

CHAPTER 1:           **CONSTITUTION**

AUTHORITY:           NAPIC MEMBERSHIP

ADOPTED:             April 5, 2006 (revised 3/22/07, April 14, 2007, May 2009)

**1.A. Introduction:**

The American Association of Community Colleges, hereinafter referred to as AACC, is a national organization that has provided leadership to the community and technical college movement for the past half century and is comprised of more than 1,200 members representing two-year public and private institutions. Through a system of councils, the AACC has helped generate the greater involvement of special-interest groups in its activities.

**1.B. Preamble**

We, the National Asian/Pacific Islander Council (NAPIC), establish this Constitution in order to promote the aims and objectives of the AACC as set forth in the Preamble to the Constitution of that organization, in the belief that “education is essential for realizing the fullest potential of each member of our society and that appropriate higher education should be available to all...” While Asian/Pacific Islanders in the society do not comprise the only group in need of special attention and assistance in taking advantage of higher education opportunities, this is the group to which our primary attention shall be directed. The purposes, criteria for membership, governance, and financing of NAPIC are set forth in the sections that follow.

**1.C. Articles**

**1.C.1 Article I: Name**

The name of this organization shall be the National Asian/Pacific Islander Council, otherwise known as NAPIC, and hereinafter shall be referred to as the NAPIC and/or the Council.

**1.C.2 Article II: Principal Office**

The principal office of the Council shall be determined by the Board of Directors and may be moved from time to time in order to comply with contract agreements with vendors and with the needs of the organization as interpreted by a majority of the Board of Directors.

**1.C.3 Article III: Purpose**

- Section 1: The purpose of the NAPIC shall be to organize and operate for educational purposes, including access to quality education for Asian/Pacific Islanders in America, the enhancement of our pluralistic society, advocacy and policy, and the development of the nation's total human resources.
- Section 2: The NAPIC shall be affiliated with the American Association of Community Colleges (AACC) as a non-profit, charitable, and educational organization. NAPIC shall provide a national body within which Asian/Pacific Islander constituents of community colleges can affiliate and identify in the interest of more effective education for Asian/Pacific Islanders. It shall be organized to further the aims and purposes of the AACC as set forth in Article II of that organization's constitution.
- Section 3: The NAPIC shall direct its efforts toward matters that include curriculum, data collection, dissemination and research, communication with its members and with the AACC, development of recommendations to the AACC, and development of collaborative efforts with other segments of the Asian/Pacific Islander Community and others contributing to the same interest and cause.
- Section 4: The NAPIC program emphasis for the future shall include, but not be limited to, promoting professional development of Asian/Pacific Islander Leadership within colleges in the United States, support services for Asian/Pacific Islander students, and implementing and expanding meaningful action programs.
- Section 5: The NAPIC shall engage in those activities that are permitted for organizations exempt from taxation under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code, and no part of its net earnings shall accrue to the benefit of any private individual, except that reasonable compensation may be paid for services actually rendered, subject to approval by the Board of Directors of the Council.

#### **1.C.4 Article IV: Board of Directors**

- Section 1: The governing body of the NAPIC shall be its Board of Directors.
- Section 2: The Board of Directors shall have authority to make policies for the NAPIC that are consistent with the Constitution and Bylaws of the NAPIC and the AACC, to elect officers, to establish a

an executive committee, to establish bylaws, to establish a national office, and to enter into negotiations and contracts with vendors to accomplish the purposes and goals of the organization.

- Section 3: The Board of Directors shall have the authority to fill vacancies on the Board of NAPIC in a manner provided by the NAPIC Bylaws.
- Section 4: The Board of Directors shall have the authority to designate a member of its Board or other NAPIC members as a nominee from the Council to the AACC Board of Directors.
- Section 5: The Board of Directors shall consist of no less than twelve (12) and no more than twenty (20) members, including the Past-President.
- Section 6: The Board of Directors shall include balanced national/geographic representation.
- Section 7: The term of office for each member of the Board of Directors shall be three (3) years. Terms of the Board may be adjusted to support the Council's development/growth during the first ten (10) years. Directors may be elected to one additional term according to the Bylaws. Elections to the Board of Directors shall take place at the annual business meeting of NAPIC.

#### **1.C.5 Article V: Officers**

- Section 1: The officers of the NAPIC, elected from among the Board of Directors shall be the President, Past-President, President-Elect, Secretary, and the Treasurer.
- Section 2: The officers of the NAPIC shall be elected by the Board of Directors at the annual business meeting of the Board that is held in conjunction with the AACC National Convention and assume office of July 1 of that year.
- Section 3: If a vacancy occurs among the officers, such vacancy shall be filled on an interim basis by a member of the Board of Directors for a period no to exceed one (1) year by a majority vote of the Board members. Interim placements are eligible for office if nominated for election immediately following their placement by the Board.
- Section 4: The role of each officer of the NAPIC shall be as follows:

- A. **President:** The President shall serve as chairperson of the Board of Directors, preside at Board and national meetings of NAPIC and serve as the official representative of the NAPIC. The President shall be responsible for the operation of the NAPIC and the implementation of NAPIC policies, procedures, and decisions.
- B. **President-Elect:** The President-Elect shall act in the absence of the President and shall assume other programmatic responsibilities as determined by the Board.
- C. **Secretary:** The Secretary shall be responsible for maintaining a file of Board Minutes and shall be responsible for corresponding with fellow Board members regarding completion of assignments stated in the meeting minutes. Furthermore, when directed by the Board, the Secretary shall accomplish communication tasks.
- D. **Treasurer:** The Treasurer shall be responsible for all aspects of organizational monies: incomes, savings, and expenditures. The Treasurer shall present a statement of financial condition of the NAPIC and a report on financial operations of the preceding year at each NAPIC annual business meeting.
- E. **Past-President:** The Past-President shall serve for a period of one year after completion of the official term of office as President. The Past-President shall be responsible to assist the President in an orderly transition of administration and shall manage the nominations process for the annual elections during this term in office.

#### 1.C.6 Article VI: National Office

The Board of Directors of NAPIC shall be empowered to enter into contract agreements with vendors for the day-to-day operations of the organization.

Section 1: The NAPIC National Office location and leadership shall be determined by the Board.

Section 2: The National Office, when approved by the Board, shall be responsible for maintenance of all records and materials as directed by the NAPIC Board of Directors.

Section 3: The Board of Directors shall have the authority to hire such other vendors as necessary to accomplish the goals of meetings, events planning and implementation or other such tasks as necessary.

Section 4: The Board of Directors shall, upon completion of legal contracts with vendors, have the power to delegate any responsibilities of paid vendors to unpaid volunteers should economic conditions arise requiring such a decision.

### **1.C.7 Article VII: Membership**

Section 1: The membership of this organization shall be open to all individuals and institutions committed to the goals of the NAPIC and shall consist of five (5) classes.

- A. Institutional members (AACC member colleges)
- B. Individual professional members
- C. Individual student members
- D. Associate members
- E. Affiliate members

Section 2: ***Institutional memberships (voting members)*** shall consist of community colleges, as well as similar collegiate institutions and organizations that are exempt from federal income taxation under the provisions of Section 115(A) or Section 501(a) of the United States Internal Revenue Code or any corresponding provisions of any future United States Internal Revenue Code. Each accredited college or multi-campus district shall be entitled to one membership, one vote.

Section 3: ***Individual professional memberships (voting members)*** shall consist of trustees, faculty members, administrators, and other staff members of institutions of higher education that qualify for institutional membership according to the NAPIC Constitution and Bylaws.

Section 4: ***Individual student memberships (non-voting)*** shall consist of currently enrolled students of institutions of higher education that qualify for institutional membership in accordance with the NAPIC Constitution and Bylaws.

Section 5: ***Associate memberships (non-voting)*** shall consist of persons who

do not qualify for individual membership under the terms set forth in the NAPIC Constitution and Bylaws, but desire to actively participate in the NAPIC.

Section 6: ***Affiliate memberships (non-voting)*** shall consist of business and institutions that do not meet the criteria outlined in 1.C.7, Section 2 (above) but support the purposes, programs and activities of NAPIC in accordance with the NAPIC Constitution and Bylaws.

### **1.C.8 Article VIII: Meetings**

Section 1: ***Board of Directors:*** There shall be at least two meetings of the Board annually including one of the meetings held at the annual AACC National Convention. Such meetings may be in a single location or via electronic medium.

Section 2: ***Membership:*** There shall be one annual meeting of the membership of the NAPIC. The annual business meeting shall be in conjunction with the annual AACC National Convention. Only eligible NAPIC members in good standing shall be entitled to vote on any matters before the organization.

### **1.C.9 Article IX: Parliamentary Authority**

The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the NAPIC in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws or any special rules of order that the NAPIC may adopt.

### **1.C.10 Article X: Voting and Dues**

Section 1: Each institutional member is entitled to have its chief executive officer designate the official representative who shall cast the single vote on behalf of the institution.

Section 2: Voting to elect members of the NAPIC Board of Directors and for other purposes as determined by the Board of Directors shall be by all voting members (institutional and individual professional members).

Section 3: Dues for institutional members, individual members (professional and students), associate as well as affiliate members shall be established by the NAPIC Board of Directors and shall be

collected in accordance with the fiscal year.

Section 4: Changes in dues shall be finalized by January 1 of each year, announced at the annual business meeting, and published in membership materials. Effective dates of changes shall be July 1 of each membership year.

#### **1.C.11 Article XI: Fiscal Year and Budget**

Section 1: The fiscal year for the NAPIC shall be July 1 through June 30.

Section 2: The fiscal year budget of the NAPIC shall be developed and adopted by the Board of Directors and reported to the membership.

#### **1.C.12 Article XII: Liability Clause**

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of the association. No member, officer, agent, or employee shall be liable for his/her acts or failure to act under the NAPIC Bylaws, except for the acts or omissions arising out of his/her willful misfeasance.

#### **1.C.13 Article XIII: Amendments**

All proposed amendments to this Constitution shall be submitted and approved by a majority vote of the Board of Directors. Such information shall be sent to members for appropriate consideration. The amendments shall be adopted by a majority vote of the NAPIC voting members present at the annual business meeting.

#### **1.C.14 Article XIV: Provision for Dissolution**

Should the dissolution of the NAPIC become necessary for any reason, the Board of Directors shall distribute all assets of the Council that remain after payments of liabilities to such institution(s) or association(s) as the majority of the Board of Directors shall determine from among those who are exempt from taxation under Section 501(a) and which institution(s) or association(s) are organized and operated exclusively for educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and which have purposes similar to the purposes of the NAPIC or the purposes of AACC. All references to sections of the Internal Revenue Code are to those sections as they are now enacted or hereinafter amended.

