



Federal Asian Pacific American Council

FAPAC

P.O. BOX 23184 | Washington, D.C. 20026-3184 | www.fapac.org

CONSTITUTION AND BYLAWS

LATEST REVISION

1 FEBRUARY 2020

CONSTITUTION

ARTICLE I NAME

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

ARTICLE II PURPOSE

The FAPAC is organized exclusively, for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The primary purpose of FAPAC is to serve as an interagency association with the Federal and District of Columbia 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 shall be:

Section 1: To assist the Federal and District of Columbia governments in promoting, establishing, and maintaining an effective and equitable participation of Asian Americans and Pacific Islanders (AAPI) in the work force.

Section 2: To promote overall awareness of the impact of AAPI 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 AAPI in the Federal and District of Columbia governments.

Section 4: To establish and maintain channels of communication and goodwill between AAPI and other individuals in the Federal and District of Columbia Governments and the community in general.

Section 5: To promote the career development and advancement of AAPI in the Federal and District of Columbia Governments and to do so through such vehicles as the sponsorship of training conferences, AAPI Heritage observances and developmental workshops.



ARTICLE IV

ORGANIZATIONAL POLICIES

Section 1: FAPAC shall not discriminate against any person on the basis of race, color, sex, national origin, age, religion, disability and genetic information.

Section 2: FAPAC shall be a nonprofit, nonpartisan, and noncommercial organization.

Section 3: Except as part of a duly administered FAPAC internship and scholarship program, no part of the net earnings of the FAPAC shall inure to the benefit of or be distributable to its members, officers or any other private persons except that the FAPAC 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 4: FAPAC shall be organized to conduct activities of interest common to its interagency members and shall expend its funds for that purpose.

Section 5: No substantial part of the activities of FAPAC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the FAPAC 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 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 6: Local sections of FAPAC designated as Chapters and composed of individual members may only be formed when approved by the FAPAC National Board of Directors (NBOD). Each Chapter shall draft its own constitution and bylaws provided that such constitution and bylaws shall not be inconsistent with the FAPAC constitution and bylaws. All constitution and bylaws initially drafted by FAPAC Chapters must be reviewed and approved by the Constitution and Bylaws Committee prior to its ratification. Any subsequent amendments of the constitution and bylaws of FAPAC Chapters shall be submitted for approval by the FAPAC NBOD.

Section 7: FAPAC Chapters shall comply with all FAPAC guidelines. If any FAPAC Chapter is found to be not in compliance with any FAPAC guideline and/or inactive, FAPAC may revoke the recognition of the non-compliant FAPAC Chapter.

Section 8: FAPAC shall have five (5) Regions: 1-Northeast, 2-Midwest, 3-South, 4-West, and 5-Capital/Greater Washington. The geographical identification of each Region is described in the attachment as an addendum to the Bylaws. The elected officers of the FAPAC Chapter of each region shall elect a Regional Director to serve as the representative to the NBOD.

ARTICLE V

MEMBERSHIP

Section 1: Membership

1.1 There are three membership classifications in FAPAC: Regular, Associate and Honorary. Each classification includes specific criteria for membership consideration. To be considered for membership in FAPAC, the applicant must meet all membership classification criteria and submit an application with annual membership dues payment to FAPAC. Membership dues are assessed each fiscal year, which starts on 1 October and ends on 30 September. Membership shall be open to all current and past employees of the Federal or District of Columbia (DC) governments, and to any individual who wishes to make a positive contribution to the achievement of the FAPAC goals and objectives. Non-federal Government employees are eligible to join only as associate members as described under Section 2 below. To be qualified as a good standing member of the FAPAC, an individual must continue to meet all membership classification criteria and remain current with his/her membership dues payment.

Section 2: Categories of Individual Membership

2.1 Regular Member: Any current employee of the Federal or DC governments, who agrees to abide by the goals and objectives of FAPAC, may become a Regular Member by submitting an application and paying the annual or lifetime membership dues. A regular member may run for an open FAPAC office for which he or she is eligible to hold, upon maintaining good standing during the last twelve (12) months immediately prior to the election, which means he/she is an active member, fulfills all membership qualifications, and pays annual dues on time. A Regular Member may not run for more than one office position at once within the FAPAC during the election.

2.2 Associate Member: Any individual, including a Non-Federal Employee who is in accord with the principles, policies and objectives of FAPAC may become an Associate Member by submitting an application and paying the annual or lifetime membership dues as applicable. Associate Members are not eligible to run for office within FAPAC.

2.3 Honorary Member: Any individual who is in accord with the principles, policies and objectives of FAPAC may become Honorary Member via nomination by the NBOD, no annual fee is required. Honorary Members are not eligible to run for office nor have the right to vote.

Section 3: Membership Rights

A Regular Member will have all FAPAC membership rights and privileges including the ability to vote, be nominated for FAPAC Office, seek election as a FAPAC Officer or Auditor, and attend all relevant meetings and trainings. Candidates whose names are nominated for elective office in the month of July must be a Regular member during the



last twelve (12) months and in good standing. If a duly elected officer separates from the government during his or her term of office, the office will become vacant at the first day of the month following the effective date of separation. Associate and Honorary members will have all the rights and privileges; however, they are not eligible to hold elective FAPAC office.

Section 4: Organizational Membership

Membership is open to all employee organizations of AAPI of the Federal and DC governments upon payment of the annual dues.

Section 5: Chapter Membership

Members of regional chapters are required to join FAPAC and pay annual or lifetime membership dues as applicable. Of the total dues, one third (1/3) of the paid dues will be reimbursed to the regional chapter of the member that they belong to. Each chapter will maintain its own Bylaws and determine any additional membership dues to cover expenses for their respective chapter's activities. To become a recognized Chapter, the designated Chair must follow the requirements for forming a Chapter as established by the FAPAC Chapter Committee Chair and shall be approved by the NBOD. Members can join multiple Chapters as long as they abide by the C&B of each respective Chapter. However, Chapter's 1/3 reimbursement will only be counted for the primary Chapter designated by the member for the yearly dues reimbursement.

ARTICLE VI OFFICERS

Section 1: The elected officers of FAPAC shall be a President, Vice President, Vice President of Operations, Vice President of Financial Management, Vice President of Technology and Media Communications, Executive Secretary, and Treasurer.

Section 2: There shall be an elected position of Auditor which is independent from the NBOD.

Section 3: There shall be an elected position of five Regional Directors and they are voted by each respective Regional Chapter's Officers. The five Regional Directors are members of the NBOD.

Section 4: Only regular members shall be eligible to be elected and hold office in the FAPAC or be elected Auditor.

ARTICLE VII

FAPAC NATIONAL BOARD OF DIRECTORS

Section 1: The NBOD shall consist of the elected officers: President, Vice President, Vice President of Operations, Vice President of Financial Management, Vice President of Technology and Media Communications, Executive Secretary, Treasurer, five Regional Directors, and the Immediate Past President. The NBOD is FAPAC's executive decision-making body and has overall responsibility for the FAPAC organization. The presence of half of the NBOD members shall constitute a quorum at any meeting of the Board. The NBOD may conduct its voting process via e-mail or teleconference as appropriate.

Section 2: National Board of Operations (NBOO) shall consist of Standing Committee Chairs that are recommended by the Vice President of Operations and are appointed by the President.

Section 3: Board of Advisors (BOA) shall consist of the immediately previous three Presidents of FAPAC. The role of the BOA is to function as an advisory and consultation group to the NBOD. The BOA's advisory and consultation areas of expertise may include, but are not limited to:

1. Ensuring FAPAC's on-going compliance with the IRS Section 501 (c)(3);
2. Assisting in the interpretation of, and advocating for, FAPAC's deliverables and services;
3. Assisting the current FAPAC President and members of the NBOD with assigning organizational priorities and ensuring the organization's capacity and capability to carry out programs;
4. Conducting annual reviews of FAPAC's organizational progress.

ARTICLE VIII

ELECTION AND TERMS OF OFFICERS AND AUDITOR

Section 1: Officers and Auditor

All Officers and Auditor shall be elected bi-annually no later than October to be conducted via electronic media, including email and other appropriate telecommunication.

The term of Office begins on 1 October and ends 30 September, a total of 24 months is considered one term. The limitation of total term of Office shall be no more than two consecutive terms (48 months).

Each elected Officer and Auditor must continue to maintain his/her membership in good standing throughout the duration of the term of office. The failure of any elected officer to maintain FAPAC membership in good standing during his/her term in office shall be grounds for immediate removal from office and FAPAC membership classification consistent with Article V.

Section 2: Installation of Officers and Auditor

The installation of newly elected Officers and Auditor shall be held prior to them taking the office on October 1.

ARTICLE IX AMENDMENTS

Section 1: Except as authorized in Article IX, Section 5, the Constitution may be amended by a majority vote among the active and eligible voting members.

Section 2: The Bylaws may be amended by a majority vote among the current NBOD elected officers.

Section 3: No amendment to the Constitution shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been communicated to members electronically, including the posting of proposed amendments on the official FAPAC website, at least thirty (30) days prior to the vote on the proposed amendment is to be taken.

Section 4: Any amendment to the Constitution shall take effect on the 1st day of the subsequent month after its passage.

Section 5: Grammatical amendments that do not affect the substantive meaning of any article or section may be made by the Constitution and Bylaws Committee Chair, with the approval of the NBOD and President, without formal notice or vote, and may be effective immediately.

ARTICLE X DISSOLUTION

Section 1: FAPAC shall be dissolved only upon approval by ballot of not less than two thirds (2/3) of the current members.

Section 2: Upon dissolution of the FAPAC, 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 or to DC governments for a public purpose.



BYLAWS

ARTICLE I MEMBERSHIP

Section 1: Subject to limitations stated in Article V, of the constitution, all members of FAPAC shall have the right to vote upon any motion put forth by the NBOD. Only NBOD members may vote on matters before the Board.

Section 2: The President with the recommendation of the NBOD shall offer honorary membership to those who have rendered outstanding services for furtherance of the objectives of FAPAC.

Section 3: The Membership Committee Chairperson shall provide a list of current FAPAC members to the Nomination and Election Committee Chairperson in July of the election year. This list shall be based on membership dues received from 1 October to June 30 of the election year. Members must be in good standing (six months prior to election) through membership dues payment to be eligible to vote.

ARTICLE II DUTIES OF OFFICERS AND AUDITOR

Section 1: PRESIDENT. The FAPAC President must possess two criteria: (1) classification as Regular Member as defined in Article V, Section 2.1 of the FAPAC Constitution; (2) prior service in either the NBOD or NBOO for at least one full term. Additionally, the best qualified candidate for President should possess competencies and characteristics that are consistent with the duties of the President.

It shall be the duty of the president, as chief executive officer to:

- a. Prepare the agenda and preside at all FAPAC meetings;
- b. Have overall responsibility for the coordination of all of FAPAC activities;
- c. Serve as the official representative and spokesperson for FAPAC;
- d. Appoint committee chairpersons (as recommended by the Vice President of Operations) and act as an ex-officio member of all committees except the Nomination and Election Committee;
- e. Sign, execute and approve agreement(s) and obligation(s), and governing organizational documents and any revisions therein as appropriate and with the additional approval of the NBOD when necessary or required; and
- f. Transfer the necessary documents to the newly elected President no later than October 1 after he/she is sworn-in.



Section 2: VICE-PRESIDENT. In addition to satisfying all membership prerequisites, the best qualified candidate for Vice-President should possess competencies and characteristics that are consistent with the duties of the Vice-President.

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

- a. Keep FAPAC current regarding activities involving AAPI;
- b. Assist the President in the execution of all organizational administration, i.e., financial, strategic planning and other related responsibilities;
- c. Serve as “acting as” President at the request of the President or upon resignation of the President; and
- d. Transfer the necessary documents to the newly elected Vice-President no later than October 1, after he/she is sworn-in.

Section 3: VICE-PRESIDENT OF OPERATIONS (VPOO): In addition to satisfying all membership prerequisites, the best qualified candidate for VPOO should possess competencies and characteristics that are consistent with the duties of the VPOO.

It shall be the duty of the Vice- President of Operations to:

- a. Recommend candidates for Standing Committee Chairs for the President’s approval and appointment;
- b. Oversee the operations of all Standing Committees, aka NBOO;
- c. Assess the need for ad-hoc committees as FAPAC mission required and make recommendations to the President;
- d. Prepare a record of committee accomplishments annually and submit to the NBOD by end of September each year; and
- e. Transfer the necessary documents to the newly elected Vice President of Operations no later than October 1, after he/she is sworn in.

Section 4: VICE-PRESIDENT OF FINANCIAL MANAGEMENT (VPFM): In addition to satisfying all membership prerequisites, the best qualified candidate for VPFM should possess competencies and characteristics that are consistent with the duties of the VPFM.

It shall be the duty of the Vice President of Financial Management to:

- a. Keep FAPAC current regarding financial activities;
- b. Oversee the requirements for quarterly internal and external audits, as needed;
- c. Provide required financial records to the Treasurer for submission IRS for the yearly Tax Returns by no later than 30 August of each year;
- d. Prepare and submit a financial report to the NBOD during the monthly NBOD meeting, independent of the Treasurer’s report; and
- e. Transfer the necessary documents to the newly elected VPFM no later than October 1, after he/she is sworn-in.



Section 5: VICE-PRESIDENT OF TECHNOLOGY AND MEDIA COMMUNICATIONS

(VPTMC): In addition to satisfying all membership prerequisites, the best qualified candidate for the VPTMC should possess competencies and characteristics that are consistent with the duties of the VPTMC.

It shall be the duty of the Vice-President of Technology and Media Communications to

- a. Keep FAPAC current regarding updated technology and media communications;
- b. Oversee the operations of the Webmaster(s) and keep FAPAC website updated;
- c. Oversee and assess the need for media communications publicly to meet the mission of FAPAC and make recommendations to the President; and
- d. Transfer the necessary documents to the newly elected VPFM no later than October 1, after he/she is sworn-in.

Section 6: EXECUTIVE SECRETARY: In addition to satisfying all membership prerequisites, the best qualified candidate for the Executive Secretary should possess competencies and characteristics that are consistent with the duties of the Executive Secretary.

It shall be the duty of the Executive Secretary to:

- a. Record and maintain minutes of all meetings and disseminate meeting notice and agenda 1 week before the meeting, and subsequently disseminate minutes for the meeting for comments and approval within 1 week of the next meeting;
- b. Maintain all official correspondence and documents of FAPAC in an electronic shared file. Check mail from the organization's mail box and maintain all official records and documents of FAPAC;
- c. Prepare administrative reports and business 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 rosters for official use distribution as approved by the President and other records as needed;
- g. Assess the need for a Recording Secretary and make recommendations to the President as to candidates for appointment; and
- h. Transfer the necessary documents to the newly elected Executive Secretary no later than October 1, subsequent to he/she is sworn-in.

Section 7: TREASURER: In addition to satisfying all membership prerequisites, the best qualified candidate for Treasurer should possess competencies and characteristics that are consistent with the duties of the Treasurer.

It shall be the duty of the Treasurer to:

- a. Receive and collect all funds payable to FAPAC;
- b. Pay all financial obligations of FAPAC, as duly authorized by the NBOD with official delegation to include filing the Yearly Income Tax Returns by February each year;



- c. Prepare and submit an annual budget in December;
- d. Keep a clear and accurate record of all of FAPAC receipts and disbursements and coordinate all the necessary documents as required for the quarterly audits with the Audit and the VPFM; and
- e. Present a report on the financial status report independently of the VPFM report of FAPAC to the NBOD at the monthly meetings.

Section 8: AUDITOR: In addition to satisfying all membership prerequisites, the best qualified candidate for Auditor should possess competencies and characteristics that are consistent with the duties of the Auditor. The Auditor is not an officer, but is an independently elected position.

It shall be the duty of the Auditor to:

- a. Conduct an impartial and independent audit of FAPAC financial records for the immediate preceding fiscal year, to ensure fiscal accountability. A written audit report of the immediately preceding fiscal year's financial records must be officially submitted to the NBOD in March.

Section 9: REMOVAL OF MEMBERS, OFFICERS AND AUDITOR

The FAPAC Members, Officers, Standing Committee Chairs and Auditor may be removed for malfeasance, misfeasance or nonfeasance in office by a vote of two-thirds of the current members after due notice and process. Prior to any vote on a removal, the Ethics Committee must have provided the member(s) with a thirty (30) days written notice of the specific acts or omissions which support a specific charge. The member(s) 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 NATIONAL BOARD OF DIRECTORS

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

Section 2: A member of the NBOD may be considered for removal as a consequence of his/her absence from three (3) consecutive NBOD meetings; unless there is a good and sufficient reason.

ARTICLE IV

NATIONAL BOARD OF OPERATIONS

Section 1: All standing committees (aka NBOO) shall act exclusively, on the basis of the specific authority designated to them by FAPAC membership. The Chairperson of all standing committees shall be appointed and/or reappointed by the FAPAC President. The President, in consultation with and/or recommendations from the chairperson of the standing committee, may also appoint a Co-chair or Assistant Chair for any Committee, as necessary. The term of all standing committees is one year or 12 months as one term. The President may re-appoint Committee Chair or Assistant Chair for another consecutive term of 1 year, not to exceed two years or two terms. Nothing in this paragraph shall limit the authority of the FAPAC President to appoint or reappoint any Committee Chair or Assistant Chair, beyond two consecutive terms, if there are no qualified volunteers available or eligible to be appointed.

Section 2: The standing committees (aka NBOO) provide organizational assistance and contribute towards achieving FAPAC's established purpose and objectives. Each committee shall serve a specific function in contributing towards such purpose and objectives.

Section 3: The standing committee (aka NBOO) chairpersons shall coordinate committee functions, notify FAPAC's Vice President of Operations (VPOO) and the President in advance of scheduled committee meetings, and appoint members of their respective committees.

Section 4: The standing committees (aka NBOO) consist of a Program Committee, Public Relations Committee, Nomination and Election Committee, Affirmative Employment Committee, Membership Committee, Chapter Committee, National Leadership Training Committee, Constitution and Bylaws Committee, and Ethics Committee.

Section 5: PROGRAM COMMITTEE. The Program Committee shall:

- a. Consist of a Program Committee Chairperson appointed by the FAPAC 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 NBOD, and then post on the FAPAC website.
- c. Be responsible for identifying future issues and projects that will have an impact upon FAPAC, and:
- d. Be responsible for researching and proposing to the NBOD 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 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;
- 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 President, the immediate past President, and other appointees selected by the Committee Chairperson from the general membership;
- b. Receive nominations for office from any current member of FAPAC and obtain eligible nominees' approval in advance of the election;
- c. Prepare a slate of candidates;
- d. Provide a written list of eligible voters to all current members upon receiving the list from the Membership Committee Chairperson in July;
- e. Distribute the slate of candidates to all members in July, and
- f. Conduct the election, tally votes, and announce the results of the election in August.

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

- a. Consist of Committee Chairperson appointed by the FAPAC President and other appointees selected by the Committee Chairperson from the general membership;
- b. Maintain a candidate referral system;
- c. Coordinate demographic analyses of participation rates of AAPI employees in the workforces of the Federal and DC governments;
- d. Facilitate the implementation of Executive Orders regarding the employment of AAPI in the Federal and DC governments;
- e. Provide updates to lists of AAPI community groups and Asian Serving Institutions of higher education;
- f. Participate in partnership agreements developed between FAPAC and the Federal and DC governments;
- g. Facilitate training on Federal employment issues relevant to AAPI employees; including the processing of Equal Employment Opportunity complaints; and
- h. Otherwise act to further interagency employment opportunities for AAPI.

Section 9: MEMBERSHIP COMMITTEE: The Membership Committee shall:

- a. Consist of Committee Chairperson appointed by the FAPAC President and other appointees selected by the Committee Chairperson from the general membership;
- b. Work in close association with the Chapter Committee;
- c. Develop and carry out a program to promote membership;
- d. Establish and maintain a membership database (or directory) and make it available to membership only after approval from the NBOD; and
- e. Maintain the membership list including Chapters to support FAPAC activities.



Section 10: CHAPTER COMMITTEE: The Chapter Committee shall:

- a. Consist of Committee Chairperson appointed by the FAPAC President and other appointees selected by the Committee Chairperson from the general membership;
- b. Develop its agenda and present to the NBOD every year, in the beginning of the term;
- c. Perform its duties to implement its agenda by contacting Chapter's members encouraging and assisting in the formation of chapters, providing necessary guidance and information as well as monitoring their activities;
- d. Make recommendations necessary for the amendments of the FAPAC Chapter Guidelines; and get approval from the NBOD, if necessary;
- e. Recognize new Chapters in accordance with the Chapter Guidelines and upon recommendation from the Chapter Committee Chairperson with concurrence from the Vice President of Operations and approval from the President. A certification shall be presented to the newly chartered Chapter by the Chapter Committee Chairperson; and
- f. Work in close association with the Membership Committee.

Section 11: NATIONAL LEADERSHIP TRAINING COMMITTEE: The National Leadership Training (NLT) committee shall:

- a. Consist of NLT Committee Chairperson appointed by the FAPAC President and other appointees selected by the NLT Committee Chairperson from the general membership;
- b. Plan and implement all events and activities related to the annual National Leadership Training Program (NLTP) under the general guidance of the NBOD;

Section 12: CONSTITUTION AND BYLAWS COMMITTEE: The Constitution and Bylaws Committee shall:

- a. Consist of Committee Chairperson appointed by the FAPAC President and other appointees selected by the Committee Chairperson from the general membership;
- b. Review and propose amendments to the NBOD as needed;
- c. Interpret the Constitution and Bylaws and process the implemented changes;
- d. Review and maintain FAPAC Chapter Constitution and Bylaws to ensure consistency with FAPAC Constitution and Bylaws.

Section 13: ETHICS COMMITTEE: The Ethics Committee shall:

- a. Consist of Committee Chairperson appointed by the FAPAC President and other appointees selected by the Committee Chairperson from the general membership;
- b. Investigate and resolve all complaints which allege misfeasance, nonfeasance, and malfeasance in the performance of their duties by any Member, Officer, Auditor, Committee Chair and Member or any member in a position of responsibility in the performance of their duties, with respect to ethical and fiduciary duties;
- c. Ensure that each FAPAC Officer and Committee Chair member satisfactorily completes his or her respective agency's ethics training requirement, or a comparable ethics training approved by the FAPAC Ethics Committee Chair.
- d. Work in close association with the Constitution and Bylaws Committee in developing



ethics training requirements and 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 Constitution and Bylaws;

- e. Develop guidelines, in coordination with the Constitution and Bylaws Committee, for any member responsible for administering or disbursing FAPAC funds;
- f. Base its decisions and recommendations on applicable Constitution and Bylaws 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, may be created and appointed by the President.

ARTICLE V

NOMINATION AND ELECTION OFFICERS AND AUDITOR

Section 1: The nomination and election of FAPAC officers and Auditor shall take place in August of the election year. Eligible members are not allowed to be nominated, nor be a candidate to run for more than one position, if nominated for more than one position, the candidate must accept only one position to be on the official ballot for voting for the accepted position.

Section 2: All officers and the Auditor shall be elected for two years, as one term.

Section 3: Nomination shall start in July when the list of eligible voting members and candidates is available until July 31. The committee shall send to the membership the ballot electronically with a slate of candidates.

Section 4: All eligible members (except the members of the Nomination and Election Committee) shall have the right to be nominated for office or as Auditor. Only eligible nominees, who consent personally, or in writing shall be declared valid candidates.

Section 5: Elections shall be conducted electronically through plurality vote. The votes shall be taken in the following sequence: (1) President, (2) Vice-President, (3) Vice-President of Operations (VPOO), (4) Vice President of Financial Management (VPFM), (5) Vice President of Technology and Media Communications (VPTMC) (6) Executive Secretary, (7) Treasurer, and (8) Auditor. Voting for the Regional Directors within their region are conducted at the same time.

Section 6: Nominations by any member of FAPAC shall be sent to the NEC Chair prior to July 1 or date to be determined by the NEC Chair. Only current members in good standing can vote in the election of Officers and Auditor as stated in the membership rights.



Section 7: Members of the Nomination and Election Committee are ineligible to run for any Officer or Auditor position.

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 current members at least one week prior to the voting date. Election shall be in accordance with Article V, Section 9 below.

Section 9: The Special Election under Section 8 for officers, auditor and five regional directors shall be conducted using the process below:

1. The election process will be coordinated by the Vice President of Operations and chaired by the Nominations and Election Committee Chairperson;
2. The process begins by the announcement that any FAPAC member eligible to vote can nominate any eligible FAPAC 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;
3. After all the nominations have been made by the announcement deadline; a final slate of candidates will be announced;
4. Each candidate will be given an opportunity to provide a write-up (single space, 12 pitch fonts, and 1" margin) to the NEC Chair for distribution with the electronic ballot to current members who are eligible to vote;
5. After the ballots have been tallied, the NEC Chair will declare the number of votes received by each candidate, and announce the results exclusively to the NBOD and the President.
6. Whoever gets a plurality of votes for an Office will be declared winner for that office;
7. In the event of a tie for any Offices, a runoff election will be scheduled for the next meeting without changing the eligible voting members.
8. The President shall make the official FAPAC-wide announcement of the election results.

ARTICLE VI

MEETINGS

Section 1: GENERAL MEETINGS. A general body meeting will be held quarterly, or as deemed necessary by the NBOD, and during FAPAC Annual National Leadership Training Program in May.

Section 2: The Executive Secretary shall finalize and provide the meeting notice with the agenda to current members two weeks prior to the meeting date.

Section 3: A majority of all attending current members of FAPAC shall constitute a quorum authorized to transact any business duly presented at any meeting of FAPAC.

Section 4: NBOD MEETINGS: There shall be monthly meetings conducted by the NBOD. The meetings shall take place at a time and place designated by the Executive Secretary. Half of NBOD members shall constitute a quorum of the NBOD.

Section 5: COMMITTEE MEETINGS. All committee meetings shall be subject to the call of their respective chairpersons (monthly, quarterly or as needed). Committee Chairs (optional for the Assistant Chair) are required to attend the Quarterly Meetings conducted by the VPOO.

ARTICLE VII

FUNDS AND ASSETS

Section 1: All funds of the organization in excess of \$50.00 shall be kept in the name of FAPAC in a federally insured financial institution selected by the NBOD. The Treasurer and the President shall be the only officers empowered to write checks on behalf of FAPAC and the signature of either shall be sufficient on the check. All funds not kept in the federally insured financial institution shall be retained in the petty cash fund administered by the Treasurer. The Treasurer shall reimburse duly authorized persons for all necessary expenses. The NBOD shall have the authority to approve all expenditures in the budget and all legitimate expenditures. Unbudgeted expenditures exceeding \$2,000 must have the approval of the NBOD. Such approval shall be recorded in the official minutes of the NBOD meetings. The Treasurer shall turn over all financial records to the Auditor after the first meeting conducted by the newly elected NBOD. Upon request, the Treasurer shall make any and all financial records available to the elected auditor and any external auditors hired by the NBOD.

Section 2: No part of the net earnings of FAPAC shall inure to the benefit of, or be distributable to its members, officers, or any other private persons, except that the FAPAC 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 shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FAPAC 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 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. The President 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

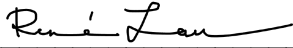
ORDER OF BUSINESS

The FAPAC shall adopt the following "Order of Business" at its meetings:

1. Call to order
2. Approval of minutes of the prior meeting
3. Report of the President
4. Report of the Treasurer
5. Reports of the VP, VPFM, VPTMC, and VPOO (regarding Standing Committees activities and progress)
6. Reports of Ad Hoc or special committees
7. Unfinished business
8. Announcements
9. New Business/ Next Meeting
10. Adjournment

In witness whereof, the undersigned, being duly elected officers of FAPAC, have executed this amendment to the Federal Asian Pacific American Council's Constitution and Bylaws on day 1 of **February 2020**.

We acknowledge that the prior Constitution and Bylaws are hereby superseded.



Ms. Rene Lau
FAPAC Executive Secretary

Signed: January 31, 2020



Ms. Olivia F. Adrian
FAPAC President

Signed: January 31, 2020

