

**BY-LAWS OF THE  
PORTUGUESE-AMERICAN CIVIC ASSOCIATION, INC.**

**Article I  
Organization**

**Section 1 - Organization Name**

The name of this organization shall be:

***PORTUGUESE-AMERICAN CIVIC ASSOCIATION, INC.***, herein referred to as **PACA**.

**Section 2 – Seal**

The organization shall have a seal, which shall be in the following form: an eagle with open wings holding a branch on each paw, a green ribbon on its beak and the Portuguese emblem covering its breast.

**Section 3 – Organization Name Change**

The organization may, at its pleasure and by a vote of the membership body, change its name. The name of this organization can only be changed during a General Assembly and with a vote of greater than fifty percent of the membership in good standing;

**Section 4 – Organization Location**

This organization shall be based in Union, NJ.

**Article II  
Purpose**

**Section 1** - The purpose of this organization is to:

- a. foster, promote and advance the culture of Portugal;
- b. develop among its members and other people of the state of NJ a greater civic interest, good citizenship and an awareness of the importance of community involvement in working on common goals; and
- c. promote fraternal relationships and communication among the Portuguese community of Union and other communities, Portuguese or otherwise.

**Article III  
Membership and Dues**

**Section 1 - Membership Eligibility**

The organization shall have four types of members: Regular members, Benefactor members, Honorary members, and Senior members.

- a. **Regular members** pay yearly dues, have the right to hold office, to serve on committees and

have voting rights. Regular membership is open to individuals of Portuguese ancestry either by birth, by heritage or marriage.

- b. **Benefactor members** are **regular members** who have made significant monetary or service contributions to the organization. Benefactor members are selected and sponsored by at least two regular *members in good standing* and must be approved as Benefactor members in General Assembly by a majority of all members present. Benefactor members are exempt from paying dues, unless they voluntarily want to continue paying.
- c. **Honorary membership** is attributed to an individual or organization that has made significant monetary and/or service contributions to the organization, but does not meet the criteria for regular membership. Honorary members do not have voting rights or the right to hold office. Honorary members are selected and sponsored by at least two regular *members in good standing\** and must be approved as Honorary members in General Assembly by a majority of all members present.
- d. **Senior members** are members in good standing\* who have a minimum of seventy (70) years of age and have at least ten (10) years of continuous membership with PACA. These members are only required to pay 50% of the annual membership dues.
- e. *\*Members in good standing* shall refer to those who pay dues regularly and abide with PACA's by-laws.

## Section 2 - Benefits and Privileges of Membership

Regular, Benefactor and Senior Members shall have the following benefits and privileges:

- a. Right to participate in General Assembly meetings, formulate motions and approve matters debated.
- b. Right to hold office after one year of membership (in good standing) in the organization.
- c. Receive PACA's monthly newsletter.
- d. Receive invitation to attend PACA's Annual Membership Luncheon/Dinner free of charge (when and if scheduled)
- e. Have access to use the assembly hall at an established fee for their personal use.
- f. Other benefits as determined by PACA's Board of Directors.

## Section 3 – Dues

- a. Amount - PACA's Board of Directors shall establish an annual membership dues amount. Such amount may be revised provided the new amount is presented for approval to PACA's general membership at an annual General Assembly Meeting called by the General Assembly Leadership Council.
- b. Frequency of Dues Payments and When Collected - Dues are to be paid annually and shall be collected at the time of enrollment and every January thereafter. However, when members enroll for the first time in the months of November or December, their second dues payment is due, not

on the following January, but on the January after that.

- c. Failure to Pay Dues - Notification for failure to pay dues shall be the responsibility of the Assistant Treasurer and the Membership Committee. This notice shall be sent no later than March of each year.

#### **Section 4 - Suspension of Membership**

PACA members shall be suspended by the Board of Directors for any of the following reasons:

- a. Failure to pay dues for two consecutive years;
- b. Conduct injurious to the order, peace, interest or welfare of PACA, or the willful violation of its by-laws.

#### **Section 5 - Termination of Membership**

If, after suspension, it is determined that termination is warranted, the case must be brought to the attention of the General Assembly Leadership Council for General Assembly approval. Termination shall be contingent upon a favorable vote of 2/3 of those members present at a General Assembly meeting. Members being terminated shall be notified, in writing, by the General Assembly Leadership Council Secretary. The affected member shall have the right to appeal by sending a letter within thirty (30) days of notification, to the Chair of the General Assembly Leadership Council.

### **Article IV Organization Structure**

PACA shall be made up of a **Board of Directors** and a **General Assembly Leadership Council**. These governing entities exercise separate and distinct responsibilities.

### **Article V Board of Directors**

#### **Section 1 - Management**

The Board of Directors is legally and financially responsible for the conduct of the business of the organization. The Board governs the organization and has specific fiduciary responsibilities for which it must be accountable. The Board shall have no less than six officers plus a minimum of two and a maximum of seven board members, elected during a General Assembly and for a term of two years. The officers of the organization shall be as follows:

**President**  
**Vice President**  
**Recording Secretary**  
**Corresponding Secretary Treasurer**  
**Treasurer**  
**Assistant Treasurer**

## **Section 2 - Board Offices and General Responsibilities**

### **2.1 President** - The President shall:

- 2.1.1 With the assistance of the other officers, be primarily responsible for the formulation of general policy.
- 2.1.2 Initiate and assist with the implementation of programs and policies of the organization in order to attain the goals and fulfill the purposes of the organization
- 2.1.3 Call and preside at all Board of Directors meetings and shall prepare an annual report of the work of the organization to present during the annual General Assembly meeting held in January. The date of this meeting shall be set by the General Assembly Leadership Council,
- 2.1.4 Appoint Chairperson of Committees (temporary or permanent) and shall serve as member ex-officio on all standing committees,
- 2.1.5 See that all books, reports and certificates as required by law are properly kept or filed,
- 2.1.6 Be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

### **2.2 Vice President** - The Vice President shall:

- 2.2.1 Have such power and perform such duties as may be assigned by the President.
- 2.2.2 In the absence or the disability of the President, perform the duties of that office. Be responsible for the supervision and coordination of all activities of the organization except for those activities delegated to other officers of the Board.
- 2.2.3 Report to the organization as he/she deems necessary.

### **2.3 Recording Secretary** - The Recording Secretary shall:

- 2.3.1 Support the President in ensuring the smooth functioning of the organization.
- 2.3.2 Prepares Agendas in consultation with the President.
- 2.3.3 Circulates Agendas and any supporting papers.
- 2.3.4 Receives Agenda items from Committee members.
- 2.3.5 Checks that a quorum is present.
- 2.3.6 Prepares minutes of meetings and ensures that the President signs the minutes once they have been approved.

- 2.3.7 Shall be the official custodian of the records and seal of the organization.
- 2.3.8 Shall be one of the officers required to sign the checks and drafts of the organization.
- 2.3.9 Assist the Corresponding Secretary in the preparation and distribution of PACA's monthly newsletter to all organization members.

**2.4 Corresponding Secretary -** The Corresponding Secretary shall:

- 2.4.1 Support the Recording Secretary as needed.
- 2.4.2 Present to the Board of Directors, at any meetings, any communication received.
- 2.4.3 Attend to all correspondence and draft correspondence, on behalf of the organization, for approval and signature by the President and/or other Officers.
- 2.4.4 Prepare and distribute the organization's monthly newsletter to all organization members.
- 2.4.5 Ensure that PACA's website is maintained and updated.

**2.5 Treasurer -** The Treasurer shall:

- 2.5.1 Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- 2.5.2 Exercise all duties incident to the office of Treasurer. It shall be his or her duty to file any certificate required by any statute, federal or state.
- 2.5.3 Cause to be deposited in a regular savings/checking account, a sum not to exceed \$10,000. These funds are to be used for the general, day-to-day operation of the organization. Funds in excess of \$10,000 shall be deposited in a Certificate of Deposit (CD) or held in the savings/checking account until such time as an existing CD reaches maturity. New CDs may be opened as needed. The Board may also cause such funds to be invested in other investments and/or property upon approval of the General Assembly. No special fund shall be set aside without the knowledge and consent of the Treasurer and the Board.
- 2.5.4 Be one of the officers who signs checks or drafts of the organization. The Treasurer is authorized to sign checks issued by the organization up to \$500. Any check issued in an amount greater than \$500 shall require two signatures - the Treasurer's and the President's or Recording Secretary's.
- 2.5.5 Present a written report of the finances of the organization at Board of Directors and General Assembly Leadership Council meetings. Such report shall be physically affixed to the minutes of these meetings.
- 2.5.6 Collect, hold and disburse all monies of the organization as long as disbursements or reimbursements are authorized or ratified at a meeting of the Board by a

majority vote.

- 2.5.7 Establish and maintain financial records, maintain a list of members who have paid dues and keep the Board updated.
- 2.5.8 Prepare a budget, when necessary, to request funding and submit it to the Board for approval.

**2.6 Assistant Treasurer** - The Assistant Treasurer shall:

- 2.6.1 Assist the Treasurer in the performance of his/her duties and shall assume the Treasurer's responsibilities in the event that said officer is unable to fulfill his/her term,
- 2.6.2 Chair the Membership Committee,
- 2.6.3 Be responsible for following up on membership dues and for sending Notification, by March of each year, to those members who have failed to pay their annual dues, and
- 2.6.4 Be responsible for membership activities in general including the Annual Membership Luncheon.

**Section 3 - Board Vacancies**

- a. In the event of the death, resignation, incapacity, forfeiture of office or departure from the Association of any Officer other than the President, a successor shall be appointed by the President to serve for the balance of the unexpired term. In the event of a vacancy in the office of the President for any of the above reasons, the Vice President shall automatically become the President. A successor to the vacated office of Vice President, shall be appointed by the new President.
- b. A Board Officer and /or a Board Member may be suspended from office when sufficient cause exists for such removal and proven charges have been presented against said officer. Suspension shall be contingent upon a favorable vote of 2/3 of those members present at a Board meeting. Written notification of said suspension shall be subtitled to the Leadership Council. Affected officers shall be notified in writing by the Leadership Council's Secretary and shall have the right to appeal by sending a letter within thirty (30) days of notification to the Chair of the General Assembly Leadership Council. A special Leadership Council meeting shall be convened to address the suspension.

**Section 4 - Board of Directors Meetings**

- a. **Regular meetings** of the Board of Directors of this organization shall be held every month (except in the months of July and August), on a date and time to be determined by the President of the Board. All Board members shall be given at least two weeks advance notice of the date and time of the meeting. The presence of more than 50% of the Board shall constitute a quorum and shall be necessary to conduct the business of this organization. A lesser number may adjourn the meeting for a period of not more than one week, from the date scheduled and the

Corresponding Secretary shall cause a notice of this rescheduled meeting to be sent to all members of the Board of Directors. A quorum as herein before set forth shall be required at any adjourned meeting.

- b. **Special meetings** may be called by the President of the Board when deemed necessary for the best interest of the organization. Notices of such meetings shall be sent to all board members at least two weeks, but not more than 15 days, before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted, and by whom called.
- c. **Meeting Attendance** – Board officers and Board members who fail to attend three (3) consecutive Board of Directors meetings, without justification, may lose their respective Board positions.

### **Section 5 - Order of Business During Meetings**

- 1 — Roll Call
- 2 — Reading of the minutes of the preceding meeting
- 3 — Reports of Committees
- 4 — Reports of Officers
- 5 — Old and Unfinished Business
- 6 — New Business
- 7 — Adjournment

## **Article VI General Assembly Leadership Council**

### **Section 1 - Responsibility**

- a. The General Assembly Leadership Council shall represent PACA's general membership and shall serve as the voice of PACA's members. The purpose of the Leadership Council is to provide a forum for PACA members to communicate issues and to be aware of the financial and general operations of the organization. The Leadership Council is the liaison between PACA's general membership and PACA's Board of Directors and, as such, shall present to the Board any issues that need to be addressed. Therefore, PACA members who have issues, concerns and/or ideas intended to improve and/or strengthen the organization, shall bring same to the annual General Assembly meeting or submit them in writing to the Leadership Council at any time during the year. If an issue needs to be addressed and discussed with the general membership of the organization, the Leadership Council shall request a special meeting. The request for such a meeting must be made in writing at least thirty (30) days before the requested scheduled date. No other business, but that specified in the notice, may be transacted at such special meeting without the unanimous consent of those present at the meeting.
- b. The General Assembly Leadership Council is also responsible for scheduling and holding elections for the Board of Directors and for the General Assembly Leadership Council. The General Assembly Leadership Council shall consist of not less than three members – a Chairperson, Vice Chair and a Secretary. Those elected need not be residents of the State of New Jersey and citizens of the United States, unless required by the Certificate of Incorporation.

General Assembly Leadership Council officers for the ensuing year shall be elected at the annual meeting of this organization in the same manner and style as the Board of Directors of the organization and shall serve for a term of two (2) years.

- c. The Leadership Council shall only act in the name of the organization when it shall be regularly convened by its Chairperson after due notice to all members. Twenty (20) members shall constitute a quorum and the General Assembly meetings shall be held regularly in the month of January. If a quorum is not satisfied, the meeting shall resume thirty minutes later with any number of members present. The Chairperson of the Leadership Council shall have no vote except in the event of a tie.
- d. The Leadership Council may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- e. Vacancies in the said Council shall be filled by a vote of the majority of the remaining members of the Leadership Council, for the balance of the year.
- f. A Leadership Council officer may be removed from office when sufficient cause exists for such removal. Members must present proven charges against said officer. The affected officer shall be notified in writing by the Leadership Council's Secretary and shall have the right to appeal by sending a letter within thirty (30) days of notification to the Chair of the General Assembly Leadership Council. A special Leadership Council meeting shall be convened to address the suspension.

## **Section 2 - Offices and Responsibilities**

### **2.1 Chairperson** – The Chair of the Leadership Council shall:

- 2.1.1 Call and preside over all general assembly meetings,
- 2.1.2 Keep the Board of Directors informed of any issues presented by the general membership of the organization,
- 2.1.3 Organize and ensure that all elections for both the Leadership Council and Board of Directors are held in an organized and professional manner,
- 2.1.4 Communicate both with the General Membership and the Board of Directors,
- 2.1.5 Be allowed to attend Board of Directors meetings, but shall not vote on any Board of Directors issues/agenda items.

### **2.2 Vice Chair** - The Vice Chair shall:

- 2.2.1 Have such power and perform such duties as may be assigned by the Leadership Council Chair,
- 2.2.2 In the absence or the disability of the Chair, perform the duties of that office.
- 2.2.3 Be allowed to attend Board of Directors meetings, but shall not vote on any Board of Directors issues/agenda items.



2.3 **Secretary** - The Secretary shall:

- 2.3.1 Send meeting notices to all active, good standing members of the organization,
- 2.3.2 Keep minutes of General Assembly meetings
- 2.3.3 Perform all secretarial tasks that may be requested by the Chair of the Leadership Council.
- 2.3.4 Be allowed to attend Board of Directors meetings, but shall not vote on any Board of Directors issues/agenda items.

**Section 3 - General Assembly Meetings**

- a. **Regular Meetings** - The General Assembly Leadership Council shall convene a minimum of one (1) general membership meeting per year. The annual meeting of PACA members shall be held in January of every year, on a date to be determined by the Chair of the General Assembly Leadership Council. The General Assembly Secretary shall cause to be mailed, to every member in good standing, at the address as it appears in the membership roll book of the organization, a Notice stating the agenda and the time and place of such annual meeting.
- b. **Regular Meetings Agenda** - At minimum, the Agenda for this Annual General Assembly Meeting shall include:
  - i. A report by the President of the Board of Directors summarizing the prior year's activities,
  - ii. Projected activities for the new year,
  - iii. A financial report to be presented by the Treasurer of the Board of Directors, and
  - iv. Elections for either the Leadership Council or the Board of Directors.
- c. **Special Meetings** - In addition to the Annual General Assembly Meeting, special meetings may be requested either by the Leadership Council or at least six (6) members of the organization. Requests for special meetings by the general membership must be made in writing to the Leadership Council, at least thirty (30) days before the requested scheduled date. No other business, but that specified in the notice, may be transacted at such special meeting without the unanimous consent of those present at such meeting.

**Article VII  
Voting/Elections**

**Section 1 - Voting at Regular or Special Meetings (Non-Election)**

At regular or special non-election meetings, all votes shall be viva voce. However, if a majority of the members present so require for reasons of privacy or confidentiality, ballots may be handed out and individuals may be asked to vote via ballot.

**Section 2 - Voting at Election Meetings**

- a. Elections are held every year. On even numbered years, elections are for Board of Directors and on odd numbered years, elections are for the General Assembly Leadership Council.
- b. In November, in preparation for elections, the Chair of the General Assembly Leadership Council shall appoint an Election Committee consisting of three (3) PACA members (these members shall not be candidates for any office). This Election Committee shall notify the general membership regarding elections and request submission of candidate(s) for one or more positions. A form shall be provided and must be returned to the Election Committee by a specified deadline. When the forms are received, the Election Committee shall put together a list(s) of candidates for office. This list shall be posted in PACA's Bulletin Board for a minimum period of two (2) weeks prior to the date of elections.
- c. At Election meetings, ballots shall be provided and there shall be no place or marking on such ballot that might tend to indicate the person who cast such ballot. This Committee shall receive and tally all ballots and certify, in writing, to the Chair of the Leadership Council, the results of all ballots received. A certified copy of this report shall be physically affixed in the minute book to the minutes of that meeting.
- d. Members of the Board of Directors and the General Assembly Leadership Council are elected for two-year terms, and may seek re-election to the same position for a second term. After two terms in the same position, members may continue to serve on the Board or Council, if elected, but in a different position or capacity.

### **Article VIII Auditing of Financial Records**

Three (3) members in good standing shall be appointed by the Chair of the General Assembly Leadership Council to serve as Auditors for a period of two (2) years. These auditors will be responsible for reviewing all financial records provided by the Treasurer two times per year (Mid-Year and before the Annual Meeting of the General Assembly) to ensure that all financial records are in order. Auditors shall not be members of the Board of Directors.

### **Article IX Compensation**

No officer shall, for reason of his or her office, be entitled to receive any salary or compensation. An officer or trustee, however, may receive reimbursement for reasonable expenses incurred with approval of the Board of Directors upon presentation of vouchers.

The Board of Directors shall hire and fix the compensation of any and all contract employees that they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

### **Article X Committees of the Board of Directors**

It is the intention of the organization to have standing committees to plan events and activities for the organization. The President may establish during his/her term additional committees as needed. Committees of the Board shall be composed of at least two (2) persons and may include non-Board members. All Chairpersons of the standing committees shall be appointed by the President and

approved by the Board of Directors. They shall serve for a period of two (2) years but are eligible for re-appointment. The Vice-President shall be a liaison between the committees and the Board and shall meet with the committees on a regular basis. The standing committees shall be: Portugal Day Committee, Service Committee, Dinners Committee, Building and Maintenance Committee, Cultural Events Committee, Youth Activities Committee, Good and Welfare Committee and Membership Committee. The Chairpersons of these Committees shall present a report at the Board of Directors' monthly meetings.

- a. **PORTUGAL DAY COMMITTEE:** Shall organize, execute and monitor all events related to the Celebration of Portugal Day. This Committee shall include a representative from each of the other committees listed below. This representative may be a Committee Chair or a representative selected by a Committee Chair.
- b. **SERVICE COMMITTEE:** Shall manage the service counter, including purchasing all goods necessary for service counter operation.
- c. **DINNERS COMMITTEE:** Shall organize and execute the monthly dinners and all they entail. This Committee shall be chaired by the Vice President of the Board, shall meet a minimum of two times per year, and shall be comprised of the Chairs of the Monthly Dinner Subcommittees.
- d. **BUILDING AND MAINTENANCE COMMITTEE:** Shall be responsible for the general maintenance of the hall, including cleaning and repairing within reason.
- e. **CULTURAL EVENTS COMMITTEE:** Shall plan, organize and execute different cultural events throughout the year, including activities of the Folklore Group.
- f. **YOUTH ACTIVITIES COMMITTEE:** Shall plan, organize and execute youth activities throughout the year.
- g. **GOOD AND WELFARE COMMITTEE:** Shall gather member news, i.e., births, deaths, weddings, illnesses and submit information to the Corresponding Secretary to include in the monthly newsletters.
- h. **MEMBERSHIP COMMITTEE:** Shall be chaired by the Assistant Treasurer. The Committee shall be responsible for recruiting new members and for activities related to membership such as the Annual Membership Luncheon.

## **Article XI Execution of Documents**

**Section 1:** Commercial Paper. All checks, notes, drafts, and other commercial paper of the organization shall be signed by the President and Treasurer of the organization or by such other person or persons as the President of the Organization may, from time to time, designate.

**Section 2:** The Lease for rental of the Assembly Hall shall be approved by the Board and signed by the President, Treasurer and/or the Recording Secretary.

## **Article XII Conflict of Interest**

Whenever an officer or board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Article XIII**  
**Amendments to the By-Laws**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the majority of the members present during a General Assembly presided by the General Assembly Leadership Council. The Council will also consider recommendations to amend the By-Laws from the general membership provided the recommendations are submitted in writing and signed by a minimum of twenty (20) members in good standing. All amendments are to be reviewed, discussed and approved by the General Assembly.

**Article XIV**  
**Dissolution of Organization**

In the event of dissolution, all remaining assets of PACA shall, after necessary expenses have been paid, be distributed to one or more charitable, non-profit organizations that promote and strengthen the Portuguese-American community and culture, as directed by active membership at the time of dissolution.

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