

BY - LAWS OF AAAA - ARIZONA ASIAN AMERICAN ASSOCIATION

ARTICLE I

Section 1. Name and Location.

The name of the organization is the AAAA - ARIZONA ASIAN AMERICAN ASSOCIATION, hereinafter referred to as "the association". For the purpose of the Association, the definition of Asian American" in these bylaws shall mean individuals of Asian origin. The principal office of the Association shall be located in Maricopa County, Arizona, but meetings of the members and directors may be held at such places within the State of Arizona as may be designated by the Board of Directors.

Section 2. Purpose and Objectives.

The Association shall be operated as a nonprofit corporation under the laws of the State of Arizona, for charitable and educational purposes. Additionally, The Association shall foster, promote and enhance the unity and well being of Asian American in the State of Arizona through active representation and participation, as citizens, or as residents in various communities in Arizona. The Association shall further:

- (a) assist and aid Asian American in times of need;
- (b) strive for the establishment of a national Asian American Association; and
- (c) foster, promote and enhance a better understanding among people of all races through cultural, social, educational and other activities.

ARTICLE II -- MEMBERS

Section 1. Membership.

Membership in this Association is open to any person, regardless of citizenship, race, religion, sex, nationality or country of origin.

Section 2. Member.

A member shall mean a person who is current in the membership dues to the Association. The membership year and dues shall run from June 1 of any year through May 31 of the following year.

Section 3. Total Membership.

The membership of this Association shall be unlimited in number.

Section 4. Rights and Duties of Members.

Members shall have the following rights and duties:

- (a) vote to select directors;
- (b) contribute to the Association newsletter;
- (c) attend members' meetings and directors' meetings; and
- (d) communicate to directors ideas about matters pertain to Association's activities.

Section 5. Honorary Members.

An honorary member shall be a person who is so **DESIGNATED** by the Board of Directors, and who has accepted the honor, but shall have none of the rights and duties of membership in the

Association. An honorary member shall qualify for all membership privilege except those that pertain to the making of motions, voting, and the holding of office. The honorary membership term shall be for a period of two years, and may be extended for successive two-year terms.

Section 6. Resignation.

Any member may resign at any time by notifying the Association Secretary in writing, or by not renewing the annual membership when due.

ARTICLE III -- MEETING OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members shall be held mid year at such place as may be designated by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by a minimum of 25 percent of the members of the Board of Directors.

Section 3. Notice of Meetings.

Written notice of the meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least twenty one (21) days before such meeting to each member, addressed to the member address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum.

A quorum shall consist of ten (10%) or fifty members whichever is less. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice or other than by announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV -- BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number.

The affairs of the Association shall be governed by a Board of no less than (15) directors. There shall be one (1) regular director for each **recognized Asian ethnic** group as listed below:

- | | |
|--------------------|-------------------|
| Burmese | Laotian |
| Bangladeshi | Malaysian |
| Cambodian | Pacific Islanders |
| Chinese | Pakistani |
| Filipino | Singaporean |
| Indian | Taiwanese |
| Indonesian | Thai |
| Japanese | Vietnamese |
| Korean | |

Any additional group not represented above may petition the full Board to amend the bylaws to add a director to represent the group. Each group seeking their own director must have twenty-five (25)

members before it may so petition the Board. A letter of appointment from the President of each group represented above shall be submitted to the Association Secretary before she/ he assumes the directorship for her/ his group.

Section 2. Directors.

A director representing a group shall be a "regular" director, who subscribes to these bylaws and whose membership dues are paid. In addition to the regular directors, there shall also be twelve (12) directors-at-large. A director-at-large may be from any group and may serve as a director-at-large whether or not the group has a place on the Board. **There shall be no more than two (2) At-Large-Directors from any ethnic Asian groups.**

Section 3. Term of office.

Each member of the Board of Directors shall be elected, to serve a term of two (2) years. The members of the Board of Directors shall hold office until the respective successors have been elected, or selected by the members or groups, respectively. Election of directors-at-large will take place at the rate of six (6) each year. Selection of regular directors shall be as provided for under Section 1 hereof.

Section 4. Removal.

At any regular or special meeting of members duly called, any one or more of the members of the Board of Directors may be removed with or without cause by a majority vote of the members. Any director whose removal has been proposed by the members of the Association shall be given at least fifteen (15) days of notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting. A member of the Board may resign at any time. In the event of death, resignation or removal of a director-at-large, his successor shall be elected by the Board of Directors and shall serve for the unexpired term of his predecessor. In the event of death, resignation or removal of a regular director, his or her successor shall be selected by the group he or she represents to fill the unexpired term of his or her predecessor.

Section 5. Compensation.

No director shall receive compensation for any service she/ he may render to the Association. However, a director may be reimbursed for those actual expenses incurred in the performance of said duties.

Section 6. Action Taken Without a Meeting.

The directors shall have the right to take any action without a board meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 7. Loans.

The Association shall not lend money or use its credit to assist its directors, whether or not employees or officers. Any director or officer who assists to or participates in making of any such loan shall be liable to the corporation for the amount of such loan until repaid.

ARTICLE V -- NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination and Selection of Directors for Board Seats by Country of Origin.

Each group as defined by **the recognized Asian ethnic group** (Article IV, Section 1) will nominate and select its own Board member according to its own rules and procedures. Such a member shall also become an individual member of the Association.

Section 2. Nomination and Election of Directors-At-Large.

A Nominating Committee shall make nomination for election of the directors-at-large. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determined, but no less than the number of vacancies that are to be filled. Such nominations may be made from individuals who have been members of the Association for at least **one year** prior to the election.

Section 3. Election.

Election of members to the Board of directors-at-large shall be by written ballot. At such election, each member ~~or his or her proxy~~ **present** may cast one vote with respect to each vacancy. The persons receiving the largest number of votes shall be elected. Unless all annual dues are current prior to the election, a member may not vote at any meeting of the Association or be a candidate for the Board of Directors.

ARTICLE VI -- MEETING OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such a time and place as shall be determined from time to time by a majority of the directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of Regular Meetings of the Board of Directors shall be given to each director by mail, telegram or fax at least five (5) business days prior to the date named for such meeting.

Section 2. Special Meetings.

Special Meetings of the Board of Directors may be called by the President of the Board of Directors on five (5) business days notice to each director, given by mail, telegram or fax, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors may be called by the President, Secretary or Treasurer in a like manner and on like notice or by written request of at least five (5) directors.

Section 3. Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of business. Each act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 4. Waiver of Notice.

Any director may at anytime in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice by him of the time, place and purpose of such meeting. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 5. Conduct of Meeting.

The President shall preside over all meetings of the Board of Directors and the Secretary or Treasurer shall keep a minute book of the Board of Directors' meetings recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

ARTICLE VII -- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are required to be exercised and done by the Association. The Board of Directors shall have the power from time to time to adopt any rules and regulations being necessary for the benefit and operation of the Association provided that such rules and regulations shall not be in conflict with the Articles of Incorporation or these Bylaws. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall, on behalf of the Association:

- (a) collect dues from the members, deposit the proceeds thereof in a bank depository designated by the Board of Directors and use the proceeds to carry the administration of the Association;
- (b) open bank accounts on behalf of the Association and designate signatories thereon; and
- (c) pay the costs of all authorized services rendered to the Association.

Section 2. Duties.

It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Association membership that are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and ensure that their duties are properly performed; and
- (c) as more fully provided in the Articles of Incorporation to fix the amount of the annual dues against each member from time to time.

ARTICLE VIII -- OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers.

The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time, by resolution, create.

Section 2. Election and Term Offices.

The officers of this Association shall be nominated and elected annually by the Board from among the members of the Board at the first meeting of the Board following the election of the Board of Directors, and each shall hold office for a term of one (1) year. Officers may be re-elected consecutively to the same position up to two (2) one-year terms.

Section 3. Special Appointments.

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold an office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal.

The Board may remove any officer from office with or without cause. Any officer may resign at any time giving notice to the Board, the President or Secretary. Such resignations shall take effect on the date of receipt of such notice or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies.

A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer she/ he replaces.

Section 6. Multiple Offices.

No person shall simultaneously hold more than one of any of the offices except in the case of a special office created pursuant to Section 3.

Section 7. Duties.

The duties of the officers are as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the members of the Association; shall see that the orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE PRESIDENT

The Vice-President shall act in the stead of the President in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

TREASURER

The Treasurer shall receive and deposit in appropriate bank accounts all Moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; shall submit a financial report at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting. Upon the election of a new Treasurer, the outgoing treasurer shall forthwith deliver all books and records of the Association to the incoming Treasurer.

ARTICLE IX -- EXECUTIVE COMMITTEE: SELECTION AND TERM OF OFFICE

Section 1. Number and Authority.

Because of the great number of directors for the Board, most affairs of the Board will be delegated to and managed by an Executive Committee of Board members and officers. The Executive Committee will consist of the President, Vice-President, Secretary and Treasurer plus three (3) members of the Board of Directors.

Section 2. Term of Office.

Each member of the Executive Committee shall be selected to serve for a term of one (1) year. The members of the Executive Committee shall hold office until the respective successors have been selected.

Section 3. Election of three (3) Executive Committee Members from the Board of Directors.

Election of the three (3) Board members to the Executive Committee shall be by written ballot. At such election, the members of the Board of Directors or their proxies may cast in respect to each vacancy one vote as they are entitled to exercise. The three (3) persons receiving the largest number of votes shall be elected.

Section 4. Removal.

At any regular or special meeting duly called, any one or more of the members of the Executive Committee may be removed with or without cause by a majority vote of the Board. Any Executive Committee member whose removal has been proposed by the members of the Board shall be given at least fifteen (15) days notice of the time, place and purpose of the hearing at the meeting. A member of the Executive Committee may resign at any time. In the event of death, resignation or removal of a Committee member, his successor shall be elected by the general membership or Board of Directors and shall serve for the un-expired term of his predecessor.

ARTICLE X -- POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. Powers.

The Executive Committee shall have the powers and the duties necessary for the daily administration of the affairs of the Association and may do all such acts and the Board of Directors delegates things as to the Committee. In addition to the duties and powers delegated by the Board of Directors, the Committee may, on behalf of the Association:

- (a) pay the costs of all authorized expenses and services rendered to the Association to the sum of \$300 without prior authorization from the Board of Directors. All costs for authorized services over \$300 must be approved by the Board of Directors; and
- (b) the Secretary must keep a committee record of acts and affairs of the Executive Committee.

ARTICLE XI -- COMMITTEES

The Board of Directors shall appoint Committees as deemed appropriate to carry out those purposes as designated by the Board.

ARTICLE XII -- BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XIII -- AMENDMENTS

Section 1.

These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of the members present in person or by proxy.

Section 2. Conflict

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

ARTICLE XIV -- MISCELLANEOUS

Section 1. Captions.

The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

Section 2. Notice.

All notices, demands, bills, statements or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or sent by US. mail.

Section 3. Conduct of Meetings.

The rules contained in the current edition of Robert's Rules of order shall supplement the Bylaws in all meetings of the Association.

ARTICLE XV -- CHAPTERS

The Association will promote, stimulate and approve on a case-by-case basis Chapters in Arizona where, because of geographical positioning, active participation by members in the affairs of Association activities is not convenient.

Section I. Requirements.

Any region (excluding Maricopa County) in which there are at least fifteen (15) members of AAAA current in their dues and supportive of the Articles and By-laws of the Association may be declared a Chapter by a majority vote of the Board of Directors of the Association upon application made by letter submitted over the signatures of all members of the candidate chapter.

Section 2. Constitution.

1. The chapter will affirm and maintain the Article of Incorporation and By-laws of the Association; and
2. The chapter may make such rules as are needed to administer and regulate the Chapter, providing that such rules bear upon said Chapter only, and no such rules shall be inconsistent with the Articles and Bylaws of the Association.

Section 3. Officers.

Members of the Chapter will elect from membership a Chapter President and a Chapter Secretary-Treasurer, who shall hold office for one term from June 1 through May 31.

Section 4. Members.

- Each Chapter member will be a fully accredited member of the Association;
- Membership dues shall be identical to those fixed by the Board of Directors of the Association for entire Association membership (50% of the membership dues shall be forwarded to the Chapter); and
- Chapter members are encouraged to attend all the Association meetings and functions.

Section 5. Financial Policy.

The principal office of the Association shall collect membership dues. Fifty (50) percent of the membership dues collected thus will be forwarded to the local Chapter on a monthly basis. Funds generated by the Chapter activities shall remain at the Chapter Treasury. No Chapter will assume any debt or financial obligation on behalf the Association.

Section 6. Reporting.

Each Chapter will report to the Board of Directors:

- Minutes of each meeting of members within two weeks of such meeting; and
- An annual financial statement no later than April 30 of each year.

Section 7. Revocation.

The Board of Directors shall retain the privilege to revoke at any time the rights of a Chapter. In the event of such Chapter revocation, the future reinstatement of a Chapter at that place may be considered and provided by the Board of Directors.