

P. A. S. A.



Portuguese American Suncoast Association
St. Petersburg, Florida

By-Laws

Revised
November 19, 2016

Portuguese American Suncoast Association, Inc.
7808 46th Avenue North
St. Petersburg, FL 33709

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Article 1

Section 1 - Name

The name of this organization shall be “Portuguese American Suncoast Association, Inc”. Herein after called PASA.

Section 2 - Location

The principal office and meeting place shall be located at:
7808 46th Avenue North
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Article 2

Section 1 – Aims and Purposes of PASA

The aims and purposes of PASA are to preserve and encourage Portuguese ethnic culture, both popular and traditional. To foster and develop in education, an awareness of this culture and to foster and develop in education, an awareness of the broad scope of ethnic backgrounds. In order to provide for maximum exposure of the Portuguese culture, PASA shall become a member of the St. Petersburg International Folk Festival Society (SPIFFS).

Article 3

Section 1 - Administration

PASA shall be administered by an Executive Board.

Article 4

Section 1 - Membership

Any person of Portuguese extraction, spouse and family of same shall be eligible for membership, with voting power at age 18.

Section 2 – Associate Membership

Any person shall be eligible for Associate Membership but without voting power or holding elective office.

Section 3 – Member Information

The PASA membership registrar shall include the following information concerning and provided by each member and associate member:

- a) Name of person.
- b) Mailing address and phone number.

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Section 4 – Fees and Dues (Amended September 2006, September 2010)

(Deleted initiation fee) If the application is posted for approval prior to July 1st, the full annual membership dues will be required. If the application is presented on or after July 1st, sixty percent (60%) of the annual membership dues will be required. Thereafter, annual dues shall be payable on or before January 31st of each year, subject to change by the General Assembly upon recommendation of the Executive Board. Members and Associate Members failing to pay dues by January 31st of each year shall be charged a penalty of twenty percent (20%) of the annual membership dues for each month, or portion thereof, that they are late. Any Members or Associate Members failing to pay dues by March 15th of each year shall forfeit all rights and privileges of membership with re-instatement to be made by re-application, which includes posting for approval.

Section 5 – Honorary Membership (Amended February 2006, September 2010)

An individual may become an honorary member in one of the following ways:

- A. A PASA member, 70 years or older, in good standing with twenty consecutive years of membership.
- B. A PASA member approved by two-thirds vote of the general assembly in a secret ballot.

Benefits of Honorary Membership include:

- A. No longer required to pay annual dues.
- B. The right to frequent the club and to represent it.

Effective January 2011, honorary membership will no longer be granted or observed, except for existing honorary members.

Section 6 – Penalties (Amended June 1998)

Any member who in any way shall act so as to injure the club morally or materially, shall be penalized. In particular:

- a) Those who during the General Assembly or Board of Directors meeting promote trouble or hinder the good order of its function.
- b) Those who either verbally or by actions, insult or injure any member of the Board of Directors in or outside the club, during the discharge of their duties.
- c) Those who provoke disorder or physically injure other members inside the club.
- d) Those who take or appropriate for their own use, any object or funds belonging to PASA.

When any member has had a part in any of the offenses mentioned above, his/her case shall be decided at the Executive Board meeting following that at which the offense became known to the officers or members.

- a) If the accused is not present, he/she shall be notified by a registered letter to be present at the following Executive Board meeting to defend him/herself. If he/she refuses to do so, except in an emergency or because of personal illness, he/she shall be judged by default and will not have any right to appeal.
- b) Penalties shall be as follows:
 - 1) First Offense – Written Warning

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- 2) Second Offense – Six Month Suspension
- 3) Third Offense - Expulsion
- c) All cases of expulsion shall be decided at the meeting of the General Assembly and in all cases a two-thirds vote of those present, by secret ballot, shall be required for expulsion.

Article 5

Section 1 – PASA General Assembly

The PASA General Assembly is the general meeting of all members and Associate members.

Section 2 – Frequency of Meetings (Amended February 2006)

The regular PASA Assemblies shall be convened by the Executive Board once quarterly (4 times per year) on dates fixed by the Executive Board. Special Assemblies may be called by the Executive Board as necessary or upon written petition therefore to the Executive Board stating the specific purpose for such a meeting, and signed by no less than thirty percent of the PASA membership register.

Section 3 – Special Assemblies

All members and associate members shall be summoned to the Special PASA Assemblies by written notice, mailed at least ten days prior thereto, and listing its agenda thereon.

Section 4 – Participation

The PASA General Assembly is the general meeting of all members and Associate members.

Section 5 – Quorum (Amended September 1994)

The quorum for a PASA General assembly shall consist of one half plus one of the Executive Board and at least 15 members in good standing.

Section 6 – Chairperson

The chairperson of the PASA General assembly shall be the President of PASA.

Section 7 – Minutes

The official minutes of the PASA General assembly shall be signed by the President and the Secretary and approved by the General Assembly.

Article 6 (Amended November 2016)

Section 1 – PASA Executive Board (Amended November 2016)

1a) The Executive Board shall consist of at least fourteen members and shall be responsible for conducting all affairs in keeping with the aims and purposes, as hereinbefore set forth in Article 2. The immediate Past President shall be a member of the Executive Board ex officio, without a vote

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1b) The Executive Board shall consist of the Officers and Board of Directors.

1c) At least one member of the Executive Board shall be fluent in Portuguese (spoken and written).

Section 2 – Executive Board Members (Amended November, 2016)

- a. The officers of the PASA Executive Board shall consist of at least a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Manager.
- b. There shall be at least five (5) Board of Directors

Section 3 – Terms (Amended March 1992)

The members of the Executive Board are elected for a term of one year.

Section 4 – Employees

Salaried employees of PASA may not serve on the Executive Board, Membership Committee, Nominating Committee or Fiscal Council.

Section 5 – Seating (Amended March 1992)

All the members of the Executive Board shall sit together at the regular General Assembly meetings.

Section 6 – Roll Call

Roll call of the Executive Board shall be made and entered in the official minutes of all regular General Assemblies and Executive Board meetings.

Section 8 – PASA Committees (Amended March 1999, February 2006, September 2010)

Committees will be created or eliminated as deemed necessary by the Executive Board. The following are examples of committees that the Executive Board can use but is not limited too.

The following will become official PASA committees and will be staffed as necessary by the responsible Executive Director(s).

- Bar Committee – responsible for all aspects of the Bar
- BINGO Committee – responsible for all aspects of BINGO
- Building Committee – responsible for all aspects of the building including: upgrades, additions, expansions, construction and rentals, etc.
- Entertainment Committee – responsible for all festivals and events to be held by or participated in by PASA, both at the PASA facilities or elsewhere, including: organizing, marketing, coordinating, scheduling and planning of all dinner-dances, picnics, festivals, etc.
- Festival & Special Events Committees – responsible for all festivals and special events held by or participated in by PASA, both at the PASA facilities or elsewhere, including: planning, organizing, marketing, coordinating & scheduling of such event.

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- Kitchen / Pantry Committee – responsible for all aspects of the kitchen and pantry including: cooks, dishwashers, equipment and appliances, and all necessary cooking utensils, etc.
- Maintenance Committee – responsible for all aspects of cleaning, maintenance, and upkeep of both the building and grounds.
- Membership Committee – responsible for keeping and maintaining a current membership list and collecting dues (Member list to include: member full name, address, phone #, membership starting date and if available e-mail address).
- Public Relations Committee – responsible for any activities involving PASA in exposing the Portuguese Culture to the community including: the Folk Group, SPIFFS representation, etc. This group will also be responsible for Phone Chain Coordination, donating and volunteering to charities, etc.
- Scholarship Committee – responsible for selection of recipients of PASA scholarships, make recommendations to scholarship requirements and application forms maintenance.
- Youth Group Committee – responsible for all aspects of the Youth Group including: organizing and planning of activities, collecting dues, etc.
- Nomination Committee

Article 7

Section 1 – Candidates of PASA Executive Board (Amended September 2010)

Any member in good standing may present a slate of officers for the entire board to be voted in its entirety during the regular General Assembly in February.

Section 2 – Officers (Amended March 1992, Amended September 2010)

Any member in good standing for at least one year, but not an Associate Member, shall be eligible for candidate and subsequent election as an Officer.

Section 3 – Directors (Amended March 1992, September 2010)

Any member in good standing but not an Associate Member, shall be eligible for candidate and subsequent election as a Director.

Section 4 –Fiscal Council (New September 2010)

The Fiscal Council shall consist of three members in good standing elected by the General Assembly immediately after the election of the Executive Board from those who are not elected to the Executive Board (not Associate Members). The Fiscal Council shall remain in office for one year following their election. The three members shall hold the following positions: Fiscal Council President, Fiscal Council Vice President, and Fiscal Council Secretary. Position and distribution of power shall be decided by the members of the council.

Section 5 – Notification (Amended September 2010)

Send each member of PASA a list of members who are on the slate for candidates before final election takes place.

Article 8

Section 1 – Election of PASA Executive Board

The election of the Executive Board shall be held at the end of the regular March General Assembly, which shall be considered as the Annual Meeting.

Section 2 - Ballots

The majority of all votes cast shall be necessary to constitute an election. Absentee ballots shall be provided by request only.

Section 3 – Election Results

The election results shall be entered in the official minutes, showing the number of votes cast for each candidate. The candidates receiving the greatest number of votes shall be declared elected for the ensuing term. In case of a tie, ballots must be recast.

Section 4 – Tenure of President

The office of President may not be held by the same person for more than two consecutive years except by two-thirds vote of the General Assembly.

Article 9

Section 1 – Vacancy on PASA Executive Board

A vacancy on the Executive Board shall be considered to exist under any of the following circumstances: acceptance of the resignation of a member thereof by the Executive Board or Executive Board action necessitated by the incapacity to serve of a member thereof.

Section 2 - Absenteeism

When a member of the Executive Board has been absent without justifiable cause for more than two of its meetings, consecutively, he/she may be relieved of his or her duties upon a resolution of the Executive Board to that effect.

Section 3 – Filling a Vacancy

A vacancy on the Executive Board shall be filled by the President appointing a successor therefore from among the members in good standing for the un-expired portion of the term of such vacancy (not an Associate Member).

Article 10 (Amended February 2001, September 2010)

Section 1 – Meetings of PASA Executive Board

The Executive Board shall hold meetings at least once a month, and special meetings whenever the President, or a majority of the Executive Board shall deem it necessary.

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Section 2 – Quorum

A majority of the members of the Executive Board shall constitute a Quorum for the transaction of business.

Section 3 – Minutes(Amended February 2001)

The official minutes of meeting of the Executive Board shall be signed by the President and the Secretary and approved by the Executive Board.

Section 4 – Conference call participation (new 2010)

An executive board member or members may participate in the executive board meetings, in cases where the member is traveling or medically incapacitated. Attendance by phone conference shall be limited to six times a year. The member shall notify the president in advance to allow for phone conference set up and establishing of member verification codes. The phone conference must be set up with sufficient clear sound, so the present members on both sides may clearly understand the discussions without major disruption of the meeting. Attendance via phone is counted as present, provided verification code confirmation is verified at roll call and end meeting closure. Verification of code is also required when voting on a motion. In addition, a deciding vote (majority vote) must be followed by email notification from member registered email address within 24 hours of meeting, in order to be valid, and attached to the minutes. The email notification shall include sufficient information on the motion being voted on, to clearly demonstrate the understanding of the motion. Without verified email notification, the motion must be ratified at the next regular meeting in order to become official.

Article 11

Section 1 – Duties of the Executive Board

The Executive Board shall formulate the policies of PASA and present them to the General Assembly for approval.

Section 2 – Expenditures (Amended March 1992)

The Executive Board shall approve all expenditures made by PASA. All expenditures exceeding amount designated by the General Assembly must also have prior approval of the General Assembly.

Article 12 (Amended November 2016)

Section 1 – Powers and Duties of Executive Board members

This article combines powers and duties previously spread over articles 12, 13, 14, 15, 16)

Section 2 – Powers and Duties of the President (Amended February 2001)

The powers and duties of the President shall be as follows:

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- a) To call meetings of the Executive Board and General Assembly.
- b) To present the agenda.
- c) To lead the discussions.
- d) To rule upon motions.
- e) To submit questions to a vote.
- f) To give the floor to speakers.
- g) To conduct the orderly transaction of business.
- h) To sign the official minutes of the meetings and other official documents together with the Secretary of the Executive Board, and to sign checks jointly with the Treasurer or Vice President.
- i) Responsibility for the operation of the office personnel and condition of the Treasury.
- j) Authority to break tie votes at the Executive Board and General Assembly meetings, except in elections.
- k) The appointment of all committees, with prior cognizance of the Executive Board.
- l) Enforcement of PASA by-laws.
- m) To exercise authority vested in the President.
- n) The Sergeant of Arms shall be appointed by the President.

Section 3 – Powers and Duties of the 1st Vice President (Amended February 2001)

The Vice President shall assume the powers and duties of the President when acting in that capacity, assist the President in whatever capacity is needed throughout the term, also acting as Public Relations Officer and assisting the Secretary.

Section 4 – Powers and Duties of the 2nd Vice President (New November 2010)

The 2nd Vice President shall assume the powers and duties of the 1st Vice President when acting in that capacity, assist the President in whatever capacity is needed throughout the term, also acting as Public Relations Officer and assisting the Secretary.

Section 5 – Powers and Duties of the Secretary(Amended February 2001)

The powers and duties of the Secretary shall be as follows.

- a) To have custody of the official PASA seal.
- b) To attend all meetings of the Executive Board and of the General Assembly.
- c) To co-sign with the President all official documents of PASA.
- d) To keep a separate log of effective motions.
- e) To keep the official correspondence and all records of PASA.

Section 6 – Powers and Duties of Manager (New November 2010)

The powers and duties of the Manager shall be as follows:

- a) Responsible for all bar purchases, receipt of stock, and available stock.
- b) Conducts/coordinates inventory on a regular basis (at minimum monthly)
- c) Schedules bartenders whenever bar is open.
- d) Responsible for bar reports (for each time bar is open)

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- e) Keeps a master calendar of all club events (functions, rentals, festivals etc) so that it is easily determined when the club/hall is available if/when needed.

Section 7 – Powers and Duties of the Treasurer (Amended February 2001, November 2010)

The powers and duties of the Treasurer shall be as follows.

- a) Shall be responsible for the collection of all funds and depositing same in the name of PASA with depositories approved by the Executive Board.
- b) Shall keep a separate record of all revenues and expenses of PASA.
- c) Shall have responsibility for the withdrawal of funds, including funds for petty cash. Funds may be withdrawn by any two of the following officers: President, Vice President, Treasurer.
- d) Shall obtain surety bonds as necessary for the protection of PASA funds, the premiums of which shall be paid out of the PASA Treasury.
- e) Shall review all budgets prior to review and approval by the Executive Board and the General Assembly of PASA.
- f) Shall turn over everything pertaining to this office at the conclusion of the term to the successor in good order upon proper receipt.
- g) Shall be responsible for all bookkeeping for the club and shall prepare a financial statement to be presented at all Board of Director and General Assembly meetings.
- h) Shall be responsible for preparing a financial statement to be sent to the general membership on a quarterly basis.
- i) Shall be responsible for reconciling the checkbook and any bank accounts on a monthly basis.
- j) Shall be responsible for working with the Fiscal Council to audit the club's books.

Section 8 – Powers and Duties of Fiscal Council (Amended November 2016)

The Fiscal Council shall audit the inventory, registers and accounting records of PASA at least every fiscal quarter and, optionally, as often as the Council deems necessary. The Fiscal Council shall recommend modifications to policy and procedures, performance controls, denounce fraud, errors or crimes to the Executive Board or membership. The Council shall analyze the financial reports and may request attendance of PASA's independent Auditors or Accountant at the meetings. The Fiscal Council may, under certain conditions, call a Special Board Meeting or a Special General Assembly Meeting. The Fiscal Council shall also approve the Treasurer's annual report of the accounting records of PASA at the end of the fiscal year. The Fiscal Council shall prepare, in duplicate, a report of any audit for presentation to the PASA General Assembly. One copy shall be kept in the official minute book. The fiscal council may attend board meetings without voting power.

Section 9 – Responsibilities of Directors (Amended March 1999)

All directors residing on the Executive Board will be either fully or partially responsible for one or more of the PASA committees as identified in Section 8. The directors will be responsible for all aspects of their committee. This includes, but is not limited to; budgetary considerations,

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recruiting of volunteers, scheduling of work, etc. The director may, at his or her discretion, delegate some of those responsibilities, however, the director will assume ultimate responsibility and accountability for the committee. In any case where more than one director assumes responsibility for a committee, all directors will share equal responsibility. Assignment to the committees will be performed during the first meeting after elections of Board Members and will be strictly voluntary, however, all directors must be responsible for one or more committees.

Section 10 – Powers and Duties of the Sergeant of Arms

The powers and duties of the Sergeant of Arms shall be as follows:

- a) Shall present all guests and applicants for membership.
- b) Shall follow to the door, any member ordered out of the meeting by the President.
- c) Shall keep order in the meetings.

Article 13 (Powers and Duties of the Vice President - Deleted November 2010 from Article 13 and moved to Article 12)

Article 14 (Powers and Duties of the Secretary - Deleted November 2010 from Article 14 and moved to Article 12)

Article 15 (Powers and Duties of the Controller - Deleted November 2010 from Article 15 and moved to Article 12)

Article 16 (Powers and Duties of the Treasurer - Deleted November 2010 from Article 16 and moved to Article 12)

Article 17 (Amended February 2001, February 2006)

Section 1 – Membership Committee

The Membership Committee shall accept and screen applicants, post the applications for a minimum of two weeks, and submit their recommendations to the General Assembly. A two-thirds majority of votes is needed to ensure approval.

Section 2 – Duties

The Membership Committee shall accept and screen applicants and post the applications for a minimum of two weeks (14 days). If no objections are filed in the two week period, membership is granted to the applicant.

Section 3 – The Receiver

The Receiver shall collect all dues, which in turn, shall be given to the Treasurer in exchange for a receipt. At the Quarterly General Assembly meetings, the Receiver shall report his/her work up to date. He/she shall also keep a record of names, addresses and date of admission of each and all full fledged Associate Members and Honorary Members. Lastly, no later than the 15th of March of each year, the Receiver shall notify the Secretary of all or any members whose membership is about to expire.

Article 18 (Powers and Duties of the Sergeant of Arms - Deleted November 2010 from Article 18 and moved to Article 12)

Article 19

Section 1 – Nominating Committee (Amended February 2006)

The Nominating Committee shall consist of three members in good standing elected at a General Assembly meeting (whether scheduled or special) at least three months preceding the election. The three members shall be selected from among those members who are not candidates for election for the Executive Board (not Associate Members).

Section 2 – Duties

The Nominating Committee shall submit its list of candidates to the General Assembly, accept and act on nominations coming from the floor, supervise the elections and tabulate and report the results at the end of each ballot. Members of the Executive Board shall cooperate as needed to expedite the election.

Article 20 (Auditing Committee - Deleted November 2010 from Article 20 and moved to Article 12)

Article 21

Section 1 – Fiscal Year Financial Reports

The PASA fiscal year will begin April 1 and end March 31. At the first regular PASA General Assembly of each fiscal year, the Executive Board shall present a financial report covering all income and expenses for the preceding year. A copy of the financial report shall be given to each member.

Section 2 – Budget

The budget for the ensuing fiscal year shall likewise be submitted for approval at the first PASA General Assembly meeting of the year. Any budget revisions required during the ensuing fiscal

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year shall be prepared by the Treasurer and approved by the Executive Board for submission to and approval by the General Assembly.

Section 3 – Committee Budgets (Amended March 1999)

A budget for the ensuing fiscal year will be submitted by each Director for their responsible PASA committee (Article 6, Section 8) for approval at the first PASA General Assembly Meeting of the year. Any revisions will be treated like any other budget revisions (Article 21, Section 2).

Section 4 – Reporting Budget Variance (Amended March 1999)

At each General Assembly meeting, the budget will be presented by each Director for their responsible PASA committee and by the Treasurer for the overall PASA budget. The figures presented will include: actual income and expenses on a monthly basis since the last General Assembly Meeting, budgeted income and expenses for the same period, total variance for the same period, year to date actual income and expenses, year to date budgeted income and expenses, and total year to date variance.

Article 22

Section 1 – PASA Property

PASA edifices and other buildings constituting PASA property shall be used to serve the educational, cultural and philanthropic needs of PASA. Such property shall be held subject to and at all times administered in accordance with the regulations herein, the By-Laws of PASA, and the laws of the State of Florida, in which it is incorporated.

Section 2 – Control

PASA shall have control of all real and personal property acquired by it.

Section 3 – Buildings

The Executive Board proposing or intending to acquire land for the erection of a building or buildings, or intending to acquire existing buildings, or proposing or intending to decorate buildings, shall notify the General Assembly of such intentions.

Section 4 – Real Property

PASA may purchase, sell, mortgage or otherwise encumber its real property upon approval of two-thirds of the members present at two consecutive General Assemblies, each duly called upon ten days written notice on the recommendation of the Executive Board.

Section 5 – Gifts and Bequests

All special bequests, gifts and devises shall be used by PASA only for the purposes for which they were made.

Article 23

Section 1 – Parliamentary Authority

The contained in the current edition of “Robert’s Rules of Order – Newly Revised” shall govern PASA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws any special rules of order PASA may adopt.

Article 24

Section 1 – Amendment of By-Laws (Amended March 1994, September 2010)

The By-Laws can be amended at the meeting of the General Assembly by a two-thirds majority of those voting at the meeting, provided that the amendment has been submitted in writing (via traditional post office mail or electronic mail) to the membership at least ten days before a first reading at any regular meeting, followed by a second reading at the following meeting.

Article 25

Section 1 – Order of Business (Amended March 1999)

The order of business at meetings of the club shall be as follows:

- a) Opening of the meeting (see Rituals).
- b) Reading of minutes of the preceding meeting.
- c) Report of Treasurer and Committee Directors.
- d) Reading of Correspondence.
- e) Report of appointed groups or committees.
- f) Pending Business.
- g) Presentation and discussion of effective proposals.
- h) Elections.
- i) Installation of Officers.
- j) Reading of new members.
- k) Initiation of new members (see Rituals).
- l) Nomination of groups and committees.
- m) New Business.
- n) Report of progress of PASA.
- o) Adjournment (see Rituals).

Section 2 – Opening

At the opening of each meeting the President shall say: “Fellow members: I now declare this meeting open and ask that everyone listen carefully and not interrupt any member while he/she has the floor, always be considerate and courteous when addressing any officer or fellow member. These meetings are held exclusively for the purpose of discussing anything for the good of PASA. In here we all have the right to say what we feel and many times we will have to hear

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things we don't like; but this is the law. Each member shall be limited to three minutes to present his/her point of view. The time allotted may be increased or decreased at the discretion of the President."

Section 3 – Closing

At the closing of each meeting the President shall say: "Fellow members, thank you for being present at this meeting, for your attendance and your cooperation in all the work done here, and I beg you to continue as good members which you have been up to now, honoring and propagating PASA. There being no further business to transact, entertain that the meeting be adjourned."

Section 4 – Rituals in English

Rituals for new members, in English, the President shall say: "Welcome to the Portuguese American Suncoast Association. We hereby accept you as a member. It is PASA's intention to promote the Portuguese culture throughout our community, the United States, or any foreign land. PASA asks that all members be generous with their time, energy and gifts. By working within PASA's By-Laws you will always be a member in good standing."

Section 5 – Rituals in Portuguese (Amended March 1998)

Rituals for new members, in Portuguese, the President shall say: "Seja bem vindo ao meio do Portuguese American Suncoast Association. Aqui somos todos iguais e todos irmanados pelos mesmos sentimentos de enaltecer, não só o PASA como também de espalhar por todos os cantos, o quanto pode, e vale a raça Portuguesa. Sempre que PASA vos peça o vosso auxílio, abri o vosso coração generoso e amigo, pois notai, que PASA espera todos. Um sacrifício pequeno de cada um, representa no final um sinal de prosperidade. Respeitai sempre as nossas leis e ajudai a fazê-las respeitar, dentro e fora do PASA, e assim sereis sempre bom socio."

Article 26

Section 1 – Dissolution of PASA

In the event of the legal dissolution of PASA, all assets shall be distributed in accordance with the wishes of the majority of members (not Associate Members).

History of changes:

10/23/10 Replaced "Audit Committee" with "Fiscal Council"
 Removed "at least" from article 5.2
 Renumbered 12.2 (Sergeant of Arms) to 12.10