

**U.S. DEPARTMENT OF TRANSPORTATION
CHAPTER OF THE
FEDERAL ASIAN PACIFIC AMERICAN COUNCIL**

(FAPAC-DOT)



CONSTITUTION AND BYLAWS

ADOPTED: January 6, 2020

**CONSTITUTION
OF
THE
U.S. DEPARTMENT OF TRANSPORTATION
CHAPTER OF THE
FEDERAL ASIAN PACIFIC AMERICAN COUNCIL**

**ARTICLE I
NAME OF ORGANIZATION**

The name of this organization is the **U.S. Department of Transportation Chapter of the Federal Asian Pacific American Council**, the acronym for which is FAPAC-DOT, herein referred to as the Chapter. The principal office of the Chapter is to be located in Fairfax County, Virginia.

**ARTICLE II
PURPOSE AND AUTHORITY**

Section 1: The purpose of the Chapter is to serve as a professional resource for the recruitment, retention, and promotion of Asian American and Pacific Islander (AAPI) employees serving across the country in the U.S. Department of Transportation (USDOT). The Chapter partners with USDOT organizations to promote a welcoming, diverse, and inclusive environment that is conducive to professional development and growth for AAPIs and employees of all backgrounds.

Section 2: As a Chapter of the national Federal Asian Pacific American Council (FAPAC), the FAPAC-DOT's mission and goals must remain in harmony with the national organization's Constitution and Bylaws, as amended. The national organization provides the ability for the Chapter to draft its own Constitution and Bylaws, provided that such documents are approved by the FAPAC National Board of Directors.

Section 3: The Chapter is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

OBJECTIVES OF THE CHAPTER

The objectives of FAPAC-DOT are:

Section 1: Work with employee resource groups to recruit and retain AAPI employees who are highly qualified and highly motivated to execute the mission.

Section 2: Provide an environment that facilitates interagency fellowship.

Section 3: Support the initiatives and activities of the national FAPAC organization.

ARTICLE IV **ORGANIZATION**

Section 1: FAPAC-DOT is a nonprofit, nonpartisan, and noncommercial organization.

Section 2: The Chapter must not discriminate against any person on the basis of race, color, religion, sex, sexual orientation, national origin, age, marital status, political affiliation, disability, or genetic information.

Section 3: No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that FAPAC-DOT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purpose set forth in Article II.

Section 4: No substantial part of the activities of FAPAC-DOT shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter 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.

Section 5: Notwithstanding other provisions of these articles, the Chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6: FAPAC-DOT may expend funds to organize activities or partner with other organizations to hold activities that support Article III. The activities must not prejudice or discredit the federal service, or be in conflict with authorized and official functions sponsored by the USDOT.

Section 7: The Chapter must comply with the FAPAC Chapter Guidelines.

Section 8: FAPAC-DOT must adopt a set of Bylaws to assist in carrying out the objectives of the Chapter. The Bylaws shall establish membership classes, dues, standing, voting privileges, duties of officers, committees, finances and assets, and conduct of meetings.

Section 9: The FAPAC-DOT Board of Directors is responsible for establishing and maintaining all policies and procedures relating to the operations of the Chapter.

ARTICLE V **MEMBERSHIP**

Section 1: Members of FAPAC-DOT must join the national FAPAC organization and pay the applicable dues that correspond to their membership classification.

Section 2: Members of FAPAC-DOT may join multiple FAPAC chapters.

Section 3: Members of the Chapter shall not be personally liable for the debts, liabilities, or obligations of FAPAC-DOT, nor shall any member be subject to any assessment, except as provided in the Bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1: A Board of Directors shall oversee the affairs of the Chapter. There shall be a minimum of five (5) members on the Board of Directors.

Section 2: Whenever a Board of Director has a financial or personal interest in any matter coming before the Chapter, the affected person must fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

ARTICLE VII **AMENDMENTS**

Section 1: Amendments to this Constitution may be collectively proposed and voted upon no more than once every two (2) years at a general membership meeting. An Ad Hoc Committee shall be established to validate each proposal for conformance to the goals and objectives of the Constitution and for the betterment of the Chapter.

Section 2: This Constitution may be amended by a two-thirds vote of active members present and absentee ballots returned, provided that there is a quorum. For the purpose of amending the Constitution, a quorum is fifty percent (50%) of the members with eligibility to vote, including at least four (4) members of the Board of Directors, of which at least one must be the President or a Vice President.

Section 3: No amendment shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been e-mailed 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 4: Any amendment to the Constitution shall take effect on the first day of the subsequent month after its passage by the active membership.

ARTICLE VIII
DISSOLUTION

Section 1: FAPAC-DOT shall be dissolved at any time by the written consent of not less than two-thirds (2/3) of the active membership with eligibility to vote, including at least four (4) members of the Board of Directors, of which at least one must be the President or a Vice President.

Section 2: Upon the dissolution of the Chapter, whether voluntary or involuntary by operation of law, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

In witness whereof, the undersigned, being Founding Members of the U.S. Department of Transportation Chapter of the Federal Asian Pacific American Council, have hereunto subscribed our names this day of January 6, 2020.



4/13/2020

Thanh Trang
President, DOT FAPAC
2020-2022

Date



4/13/2020

Ranmali Fonseka
Secretary, DOT FAPAC
2020-2022

Date

BYLAWS
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ARTICLE I
MEMBERSHIP CLASSIFICATION, DUES, AND STANDING

Section 1: General membership in FAPAC-DOT is open to all members of the national FAPAC organization who wish to make a positive contribution to the Chapter's mission. General membership classifications are in accordance with the categories established by the national organization.

Section 2: An honorary category of membership is established for an individual who is not a current member of the national FAPAC organization, to acknowledge the individual's significant contributions to the FAPAC-DOT mission over time. Honorary members are not eligible to run for office and do not have the right to vote. The Board of Directors must unanimously agree on the nomination of an individual to be granted honorary membership status. If the honorary member subsequently joins FAPAC-DOT as a general member, the honorary membership will be rescinded.

Section 3: The Board of Directors shall assign or waive nominal annual membership dues for the General membership. These chapter dues are in addition to dues assessed by the national FAPAC organization and must be the same annual amount for all general members regardless of pay grade or employment status. Membership dues are for FAPAC's fiscal year, which starts on October 1 and ends on September 30. The Board of Directors may effect a change in dues amount by a majority vote at the last meeting of the fiscal year to go into effect at the beginning of the next fiscal year. Dues payments are non-refundable and will not be pro-rated.

Section 4: Membership is effective immediately upon submission of a chapter membership form together with appropriate dues to the Membership representative. Membership is non-transferable.

Section 5: To qualify as a member in good standing, an individual must concurrently be a current member of the national FAPAC organization and not be delinquent in payment of dues to either the national organization or to the Chapter.

Section 6: Any member may, by giving ten (10) days written notice, withdraw from membership. Withdrawals shall be effective upon satisfaction of all obligations to the Chapter. FAPAC-DOT membership is automatically terminated when an individual is no longer a member of the national FAPAC organization or is delinquent in payment of either national or chapter membership dues by three (3) months after having received notification from the Membership representative. All rights and privileges shall cease on termination of membership.

Section 7: Membership may be suspended following disciplinary action when so ordered by the Board of Directors. Disciplinary actions of the membership, including suspension or termination of an individual's membership, must be conducted in accordance with the Disciplinary Process and Procedures.

ARTICLE II **VOTING PRIVILEGES**

Section 1: Membership for the purposes of determining voting privileges shall be determined on the date of the meeting when the voting takes place, or shall be based on the first day of the voting period, whichever is earliest.

Section 2: Each general member of FAPAC-DOT who is (1) currently a member in good standing and (2) has been a general member for at least six months prior, shall be entitled to one vote in any matter submitted for vote to the membership. Honorary members have no voting privileges.

Section 3: The Board of Directors shall provide a mechanism for absentee voting for all proceedings regarding elections, amendments to the Constitution and Bylaws, and dissolution of the Chapter. The Board of Directors must provide written notice to the general membership instructing them how to access and turn in absentee ballots at least thirty (30) days prior to the beginning of the voting period.

Section 4: Other Chapter business not listed in Article II, Section 3 of these Bylaws may be voted upon without provisions for absentee voting.

Section 5: There shall be no proxy voting.

ARTICLE III **QUORUM**

Section 1: Unless otherwise required by law, by special quorum of the Chapter, or elsewhere in the FAPAC-DOT Constitution or Bylaws, a vote to approve any matter brought to a vote at any meeting requires a plurality of votes of the established voting members of the said body at a meeting in which a quorum is present.

Section 2: For the purpose of conducting routine business at Board of Directors meetings, a quorum is the simple majority of the Board Members, of which at least one must be the President or a Vice President.

Section 3: For the purpose of conducting routine business at membership meetings, a quorum is the greater of either twenty-five (25) percent of the membership, or at least eight (8) members who are eligible to vote, including at least fifty (50) percent of the members of the Board of Directors, of which at least one must be the President or a Vice President.

Section 4: For the purpose of amending the Bylaws, a quorum is the greater of either twenty-five (25) percent of the membership, or at least ten (10) members who are eligible to vote, including at least fifty (50) percent of the members of the Board of Directors, of which at least one must be the President or a Vice President.

Section 5: The quorum for amending the Constitution is described in the FAPAC-DOT Constitution.

ARTICLE IV **DUTIES OF OFFICERS**

Section 1: President. The President shall be the Chief Executive Officer of the Chapter and shall have general and active control of its business and affairs. To be eligible for this position, a nominee must have been a member in good standing for at least two complete membership years immediately prior to taking office.

It shall be the duty of the President to:

1. Call regular and special meetings and to preside at the same, and to set the agenda.
2. Be the President of the Board of Directors and be responsible to the Chapter for reporting the decisions of the same.
3. Have the overall responsibility for coordination of all FAPAC-DOT activities.
4. Liaise with the national FAPAC organization through the Chapter Committee Chair and the Vice President of Operations and support relevant initiatives and activities of the national organization.
5. With concurrence from the Board, appoint all standing and ad hoc committees, and act as an ex-officio member of all committees except the Nominations and Elections Committee.
6. Sign and execute agreements and obligations, as approved by the appropriate vote of the membership, in accordance with these Bylaws.

Section 2: Vice President 1. The Vice President 1 shall perform the duties of the President in the absence or incapacity of the President, or when the office of the President becomes vacant, and shall assist the President with his/her duties. To be eligible for this position, a nominee must have been a member in good standing for at least two complete membership years immediately prior to taking office and be assigned to work in the Washington, D.C. commuting area.

It shall be the duty of the Vice President 1 to:

1. Advise and assist the President in the execution of his or her responsibilities.
2. Function as the Chief Executive Officer of FAPAC-DOT at the request, in the absence, or upon the resignation, of the President.
3. Liaise with other employee resource groups at the Headquarters of the United States Department of Transportation and with interagency groups in the Washington, D.C. area, and seek opportunities to cooperate on joint initiatives and activities with these organizations.
4. Liaise with the Department of Transportation Chief Diversity Officer and Equal Employment Opportunity Officer, as necessary, to keep them updated on FAPAC-DOT initiatives.

Section 3: Vice President 2. The Vice President 2 shall assist the President with his/her duties. To be eligible for this position, a nominee must have been a member in good standing for at least two complete membership years immediately prior to taking office and be assigned to work outside of the Washington, D.C. commuting area.

It shall be the duty of the Vice President 2 to:

1. Advise and assist the President in the execution of his or her responsibilities.
2. Function as the Board of Director's liaison for FAPAC-DOT committees and act as an ex-officio member of all committees except the Nominations and Elections Committee.
3. Represent the interests of members who work outside of the Washington, D.C. commuting area.
4. Seek opportunities at local levels to cooperate with other organizations on joint initiatives and activities.
5. Work with FAPAC-DOT committee leads to develop and update the Committee policy and procedures and maintain oversight of all committee proceedings.

Section 4: Secretary. The Secretary retains and organizes all of the Chapter's significant documents and records, and executes all correspondence of the Chapter. To be eligible for this position, a nominee must have been a member in good standing for at least one complete membership year immediately prior to taking office.

It shall be the duty of the Secretary to:

1. Issue required notifications of meetings.
2. Record, distribute, and keep minutes of all Board and Membership meetings.
3. Maintain and update the official FAPAC-DOT distribution list and circulate pertinent documents as necessary.
4. Maintain membership, attendance, correspondence, and other non-financial records.
5. Maintain a library of Chapter policy documents and standard operating procedures.
6. Notify Directors of their election to office.
7. Serve as the FAPAC-DOT historian.

Section 5: Treasurer. The Treasurer shall have charge and custody of, and responsibility for, all funds and securities of the Chapter, and deposit all such funds in the name of the Chapter in such

bank or other financial institution as directed by the Board. To be eligible for this position, a nominee must have been a member in good standing for at least one complete membership year immediately prior to taking office.

It shall be the duty of the Treasurer to:

1. Receive all funds payable to FAPAC-DOT.
2. Satisfy all financial obligations of FAPAC-DOT, as duly authorized by the Board of Directors and the general membership.
3. Prepare and file, or cause to be prepared and filed, all required reports with the Internal Revenue Service.
4. Maintain a clear and accurate record of all FAPAC-DOT receipts and disbursements.
5. Present a report on the financial status of the Chapter at each regular meeting.
6. Prepare an annual budget and submit said budget to the Board of Directors for approval no later than June 30 of each year.
7. Develop and update the Financial Standards policy and procedures.

Section 6: The Board of Directors shall consist of the President, Vice President 1, Vice President 2, Secretary, and Treasurer. Each elected term is for two (2) years commencing on the October 1 following the election, through the second September 30 after taking office.

Section 7: Due to the visibility and focus required of the President and Vice President positions, no member may serve for more than two (2) consecutive elected terms in those roles. Additionally, the FAPAC-DOT President and Vice President must not concurrently serve in a chief executive or deputy executive officer role for another Department of Transportation employee resource group, or for the national FAPAC organization.

Section 8: Members of the Board of Directors are expected to attend all regular meetings of the Chapter. A Board member may be considered for removal as a consequence of his or her absence from three (3) consecutive regular meetings of the Chapter, unless there is a good and sufficient reason satisfactory to the other members of the Board.

Section 9: Any member of the Board of Directors may be removed for malfeasance, misfeasance, or nonfeasance in office by a vote of two-thirds (2/3) of the members in good standing present at a regular meeting.

Section 10: The President, with concurrence from the Board, may appoint a qualified member to serve out a vacancy on the Board if there are less than three (3) months remaining on the term. Otherwise, within 30 days after a vacancy occurs in an elected office, the President shall direct a special election to fill the vacancy.

Section 11: The Board of Directors may invite non-member delegates to serve as Senior Advisors to the Board. These advisors must be appointed in writing to serve a period that does not exceed two years.

Section 12: The Board of Directors may appoint members in good standing to serve as Regional Representatives to represent a geographical area where a local representative is warranted to

better serve the membership. These representatives must be appointed in writing to serve a period that does not exceed two years. These representatives will coordinate issues through Vice President 2.

ARTICLE V **COMMITTEES**

Section 1: The Chapter shall have standing to create ad hoc committees, as necessary, to serve the administrative and operational needs of FAPAC-DOT. Committees shall function in accordance with the Committee policy and procedures. Unless otherwise required by law, or elsewhere in the Bylaws, committees of the FAPAC-DOT shall act by simple majority of those present and be entitled to vote at any meeting at which a quorum is present.

Section 2: The standing committees consist of Membership, Nominations and Elections, Affirmative Employment, and Constitution and Bylaws committees.

Section 3: Any member in good standing may be appointed to serve on a committee.

ARTICLE VI **ELECTIONS**

Section 1: The Nominations and Elections Committee will oversee all FAPAC-DOT elections and shall conduct the nominations and elections in accordance with an election-specific policy and procedures that describe requirements for a nomination, key dates governing the nomination and voting periods, methodology of collecting votes, to include absentee ballots, runoff elections, and how membership will be notified about the final candidates and the final results. Members of the Nominations and Elections Committee cannot run for office.

Section 2: The President, with concurrence from the Board of Directors, may waive eligibility requirements to serve when there is not a sufficient number of candidates running for a position. This waiver shall be issued only on a case-by-case basis for each election.

Section 3: Regular elections will be held in August of every year. Elections for the President and Secretary positions shall be held every even-numbered year. Elections for Vice Presidents and Treasurer positions shall be held every odd-numbered year.

Section 4: Special elections will be held as needed following an extended vacancy for a Board of Director position.

ARTICLE VII **FINANCES, ASSETS, AND RECORDS**

Section 1: The fiscal year shall operate from October 1 to September 30.

Section 2: All funds in excess of \$25.00 shall be kept in the name of FAPAC-DOT in a federally insured financial institution selected by the Board of Directors. The Board of Directors shall have the authority to approve all expenditures authorized in the budget and all legitimate expenditures up to \$500. Unbudgeted expenditures exceeding \$500 must have the approval of the Board of Directors and the simple majority of the members in good standing present at a regular meeting.

Section 3: The Chapter shall keep its books in accordance with a specific method of accounting for tax and financial purposes, as specified in the Financial Standards policy and procedures. The Board of Directors may cause the records and accounts and all relevant books of the Chapter to be audited annually or as required by law.

Section 4: Reasonable advances of reimbursable expenses may be made as authorized by the Board of Directors.

Section 5: No loan shall be contracted on behalf of the Chapter 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 Directors. No loan may be made to any member, directly or indirectly.

Section 6: No individual may incur obligations or debts for the Chapter without prior written approval of at least two current members of the Board of Directors. At least one of the approving Board Members must be the President, a Vice President, or Treasurer.

Section 7: The Board may accept, for the benefit of the Chapter, contributions, gifts, or grants that are consistent with its mission and that benefit its nonprofit operations, programs, or services. The acceptance of contributions, gifts, or grants is at the sole discretion of the Board and in accordance with the Gift Acceptance policy. The Board will not accept any gift unless it can be used or expended consistently with the purpose and mission of the organization. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Board of Directors.

Section 8: The Chapter shall maintain all significant documents of FAPAC-DOT, including but not limited to copies of the Constitution and Bylaws, Membership Records, records of gifts made to the Chapter, and such other significant documentation as the Board of Directors shall determine. These documents shall be available for inspection by any member of the Chapter during normal business hours, upon reasonable request in writing made to the Secretary. For these purposes, a reasonable request is ten (10) business days.

ARTICLE VIII **CONDUCT OF MEETINGS**

Section 1: Regular membership meetings must be held twice a year in January and in July. During these meetings, the membership shall vote on issues brought before them by the Board of Directors. Notice shall be given of the date, time, and location of the meeting no less than thirty

(30) days in advance of the meeting. A method of participation by remote technology must be provided for regular membership meetings. A member participating in a meeting by this means is deemed to be present in person at the meeting. Minutes of membership meetings shall be available to all members.

Section 2: A special membership meeting is a meeting called by the Board of Directors for the purpose of conducting special business that requires the membership to be present and to exercise their right to vote. Notice shall be given of the date, time, location, and specific purpose(s) of a special membership meeting at least ten (10) days in advance of the meeting. Special membership meetings may be held in conjunction with other types of meetings; however, the requirements for a quorum must align to the work for which the special membership meeting is being called. A method of participation by remote technology must be provided for special membership meetings. A member participating in a meeting by this means is deemed to be present in person at the meeting. Minutes of special membership meetings shall be available to all members.

Section 3: Local or nationwide program or committee meetings may be called, as needed, as a way to seek input from members, to disseminate information to members, or to network with members. Whenever possible, the Board of Directors shall give the date, time, location, and target audience of the meeting at least ten (10) days in advance of the meeting.

Section 4: The Board of Directors shall meet at least quarterly at a place to be determined by the President of the Board. Notice of any Board meetings must be given to each Board Member no less than three (3) days before the date of the proposed meeting. Meetings of the Board shall be open to all members, and members shall, with reasonable request, have the privilege to be heard. Board of Directors meetings may be conducted in person or through any means of communications by which all Board Members participating may simultaneously hear each other during the meeting, provided a quorum exists. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting. Minutes of Board meetings shall be available to all members.

ARTICLE IX

PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS

Section 1: Roberts Rules of Order, as revised, shall constitute the parliamentary authority for FAPAC-DOT general and special membership meetings. The President may appoint a person from the general membership to serve as Parliamentarian at such meetings. The Parliamentarian will rule on questions of parliamentary procedure. The decision of the Parliamentarian can only be reversed by a majority vote of the members in good standing in attendance.

Section 2: FAPAC-DOT shall adopt the following Order of Business at its regular meetings:

1. Call to Order
2. Approval of Minutes from Prior Meeting
3. Report of the Treasurer
4. Report of the President

5. Report of the Standing Committees
6. Report of the Ad Hoc or Special Committees
7. Report of Regional Representatives
8. Unfinished Business
9. New Business
10. Announcements and Other Information for the Good of the Organization
11. Action Item Review
12. Adjournment

ARTICLE X **TRANSITION**

Section 1: For the first election year of the Chapter, the qualifications for nominees for open positions will meet the requirements stated in Article IV of these bylaws, except as follows: the minimum of years of membership shall be waived for the President, Vice Presidents, Secretary, and Treasurer.

Section 2: For the first election year of the Chapter, the term of office will meet the requirements stated in Article IV, Section 6 of these bylaws, except as follows: the term of appointment will be two years and the length necessary to meet the election cycle in Article VI, Section 3.

Section 2: This article automatically expires without further actions by the Board of Directors on the second anniversary of the founding of the Chapter noted by the date recorded in the Constitution.