



## **Asian Pacific Islander American Public Affairs Association APAPA Chapter Bylaws & Guidelines**

### **A. MISSION**

The Asian Pacific Islander American Public Affairs Association (APAPA) & APAPA Community Education Foundation (APAPA-CEF) is a non-profit public benefit corporation (the "Corporation") with a mission to inspire, engage, and empower Asian Pacific Islander ("API") Americans through leadership and active participation in civic and public affairs.

### **B. STRUCTURE**

The Corporation is governed by a National Governing Board and a National Executive Committee, both entities referred to as the National Board. The chapters are referred to as States, Regions, and Chapters respectively. The National Board reserves the right to establish additional chapters and create state and regional chapters to oversee certain local chapters.

### **C. BYLAWS**

Each APAPA Chapter must adopt and follow the foregoing bylaws attached hereto. Failure to adopt the bylaws and follow it may result in grounds for termination of the Chapter's status as recognized as an APAPA Chapter by the National Executive Committee or National Governing Board.



**CHAPTER BYLAWS**  
**OF THE**  
**ASIAN PACIFIC ISLANDER AMERICAN PUBLIC AFFAIRS**  
**ASSOCIATION (APAPA) & APAPA COMMUNITY EDUCATION**  
**FOUNDATION (APAPA-CEF)**

**ARTICLE I - NAME, OFFICE AND PURPOSE**

**Section 1.01. Name.** The name of the organization shall be a Chapter of the Asian Pacific Islander American Public Affairs Association (APAPA) & APAPA Community Education Foundation (APAPA-CEF) (the "Corporation"). The Corporation, through its National Governing Board and National Executive Committee, ("National Board") shall oversee the Chapter.

**Section 1.02. Office.** The principal office of this Chapter shall be located based on a majority vote of the current Chapter Board.

**Section 1.03.** The board of directors of this Chapter (the "Chapter Board") may change the principal office from one location to another. The secretary shall note any change of this location in the minutes of the proceedings of the board of directors and on these bylaws opposite Section 1.02, above, unless Section 1.02 is itself amended to state the new location.

**Section 1.04. Service Area.** The Chapter's service area shall be determined from time to time by the board of directors.

**Section 1.05. Purpose.** The Chapter is an organization whose goal is inspire, engage, and empower Asian Pacific Islander ("API") Americans through leadership and active participation in civic and public affairs within the region.

**Section 1.07. Chapters.**

(a) The Chapter shall be one of various chapters throughout the United States (the "Chapters") under the management and control of the Corporation. The board of directors of the Corporation (the "National Board") shall have the authority to modify, create, and dismiss Chapters from time to time.

(b) The National Board shall have the express reserved power to dismiss the Chair of the Chapter Board ("Chapter Chair") and the President of each Chapter.

## **ARTICLE II - MEMBERS**

### **Section 2.01. Types of Membership**

- (a) The following types of membership are provided as a guideline.
- (b) Regular Members (hereinafter called "Members") Members can be entitled to all the rights and privileges as members of the Chapter and the Corporation.
- (b) Associate Member - Any individual who does not qualify for membership but who subscribes to the purposes and objectives of the Chapter may become an Associate of the Chapter. An Associate shall have no voting rights.
- (c) Honorary Member - Any United States citizen or permanent resident that has made a significant contribution to American society and/or in his/her work or profession and/or to the API Community, can be elected to Honorary Membership by the Chapter Board. An Honorary Member is a non-voting member except in that instance when he/she is also a regular member.
- (d) Corporate/Business Member - Any organization, foundation, or business concern that subscribes to the purposes and objectives of the Chapter may apply for a Corporate/Business membership. The Chapter Board can establish the criteria for and decide the acceptance of Corporate/Business Members. The Corporate/Business member can designate one individual to serve as its representative. Such representative shall be entitled to such privileges and services as defined by the Chapter Board, but can have the right to vote and hold elective office.
- (e) Lifetime Members - Any individual who makes a significant contribution to the Chapter, the amount to be decided by the National Board, can be recognized as a Lifetime Member with indefinite membership in the Chapter. Lifetime members can have the same rights and privileges as a Regular Member.
- (f) The National Board may create additional categories of membership, as it deems appropriate.

**Section 2.02. No Transfer of Memberships.** A membership in the Chapter is personal to the member and is not transferable, either voluntarily or by operation of law. Notwithstanding the foregoing, any legal entity may designate a person or persons who shall exercise the privileges of membership and such designee may be changed from time to time upon written notice to the Chapter.

**Section 2.03. Dues.** Membership dues may be paid in such amount and at such time as prescribed by the Chapter Board.

**Section 2.04. Honorary Members.** The Chapter Board may designate any natural person or other legal entity as an honorary member of the Chapter. The honorary member shall have those rights and obligations as prescribed by the Chapter Board.

### **Section 2.05. Termination of Members.**

- (a) A member may resign from membership at any time.
- (b) A dues paying member who fails to pay membership dues as required by these bylaws can expire at the end of the annual period for which the member last paid membership dues.
- (c) A member may be expelled for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation and/or the Chapter. The National Board shall have the power to dismiss a member within the Corporation and any Chapter. A Chapter Board shall have the power to dismiss any member within its Chapter.

### **Section 2.06. Powers of Members.** The member of this Chapter shall have the powers listed.

- (a) By a majority vote of the Chapter Board, members may vote on any proposal for action which could be taken at any regular or special meeting of members, the members may vote by written ballot without a meeting pursuant to this section of these bylaws.
- (b) A written ballot can be mailed, presented, or emailed to every member entitled to vote on the matter.
- (c) The written ballot can set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots which must be returned to meet the quorum requirement.
- (d) If the vote is for other than directors, the written ballot can set forth:
  - (1) The proposal to be voted upon, and for this purpose related proposals may be grouped as a single proposal for the written ballot.
  - (2) Offer the member a choice between approval and disapproval on each such proposal.
  - (3) Specify that the proposal must be approved by a majority of the written ballots voting on the proposal, provided that sufficient written ballots are returned to meet the quorum requirement.
- (e) Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **ARTICLE III - DIRECTORS**

**Section 3.01. Number of Directors.** The authorized number of directors of this Chapter shall be no less than five (5) and no more than twenty-one (21), with the exact number to be determined by the Chapter Board, and which may be modified from time to time by the Chapter Board.

### **Section 3.02. Term and Election of Directors.**

- (a) Except as otherwise provided by the chapter, directors are elected for a term of two (2) years.
- (b) For each election of a new director, the Chair or President of the board can present a nominee for the office of director to the rest of the Chapter Board. The Chapter Board shall vote to elect the nominee for director. The nominee shall be elected as a director with a simple majority approval of the Chapter Board.
- (c) At the expiration of the term of each director, the Chapter Board can vote to reelect the director to another two (2) year term. The director can be elected as a director with a simple majority approval of the board. If the board does not vote to reelect the director, the position can be filled according to the process outlined in Section 3.02. (b) above.
- (d) A vacancy occurring in the office of director may be filled by the Chapter Board with a majority vote, for the balance of the unexpired term and until a successor has been elected and qualified, unless there is an intervening regular annual election in which case the appointee shall hold office until a successor has been elected and qualified.
- (e) Each elected director can hold office until the expiration of the term for which elected and until a successor has been elected and qualified.
- (f) Directors may be members of the Corporation and the Chapter.

### **Section 3.03. Resignation and Removal of Directors.**

- (a) Any director may resign effective upon giving written notice to the chair of the board, the president, the secretary or the Chapter Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. The Chapter Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. Any director whose conduct is considered detrimental to the Chapter may be removed from office by 2/3 vote of the board of directors then in office and written notice to such director or as otherwise specified in a resolution of the Chapter Board for such purpose.
- (b) Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

### **Section 3.04. Meetings of the Chapter Board.**

- (a) Meetings of the Chapter Board can be held at the principal office of the Chapter unless another place is stated in the notice of the meeting.
- (b) Regular meetings of the Chapter Board can be held at least quarterly as provided in a resolution adopted by the Chapter Board, at the time and place specified in such resolution.
- (c) The National Board President may call a special meeting of the Chapter Board.

(d) Notice of all regular and special meetings of the Chapter Board can be given. A notice need not include the purpose or agenda for the meeting. Notice may be given by way of electronic mail. Notice shall be considered given when the president, his assistant or other appointed agent has sent a notice of a meeting by electronic mail.

(e) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(f) Participation in a meeting through use of conference telephone equipment can constitute presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(1) Each director participating in the meeting can communicate with all of the other directors concurrently; and

(2) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Chapter; and

(3) The Chapter adopts and implements some means of verifying (i) each person participating in the meeting is a director or other person entitled to participate in the meeting and (ii) all actions of, or votes by, the Chapter Board are taken or cast only by directors and not by persons who are not directors.

(g) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

**Section 3.05. Quorum of Directors.** A minimum of twenty-five percent (25%) of the directors present can constitute a quorum for the transaction of business. A chapter can vote decide to increase the quorum requirement to a majority or 51%. Once a quorum has been established, it shall remain in force until the meeting is adjourned. Except as otherwise provided by law or these bylaws, no business shall be transacted in the absence of a quorum.

**Section 3.06. Required Majority Vote of Directors.** Every act or decision made by a majority of the Chapter Board present at a meeting duly held at which a quorum is present is the act of the Chapter Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 3.07. Written Consent of Directors.** Any action required or permitted to be taken by the Chapter Board of directors may be taken without a meeting, if all members of the board of

directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Chapter Board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

**Section 3.08. Advisory Committees.** Advisory committees may be appointed to consist of one (1) or more members. Advisory committee membership may consist of directors only or both directors and non-directors or non-directors only, and also may include nonvoting members and alternate members. Advisory committees have no legal authority to act for the Chapter, but shall report their findings and recommendations to the Chapter Board.

**Section 3.09. Compensation of Directors.** Directors may be entitled to receive their actual, necessary expenses in attending meetings of the Chapter Board, of committees of the Chapter Board and of advisory committees. Directors, including those who are also officers, shall receive no compensation as directors. However, a director shall be reimbursed for any expenditure paid or incurred by the director in the conduct of the business and affairs of the Chapter. Any payment or reimbursement to the director shall be made upon prior written approval by the Chapter Board.

**Section 3.10. Inspection Rights of Directors.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Chapter. Such inspection by a director may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

## **ARTICLE IV - OFFICERS**

### **Section 4.01. Officers and Duties.**

(a) The officers of this Chapter can be the President, the Secretary, the Treasurer, and such other officers as provided by the Chapter Board. Other officers can include Regional Chair, Regional President, Membership Chair, Chapter Vice-President and Chapter Past President. Each chapter will determine their officer slate, positions/titles, and responsibilities.

(b) The President is the chief executive officer and general manager of the Chapter. The President can, subject to the control of the Chapter Board and the member, have general supervision, direction and control of the business and affairs of the Chapter and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all officers, employees and agents of the Chapter, except where such matters are prescribed in the bylaws or by the Chapter Board. The president, who is not a member of the board of directors, can attend and preside at all meetings of the members and of the Chapter Board, unless there is a chair of the board.

(c) The Secretary can keep or cause to be kept the minute book of the Chapter as prescribed by Article VI of these bylaws. The Secretary can sign in the name of the Chapter, either alone or with one or more officers, all documents authorized or required to be signed by the Secretary.

(d) The Treasurer is the chief financial officer of the Chapter, and, where appropriate, may be designated by the alternate title "chief financial officer." The Treasurer is responsible



for the receipt, maintenance and disbursement of all funds of the Chapter and for the safekeeping of all securities of the Chapter. The Treasurer can keep or cause to be kept books and records of account and records of all properties of the Chapter. The Treasurer can prepare or cause to be prepared annually, or more often if so directed by the Chapter Board or president, financial statements of the Chapter. The Chapter Board may by resolution authorize one or more assistant treasurers to perform, under the direction of the treasurer, some or all of the duties of the treasurer.

(e) The President of the board can preside at all meetings of the Chapter Board and can have such other duties as set forth in these bylaws or as prescribed by the Chapter Board.

The officers of this Chapter can serve for a term of two (2) years until the next election and organizational meeting of the Chapter Board and until his or her successor is appointed, or until he or she is removed, resigns, or otherwise ceases to qualify as an officer of this Chapter.

#### **Section 4.02. Appointment and Removal of Officers.**

(a) The officers are elected by majority vote of the board members. Closed ballot may be requested and accommodated for the vote at any time.

(b) Any officer appointed by the Chapter Board or approved by the chair of the board may be removed from office at any time by a simple majority vote of the Chapter Board, with or without cause or prior notice.

(c) When authorized by the Chapter Board, any appointed officer may be appointed for a specific term under a contract of employment. Notwithstanding that such officer is appointed for a specified term or under a contract of employment, any such officer may be removed from office at any time pursuant to subparagraph (b) above and shall have no claim against the Corporation or Chapter on account of such removal other than for such monetary compensation as the officer may be entitled to under the terms of the contract of employment.

(d) Any officer may resign at any time upon written notice to the Chapter without prejudice to the rights, if any, of the Chapter under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the Chapter unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

#### **Section 4.03. Execution of Instruments.**

(a) Any and all instruments executed in the name of the Chapter, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, can be executed by any one of more officers, employees or agents of the Chapter as authorized from time to time by the Chapter Board. Such authorization may be general or confined to specific instances.

(b) The respective offices and duties thereof as established and defined in Section 4.01, above, and by resolution of the Chapter Board include, except as otherwise provided, the



authority to execute instruments in the name of the Chapter when the execution of the instrument is incident to carrying out the duties of the office.

## **ARTICLE V - INDEMNIFICATION**

**Section 5.01.** The Chapter shall, subject to the provisions of this Article V, to the extent allowed by applicable state and federal laws, indemnify, defend, and hold harmless its officers, directors, agents, and employees from and against any and all claims, liabilities, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Chapter, including, without limitation, all reasonable attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article IX.

**Section 5.02. Definitions.** For the purposes of this Article V, "agent" means any person who is or was a director, officer, employee, or other agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, or agent of another trust, or other enterprise; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification.

### **Section 5.03. Indemnification.**

(a) **Actions by Third Parties.** The Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Chapter, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Chapter and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Chapter or that the person had reasonable cause to believe that the person's conduct was unlawful.

(b) **Indemnification of the Corporation.** This Chapter hereby agrees to indemnify and hold harmless the Corporation and its affiliates, directors, officers, employees, agents, and insurers ("Corporation Indemnitees") from and against any and all third party claims, demands, actions, losses, expenses, damages, liabilities, costs (including, without limitation, interest, penalties and reasonable attorneys' fees) and judgments ("Claims") arising out of any alleged acts or omissions of this Chapter or its employees and agents acting under its control or supervision if they are negligent, reckless or willful.

**Section 5.04. Required Determinations.** Any indemnification under this Article V shall be made by the Chapter only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 5.03 or 5.04, by a majority vote of the Chapter Board.

## ARTICLE VI - RECORDS

**Section 6.01. Minute Book.** The Chapter can keep or cause to be kept a minute book which can contain:

(a) The record of all meetings of the Chapter Board including the date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Chapter Board without a meeting, and similarly as to meetings of committees of the Chapter Board established pursuant to Section 3.08(b) of these bylaws and as to meeting or written consents of the incorporator or incorporators of the Chapter Board prior to the appointment of the initial Chapter Board.

(b) The record of all meetings of the members including the date, place, members present in person or by proxy (if proxies are permitted), proxies used, and the proceedings thereof, a copy of the notice of meeting and when and how given, any affidavit as to the mailing or giving of notice, written waivers of notice of meeting, written consents to the holding of the meeting, written approvals of the minutes of the meeting, unanimous written consents of members to action without a meeting and the report of action by members by written ballot, including a copy of the form of written ballot and any affidavit as to the mailing of written ballots.(c) A copy of the bylaws, as amended, duly certified by the secretary.

### **Section 6.02. Annual Report.**

(a) Financial statements can be prepared as soon as reasonably practicable after the close of the fiscal year, which shall be from January 1st to December 31st. The financial statements shall contain in appropriate detail the following:

(1) Income and expenses, and any assets.

(b) Any report furnished to the Chapter Board or members of the Chapter which includes the financial statements prescribed by subparagraph (a) above can be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Chapter that such statements were prepared without audit from the books and records of the Chapter.

(c) A report including the financial statements prescribed by subparagraph (a) above can be furnished annually to all directors and/or members of the Chapter.

(c) An annual report, including financial report, shall be sent to APAPA HQ. The report shall consist of annual income, expenses, and a summary and listing of events/programs.

**Section 6.03. Report of Transactions and Indemnifications.** The Corporation can mail to all members a statement of any transaction between the Chapter and one of its officers or directors of any indemnification paid to any officer or director if, and to the extent, required by law. The statement may be included in the annual report mailed to members. If, pursuant to Section 6.02 above, an annual report is not sent to member, the statement can be mailed within one hundred

twenty (120) days after the close of the fiscal year. The statement may also be sent by electronic transmission by this Corporation.

## **ARTICLE VII - AMENDMENTS**

**Section 7.01. Amendment of Bylaws.** The amendment of these chapter bylaws can be made by the National Executive Committee and the National Governing Board with a two-thirds majority vote by each. Chapters may provide input to the National Board for any proposed changes. The goal is to ensure consistency of these chapter bylaws throughout all chapters on a local and national level. The bylaws shall be amended or repealed as of the effective date of the board resolution so awarding or repealing them.

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## DIRECTOR ACKNOWLEDGMENT FORM

I \_\_\_\_\_, hereby acknowledge that I am a director for this Chapter and that have read the APAPA Chapter Bylaws & Guidelines. I understand them and will carry them out in their current written form.

I further acknowledge and agree that the Chapter hereby agrees to indemnify and hold harmless the Corporation and its affiliates, directors, officers, employees, agents, and insurers ("Corporation Indemnitees") from and against any and all third party claims, demands, actions, losses, expenses, damages, liabilities, costs (including, without limitation, interest, penalties and reasonable attorneys' fees) and judgments ("Claims") arising out of any alleged acts or omissions of this State or its employees and agents acting under its control or supervision if they are negligent, reckless or willful.

\_\_\_\_\_  
Name:

Title:

State:

Date: