

**CONSTITUTION AND BY-LAWS
SILLIMAN UNIVERSITY ALUMNI COUNCIL OF NORTH AMERICA**

PREAMBLE

We, alumni of Silliman University, united by bonds of Christian love, mutual respect and concern for the welfare of our alma mater, having been transplanted into North America by choice, fate or circumstance, and having formed alumni chapters, do hereby gather ourselves into a common union and form this organization.

ARTICLE I. Name

Section 1. The name of this organization shall be Silliman University Alumni Council of North America.

Section 2. It shall also be legally called by its acronym SUACONA.

Section 3. For purposes of this organization, North America is defined as the countries of the United States, Canada and Mexico and their respective states and provinces.

ARTICLE II. Purposes

This organization shall have the following purposes:

Section 1. To set up occasional gatherings of alumni who reside in North America for the purpose of fellowship, study, election of officers and other leaders, and any other reasons that we may see fit;

Section 2. To seek ways to gather, manage and utilize our resources to benefit our alma mater;

Section 3. To act as a united voice for Silliman alumni and friends residing in North America.

ARTICLE III. Location and Offices

Section 1. The principal office of SUACONA shall be located in the County of Rockland, State of New York.

Section 2. The organization may also have offices at such other places in North America as the SUACONA Board of Directors may from time to time determine or as the business of the organization may require.

ARTICLE IV. Relationship to Silliman Alumni Chapters

Section 1. SUACONA shall support, encourage and act in concert with existing Silliman alumni chapters.

Section 2. SUACONA shall complement the work of existing Silliman alumni chapters.

Section 3. SUACONA will exercise no jurisdiction over the local governance and internal affairs of any existing or future Silliman alumni chapter.

ARTICLE V. Membership

Section 1. To be a member of SUACONA, one must be an alumni chapter within North America that is recognized by Silliman University.

Section 2. Current good standing in SUACONA gives that chapter the rights and privileges accorded to it by this Constitution and By-Laws.

Section 3. A member is considered in good standing which has discharged its duties to SUACONA, which include payment of membership fees and other financial obligations, and participation in and support of SUACONA meetings, activities and projects.

ARTICLE VI. Structure and Governance

Section 1. The SUACONA Board of Directors .

- A. Shall serve as the policy-making and governing body of the organization.
- B. Shall consist of the presidents or designated representatives of the member chapters as defined in Article V of this Constitution and By-Laws, and the officers of SUACONA.
- C. The officers of SUACONA shall be: a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Auditor and a Public Information Officer.
- D. The Past Chairs of the SUACONA shall be *ex-officio* members of the Board of Directors. They shall be non-voting members, provided they are not current SUACONA officers.

Section 2. The SUACONA Executive Committee.

- A. Shall direct the day-to-day business activities of SUACONA.
- B. Shall consist of the SUACONA officers, namely, the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Auditor and the Public Information Officer.
- C. The Past Chairs of SUACONA shall be *ex officio* members of the Executive Committee. They shall be non-voting members, provided they are not current SUACONA officers.

ARTICLE VII. Terms of Office

Section 1. All officers of SUACONA, elected or appointed, shall hold a term of two years.

Section 2. If anyone, because of circumstances, is elected or appointed to serve the remainder of a term, that person's tenure ends at the conclusion of such term.

Section 3. The Chairperson of SUACONA may hold office for no more than two consecutive full terms, provided that he or she can hold the same office again after the passage of an intervening term.

Section 4. The election of officers of SUACONA shall take place once every two years.

Section 5. To hold any elective position in SUACONA, one must have belonged for at least two years to a member chapter in good standing immediately prior to one's election.

ARTICLE VIII. Duties of Officers

Section 1. The SUACONA Chairperson shall:

- A. Serve as the chief executive officer and titular head of the organization.
- B. Preside over all meetings of the Executive Committee, and the Board of Directors
- C. Perform other duties that may be prescribed by the Board of Directors.

Section 2. The Vice-Chairperson shall:

- A. Perform the duties of the chairperson in the event of the latter's absence or incapacity.
- B. Assume the office of Chairperson and fulfill the remainder of the term should the Chairperson vacate the office.

Section 3. The Secretary shall:

- A. Take and keep the minutes of the meetings of the Executive Committee and the Board of Directors.
- B. Receive and report all correspondence relating to SUACONA.

Section 4 . The Treasurer shall:

- A. Receive and manage the funds of SUACONA except any funds that are assigned by this Constitution and By-Laws to other individuals or bodies.
- B. Maintain funds in a bank account in the name of SUACONA. To this end, the Treasurer shall update the Bank Authorization Forms to indicate the duly assigned signatories for the term served.
- C. Maintain adequate records of SUACONA's transactions by keeping full and separate accounts of receipts and disbursements in books belonging to the organization.
- D. Render written reports, accounts and records to the Board of Directors upon request.
- E. Be responsible for preparation and submission of all documents to appropriate governmental agencies relating to acquiring and maintaining status as a non-profit organization. These duties shall include:
 - 1. The filing of Form 990 by the stipulated deadline after the close of the tax year.
 - 2. Update SUACONA information as required to maintain the group exemption status.
- F. Present financial records needed for verification by the Auditor.
- G. In general, perform all the duties incidental to the office of the Treasurer or other duties as may be assigned from time to time.

Section 5. The Auditor shall:

- A. Audit the financial statements of the organization.
- B. Certify financial reports given to the members of the organization on occasions where such reports are due.
- C. Serve as the chair of the Audit Committee.

Section 6. The Public Information Officer shall:

- A. Communicate to the public on matters regarding the organization, using a variety of media.
- B. Serve as the chair of the Publicity Committee.

ARTICLE IX. Standing and Ad Hoc Committees

Section 1. The following shall be the standing committees of the organization:

- A. Nominating and Election Committee
- B. Constitution and By-Laws Committee
- C. Membership and Chapter Development Committee
- D. Historical Committee
- E. Strategic Planning Committee
- F. Publicity Committee
- G. Finance, Budget and Investment Committee
- H. Ways and Means Committee
- I. Audit Committee
- J. Tipon Silliman Committee

Section 2. *Ad hoc* committees shall be appointed by the Chairman.

ARTICLE X. Meetings and Quorums

Section 1. The Board of Directors shall meet at least quarterly.

Section 2. The Executive Committee shall meet at least bimonthly and should meet prior to a meeting of the Board of Directors.

Section 3. Each standing committee shall meet as needed.

Section 4. Special meetings of the Board of Directors may be called by the Chairperson or by a written request of at least 10 members.

Section 5. Special meetings of the Executive Committee may be called by the Chairperson or by a written request of at least three members.

Section 6. The quorum for the Board of Directors shall consist of 1/2 of its voting membership plus one.

Section 7. The quorum for the Executive Committee shall consist of 1/2 of its voting membership plus one.

ARTICLE XI. Fiscal Policies

Section 1. The fiscal year of this organization shall be July 1 to June 30.

Section 2. All members of the Board serve voluntarily and without fiscal compensation of any kind.

Section 3. No member of the Board of Directors, or any of its Committees, shall derive any personal material profit or gain, directly or indirectly, by reason of his or her participation with SUACONA.

ARTICLE XII. Conflict of Interest

- Section 1. Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
- Section 2. No part of the net earnings of SUACONA shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in ARTICLE II. Purposes.
- Section 3. Any member of the SUACONA Board of Directors, or any Committee individual member shall refrain from obtaining any list of SUACONA clients for personal or private solicitation purposes at any time during the term of their affiliation.
- Section 4. Each individual shall disclose any personal interest, which he or she may have in any matter pending before SUACONA and shall refrain from participation in any decision on such matter.
- Section 5. Any property of this organization is irrevocably dedicated to SUACONA's purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
- Section 6. No substantial part of the activities of the organization shall be carrying out propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office.
- Section 7. Notwithstanding any other provision of these articles, this organization shall not, except to an institutional degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

ARTICLE XIII. Ratification

- Section 1. This Constitution and By-Laws of Silliman University Alumni Council of North America shall be adopted and ratified by a vote of two thirds of the member chapters in good standing resulting from a voting process scheduled by the Board of Directors for this specific purpose, provided that the period does not exceed six months from the beginning of the period to the end.
- Section 2. Each member chapter in good standing shall vote on this Constitution and By-Laws and the result will be officially reported and be counted as one vote.
- Section 3. With its adoption and ratification, this Constitution and By-Laws succeeds and supersedes all other Constitutions that were previously adopted and ratified for and by SUACONA.

ARTICLE XIV. Amendments

Section 1. This Constitution and By-Laws of Silliman University Alumni Council of North America shall be amended by a vote of two thirds of the member chapters in good standing resulting from a voting process scheduled by the Board of Directors for this specific purpose, provided that the period does not exceed six months from the beginning of the period to the end.

Section 2. Each chapter shall vote on the amendment of this Constitution and By-Laws and the result will be officially reported and be counted as one vote.

ARTICLE XV. Dissolution

Section 1. A resolution to dissolve SUACONA may be presented by at least two-thirds of the active membership acting in concert and agreeing on all particulars of the resolution.

Section 2. A resolution or motion to dissolve SUACONA shall be considered an amendment to its Constitution and Bylaws; thereby, all requirements on giving of notices of and votes necessary for the approval of any or all amendments to this Constitution and By-Laws shall apply to any motion or resolution to dissolve SUACONA.

Section 3. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(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.

Section 4. In the event that SUACONA conducts no business and has no meetings for three (3) consecutive calendar years, dissolution procedures will be conducted at the instigation and under the supervision of the IRS and the organization's assets shall be disposed of in the manner described in the foregoing Section 3.

MEMBERS OF CONSTITUTION AND BY-LAWS COMMITTEE

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RECORD OF RATIFICATION AND AMENDMENTS

August 24, 2013 – Ratified by a vote of 18 “Yes” and 2 “No” votes out of 21 qualified voting chapters.