

# **BYLAWS**

**OF**

**INETNON ÆMOT yan KUTTURAN NATIBU/MWIISCHIL, SAFEY me KKOOR  
ARAMASAL FALÙW**

**A COMMONWEALTH NON-PROFIT CORPORATION**

## **ARTICLE I**

The name of this non-profit corporation shall be:

**INETNON ÆMUT yan KUTTURAN NATIBU/MWIISCHIL, SAFEY me KKOOR  
ARAMASAL FALÙW (AMUT/SAFEY)**

## **ARTICLE II.**

The principal office of the corporation shall be located on:  
Saipan Commonwealth of the Northern Mariana Islands (CNMI).

## **ARTICLE III.**

### **Section 1. Place of Meetings**

Meeting locations and time shall be decided by a majority of the Board of Directors

### **Section 2. Membership**

There shall be three categories of membership as follows:

- a. Full membership shall be dues paying, of CNMI Descent and a U.S. citizen.
- b. Regular member – dues paying member
- c. Honorary member – dues paying and supports the mission and vision of the corporation.

### **Section 3. Annual Membership Meetings**

The annual meeting of the members shall be held on January at the time, day and location to be designated by the President.

#### Section 4. Special Meetings of Board of Directors

Special meetings of the Board of Directors for any purposed or purposes may be called at any time by the President, Vice President, Treasurer, Secretary, or by the Board of Directors or, by four (4) members of the Board of Directors.

Special meetings of the Board of Directors, with quorum being met, may be called at any time but not less than 72 hours prior, by the four officers or by any five (5) members of the Board of Directors. The agenda for the special meeting shall be limited to a specific matter and shall be disseminated with the meeting requesting for a special meeting no later than 72 hours before the meeting date. If none of the officers of the Board are in attendance, then the members present shall select a temporary chair to preside over the meeting. The minutes shall be recorded and reported at the next regular meeting.

### ARTICLE IV.

#### Section 1. Board of Directors/Vacancies

The Board of Directors shall consist of seven (7) members who shall be elected every two years by the membership at large of the corporation. The term of office of each director shall be for two years. The officers of the Board shall appoint a full member to fill unexpired terms until the next election of officers.

#### Section 2. Meetings of the Board

The Board of Directors shall meet at least once every quarter.

Meetings may be electronic via teleconference, skype, etc., to accommodate off-island members as needed. Quorum will be required for all electronic meetings.

All materials including the agenda will be available electronically and also in print form as needed.

#### Section 3. Quorum

Four (4) members of the Board of Directors shall constitute a quorum to conduct any business properly before the Board.

#### Section 4. Board Decisions

The Board of Directors shall conduct its meeting using Roberts Rule of Order.

#### Section 5. Termination of Member

Any Board of Director who has three (3) unexcused absences in regular meetings in a year shall be terminated as member of the Board of Directors. Request to be excused from meetings shall be by phone to the Board Secretary or relayed to any of the Board of Directors either orally or by email/text/etc. The President shall determine whether absences are excused.

## Section 6. Vacancies

A vacancy in any office due to death, resignation, removal, disqualification, or otherwise may be filled by the alternate nominees by the members-at-large during the annual meetings. Board of Directors shall appoint a member for any unexpired terms. The terms will be to fill the remaining term of the vacant positions. Should the nominees be unable to fill the position(s), the Board of Directors shall select among the members-at-large.

## Section 7. Compensation

Directors shall not receive salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at any regular or special meetings of the Board of Directors. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

The Board of Directors shall not be compensated for regular, special, committee or any meetings or activities. Board members may be compensated for other related activities such as representing the board in meetings or events outside of Saipan, Tinian, Rota and Guam whichever may apply and depending on the residence of the board member(s) participating. The Board shall adopt a policy for compensation of board members and shall be contingent on availability of appropriate funding sources. All financial transactions shall be duly recorded and reviewed for accuracy and appropriateness by the Board Treasurer and shall be reported every quarter in writing.

## Section 8. Management

The Board of Directors shall be vested with the responsibility for the management of the corporation. No individual Board of Director shall have direct management authority over the corporation. At such time when the Board shall hire a manager, the manager shall report directly to the President.

# ARTICLE V.

## Section 1. Officers

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer and any other officers as may be elected by the Board of Directors.

## Section 2. Election, Term of Office and Removal from Office

The officers of the corporation shall be elected by the Board of Directors and shall serve a term of two (2) consecutive years. The President shall serve no more than three terms but all the other officers may serve unlimited terms. The Board of Directors may remove any of the officers in the best interest of the corporation. The Board shall adopt criteria for removal of officers. .

## Section 3. Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

#### Section 4. Powers and Duties

##### a. President

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

##### b. Vice President

The principal duties of the vice president shall be to discharge the duties of the president in the absence or disability, for any cause whatsoever, of the president.

##### c. Treasurer

The principal duties of the treasurer shall be to keep an account of all monies, credits and property of any kind and every nature of the corporation, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed of money and property on hand, and generally of all matters pertaining to the office, as shall be required by the board of directors.

##### d. Secretary

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation, keep a record of the proceedings of the board of directors, safely and systematically keep all books records, papers and documents belonging to the corporation, or any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The officers shall perform such addition or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws

#### ARTICLE VI.

The Board of Directors may establish committees and ad hoc committees as needed. Committees shall appoint their chairperson.

#### ARTICLE VII.

#### Section 1. Contracts

The Board of Directors may authorize any officers to enter into any contract or execute and deliver any instrument in the name of the corporation and on its own behalf. Contracts shall follow

CNMI laws, regulations and any statutes applicable to contracts for the corporation. All contracts in excess of \$10,000 shall be reviewed for legal sufficiency and availability of funds for such contract.

#### Section 2. Checks, Drafts, and Orders

All checks, drafts, and orders for payment of money, notes, or other evidences of indebtedness issued in the care of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the President, and countersigned by the Treasurer or in his/her absence, by the Vice President countersigned by the Treasurer. In the absence of the Treasurer, by the Secretary. In the absence of both the President and Vice-President, the Board may authorize either Secretary or the Treasurer.

#### Section 3. Deposits

At the discretion of the Board, all funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loans, or other depositories registered as FDIC member.

#### Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, devise, or grant for any purpose of the corporation. These shall be recorded by the Board Treasurer.

The Board of Directors shall adopt procedures for the use and disposal of any type of contribution. For monetary contributions, the BOD shall determine by policy, how these contributions shall be used.

#### Section 5. Federal Grants

Any funds which are received from Federal grants shall be controlled in accordance with the procedures established by the grantor agency and the corporation.

### ARTICLE VIII

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees. All committee meetings shall be reported to the Board at the earliest regular and special meetings.

ARTICLE IX

The qualifications for members in the corporation shall be as follow:

1. Agree to commit his/her time to attend meetings, events and other activities of the corporation and;
2. Agree to advocate for the programs, activities and services approved by the Board of Directors and;
3. Believe in the vision and mission of the corporation and;
4. Actively support all Strategic and project plans.

ARTICLE X

These By-Laws may be altered, amended, or repealed by majority of the directors present and voting at any regular meeting a quorum being present.


**ADD LIABILITY STATEMENT (hold for more information)**

ARTICLE XI

Dissolution and subsequent decisions on the assets/debts of the corporation will be determined by the Board with adequate public notice to the membership-at-large, at such time it decides to dissolve the corporation. The decision to dissolve the corporation shall be clearly documented and shall list the assets, debts and the receiving party or entity of such assets, debts and any other obligations as may be required by law.

Amendment No. \_\_\_\_\_

Adopted (Date): \_\_\_\_\_

Signed:  1/8/18  
 Victor Deleon Guerrero, Jr., President Date

Signed: \_\_\_\_\_  
 Frances M. Sablan, Secretary Da