

New By-Laws of the National Association of Mapúa Alumni, Inc.

PREAMBLE

We, the alumni of the Mapúa Institute of Technology, in order to establish an association that shall promote our general welfare, develop mutual help and cooperation, foster loyalty and love to our Alma Mater, enhance scientific inquiry, civic spirit and love country under a regime of justice, liberty and democracy, do ordain and promulgate this By-Laws.

ARTICLE I NAME

SECTION 1. This organization shall be known as the National Association of Mapúa Alumni, Inc. or "NAMA".

ARTICLE II PURPOSES

SECTION 1. The purpose of this association shall be:

1. To Unify all the alumni of the Mapúa Institute of Technology in closer ties of friendship and cooperation;
2. To promote and maintain loyalty and love among its members to our Alma Mater and to cooperate with her administration in carrying out plans and policies which will redound to the benefit of the alumni, the faculty and the student body;
3. To promote the welfare and protect the interests of the members and to foster social, intellectual and cultural intercourse;
4. To enhance civic spirit and love of country and to undertake such endeavors as will increase the prestige of the association and our Alma Mater;
5. To help raise the ethical standards in the practice of architectural, engineering, business and allied professions;

6. To hold and acquire property, real and personal either by way of purchase, lease or assignment or by gratuitous or remunerative title which may be necessary or incident to the attainment of the principal purposes of the corporation;
7. To serve as agents or representatives of publishing companies, cultural foundations or educational institutions;
8. To serve as center of scientific, technological and economic research and investigations, and to publish scientific and technical papers or books.

ARTICLE III DOMICILE

SECTION 1. The main office of the National Association of Mapúa Alumni, Inc. shall be established in the City of Manila, Philippines.

ARTICLE IV MEMBERSHIP

SECTION 1. Classes of Membership – The Membership of the Association are classified into five categories, open to any eligible person, subject to screening and recommendation for admission by the Membership Committee, and approval of the NAMA Board of Directors, namely;

- 1.1 Regular Member - Any graduate and/or holder of a degree or diploma or certificate from the Mapúa Institute of Technology (MIT).
- 1.2 Associate Member - Any person who has studied for at least two (2) years in any of the collegiate department of MIT.
- 1.3 Life Member - Any regular or associate member in good standing for at least 10 consecutive years and has paid the life membership fee of at least Php 2,500.00 or any amount to be set by the Board.
- 1.4 Honorary Member - Any person, not otherwise qualified for membership, but who has performed outstanding services to the Association and/or has shown special interest in the welfare of the Association.
- 1.5 Sustaining Member - Those not falling under the preceding categories but regularly contribute in cash or in kind as an expression of continuing support to the objectives of the Association.

SECTION 2. Regulatory Powers of the Board of Directors

The Board of Directors shall have the power to institute rules and regulations relative to the applications, acceptance and approval of the membership of the Association.

SECTION 3. Membership Admission Only Through Affiliate or Chapter Organization.

3.1 All applications for membership shall be made in writing in a form provided for the purpose, which shall be filed together with the corresponding membership and annual fee with the Membership Committee of the Affiliate or Chapter Organization, who shall then evaluate and make appropriate recommendations to the Board of Directors of the Affiliate or Chapter Organization. When approved by the Board, the applicant shall be inducted and admitted as member of the Association.

3.2 Life, Honorary and Sustaining Members shall be reported by the Membership Committee, with a statement of qualifications, to the Board of Directors for conferment of such membership.

SECTION 4. Non-transferability - Membership is not transferable.

SECTION 5. Certificate of Membership - The Affiliates and its members, and the chapter and its members shall be issued, after induction, a certificate of membership in a form prescribed by the Board specifying the class of membership and date of admission, signed by the President and the Secretary and bearing the seal of the Association.

SECTION 6. Loss of Membership - Membership in the Association shall cease:

- 6.1 Upon the death of the Member.
- 6.2 By resignation.
- 6.3 By expulsion after investigation, upon a majority vote of the Board of Directors for gross unethical and unprofessional conduct; culpable violation of the By-Laws, rules and policies of the association; acts highly inimical, derogatory and prejudicial to the interest of the Association; unreasonable refusal to pay dues duly assessed; and other similar and/or analogous act.

SECTION 7. Reinstatement - Any member who lost his membership once by resignation and only for cause, may, upon request in writing be reinstated upon recommendation of the Membership Committee duly approved by the Board of Directors under such terms and conditions as may be imposed.

ARTICLE V
DUTIES AND RIGHTS OF MEMBERS
MEMBERS IN GOOD STANDING

SECTION 1. Duties of Members

- 1.1 Each member shall have the solemn duty to work for the attainment of the principal purposes of the Association, and uphold at all times its Constitution and By-laws.
- 1.2 To pay his membership and annual dues as prescribed in these By-Laws and other fees as the Association may from time to time with the approval of the Board, assess.

SECTION 2. Rights and Privileges of Members - except as herein below provided, each member in good standing can exercise the rights and privileges conferred upon him in these By-Laws.

- 2.1 Regular Members - To vote and be voted upon as Officers of the Association.
- 2.2 Associate Members - To enjoy all privileges of regular members except to vote or to be voted upon.
- 2.3 Life Members - Same as regular members, or associate members as the case may be.
- 2.4 Sustaining and Honorary Members - Same as Regular members except the right to vote and the privilege to be voted upon as Officers of the Association.

SECTION 3. Members in Good Standing - For purposes of these By-Laws, those members who religiously comply with their duties prescribed under Section 1, Article V above, and have paid their dues, fees, donations and such other assessments approved by the Board of Directors.

ARTICLE VI
CHAPTERS

SECTION 1. A group of (15) or more alumni residing in any region, province, municipality or city or employed in an office or firm and who are good moral character, may organize themselves into a chapter of the National Association of Mapúa Alumni, Inc. and in a written petition for the purpose may be admitted upon recommendation of the Membership Committee and approved in writing by the Board of Director. Provided, however, that only one chapter shall be permitted to be organized in any such place, office or firm.

- SECTION 2. A group of fifty (50) or more senior students enrolled in any department of the Mapúa Institute of Technology who are of good moral character and reputation may organize themselves into a student chapter of the NAMA subject to the recommendation of the Membership Committee and approved in writing by the Board of Directors.
- SECTION 3. Upon approval of the organization of a chapter, the sum of One Hundred Pesos (Php 100.00) or any amount fixed by the Board of Directors shall be paid to the association as registration fee of the Chapter.
- SECTION 4. Each Chapter shall pay annually to the Association not later than one week prior to the Annual Convention, an annual dues of its members in good standing for minimum of fifteen (15) members.
- SECTION 5. Chapters which have paid to the Association all their accounts in full shall be deemed as Chapters in Good Standing.
- SECTION 6. Only the members of the chapters in good standing shall be entitled to vote or to be voted for any office or position in the chapter and/or the association.
- SECTION 7. The Charter of any Chapter which has lost its position of good standing for at least three (3) years shall be automatically cancelled. Provided, however, that any chapter whose charter has been cancelled may be reactivated upon payment of reactivation fee of Three Hundred Pesos (Php 300.00) or the amount fixed by the Board of Directors and full settlement of all its accounts to the Association.
- SECTION 8. Each Chapter shall elect its officers and adopt the Uniform By-Laws for chapters as prescribed by the NAMA Board of Directors.
- SECTION 9. The general administration and direction of the affairs of a chapter shall be in the hands of a Chapter Board of Directors whose term of office shall be for one year and until their successors are elected and qualified. This Board shall be composed of a minimum of seven (7) members consisting of:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Auditor
 - Directors (2 or more)
- SECTION 10. The election of the Board members of the chapter shall be held within the first fifteen (15) days of January of each year at such place and date as the Chapter Board of Directors may designate. The list of the elected officers certified by the Secretary shall be forwarded to the NAMA Board of Directors immediately after election.

SECTION 11. Each chapter in good standing shall be represented in the NAMA Annual Meeting and Homecoming by delegates.

SECTION 12. Alumni who are members of the Association and who have not joined any chapter or Affiliate Organization shall remain as members of the National Association of Mapúa Alumni until such time as they become members of any NAMA Chapter or Affiliate Organization. In the meantime that they do not belong to any chapter or affiliate organization, they shall pay their annual fees, dues and other valid charges directly to the NAMA Treasurer.

ARTICLE VII

AFFILIATE ORGANIZATION

SECTION 1. Personality of Affiliates - An MIT Alumni National Organization representing a particular discipline may be invited by the National Association of Mapúa Alumni through a resolution of the Board of Directors, as an Affiliate Organization. Said Affiliate Organization shall be non-profit, the objects and purposes of which shall be substantially the same as those of the NAMA. The name of the Affiliate shall include the name of the Alma Mater and shall be subject to the approval of the NAMA Board. Within the discipline it is representing, the Affiliate shall represent and act for its assigned membership under a charter/banner issued to it by the NAMA Board. Each Affiliate shall adopt its own By-Laws which shall be consistent with the NAMA By-Laws in their general form and order. A minimum of fifty (50) members shall be enough to be considered as NAMA Affiliate. Furthermore, they must be dominant alumni organization in that particular discipline. Rules of affiliation shall be in accordance with the mechanics formulated by NAMA Board of Directors.

SECTION 2. Affiliate Representative in the NAMA Board of Directors - An Official NAMA affiliate organization shall be represented in the NAMA Board of Directors, as Member/Director of the Board. The official representative shall be the Affiliate President or its duly designated representative authorized in a Board Resolution of the NAMA Affiliate. In remote cases where an affiliate is not able to submit its representative, the NAMA Board of Directors shall appoint one from the roster of members of the said Affiliate Organization. If the Affiliate Organization is in inactive status, representative from the same discipline shall be appointed by the NAMA Board of Directors. The term of office shall be one (1) year until its successor shall have been nominated or elected.

SECTION 3. Affiliate Organizations - The NAMA recognizes the alumni associations of the following groupings of disciplines as affiliate organizations:

- 3.1 Architecture and Industrial Design
- 3.2 Business Administration
- 3.3 Chemical Engineering and Chemistry
- 3.4 Civil and Environmental Sanitary Engineering
- 3.5 Electronics Communications Engineering and Computer Engineering
- 3.6 Electrical Engineering
- 3.7 Mechanical Engineering
- 3.8 Mining/Geology/Metallurgical Engineering
- 3.9 Industrial Engineering
- 3.10 Textile Engineering
- 3.11 Plus other affiliate alumni association that may be recognized from time to time

ARTICLE VIII

ASSOCIATION FUNDS

- SECTION 1. The funds of the Association shall be derived from dues, fees, and donations, and from such incomes which the Association may realize in the exercise of its principal purposes.
- SECTION 2. Admission Fees.
- 2.1 Each regular and associate member shall pay an admission fee of Php 250.00 or any amount fixed by the Board as member of the Association. Each fee shall accompany the application for Membership.
 - 2.2 Sustaining members who continuously contribute and donate to the Association, and have contributed at least One Thousand Pesos (P1,000.00) at the time of conferment of such Membership shall be exempt from the payment of admission fee. They shall be exempted likewise from the payment of annual dues and assessments.
 - 2.3 Honorary members shall be exempt from the payment of fees, annual dues and other assessments.
- SECTION 3. Annual Dues - The amount of P250.00 shall be payable annually. It shall be the duty of the Board of Directors to determine the reasonable rate. Any proposed increase in the annual dues shall be referred to the general membership during Mid-term Conference or Annual Meeting and Homecoming and which shall take effect immediately. The NAMA Annual dues shall be reviewed from time to time by the NAMA Board of Directors.
- SECTION 4. Life Membership - Any regular or associate member may avail of life membership, by paying a minimum fee of P2,500.00 or any amount to be determined by the NAMA Board of Directors. Life

members shall be exempted from payment of annual dues, fees and other assessments, and shall be issued a certificate of life membership. The NAMA Board of Directors shall review the life membership fee from time to time.

ARTICLE IX

MEETING OF MEMBERS AND ELECTIONS

- SECTION 1. Annual Meeting - The annual meeting of the Association shall be held in Metro Manila, on the last Saturday of March or first Saturday of April of each year or any day fixed by the Board of Directors, for the purpose of electing the new directors and for the other matters calendared in the notice of meeting.

Each member in good standing of the Association is entitled to vote, and majority of the members present during the annual meeting constituting a quorum of at least 100 regular members in good standing, binds the Association on decisions made in the said meeting.

In the election of the Board of Directors, each member shall be entitled to cast one vote each among the number of candidates to complete the required number of Directors. Candidates obtaining the highest number of votes shall be proclaimed elected. There shall be no cumulative voting. No member shall be qualified to vote or to be voted upon unless he has paid all the fees to the Association as of the year of the annual meeting duly verified by the Treasurer of such fact. Immediately after the election of the Directors of the said annual meeting, the duly elected Board of Directors shall organize itself and elect among themselves the officers as provided in these By-Laws.

- SECTION 2. Annual Meeting and Homecoming Hosting - The Annual Meeting and Homecoming of the National Association of Mapúa Alumni shall be alternately hosted by the affiliate Organizations. The Hosting Affiliate shall, six (6) months (minimum) prior to the Homecoming, submit a plan of action which will include the organization, program of activities, budget, etc. for the approval of the NAMA Board of Directors. The Annual Meeting and Homecoming shall be held either during the month of March or April or at the date, time and place to be designated by the NAMA Board of Directors. The Annual Homecoming shall coincide with the Annual Meeting of NAMA for the purpose of electing and confirming the composition of the NAMA Board of Directors.
- SECTION 3. Special Meeting - Special Meetings of the members of the Association may be held at any time and any place within Metro Manila upon call of the President. Special meeting may also be called by the Secretary upon request of five (5) Directors or twenty (20) qualified voting members.

- SECTION 4. Quorum - As defined under Article IX, Section 1.
- SECTION 5. Order of Business - The order of Business in all meetings shall be:
1. Call of meeting to order
 2. Roll Call and Determination of Quorum
 3. Approval of Agenda
 4. Reading and approval of minutes
 5. Unfinished business
 6. New Business
 7. Adjournment
- SECTION 6. Notice of Meeting - Notices either oral or written shall be sent by the Secretary, as follows:
 ANNUAL, 30 Days
 SPECIAL, 30 Days
- SECTION 7. Manner of Voting - In the election of the members of the Board of Directors, voting shall be by secret ballot or by viva voce or by the raising of the hands, as determined by the Elections Committee.

ARTICLE X
BOARD OF DIRECTORS

- SECTION 1. Management of the Association - The corporate powers and affairs of the Association shall be exercised, administered, managed and controlled by the Board of Directors composed of nineteen (19) members as follows:
- 1.1 Ten (10) Directors-at-large, five (5) of which shall be elected yearly from among the members during the Annual Meeting of the Association.
 - 1.2 Affiliate representatives, composed of one representative from each of the groupings of disciplines or affiliate organizations as specified in Article VII Section 3, and who have confirmed acceptance during the Annual Meeting.

 The Past Presidents of the Association, who may wish to volunteer, shall also sit in the Board of Directors as Members of the NAMA Advisory Committee, save that of the Immediate Past President who shall be Ex-Officio Director. They shall be consulted or can participate in the deliberations of the Board, but shall not be entitled to vote. Neither can they be considered in determining the presence of quorum.
- SECTION 2. Qualifications and Election
- 2.1 No member shall be elected Director of the Association unless he is of good moral character and unquestioned integrity.

- 2.2 The Directors shall be elected as follows:
- a. Nomination for the elective positions of the Incoming Board of Directors shall first be submitted by the Nominating Committee previously constituted by the Board of Directors.
 - b. All candidates for the Incoming Board of Directors shall first accept the nomination verbally or in writing before they may be voted upon on; Names of Candidates who failed to manifest the acceptance of their nominations shall be cancelled and votes cast for them shall be considered not valid.

 After the nominations are closed, the qualified delegates present shall proceed to voted in a secret ballot, depositing their ballots in a box provided for the purpose.
 - c. The Nominations and Election Committee shall canvass the ballots cast and record the results. A tie shall be broken by another balloting for the concerned candidates.
 - d. The Elections Committee shall proclaim, as elected the five (5) candidates obtaining the highest number of votes together with the other five (5) carry-over directors and the Affiliate Representatives who have confirmed acceptance, during the Annual Meeting and Homecoming.
- 2.3 The Newly elected members of the Board of Directors shall immediately or within fifteen (15) days from the date of election meet and elect from among themselves the Executive Officers as provided for in Section 1. Article XI of these By-Laws.

- SECTION 3. Meetings
- 3.1 Regular Meetings - The Board of Directors shall meet regularly once a month, the dates and time of which shall be fixed by the Board.
 - 3.2 Special Meetings - Special Meetings of the Board may be called by the Secretary upon request of the President or any three (3) Directors.
 - 3.3 Quorum - A simple majority of the Board of Directors shall constitute a quorum for the transaction of any business.
 - 3.4 Venue of Meeting - Regular and Special meetings shall be held at the principal office of the Association or at any convenient place within the Philippines designated by the President in the call therefore.

3.5 Notice of Meeting - Written Notice is necessary in case of regular meetings. In case of special meeting, either verbal or written notices shall be given at least seven (7) days before meeting.

Order of Business. The Order of Business in all meetings shall be:

1. Call of meeting to order
2. Roll Call and Determination of Quorum
3. Approval of Agenda
4. Reading and approval of minutes
5. Unfinished business
6. New business
7. Other matters
8. Adjournment

SECTION 4. Special Powers - Without in anyway delimiting the powers of management, direction and control conferred upon the Board, authority is hereby conferred on the Board of Directors to state from time to time the policy of the Association in matters of general interest to the membership for the guidance of its members and no matter shall act contrary to a policy stated or independently of the Association, under penalty of loss of membership as herein provide.

SECTION 5. The Board of Directors shall be responsible to the Association for the performance of the following:

- 5.1 To secure the working of the Association and to safeguard it against fraud.
- 5.2 To provide suitable accommodations for the conduct of its transactions that are carried out legally and in accordance with the By-Laws of the Association.

SECTION 6. Vacancies in the Board - Any vacancy in the Board due to resignation or death or other cause, shall be filled up by the Board, based on the last election results with the losing candidates obtaining highest scores. Any such new Director will serve the unexpired term of office of the retiring Director.

SECTION 7. Term of Office

- 7.1 The NAMA term of office shall be a fiscal year starting from June of the current year to May of the following year.
- 7.2 Five (5) Directors-at-large shall be elected annually, all of whom shall hold office for a term of two (2) years. No elected member of the Board of Directors shall hold office for more than six (6) consecutive years.

7.3 The term of office of the affiliate representative shall be for one (1) year or until their successors shall have been duly elected or appointed.

ARTICLE XI **OFFICERS**

SECTION 1. The Officers of the Association - The Executive Officers of the Association shall consist of a President, two Vice Presidents, a Treasurer, a Secretary, PRO and an Auditor. The Board of Directors shall elect from among themselves the said officers provided that only duly elected members/directors-at-large of the Board of Directors shall be eligible for election as officers. The Board may, as its option, elect any member as Board Adviser or Consultant. The Board shall also be authorized to appoint such other administrative officers/or employees as it may see it fit and shall fix and determine their powers, duties, responsibilities and compensation.

SECTION 2. The new Executive Officers shall be inducted by the outgoing President of by any qualified official within thirty (30) days after their election.

SECTION 3. Duties of the President

- 3.1 The President shall be the Chief Executive Officers of the Association.
- 3.2 Shall preside at all meetings of the Association and of the Board of Directors.
- 3.3 Shall carry-out into effect the decisions and resolutions of the Board of Directors and of the will of the members of the Association.
- 3.4 Shall sign all negotiable instruments, checks, notes, contracts and other documents of the Association.
- 3.5 Shall perform all the duties and functions inherent to the office of the President and such other responsibilities which may be assigned from time to time by the Board of Directors.

SECTION 4. Duties of the two Vice Presidents - in case of death, absence or any disability of the President, the First Vice President shall assume and discharge all duties and exercise all the functions of the President.

- 4.1 First Vice President - Shall assist the President in all matters pertaining to proper administration of the Internal Affairs of the Association such as personnel promotion, disposal and

maintenance of property. Shall supervise and control matters pertaining to the growth of membership, supervise and coordinate the functions of the various internal committees and shall, subject to presidential power, exercise supervision and control over other task designated to him.

- 4.2 Second Vice President - Shall assist the President in supervising the external committees and other functions of the Association requiring official representation such as the exchange of technical seminars here and abroad, conferences with government officials, ceremonies, and the like, spur legislation, implement construction, business and economic policies, husband the Association's resources and shall, subject to presidential power, be accredited representative in these functions so designated. Shall assume the duties and responsibilities of the 1st Vice President in case the latter resigns or retires or succeeds the President.

SECTION 5. Duties of the Treasurer

- 5.1 The Treasurer shall have the custody of all the funds and properties of the Association.
- 5.2 Shall keep true, proper and accurate accounts of the funds, properties, assets and liabilities of the Association, and have such accounts open to examination at all allowable hour by any member.
- 5.3 Shall deposit the funds of the Association in such bank or banks as may be designated.
- 5.4 Shall countersign all checks, notes and negotiable instruments.
- 5.5 Shall render periodic reports as to the finances of the Association at every board meeting and annual meeting and shall perform other duties as the Board may order from time to time.

SECTION 6. Duties of the Secretary

- 6.1 The Secretary shall properly keep and file record of the minutes of the meetings of the Board of Directors and of the members of the Association and other documents.
- 6.2 Shall be the custodian of the Association seal.
- 6.3 Shall attest all membership certificates and formal contracts executed by the Association or the Board.
- 6.4 Shall render annual report of his office at the annual meeting.

6.5 Shall also perform such other duties and functions as the Board of Directors or the President may from time to time, assign.

6.6 In case of meetings, the Secretary shall send out notices, either verbal or written, of meetings of the Association to all members and to Directors of the Board.

SECTION 7. Duties of the Auditor

- 7.1 The Auditor will have supervisory functions in the course of its audit duties conducted along established accounting and auditing procedures.
- 7.2 Shall conduct periodic auditing of the finances of the Association and shall render report to the Board.
- 7.3 Shall render reports on anomalies and irregularities in transactions as perceived in the conduct of its audit functions.
- 7.4 Shall audit all financial reports of the Treasurer.

SECTION 8. Duties of the P.R.O.

- 8.1 To make a study and recommend to the Board courses of action to project the image of the Association which attract MIT Alumni to get involved with the Association and to support its projects.
- 8.2 To implement approved courses of action as far as the studies conducted in item no. 8.1.
- 8.3 To act as the protocol officer during Board meetings and General Assembly Meetings of the Association.

SECTION 9. Compensation of Officers and Employees - Compensation of employees of the Association shall be as determined by the Board of Directors. Unless otherwise approved by the Board of Directors, officers and directors of the Association shall not receive any compensation.

SECTION 10. Delegation of Authority - In case of sickness or absence or any disability of the above mentioned officers, the Board may delegate and entrust the powers, duties and functions of the sick or absent or disabled officer to any of the Board Director duly designated.

SECTION 11. Resignation - Any officer of the Association may resign at any time. Upon resignation it shall be his duty to give an accounting of his duties and functions to the Board of Directors in such a manner as the Board may determine or require.

SECTION 12. Removal - Any Officer or Director of the Association may at any time be removed from office for cause, upon the 2/3 affirmative vote of the Board of Directors during a meeting with a quorum.

SECTION 13. Vacancies - Any vacancy in any officer's position shall be filled by any member of the Board as approved by the Board of directors for the unexpired term.

ARTICLE XII STANDING COMMITTEES

SECTION 1. Standing Committees - There shall be eight (8) standing committees of the Association, namely: Advisory, Executive, Membership, Scholarship, Professorial Chair and Faculty Incentive, Placement, Elections, and National Homecoming. The Board of Directors shall have the power to create Internal and External grouping among the committees, and appoint committee chairman accordingly.

SECTION 2. Advisory Committee - The Advisory Committee shall be composed of the Incumbent President and all Past Presidents of the Association, with the Incumbent President as Chairman. The Committee shall be consulted from time to time on matters which the Incumbent President may deem fit to submit to the said committee.

SECTION 3. The Executive Committee - shall be composed of the President, the two Vice President, Secretary, Treasurer, and another Director designated by the President and concurred by the Board. The duties, powers and responsibilities of this committee shall be fixed and defined by the Board designated via a formal resolution duly approved by the Board.

SECTION 4. Elections Committee - The Elections Committee shall be composed of three (3) Past Presidents of the Association to be appointed by the Incumbent President. The three (3) members of the Committee shall elect a chairman from among themselves.

SECTION 5. Board Liaison - All committees shall be organized with one Incumbent Director acting as liaison. The Director-Liaison or In-charge shall automatically be a member of the Committee, and shall make regular reports to the Board on the activities of the Committees.

SECTION 6. Board Authority Over Committees - Whenever circumstances so warrant, the Board of Directors may, by a majority vote, create New Special Committees or merge two or more of the Standing Committees, and appoint committee chairman accordingly.

ARTICLE XIII SEAL

SECTION 1. The Association shall have a dry seal of proper design and dimensions approved by the Board of Directors.

SECTION 2. All Diplomas for charters, certificates and other important documents issued by the Board of Directors requiring the corporate seal shall bear this dry seal.

SECTION 3. The Secretary shall be the guardian of the official seal of the Association.

ARTICLE XIV AMENDMENTS TO THE BY-LAWS

SECTION 1. These By-Laws may be amended or repealed either in full or in parts by the affirmative vote of two-thirds (2/3) of the delegates or members in good standing present and voting at the time such amendment or repeal is being submitted for voting at a regular or special meeting of the Association duly called for the purpose.

SECTION 2. No proposed amendment or repeal shall be acted upon unless the same is submitted in writing to the Board of Directors by the proponents of the amendments or repeal and mailed to each affiliates and chapters at least fifteen (15) days prior to the date of the meeting called for the purpose.

ARTICLE XV EFFECTIVITY

SECTION 1. This New By-Laws, as ratified by the members during the 1997 NAMA 63rd Annual Homecoming and Annual Meeting, and approved by the NAMA Board of Directors, shall take effect upon approval by the Securities and Exchange Commission (SEC).

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