasance in office by a vote of two-thirds (2/3) of the active members at a regular meeting after due notice and process. Prior to any vote on a removal, the Ethics Committee must have provided such member with a thirty (30) days written notice of the specific acts or omissions which support a specific charge. The member so charged must be provided with an opportunity of no less than seven (7) business days in which to respond to the Ethics Committee's charges.

ARTICLE IV COMMITTEES

Section 1. STANDING COMMITTEES. All standing committees shall act exclusively, on the basis of the specific authority designated to them by FAPAC SW membership. The Chairperson of all standing committees shall be appointed and/or reappointed by FAPAC SW president. The President may also appoint a Co-Chair for any Committee as necessary. The term of all standing committees' chairperson and co-chair shall be for one year.

Section 2. The standing committees provide organizational assistance and contribute towards achieving FAPAC SW established purpose and objectives. Each

committee shall serve a specific function in contributing towards such purpose and objectives.

Section 3. Standing committee chairpersons shall coordinate committee functions, notify FAPAC SW President in advance of scheduled committee meetings, and appoint members of their respective committees.

Section 4. The standing committees consist of a Program Committee, Public Relations Committee, Nominations and Election Committee, Affirmative Employment Committee, Membership Committee, Chapter Committee, Conference Committee, and Constitution & Bylaws Committee.

Section 5. PROGRAM COMMITTEE. The Program Committee shall:

- a. Consist of a Program Committee Chairperson appointed by the FAPAC SW President, and other appointees selected by the Committee Chairperson from the general membership
- b. Develop and submit an annual calendar of events for approval by the Executive Board, and then submit such calendar for adoption at the regular meeting in November;
- c. Be responsible for identifying future issues and projects that will have an impact upon FAPAC SW, and;
- d. Be responsible for researching, and proposing to the Executive Board a plan of action for, each identified issues, and projects.

Section 6. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall:

- a. Consist of a Public Relation Committee Chairperson appointed by the FAPAC SW President and other appointees selected by the Committee Chairperson from the general membership
- b. Publicize all special programs, projects, and major events sponsored by FAPAC SW
- c. Provide central control for the news media, and;
- d. Coordinate outreach programs.

Section 7. NOMINATIONS AND ELECTION COMMITTEE. The Nominations and Election Committee shall:

- a. Consist of Committee Chairperson appointed by the FAPAC SW President, the immediate past President, and other appointees selected by the Committee Chairperson from the general membership.

- b. Receive nominations for office from any member of FAPAC SW, and obtain nominees' approval in advance of the election;
- c. Prepare a slate of candidates
- d. Provide a written list of eligible voters to all active members upon receiving the list from the Membership Committee Chairperson in June.
- e. Distribute the slate of candidates to all members at the July meeting, and
- f. Conduct the election, tally votes, and announce the results of the election at the August meeting.

Section 8. AFFIRMATIVE EMPLOYMENT COMMITTEE. The Affirmative Employment Committee shall:

- a. Consist of an Affirmative Employment Committee Chairperson appointed by the FAPAC SW President, and other appointees selected by the Committee chairperson from the general membership. Due to the extensive responsibilities of this Committee, the FAPAC SW president may, at his or her discretion, appoint Co-Chairpersons of this Committee, up to a limit of two Chairpersons
- b. Maintain a candidate referral system
- c. Coordinate demographic analyses of participation rates of APA employees in the workforces of the Federal agencies
- d. Facilitate the implementation of any and all Executive Orders regarding the employment of APA's in the Federal workforces
- e. Provide updates to lists of APA community groups and Asian Serving Institutions of higher education
- f. Participate in partnership agreements developed between FAPAC SW and the Federal agencies
- g. Facilitate training on Federal employment issues relevant to APA employees; including the processing of Equal Employment Opportunity complaints; and
- h. Otherwise act to further interagency employment opportunities for APAs.

Section 9. MEMBERSHIP COMMITTEE

- a. The Membership Committee shall consist of Committee Chairperson, and members.

- b. The Committee Chairperson shall be appointed by the FAPAC SW Executive Board.
- c. The Committee members shall be appointed by the Membership Committee Chairperson for three years. Upon default a member shall be removed from the Committee by the Membership Committee Chairperson and a replacement shall be appointed.
- d. The Committee shall work in close association with the Chapter Committee.
- e. The Committee shall develop and carry out a program to promote membership in FAPAC SW.
- f. The Committee shall establish and maintain a membership database (or directory) and make it available to membership when needed.
- g. The Committee shall publish and upgrade annually, the membership list, and other items to support FAPAC SW activities.
- h. The Committee shall assure that all registered members receive FAPAC SW relevant publications and information regularly.
- i. The Committee Chairperson, if found not in compliance with his/her responsibilities shall be removed by the FAPAC SW Executive Board or by the majority votes of its active members.

Section 10. CHAPTER COMMITTEE

- a. The Chapter Committee shall consist of a Committee Chairperson, and its members.
- b. The Committee Chairperson shall be appointed by the FAPAC SW Executive Board at every three years.
- c. The Committee members shall be appointed by the Committee Chairperson for three years. Each Committee members shall assist the Chapter Committee Chairperson in performing the Chapter responsibilities. On default the Chapter Chairperson shall terminate the services of that member and appoint a replacement.
- d. The Committee shall develop its agenda and present to the Executive Board and the general membership every year, in the beginning of the term of the new Executive Board.
- e. The Committee shall perform its duties to implement its agenda by contacting membership, encouraging and providing necessary information.

- f. The Committee shall make necessary amendments in the FAPAC SW Chapter Guidelines, if necessary upon approval from the FAPAC SW Executive Board.
- g. The recognition of new Chapters shall be granted only in accordance with the
- h. Chapter Guidelines and certification shall be approved and signed by the Chapter Committee.
- i. The Committee Chairperson, if found not in compliance with his/her responsibilities shall be removed by the FAPAC SW Executive Board or by the majority votes of its active members.
- j. The Committee shall work in close association with the Membership Committee.

Section 11. CONFERENCE COMMITTEE. The committee shall:

- a. Consist of a Chairperson appointed by the president, and other appointees selected by the chairperson from the general membership.
- b. Plan and implement all events and activities related to the annual National Leadership Training Conference under the general guidance of the Executive Board.

Section 12. CONSTITUTION & BYLAWS COMMITTEE: The committee shall:

- a. Consists of a Constitution and Bylaws Committee Chairperson appointed by the President, and other appointees selected by the chairperson from the general membership.
- b. Review and propose amendments to the Executive Board as needed.
- c. Interpret the Constitution and Bylaws.

Section 13. ETHICS COMMITTEE. This Committee is charged with investigating and resolving all complaints which allege misfeasance, nonfeasance, and malfeasance in the performance of their duties by any Officer, Auditor, Committee member or any member in a position of responsibility in the performance of their duties, with respect to ethical and fiduciary duties to FAPAC SW.

- a. The Ethics Committee shall consist of a Committee Chairperson, and the Committee Members.
- b. The Committee Chairperson shall be appointed by the FAPAC SW Executive Board.
- c. The Committee members shall be appointed by the Ethics Committee Chairperson for three years. Upon default, or for good cause, a member shall be removed from

- the Committee by the Ethics Committee Chairperson and a replacement shall be appointed.
- d. The Committee shall work in close association with the Constitution and ByLaws Committee in developing procedural guidelines for handling ethical complaints. At a minimum due notice and an opportunity for a response must be provided to any member charged with an ethical violation or a violation of the ethical principles embodied in the FAPAC SW Constitution and ByLaws.
 - e. The Ethics Committee shall develop guidelines, in coordination with the Constitution and ByLaws Committee, for any member responsible for administering or disbursing FAPAC SW funds.
 - f. The Ethics Committee shall base its decisions and recommendations on applicable FAPAC SW Constitution and By-Laws principles and provisions, established Office of Government Ethics guidelines and Roberts Rules of Order.

Section 14. TEMPORARY COMMITTEES. Ad-hoc committees, as required to promote and advance the purpose and objectives of FAPAC SW, may be created and appointed by either the President or the Executive Board.

ARTICLE V

NOMINATION AND ELECTION OF OFFICERS AND AUDITOR

- Section 1.** The nomination and election of FAPAC SW officers and Auditor shall take place during the regular meeting scheduled for August.
- Section 2.** All officers and the Auditor shall be elected for a term of two years.
- Section 3.** FAPAC SW President shall appoint a Nominations and Election Committee Chairperson at the regular meeting in June. Nomination shall start one week after the June meeting when the list of eligible voting members and candidates is available. At the July meeting the Committee shall present to the membership a slate of candidates. Additional nominations may be made from the floor during the regular meeting in July. The Committee chairperson will then complete the final slate of candidates and request from active members absentee voting which must be received by the committee chairperson on or before July 31.
- Section 4.** All active members (except the members of this Committee) shall have the right to be nominated for office or as Auditor. Only eligible nominees who consent personally, or in writing, if absent - shall be declared valid candidates.
- Section 5.** Elections shall be secret ballot and plurality vote. The votes shall be taken in the following sequence: President, Chief Operations Officer, Chief

Financial Officer, Deputy Financial Officer, Chief Committees Officer, and Executive Secretary/Historian.

Section 6. Nominations by any member of FAPAC SW shall be sent to the Committee prior to July 1 or date to be determined by the membership at June regular meeting. Only active members may vote in the election of officers and Auditor.

Section 7. Members of the Nomination and Election Committee cannot run for any office.

Section 8. SPECIAL ELECTIONS. Within 30 calendar days after a vacancy occurs in an elected office or the Auditor, the Nominations and Election Committee will receive nominations from any member. A written notice of special election, including the list of nominees, should be sent to all active members at least one week prior to the voting date. At the next regular meeting an election by ballot shall be held, which will include nominations from the floor, and a plurality vote of those active members present and absentee ballots received shall constitute an election.

Section 9. The Election shall be conducted using the process given below:

- a. During the election process, the FAPAC SW meeting will be chaired by the Chair of the Nominations and Election Committee.
- b. Any candidate entered on the _Write in_ line of the Ballot must have been nominated for that Office from the floor during the election meeting.
- c. The process will begin by the announcement that any FAPAC SW member eligible to vote can nominate any eligible FAPAC SW member for an Office. There will be no discussion or debate regarding such nominations, except to ascertain whether the nominated person agrees to have his/her name placed in nomination.
- d. After all the nominations from the floor have been made; a motion to close nominations will be entered. An immediate vote will follow any such seconded nomination, without debate or discussion.
- e. Each of the candidates will be allotted three minutes to discuss their platforms, ideas and credentials.
- f. At the conclusion of the speeches, a designated member of the Committee will call out the name of each voting eligible FAPAC SW member, minus those who had already cast absentee ballots. Another member of the Committee will pass out the Ballots. As the ballots are passed out, the names of recipients will be checked off from the list. After votes are cast, a third member of the Committee will collect the completed ballots.

- g. The Committee members will convene in a separate room to tally the results. During this interlude, regular FAPAC SW business can be conducted.
- h. After the ballots have been tallied, the Chairperson of the Committee will address the full FAPAC SW meeting and announce the results. In doing so, number of votes received by each candidate will be declared by the Committee Chairperson.
- i. Whoever gets a plurality of votes for an Office will be declared winner for that Office.
- j. In the event of a tie for any Offices, a runoff election will be scheduled for the next regular meeting without changing the eligible voting members.
- k. In the event that the same person wins election to two separate Offices, he/she will assume the highest ranking office, and the second highest vote-getter for the lower-ranked Office will assume that position. For the purposes of the FAPAC SW election only, the Offices are priority-ranked as follows: President, Chief Operations Officer, Chief Financial officer, Deputy Financial Officer, Chief Committees Officer, Executive Secretary/Historian, and Auditor.

ARTICLE VI MEETINGS

- Section 1.** REGULAR MEETINGS. The regular meeting of FAPAC SW shall be held once a month at a designated time and place sent by the Executive Secretary to all members.
- Section 2.** The Executive Secretary shall fix a different time and place for the regular meeting whenever conflict arises. The Executive Secretary shall give notice of the time, date, place of each regular meeting. The agenda shall be included in the notice as well as any items of unusual importance.
- Section 3.** Four members of current active members of FAPAC SW shall constitute a quorum authorized to transact business duly presented at any meeting of FAPAC SW. If less than four members are present the meeting will be postponed or re-scheduled.
- Section 4.** A majority of all current active members of FAPAC SW shall constitute a quorum authorized to transact any business duly presented at any meeting of FAPAC SW.
- Section 5.** SPECIAL MEETING. Special meetings may be called within 10 working days with the approval of the Executive Board or by a petition signed by ten (10) active members.
- Section 6.** EXECUTIVE BOARD MEETING. There shall be monthly meetings of the Executive Board, and such meetings shall take place in advance of the

regular meeting of the general membership. The meeting shall take place at a time and place designated by the Executive secretary. Three (3) elected officers shall constitute a quorum of the Executive Board.

Section 7. COMMITTEE MEETINGS. All committee meetings shall be subject to the call of their respective chairpersons.

ARTICLE VII FUNDS AND ASSETS

Section 1. All funds of the organization in excess of \$25.00 shall be kept in the name of FAPAC SW in a federally, insured financial institution selected by the Executive Board. The Chief Financial Officer and the President shall be the only officers empowered to write checks on behalf of FAPAC SW and the signature of either shall be sufficient on the check except that the Chief Financial Officer and the President shall co-sign checks of \$2,500 or more. All funds not kept in the federally, insured financial institution shall be retained in the petty cash fund administered by the Chief Financial Officer. The Chief Financial Officer shall reimburse duly authorized persons for all necessary expenses. The Executive Board shall have the authority to approve all expenditures authorized in the budget approved by the members and all legitimate expenditures up to \$2,500. Unbudgeted expenditures exceeding \$2,500 must have the approval of the Executive Board and the majority of the active membership present at a regular meeting. Such approval shall be recorded in the official minutes of the meetings of the executive Board, and/or the general membership. The Chief Financial Officer shall turn over all financial records to the Auditor at the first general meeting conducted by the newly elected Executive Board. The Chief Financial Officer shall make any and all financial records available to the elected auditor and any external auditors hired by the Executive Board upon request.

Section 2. No part of the net earnings of the FAPAC SW shall inure to the benefit of, or be distributable to its members, officers, or any other private persons, except that the FAPAC SW shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

Section 3. No substantial part of the activities of FAPAC SW shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FAPAC SW shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of this Section, the FAPAC SW shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal

Revenue Code or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 1. RULES. Except as otherwise specified in this Constitution, Robert's Rules of Order, current revised edition, shall constitute the parliamentary authority for FAPAC SW. The President/Chief Executive Officer shall appoint someone from the general membership to serve as parliamentarian at such meetings.

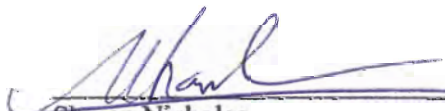
Section 2. AUTHORITY: Parliamentarian will rule on questions of parliamentary procedure. The decision of the Parliamentarian can only be reversed by a majority vote of the active members in attendance.


ARTICLE IX ORDER OF BUSINESS

FAPAC SW shall adopt the following Order of Business at its regular meetings:

1. Call to order
2. Approval of minutes of the prior meeting
3. Report of the Chief Financial Officer
4. Report of the Chairperson
5. Reports of the Standing committees
6. Reports of special committees
7. Unfinished business
8. Announcements
9. New Business
10. Adjournment

In witness whereof, the undersigned, being duly elected officers of FAPAC SW, have executed this Constitution and Bylaws on the 31st day of March 2011.


Sharon Nicholas
President/CEO, FAPAC SW
2010-2012

 3/31/11
Leopoldo (Paul) Memije
Executive Secretary/Historian, FAPAC SW
2010-2012

Notary Public Date