



**ASIAN PACIFIC
AMERICAN SOCIETY**

UNO Box 797
New Orleans, Louisiana 70148-0001

**CONSTITUTION
&
BY-LAWS**

The original Constitution and By-laws were adopted by the Board of Directors on September 19, 1985.

The first Amendments to the By-laws were adopted by the Board of Directors on February 23, 1989.

Second Amendments to the Constitution and By-laws were adopted by the Board of Directors on September 12, 1991.

Third Amendments to the Constitution and By-laws were adopted by the board of Directors on September 28, 2000.

This printing incorporates all amendments to the Constitution and By-laws as of:

September 28, 2000

ASIAN/PACIFIC AMERICAN SOCIETY, INC.

CONSTITUTION

ARTICLE I Know ye all you who witness hereof, by these presents, that there shall be a Louisiana Corporation which shall be known and designated by the name ASIAN/PACIFIC AMERICAN SOCIETY, INC. (APAS, sometimes hereinafter referred to as the "corporation" or the "organization"). Said Corporation may have a corporate seal. It shall have the power and authority to contract, sue and be sued, to receive, hold, acquire and dispose of as well as mortgage, let, and/or lease any kind of property, real, personal and mixed, not exceeding the limit fixed by law, under such by-laws, rules and regulations as the Association may deem requisite and necessary for the proper management, preservation and government of the affairs of said corporation and to alter or amend such by-laws and rules at pleasure with an understanding that said Corporation shall be a non-profit Corporation subject to and governed, in part, by Section 501 of the Internal Revenue Code of the United States of America.

ARTICLE II The purpose of this corporation is to provide an organization for the Asian and Pacific Americans in the State of Louisiana and gulf-states area for mutual support, cultural exchange, cultural unity, and interaction with American society at-large. This organization shall be a nonprofit corporation as defined by Louisiana Revised Statues, Title 12,

Chapter 2, Section 201, et seq. and shall be organized exclusively for charitable, religious, education and/or scientific purposes under Section 501(c)(3) of the Internal Review Code of the United States of America. This non-profit organization shall be devoted to enhancing education, ethnic pride and disseminating cultural awareness to and promoting between relations with larger community. In furtherance of such purposes, this corporation shall have all the powers granted to nonprofit corporations under the law of the State of Louisiana.

Part of the net earnings of this corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code, (c) upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE III The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana.

ARTICLE IV

- Section 1: The officers of this corporation shall be a Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary and Treasurer.
- Section 2: The Chairman shall preside at all general meetings of the corporation, and the Board of Directors and he shall be ex-officio member of all committees of the corporation. The Chairman or his designee shall be the official spokesman for this corporation.
- Section 3: The First Vice-Chairman shall discharge the duties of the Chairman in his absence or disability, or in the case of a vacancy in the office. The First Vice-Chairman shall be readily available for counseling with the Chairman and for relieving the Chairman as much as possible of burdensome duties.

Section 4: The Second Vice-Chairman shall discharge the duties of the Chairman in his absence and the absence of the First Vice-Chairman, or in the case of a vacancy in the office of Chairman and First Vice-Chairman. The Second Vice-Chairman shall be readily available for counseling with the Chairman and for relieving the Chairman and First Vice-Chairman as much as possible of burdensome duties.

Section 5: The Secretary shall keep the minutes of all Executive Committee and Board of Directors meetings of the corporation and any other meetings called by the Chairman; shall maintain a register or roll of the members and call the roll when required; shall notify officers, committees, and delegates of their appointments and furnish committees with all documents referred to them; shall sign with the Chairman all orders on the Treasurer authorized by the corporation, unless otherwise specified in the by-laws; shall present new organizational or sponsor membership applications to the Board of Directors for approval; shall send out proper notices of all meetings when necessary; shall conduct the correspondence of the corporation; shall prepare an agenda prior to and to be distributed at each meeting; shall be seated near the Chairman at all meetings and in the absence of the Chairman and Vice-Chairmen shall preside over the election of a Chairman-Pro-Tem; shall maintain a log of all property owned by the corporation, indicating the storage and location.

Section 6: The Treasurer shall collect and have the custody of all dues and funds of the corporation, which shall be deposited in the banks designated by the Board of Directors, shall disburse the funds of the corporation, and shall be responsible for all necessary reports to be filed with various government agencies or to the Board of Directors and general membership.

The Treasurer shall be specifically vested with the authority to reimburse up to \$100.00 for a single transaction without the prior approval of the Board of Directors. Any such disbursements shall be for unbudgeted reimbursements only. All such reimbursements must be approved by the Board of Directors thereafter. Any reimbursements not contemplated in this paragraph shall require the prior approval of the Board of Directors.

Section 7: The term of office for the officers of this corporation shall be two years, but all officers except the Chairman will be eligible to serve consecutive terms. The Chairman shall not be eligible to serve consecutive terms.

Section 8: The officers shall be elected or re-elected in the Fall, in the manner prescribed by the by-laws.

Section 9: The Executive Committee of this corporation shall consist of the elected officers.

Section 10: The Executive Committee shall conduct the business of the corporation between Board of Directors meetings.

Section 11: Vacancies among officers and the Board of Directors shall be filled by appointment by the Chairman after obtaining the consent of the appointee and, in the case of officers, the approval of the Board of Directors.

ARTICLE V

Section 1: The direction and administration of this corporation shall be vested in the Board of Directors.

Section 2: The elected officers of this corporation are automatically considered as directors.

Section 3: Members of the Board of Directors shall be appointed by the Chairman and must be approved by a majority vote of all the elected officers.

Section 4: The immediate past Chairman shall serve the corporation as an ex-officio and a director for a one (1) year term following his administration.

Section 5: The Board of Directors will consist of nineteen (19) members — sixteen (16) members from the Asian organization and three (3) from the at-large general membership.

Section 6: The number of directors from any single Asian/Pacific country shall not exceed four (4) at any given time.

Section 7: The terms of all directors, except the elected officers, is one (1) year.

Section 8: Members of the Board of Directors and the Executive Committee shall

attend the regular and special Board or Executive Committee meetings. If a member of the Board of Directors or Executive Committee fails to attend a certain percentage of Board or Executive Committee meetings as prescribed in the by-laws, he or she is subject to removal from the Board or Executive Committee by the majority vote of the entire Executive Committee.

Section 9: Fifty percent (50%) of the entire Board of Directors shall constitute a quorum.

ARTICLE VI

Section 1: INDIVIDUAL AND FAMILY MEMBERSHIP

- a. Membership must be of Asian descent, born in the U.S. or naturalized citizens. Individuals not of Asian descent may be admitted as members provided their number at any time shall not exceed ten percent (10%) of the total membership of the corporation.
- b. Members shall be classified as Individual or Family members. The corporation may also enlist Sponsor memberships, but in no instance shall any Sponsor member be afforded voting or other membership rights in the corporation. Also Sponsor members must establish a liaison to work with the corporation and keep the corporation apprised of any changes thereto.

Section 2: ORGANIZATION MEMBERSHIP

The organizational membership shall include:

- a. Asian/Pacific non-profit corporations;
- b. Asian/Pacific clubs, associations and societies; and
- c. Asian/Pacific religious organizations.

Organizational membership shall be obtained only by formal application to the Board of Directors. Application for membership of all organizational members shall be renewed every two years corresponding with the election of the corporations officers.

Political and/or quasi political organizations are specifically excluded from membership hereto.

ARTICLE VII

Section 1: The meeting of the Board of Directors may be called by the Chairman in consultation with the Executive Committee.

Section 2: A general membership meeting shall be called at least once a year during November or December to elect officers as provided in the by-laws.

ARTICLE VIII

Section 1: This constitution may be amended by a 2/3 vote of the entire Board of Directors.

Section 2: The by-laws of this corporation may be amended by a majority vote of the Board of Directors present at a meeting constituting a quorum.

ASIAN/PACIFIC AMERICAN SOCIETY, INC.

BY-LAWS

ARTICLE I ELECTION

Section 1: Election of officers shall be held every two years and on the even year, in the month of November, but no later than November 15 of any calendar year.

Section 2: Election of officers shall be held by written ballot. A plurality of votes cast shall be necessary to elect. Newly elected officers of the corporation shall have full authority of their offices upon election.

Section 3: The Board of Directors shall form a Nominating Committee at least three (3) months before each election.

Section 4: The Nominating Committee shall consist of at least three (3) members in good standing (dues having been paid), who are not candidates for office, but in no event shall the nominating committee consist of an even number of members, nor shall it consist of more than one member of any member community. The Chairman of the Nominating Committee shall be selected by the Chairman of APAS from the committee members selected by the Board of Directors.

Section 5: It shall be the duty of the Nominating Committee to:

- a. Consider the candidacy of any eligible member in good standing;
- b. Secure the consent of those proposed for election to be candidates for office;
- c. Endeavor to secure at least two (2) candidates for each elective office, providing that in the judgment of the Committee, such candidates are qualified for that office; and
- d. Ensure the publication of the election date and nominating deadlines in the APAS newsletter or by other means at least two (2) months prior to the election.

Section 6: Any member in good standing as of April 15 of the year of the election may be nominated, with his or her consent, upon the proposal of at least three (3) members in good standing. The name of the individual to be nominated shall be submitted to the Nominating Committee Chairman in writing. The deadline to submit names to the Nominating Committee for consideration for a position on the ballot for any general election shall be no later than October 25 of the year in which the election is to be held.

Section 7: The Nominating Committee shall be responsible for conducting the election including verifying the membership status of voters, counting the ballots, and declaring the winner.

Section 8: All members in good standing as defined in Article III, Section 2 of the bylaws are eligible to participate in the election process. Individuals above the age of 18 shall have one (1) vote, families shall have a

maximum of two (2) votes but in no instance shall any person be eligible to cast more than one vote.

ARTICLE II APPOINTMENTS

Section 1: The Chairman will request from the President/Chairman or Chairperson of each Asian organization one/two names of individuals from their organizations to serve on the Board of Directors. The individual(s) appointed will be notified prior to January 1st. This action is to be taken in November or December of each year.

Section 2: The general membership will be notified of the vacancies on the Board of Directors and that applications are being accepted. The individual(s) appointed will be notified prior to January 1st. This action is to be taken in November or December of each year.

ARTICLE III MEMBERSHIP

Section 1: Dues are \$10.00 per Individual membership and \$20.00 per Family membership.

Section 2: A member in good standing shall be defined as a member who has paid his/her dues (in the event of an election year, the member has paid their dues at least thirty (30) days before election and their membership status is not under suspension or expulsion according to Article II of the by-laws).

Section 3: Annual dues for Sponsor membership shall be \$50.00.

ARTICLE IV MEETINGS

Section 1: Notification of the general

membership meeting will be sent to all Active/Full members and to the President/ Chairman or Chairperson of all Asian organizations.

ARTICLE V STANDING COMMITTEES

Section 1: There shall be eight (8) standing committees as follows: Annual Heritage Festival, Civic, Communication, Education, Finance, Membership, Program, and Sports.

Section 2: The Chairperson of each standing committee shall be appointed by the Chairman of the Board with a majority vote of the elected officers.

Section 3: The members of each standing committee shall be appointed by the respective chairperson and their names are to be reported to the Board of Directors.

Section 4: The members of each standing committee shall serve until either 1) the member resigns, 2) the member is removed by a 2/3 vote of the Board of Directors, or 3) by the rules set up by each standing committee.

ARTICLE VI EXPULSION AND SUSPENSION

Section 1: The Board of Directors shall have the power by a 2/3 vote of all of the Board of Directors to expel any member from the membership or suspend them from the privileges of the corporation for a definite period for a grave violation of the rules and/or conduct prejudicial to the interest of the corporation after a hearing, at which the member shall have a right to be heard in his or her own behalf.

Section 2: The Board of Directors shall have

the power by a 2/3 vote of all of the Board of Directors to expel any member of the Board of Directors or Executive Committee from their respective position for a grave violation of the rules and/or conduct prejudicial to the interest of the corporation after a hearing, at which the member shall have a right to be heard in his or her own behalf.

• ARTICLE VII REMOVAL OF DIRECTOR FROM THE BOARD

Members of the Board of Directors and the Executive Committee shall attend the regular and special board meetings. If a member of the Board of Directors or the Executive Committee fails to attend 50% of the regular or special meetings, he/she is subject to removal from the Board or the Executive Committee by the majority vote of the entire Executive Committee.