

PHILIPPINE AMERICAN
FRIENDSHIP COMMUNITY, INC.

CONSTITUTION AND BY-LAWS

AMENDED: February 15, 2019

CONSTITUTION AND BY-LAWS

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PHILIPPINE AMERICAN FRIENDSHIP COMMUNITY, INC.

CONSTITUTION AND BY-LAWS

PREAMBLE

A group of Filipino Americans and Filipino immigrants in Jersey City and the neighboring communities, united by a bond of respect and concern for each other to enhance a better understanding of the Filipino culture and be of service to the community and the general public in order to gain the recognition for themselves and to foster closer relationship with the American community, gather themselves into a common union, and form this organization,

ARTICLE I. Name

The organization shall be officially called the "Philippine American Friendship Day Community , Inc.", otherwise known as the "Philippine American Friendship Community, Inc.", also commonly known as "PAFCOM".

ARTICLE II: PRINCIPAL ADDRESS

PAFCOM shall have its base in Jersey City, New Jersey until changed by a resolution adopted by the Board of Directors in a meeting called for the purpose.

ARTICLE III: VISION

Central to PAFCOM'S vision is the assimilation of Filipino Americans into the mainstream America, together with its various ethnic communities.

This vision is to be kept alive by its diverse benevolent missions mostly aimed to benefit the

deserving residents of Jersey City, NJ and those residing in adjacent communities

ARTICLE IV: MISSIONS

The missions of PAFCOM consist of the following:

- 1. To nourish closer relationship among Filipino Americans as well as with other American communities and multi- ethnic groups to achieve a more neighborly community life ;*
- 2. To develop a well-focused, supportive socio-economic and educational plan that will extend to the elderly, handicapped, youth and families in need in order to help improve their quality of life ; and*
- 3. To support PAFCOM in its effort to preserve our Filipino cultural heritage to strengthen our identity, to enrich the way of life of the present and future generation of Filipino Americans; and to promote understanding of tolerance to each other in these widely-culturally diverse communities.*

ARTICLE V: GOALS AND PURPOSES

The ultimate goal of PAFCOM is to have a faithful and sustained fulfillment of the above missions and their safe delivery to the intended beneficiaries under a well thought-out plan and mechanism.

ARTICLE VI: MANAGEMENT

Section 1.

PAFCOM shall be formed and incorporated as a not-for-profit organization under the laws of the State of New Jersey specifically Title 15 A: 2-8 of the New Jersey Non-Profit Corporation Act. PAFCOM has been determined to be exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code.

Section 2.

*The management of Charitable Contributions must comply with the IRS Code Section 170
(2)
as follows:*

- (1) Charitable contribution may be used to foster amateur sports competition, but only if*

no part of the activities involves the provision of athletic facilities or equipment;

(2) No part of the net earnings may benefit any private shareholder or individual; and

(3) There shall be no attempt to influence legislation or participate in any political campaign in whatever shape or form including the giving of financial contributions; and publication or distribution of campaign materials or statements on behalf of or in opposition to any candidate for public office.

Section 3.

The organization shall be operated through grants, donations and the proceeds of fundraising endeavors. Funds generated from such sources shall be managed, appropriated and expended for the specific purpose as may be determined by and under the grantor's terms and conditions; and the By-Laws.

Section 4.

PAFCOM shall establish its own Conflict of Interest Policy as mandated by law under Section 501 (c) (3) of the IRS Code.

4.01 *The purposes of this conflict of interests policy are as follows:*

4.011. *to protect the interest of PAFCOM when it is contemplating entering into a contract, transaction, or arrangement that might benefit the private interest of a director, officer, or member directly or indirectly; and*

4.012 . *to prohibit conflicts of interest, or the appearance of conflicts of interest, by directors, officers, employees, consultants and corporations, firms, associations or other entities that furnish goods or services to PAFCOM.*

4.02 *Conflict of interests means any arrangement, transaction, or contract involving PAFCOM, with any of the following:*

4.021. *corporation where an officer or director of PAFCOM is also a director or officer of such corporation or has a financial interest, such as substantial ownership or equity investment interest of 10% or more in that corporation;.*

4.022. *Compensation which includes all forms of direct and indirect remuneration from the Corporation, including gifts or favors from the Corporation that are substantial in nature to any director or officer of PAFCOM; or*

4.023. Family of a director or officer of PAFCOM.

The "Family" of an individual shall include such individual's parents, spouse, children and brothers and sisters, as well as the parents and brothers and sisters of the individual's spouse.

4.03. Appearance of Conflict of Interests

All directors, officers, employees and agents of PAFCOM shall make every reasonable effort to avoid the appearance of a Conflict of Interests.

An appearance of a Conflict of Interests exists when a reasonable person would conclude from the circumstances that the ability of a director, officer, employee or agent of PAFCOM to act in the interests of PAFCOM is compromised because of a personal interest.

An appearance of a Conflict of Interests can exist even in the absence of an actual Conflict of Interests.

4.04 PER SE Conflict of Interests includes:

(1). Loans

PAFCOM shall not make a loan to any of the current director or officer, or to any other corporation where the current director or officer holds an equivalent power or position, or has a financial interest.

(2) Compensation Decisions

No director who receives compensation from a corporation referred to above for services shall vote on matters pertaining to that Director's Compensation.

(3) Gifts, Favors and Gratuities

No director, officer, employee or agent may solicit or accept gratuities, favors or anything of monetary value from PAFCOM's consultants, vendors or contractors, or potential vendors or contractors. Any gift of undetermined value shall be returned. Notwithstanding the foregoing, gifts that are promotional items without significant value and that are distributed routinely by the vendors to customers may be accepted.

4.05. Annual Disclosure

Each Board Director, officer and member of a committee with governing board delegated powers shall annually sign of statement of disclosure on Conflict of Interest.

Section 5: Official Year

PAFCOM shall adopt the calendar year in all its functions, transactions and reporting.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: Duties:

1.01. *The Board of Directors shall be the governing and policy-making body of the organization.*

1.02. *The Board of Directors shall provide the guidelines for the administrative and financial /fiduciary functions of the organization which shall include strategic plans that will assist toward the achievement of PAFCOM's missions.*

1.03. *The Board of Directors shall be responsible for the overall supervision of the functions and duties of the organization.*

1.04 *The Board of Directors shall also be guided by the Internal Revenue Service Code relevant to 501(c)(3) organizations and shall not engaged in any activity that is not permitted by the said provision, to wit:*

1.041 *Must be organized and operated exclusively for tax exempt purposes.*

1.042. *None of its earnings may inure to any private shareholder or individual.*

1.043 *It may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates.*

1.044. *Must not be organized or operated for the benefit of private interests.*

Section 2: Composition

2. 01. *There shall be no more than twenty (20) members of the Board of Directors and shall consist of the following:*

2.011. *Elected Officers of the Executive Committee - co-terminus; consisting of the President, President- elect, Secretary, Treasurer, Auditor and Public (press, promotion, publicity) Relations Officer.*

2.012. *Standing Committee Chairs - shall be current & co-terminus except for the Projects Coordinating Committee Chair.*

The Standing committees are:

- 1. Constitution and By Laws Committee*
- 2. Cultural Committee*
- 3. Ethics, Grievance and Compliance Committee*
- 4. Finance and Budget Committee*
- 5. Membership Committee*
- 6. Nominating and Election committee*
- 7. Projects Coordinating Committee*
- 8. Strategic Planning Committee*

2.013. Two (2) members of the Advisory Board consisting of Past Presidents or Past Overall Chairs or Past Board Chairpersons, with a term of one (1) year renewable every year, but with a limited total term of service of two (2) years.

2.014. The Coordinators of the Parade and Festival subcommittees with voting privileges.

2.015. The Assistant Treasurer, Assistant Secretary and chair of Ad-Hoc committee appointed by the President as approved by the Board

2.02 .The incoming Board of Directors shall elect a Chair and a Vice Chair from within the Board before the turnover ceremony in January.. Their term of office shall be two (2) years. The President and the President-elect cannot be elected to the position of Board Chair or Vice Chair and vice versa.

2.021. The Chair shall be the presiding officer in all board meetings and shall be the moderator of the proceedings, but he or she shall not vote, except when there is a tie, thus casting the deciding vote only.

2.022. The Vice- Chair shall perform the duties of the Chair when he or she is not present at the board meeting and must be involved in the activities performed by the Chair.

Section 3: Board Meetings and Quorum

3.01 The Board of Directors shall hold regular meetings quarterly and special

meetings whenever necessary. Except in cases of removal or suspension of an officer or a member as required by and under Article XV or as may otherwise provided for in and under other pertinent parts of this Constitution and By-laws, a simple majority of the Board present shall constitute a quorum. Proxy voting shall not be allowed.

3.02. The Board of Directors shall meet with the general membership annually. Except as may be otherwise required elsewhere in this Constitution and By-laws, the presence of a simple majority of all active members shall constitute a quorum.

3.03. Special Meetings shall be conducted as specific need arises upon a written request of at least five (5) board members, and the notice of such meeting shall be sent within five (5) business days upon receipt of the request.

3.04. Board members shall attend at least two (2) regular Board meetings and the annual general membership meeting.

Section 4. Vacancy

Any vacancy in the Board shall be replaced accordingly within thirty (30) days considering the qualifications of the prospective candidate and the post to be vacated.

ARTICLE VIII –ADVISORY BOARD

Section 1.

There shall be an Advisory Board to be composed of five (5) members. They shall be appointed by the Chairman of the Board of Directors from a list of Past Over-all Chairs, Past Presidents and Past Board Chairpersons with the concurrence of at least a majority of the whole Board of Directors. No person shall be appointed to the Advisory Board unless he or she is an active member in good standing in accordance with the provisions of Article 9 hereof.

Section 2.

The Advisory Board shall elect among themselves two (2) representatives to the Board of Directors as bona fide members thereof with voting rights and privileges.

Section 3.

The Advisory Board may from time be consulted by the Board of Directors on vital matters affecting the interests and integrity of the organization. The recourse to the Advisory Board shall be made whenever the incumbent Chairperson of the Board of Directors, any five (5) Directors and/or executive officers or a group of at least ten (10) members in good standing shall certify in writing a request for solutions, guidance or advice on any matter affecting the general interests, integrity and well-being of the organization.

Section 4.

Any decision reached by the Advisory Board shall be persuasive rather than conclusive in effect or application.

ARTICLE IX - MEMBERSHIP

Section 1.

The Committee on Membership shall take decisions regarding renewal of membership and the admission of new members on the basis of applications received. Membership commences upon the applicant's oath of loyalty and promise to obey and abide by the Constitution and By-laws, rules, regulations and policies of the organization.

Section 2.

In all cases, including the renewal of membership whenever applicable, the following qualifications must be met by the applicant:

- (1) At least 18 years of age and of good moral character;*
- (2) Completed an application for membership or renewal; and*
- (3) Paid his or her membership dues*

Section 3.

Any active member shall be eligible to run for any of the elective offices or be appointed to any of the appointive positions. Provided, however, that he or she has all of the qualifications and none of the disqualifications so specified and required by the Constitution and By-laws.

Section 4.

An active member is one whose required dues are current. He or she must also participate actively in the affairs of the organization. Active participation includes attendance at two (2) or more general meetings, and a duty to support the organization by and through active involvement in its major activities and projects.

Section 5.

Each member shall pay a fee, which shall be known as the membership dues, the amount of which shall be determined by the Treasurer and approved by the Board of Directors. One (1) year membership dues are payable with an application for membership or renewal and thereafter annually on January 1st, but not later than July 31st to be eligible to vote in and during the annual election. A new or old member whose application for membership or renewal has been accepted and approved after July 31 shall not be allowed to vote in any election, regular or special, held or scheduled in the same year of his or her admission or renewal of his or her membership.

ARTICLE X : MEMBERSHIP MEETINGS AND QUORUM

Section 1. *Annual general membership meetings shall be held on the first week of December.*

Section 2. *Regular membership meetings: The active members of the organization shall hold three (3) additional meetings during the year, to wit: February, June and October. Notices to be sent by electronic devices (email, text messages, website, Facebook, etc), to the membership at least 5 business days before the scheduled regular meetings.*

Section 3. *Special membership meetings:
May be called by the President or by five (5) members of the Board of Directors, or upon written recommendation of at least 10 members at any convenient date, as the need arises, to take up special and emergency matters requiring immediate attention. The agenda of such special meetings shall be specifically mentioned in notices to be sent by electronic devices (email, text messages, website, Facebook, etc) the membership no less than 5 business days upon receipt of request for the special meeting.*

Section 4. *To validly conduct business in general, regular or special membership meetings, the presence of a simple majority of all active members shall constitute a quorum.*

ARTICLE XI-OFFICERS

Section 1.

The executive officers of the organization shall be the President, President-elect, Secretary, Treasurer, Auditor and Public Relations Officer. They shall be elected by the qualified active members as pre-determined by the Nomination and Election Committee on the third Wednesday of October of each year, which election, shall be under the committee's strict supervision and control.

1.01. *A candidate for any of the elective positions must file his or her intent to run for the desired office not later than thirty (30) days before the scheduled election, Notice of the election and the slate of candidates shall be published or sent by the Secretary to all active members at least fifteen (15) days prior to the date of election.*

1.02. *The manner and conduct of the election shall be by secret ballot. In case of a tie, the Nomination and Election Committee shall break the tie by calling for a second ballot runoff voting.*

Section 2. Term of Office.

The term of office of the executive officers shall be for one (1) year starting on January 1st and expires on December 31st of the same year unless there is a failure to hold an election, in which case the incumbent officers have the right to hold over in their respective positions until and after their successors are elected. In the event of a holdover, officers who did not perform their duties shall be removed from office in accordance with Article 15 and the succeeding sections thereof.

Section 3. President

- 3.1. The President shall be the chief executive officer of the organization and shall perform all duties incident to the office of the President and other duties as may be designated by the Board of Directors.*
- 3.2. . He/ She shall preside at all membership meetings and executive committee meetings.*
- 3.3. The President shall appoint with the approval of the Board of Directors the Chairs of the standing and special committees except for those Chairs so specified in this Constitution and By-laws. He/ She may appoint the legal adviser(s) or any other office position in the Executive committee upon approval by the Board of Directors.*
- 3.4. The President cannot vote except in a tie.*

Section 4. President-Elect

- 1. The President-Elect shall perform the duties of the President in the event of absence or incapacity of the latter and to assume the Presidency of the organization after the termination of office of the President.*
- 2. He/ She shall be the Chair of the Strategic Planning Committee.*
- 3. He/ She shall submit his/her programs and plans for the following year during the annual general meeting in December.*
- 4. He/She must be an active member of PAFCOM for the past 2 years and must have been a chair of any PAFCOM committees and/or president of a non-profit organization.*

Section 5. Secretary

- 5.01. The Secretary shall record the minutes of the Board, Executive and General Membership meetings.*
- 2. The Secretary shall perform duties as may be assigned by the President and/ or by the Board of Directors.*
- 5.03. He/ She shall send notice of meetings in a timely manner as specified in the Constitution and By laws depending on the nature of the meeting.*
- 5.04. The Secretary*

shall be the custodian of the seal of PAFCOM and)all the records of the organization.

5.04 He or She shall also serve as the organization's archivist.

5.05.He/ She may recommend his or her assistant secretary to the President with the approval of the Board of Directors.

6. The Secretary shall be the Chair of the Membership Committee.

7. He/ She shall perform such other functions inherent in the office of a secretary.

Section 6. Treasurer

1. The Treasurer shall be the custodian of all monies of the organization and related records/documents.

2. He/ She shall properly account for all revenue collections; and thereafter deposit all such revenues or funds in a bank to be designated by the Board of Directors.

3. He/ She shall disburse all payments upon their approval for payment by duly authorized officers, and shall co-sign with the President on all checks covering such disbursement.

4. He/ She shall send demand notices to, and collect from, all concerned any amount due and owing to the organization.

5. He/ She shall prepare and submit periodic and annual cash status reports and financial statements of receipts and expenditures and all such other financial reports as may be required by the Board of Directors, and more importantly, by certain governmental regulatory agencies.

6. He/ She may recommend his or her assistant treasurer to the President with the approval of the Board of Directors.

7. He/ She shall perform such other functions inherent in the office of a treasurer.

Section 7. Auditor

1. The Auditor shall audit all accounts and financial transactions of the organization; examine whether payments have been duly authorized and keep a record of such audits and examinations made.

2. He/ She shall submit audited reports to the external auditor, the Board of Directors and/or the officers or individual members as often as necessary, but at least once at the end of each calendar year.

3. He/ She shall bring to the attention of the Board of Directors disbursements of funds which in his/her opinion are irregular, unnecessary, excessive, or extravagant.

4. He/ She shall perform such other functions inherent in the office of an auditor.

Section 8. Public Relations Officer

8.01. The PRO shall be responsible for press releases and other publicity media with the approval of the President.

- 2. He/ She shall perform other duties as may be as assigned by the President and/or by the Board of Directors.*
- 3. He/ She shall perform such other functions inherent in the office of a public relations officer.*

ARTICLE XII :VACANCIES

Section 1.

A special election may be held at the call of the majority of the Board of Directors to fill a vacancy/vacancies caused by resignation, permanent disability or incapacity of any elected officer or Board of Directors member. Notice of such special election shall be published or sent by the Nomination and Electoral Committee Chairperson fifteen (15) days prior to the election. Certificates of candidacy shall be filed at least seven (7) business days prior to the holding of such election.

ARTICLE XIII - STANDING AND SPECIAL COMMITTEES

Section 1.

The President may form such standing and special committees as may deem necessary for the proper functioning of the organization. The formation of the standing committees or any new standing committee shall be approved by the Board of Directors at any meeting.

Section 2.

The President, subject to approval of the Board of Directors, shall appoint the Chair of the standing and special committees except for the Projects Coordinating Committee, Nomination and Committee, Membership Committee and the Strategic Planning Committee. Each committee shall be composed of at least three members of the organization, unless otherwise specified in these By-Laws.

Section 3

The Chair of the standing and special committees shall serve for a term of one (1) year except for the Projects Coordinating Committee. The Chair shall prepare and

submit reports to be presented at the Annual General Meeting held in December of every year and the other meetings of the Board of Directors. The chair shall formulate as well as update the policies and procedures of its committee. Such policies and procedure shall be approved by the Board of Directors. The committee shall appoint its own secretary and record all its transactions and meetings.

Section 4 *.The following standing committees shall be formed as permanent standing committees:*

- A. Constitution and By-Laws Committee*
- B. Cultural Committee*
- C. Ethics, Grievance and Compliance Committee*
- D. Finance / Budget Committee*
- E. Membership Committee*
- F. Nomination & Election Committee*
- G. Projects Coordinating Committee*
- H. Strategic Planning Committee*

4.01 *The Constitution and By-Laws Committee shall consider amendments to the Constitution and By-laws of the organization. Proposed amendments may originate within the committee, referred from the Board of Directors or any other Committee or individual member, and to recommend disposition of such proposed amendments to the Board of Directors and the general membership.*

4.02 *The Cultural Committee shall submit a budget to the Finance and Budget Committee in January of each year and shall submit a financial report of each event to the Treasurer one (1) to two (2) weeks after such events.*

The cultural Committee shall exercise direct supervision on the following working team coordinators:

4.021. Parade Coordinator

- Commemorative Parade (Philippine American Friendship)*
- Governmental Relations (Permits. Licenses and Insurance)*

4.022. Festival Coordinator

- Booth and Exhibit*
- Entertainment*
- Physical Resources and General Services*

4.023. Special Event Coordinator

- Grand Marshal Night*
- Golf Tournament*

- *Philippine American Friendship Night and Coronation Ball*
- *Journal*

4.03 *The Ethics, Grievance and Compliance Committee shall be composed of a Chairperson and at least two (2) other active members. The general responsibility of the committee is to oversee PAFCOM's ethics, grievance and compliance rules, policies and procedures in order to promote the rights of members; and to enhance shared decision making among members of the Board of Directors. It shall also be the responsibility of the committee to review and mediate intra-corporate complaints and grievances.*

4.04 *The Finance and Budget Committee shall have the function of developing and presenting to the Board of Directors the annual budget of the organization during the first Board meeting. It shall assist in the development of programs to enhance PAFCOM's assets including the grants funded projects. It shall establish policies, recommendations, accounting guidelines and mechanisms governing the disbursements of monies from the Treasury and non-grant projects for the Cultural Committee and Projects Coordinating Committee upon approval by the Board of Directors.*

The members of the committee shall be composed of the Treasurer, Auditor, Chairs of the Cultural Committee and the Projects Coordinating Committee.

4.05 *The Membership and Biographical Committee shall maintain membership and biographical data on the organization's members and encourage participation in its programs and activities. The Chair of the Membership Committee shall be the Secretary.*

4.06. *The Nominations and Election Committee shall have the function of presenting a slate of nominees for the elective positions of the organization. It shall inform the candidates of the qualifications and rules governing the election. It shall be responsible for the conduct of the election. The chair of the committee shall be the immediate Past Over-all Chairperson or his or her authorized designee giving preference to the immediate Past-President. There shall be two (2) more additional members to be chosen by the Committee Chair.*

4.07 *The Projects Coordinating Committee (PCC) shall develop policies and procedures to be approved by the Board of Directors to provide a centralized coordination of government grants, both funded and non-government funded projects, wherein the 501(C) (3) Tax ID of PAFCOM is used. The Chair of the PCC will serve a term of two years. He or she shall be appointed by the Board of Directors and may be re-appointed to serve additional terms. The committee members are the project managers and/or the principal investigators-coordinators of*

PAFCOM-sponsored projects.

The Committee shall be guided by the following rules and guidelines:

(1)The government grant-funded projects are supported by the federal, state or local government agencies such as the Community Development Block Grant and the Municipal Alliance Grant. The project manager or principal investigator/coordinator of these grants funded projects shall prepare and submit the required periodic financial statements as well as other financial reports to the governmental regulatory agencies.

(2)The non-government-funded projects are supported by private corporations, community organizations and private individuals; and/or from unallocated surplus funds of PAFCOM appropriated by the Board of Directors specifically for PCC projects. Each and every grant shall be separately and individually identifiable and supervised by an authorized person so named or designated by the funding agency or donor.

(3) All monies received from the aforesaid grants shall be considered restricted funds and shall be deposited in the PAFCOM Treasury under a separately designated accounts. The PAFCOM treasurer retains the fiduciary authority to disburse funds from these projects after a voucher is generated by the principal coordinator-project manager with appropriate invoices approved by the PCC Chair. All checks issued by PAFCOM for these purposes shall be signed by the Treasurer, PCC Chair and the incumbent President

(4) Copies of all proposals for funding or agreements with the sponsoring agency or other sources of funding including financial reports to the concerned governmental regulatory agencies; financial statements; records of the projects; disbursement of funds by the Treasurer; bank statements; and outcome measurements and evaluation of projects shall be submitted and reported to the PCC on a quarterly and yearly basis. The PCC in turn will accordingly report such activities to the Board at each regular Board of Directors meeting or as the said Board may require.

4.08 *The Strategic Planning Committee shall identify issues related to the goals and objectives of the organization, develop action plans for addressing those issues and make appropriate recommendations to the Board of Directors. The Committee shall consist of the President-elect who shall be its Chair, an active Past President, and at least two other active members of the organization.*

4.09 The Executive Committee shall be the administrative body of the organization. It shall serve and function as such during the interim between annual business meetings of the members of the organization and the Board of Directors' meetings. It shall be composed of all the elective officers of the organization.

4.10 Special or ad-hoc committees shall be created by the President and dissolved by the latter upon the completion of their specified purposes, functions, duties and responsibilities. Special or ad-hoc committees shall be dissolved ipso facto at the end of the term of the appointing authority.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

Section 1. *Except when otherwise provided by federal or state laws, municipal ordinances, administrative regulations; or by these By-laws, Robert's Rule of Order shall apply to and in all meetings of the organization.*

ARTICLE XV -REMOVAL OR SUSPENSION OF OFFICERS/MEMBERS

Section 1.

The Board of Directors shall take decisions regarding the expulsion or suspension of officers or members upon the recommendation of the Committee on Membership with the concurrence of the Ethics, Grievance and Compliance Committee.

Section 2.

Any officer or member may be removed or suspended from office and/or as a member for disloyalty to the organization, culpable violation of the Constitution and By-laws, unauthorized disbursement of funds of the organization; and for any other acts or omissions that are considered inimical to the operation, principles, ideals, goals and good name of the organization. Such removal or suspension shall require a three-fourths (3/4) or two-thirds (2/3) vote respectively of all members of the Board of Directors in a special meeting of the Board to be called for that purpose. The number of Board Members required to constitute a quorum shall depend on the vote required to either remove or suspend an officer or member, to wit: at least three-fourths (3/4) for removal or two-thirds (2/3) for suspension. In the event that the officer or member concerned is a current member of the Board of Directors, he or she shall not be allowed to vote.

Section 3.

Prior to removal or suspension from office or roster of members, the officer

or member concerned shall be given every opportunity to be heard and disprove any charge(s) against him or her. Charges shall be made in writing, copies of which shall be hand-delivered or sent via certified mail to the officer or member concerned at least ten (10) business days prior to the meeting mentioned in the preceding section.

Section 4.

The Board of Directors, in a meeting specially called for this purpose, may issue an order of Preventive Suspension to any officer or member who stands charged for any acts or omissions as provided for in Section 2 above. The Preventive Suspension shall not exceed thirty (30) calendar days. The Preventive Suspension herein referred to is neither a punishment nor a penalty, but merely an administrative precautionary measure to safeguard the integrity of the entire investigation process.

ARTICLE XVI - DISSOLUTION

Section 1.

Upon the dissolution or other termination of PAFCOM, no part of its property or any of the proceeds shall be distributed to, or inure to the benefit of any of its members or officers. All such property and proceeds, subject to the discharge of valid obligations of the organization, shall be distributed to any such organization as the officers and the Board of Directors may direct; provided, however, that any transferee organization, at the time of the distribution, shall qualify as an exempt organization under Section 501 3 of the Internal Revenue Code of 1954, as amended (or corresponding provision of any future United States Internal Revenue law).

ARTICLE XVII- AMENDMENT OF THE CONSTITUTION AND BY -LAWS

Section 1.

This constitution and By Laws may be amended at any business meeting of the paid members by two-thirds majority votes of those present and qualified to vote, provided notice of the proposed amendments has been appended to a call for the meeting and mailed to all paid members of the organization at least 30 days prior to the date of the meeting at which the By-laws are to be amended.

Section 2.

Proposed Amendments shall have been approved by the Constitution and By-laws by the Board of Directors before any of said proposed amendments are presented to the general membership meeting for ratification.

ARTICLE XVIII - EFFECTIVITY

Section 1.

This Constitution and By-laws became effective and enforceable immediately upon its approval for adoption, a quorum being present, by a simple majority vote of the members present at the meeting called for the purpose on or about October 17, 2018. All other amendments after the said date shall take effect immediately upon their approval by a simple majority vote of all active members in a plebiscite called for the purpose.

Section 2.

This Constitution and By-laws shall supersede all previous Constitutions and By-laws of PAFCOM.

ARTICLE XIX : LIABILITY OF DIRECTORS, OFFICERS AND COMMITTEE CHAIRPERSONS AND COMMITTEE MEMBERS.

Section 1.

Directors, officers, Committee Chairs and committee members designated by the Board of Directors shall discharge their duties in good faith and with that degree of diligence, which ordinary prudent persons would exercise under similar situations.

Section 2.

In discharging their duties, directors, officers, committee chairpersons and committee members, shall not be liable if, acting in good faith, they rely on the opinion of legal counsel or upon written reports by expert consultants.

Section 3.

The organization shall indemnify any person referred to above in Sections 1, 2 and 3 provided ,however, that in the discharge of his or her duties and function in good faith, he or she was or is a party or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, committee chairperson or committee member designated by the Board, against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by law.

Section 4.

Nothing contained in the preceding sections shall be construed as conferring a right of action or claims occurring or might have already occurred prior to the approval

and ratification of this Constitution and By-laws or any amendments thereto.

December 14, 1994

AMENDED: September 15, 2003

AMENDED: September 3, 2014

AMENDED: February 9, 2016

AMENDED: October 17, 2018

AMENDED: February 15, 2019