

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

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, Incorporated.

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

Section 3. For purposes of this organization, North America shall be defined as the countries of the United States of America and Canada 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 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 University alumni and friends residing in the United States of America and Canada and their respective states and provinces.

ARTICLE III. Location and Offices

Section 1. The principal office of SUACONA, Inc. shall be located in the state of New York.

Section 2. The organization may also have offices at such other places in North America as the SUACONA, Inc. 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, Inc. shall support, encourage and act in concert with existing Silliman alumni chapters.

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

Section 3. SUACONA Inc. 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, Inc. one must be an alumni chapter within North America.

Section 2. Current active membership in SUACONA, Inc. gives that chapter the rights and privileges accorded to it by this Constitution and By-Laws.

Section 3. A member is considered active which has discharged both of the following: a) Has paid its membership fees in full for the past two consecutive fiscal years; b) Has attended at least one meeting of the Board of Directors in any of the past two fiscal years.

ARTICLE VI. Structure and Governance

Section 1. The SUACONA, Inc. 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, Inc.

C. The officers of SUACONA, Inc. shall be: a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Auditor and a Public Information Officer. The Immediate Past Chairperson will be retained as an active officer and a voting member.

D. The other Past Chairs of SUACONA, Inc. 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, Inc.

B. Shall consist of the SUACONA, Inc. officers, namely, the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Auditor and the Public Information Officer. The Immediate Past Chairperson will be retained as an active officer and a voting member.

C. The other Past Chairs of SUACONA, **Inc.** shall be *ex-officio* members of the Executive Committee. They shall be non-voting members, unless they are current SUACONA officers.

ARTICLE VII. Terms of Office

Section 1. The officers of SUACONA, Inc. shall hold a term of two calendar years to begin on January 1 following their election and end on December 31 of their second year in office

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, Inc. 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, Inc. shall take place once every two years.

Section 5. To hold any elective position in SUACONA, Inc., 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, Inc. Chairperson shall:

- A. Serve as the chief executive officer of the organization.
- B. Preside over all meetings of the Executive Committee, and the Board of Directors and prepare their respective agenda.
- 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, incapacity or resignation.
- 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 including all requests for pre-approval of disbursements from the Board of Directors, relating to SUACONA, Inc.

Section 4 .The Treasurer shall:

- A. Receive and deposit funds in SUACONA, Inc.'s bank account, and disburse funds with proper vouchers for such disbursements.
- B. Maintain funds in a bank account in the name of SUACONA, Inc. 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 Inc.'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, Inc. 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. Review 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. Consult with and seek the approval of the Board of Directors concerning the release or dissemination of any SUACONA, Inc.-related information to the membership or the general public.
- 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. The **Nominating and Election Committee** prescribes and manages the manner of selecting candidates for the elective positions of SUACONA, Inc. the minimum qualifications, and timelines for the submission of nominations and relevant credentials.
- B. The **Constitution and By-Laws Committee** serves as a resource on questions relating to the SUACONA, Inc. Constitution and By-Laws; interprets Constitution and Bylaws questions; drafts proposed amendments and manages the ratification process for such amendments.
- C. The **Membership and Chapter Development Committee** encourages existing SUACONA, Inc. chapters to be more active and effective participants in SUACONA, Inc. activities and assists other alumni to form a chapter in their location if one does not exist.
- D. The **Historical Committee** keeps an ongoing record of SUACONA, Inc. activities by maintaining an archive of important documents relating to the organization's history; updates the narrative on the history of SUACONA and Tipon in the SUACONA website and other publications; and provides access to SUACONA historical records as needed.
- E. The **Strategic Planning Committee** provides support and guidance in strategic planning, through assessment, implementation and evaluation of the strategic plan; conducts annual review of the current cycle of strategic plan; assesses the currency and progress of the strategic initiatives; and makes appropriate recommendations for refinement and relevance of the goals and objectives.
- F. The **Publicity Committee** is specifically charged with disseminating SUACONA, Inc. matters and information to all SUACONA, Inc. members and friends through currently available communication vehicles: email, website, Facebook, and through direct contact with member chapters' PIOs/PROs.
- G. The **Finance, Budget and Investment Committee** provides financial oversight for the organization, which includes budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.
- H. The **Ways and Means Committee** provides support and guidance in the planning, implementation and evaluation of SUACONA Inc.'s general

fundraising initiatives such as, but not limited to, the Silliman University and SUACONA, Inc. Project Partnership and the promotion and sustainability of the Culture of Giving Initiative.

- I. The **Audit Committee** oversees the organization's financial reporting, internal control and audit functions.
- J. The **Tipon Committee** sets up policies and guidelines governing the conduct of Tipons; acts as an advisory body for the host chapter of the forthcoming Tipon; and sets up a mechanism for external review of every Tipon for posterity and future reference.

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

Section 3. Each committee, standing or *ad hoc*, may set up and/or modify its own set of policies and procedures consistent with this Constitution and By-Laws and approved by the Board of Directors.

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 January 1 to December 31.

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, Inc. 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, Inc. Board of Directors, or any Committee individual member shall refrain from obtaining any list of SUACONA, Inc. 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, Inc. and shall refrain from participation in any decision on such matter.

Section 5. Any property of this organization is irrevocably dedicated to SUACONA, Inc'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, Incorporated shall be adopted and ratified by a vote of two thirds of the active members 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 active member chapter 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, Incorporated shall be amended by a vote of two thirds of the active member chapters 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 active member 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, Inc. 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, Inc. 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, the Board of Directors shall settle all financial obligations of SUACONA, Inc. and all remaining assets shall be transferred to Silliman University through the United Board for Christian Higher Education in Asia under the terms of 501 (C) (3) of the Internal Revenue Code.

Section 4. In the event that SUACONA, Inc. conducts no business and has no meetings for three (3) consecutive calendar years, dissolution procedures will be conducted pursuant to and in accordance with state and federal guidelines relating to Section 501(C) (3) of the Internal Revenue Code.

Respectfully submitted:

SUACONA Constitution and By-Laws Committee



FEDERICO AGNIR
Chairman

Members:

ELIZABETH ENGLE
BEATRIZ JACKSON
DAISY SCHMOOKLER
FAITH DURAN
FELELLA MILLMAN
HAZEL QUISUMBING
MIVERA AMOR
NELLY SOMERA
PAUL IMPERIAL

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Ratified by unanimous vote on May 13, 2017