



FIFTH ASSEMBLY)
STATE OF TENNESSEE)
Term 2013-2014

RESOLUTION No. 8

**RESOLUTION DECLARING THE ORIGINAL
CONSTITUTION AND BY-LAWS OF F.A.A.T. AS THE TRUE,
VALID AND SUBSISTING CONSTITUTION AND BY-LAWS
OF F.A.A.T. AND TO CLARIFY AND SUPERSEDE ALL
OTHER CIRCULATING VERSIONS THEREOF**

Introduced by Joy Matanguihan-Gallagher

WHEREAS, Filipino American Association of Tennessee (hereinafter referred to as “F.A.A.T.”) is a non-profit organization incorporated in year 2000;

WHEREAS, F.A.A.T. was awarded the status as a 501(c)3 organization in 2001 by the State of Tennessee (hereinafter called as the “State”);

WHEREAS, Dr. Alex Fider, the founding Father and first President of F.A.A.T., submitted the attached Original Constitution and By-Laws to the State;

WHEREAS, since the creation of the organization in year 2000, several conflicting versions of the Constitution and By-Laws were rumored to have emerged, thereby causing confusion to previous and current officers of the organization;

WHEREAS, during the Board Meeting on 12 January 2014, per Minutes of the Meeting page 3 lines 10-11, the current Board of Officers recognize the importance of reconciling this matter and quieting this issue, hence the need for this announcement;

WHEREAS, James Armstead, the President of F.A.A.T. for four (4) years from 2002 to 2006 succeeding the leadership of Dr. Alex Fider, by his own official e-mail correspondence to current President Jaycel Montealegre, dated 21 January 2014, admits that no changes and/or amendments were made on F.A.A.T.’s Constitution and By-Laws, viz:

“DURING MY TENURE AS PRESIDENT WE DID NOT MAKE ANY CHANGES/AMENDMENTS OF THE ORGANIZATION'S BY-LAWS OR THE CONSTITUTION. IF THERE WERE ANY CHANGES/AMENDMENTS WOULD HAVE TAKEN PLACE DURING THE TIME OF MY SUCCESSORS, ROSALIE HALEY OR ALICIA LUNDQUEST”

WHEREAS, former President Rosalie Hailey also admits that no amendments were made to F.A.A.T.'s Constitution and By-Laws;

WHEREAS, former President Alicia Lundquist has also clarified that while there were efforts to amend the Constitution and By-Laws, the same did not materialize, hence rendering the Original Constitution and By-Laws untouched and unchanged;

WHEREAS, Article X of the Constitution enumerates the procedure in which the Constitution and By-Laws shall be amended, viz:

“Article X. AMENDMENTS:

Section 1. Amendments to this constitution shall be initiated by any member of the Association and reviewed by a Constitutional and by-laws committee appointed by the President.

Section 2. Proposed amendments to this constitution must be circulated to all members of the Association before the meeting to discuss such Amendments. The amendments cannot be submitted to the membership for a vote in less than a week after the introduction and discussion process.

Section 3. Amendments must be approved by a quorum in accordance with the provisions of Article 1, Section 1, Paragraph d of the by-laws.”

WHEREAS, Article 1, Section 1, Paragraph d of the by-laws states that:

X X X

“d. Quorum – For the purpose of general elections, constitutional amendments, and dissolution of the Society, shall be 25 members or 10% of the members which ever is greater provided all the elected officers are present. For general membership meeting, shall be 25 members or 10% of the members which ever is greater provided majority of the elected officers are present.”

X X X

WHEREAS, any versions of the Constitution and By-laws purporting to be valid failed to comply with the aforementioned procedures;

WHEREAS, by such failure to comply with the clear provisions of the Constitution and By-laws, any version other than the Original Constitution and By-laws is hereby repudiated;

WHEREAS, the Original Constitution and By-laws is hereby declared as still valid and subsisting;

NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, BY THE 2013-2014 BOARD OF OFFICERS OF F.A.A.T., TO DECLARE THE ORIGINAL CONSTITUTION AND BY-LAWS SUBMITTED TO THE STATE OF TENNESSEE IN YEAR 2000 UPON F.A.A.T.'S INCORPORATION AS THE VALID, LEGAL AND SUBSISTING CONSTITUTION AND BY-LAWS; IN FULL FORCE AND SUPERSEDING ANY AND ALL OTHER VERSIONS THEREOF.

PROMULGATED AND DECLARED THIS 1st OF FEBRUARY, YEAR 2014.

Adopted,

THE BOARD:

President Jaycel Montealegre

Vice President Mila Vazquez

Recording Secretary Joy Gallagher

Treasurer Lynnette Ferrer

Auditor Sol Sikes

Social Secretary Raquel Osborne

PRO Annaliese Kittrell

PRO Brad Wright

Marketing Director Jim Rodriguez

Program Director Mina Galamgam