

BY-LAWS
OF THE
CELEBRATING ASIAN AMERICAN HERITAGE FOUNDATION

ARTICLE I: ORGANIZATION

As ADOPTED on the 1st day of February, 2005, the name of the organization should be “Celebrating Asian American Heritage Foundation of Dallas/Fort Worth, Inc” (hereafter known as CAAHF). The fiscal year of the organization shall be from the first of January to the thirty-first of December of each year.

ARTICLE II: PURPOSES

The objectives of the organization and its members shall be 1) to promote and organize Asian cultural activities for the appreciation of the diversity of Asian heritage, 2) to facilitate the understanding and interaction between the Asian communities and the general public in the Dallas/Fort Worth area, and 3) to provide recommendations to local city councils on matters related to cultural diversity.

ARTICLE III: MEMBERSHIP

Section 3.1: Eligibility

Membership is open to all Dallas and Fort Worth (DFW) residents regardless of race, color, gender, religion, education, profession or national origin. A member must be over eighteen years of age and must obey the laws and the Constitution of the United States of America.

Section 3.2: Types of Membership

3.2.1 Members

Members must be individuals who meet the eligibility criteria set forth in Section 3.1. In addition, each member requires the recommendation of at least two Board Directors and the approval of the Board by a majority vote, excluding the recommending Board Directors. Each member is required to pay an annual fee decided by the Board. Each member in good standing (continues to meet the eligibility requirements in Section 3.1 and pays the membership due) has one voting right at the annual general election of new board members.

3.2.2 Honorary Members

Any DFW resident who has made significant contribution to the American society, and/or to the Asian American community, and/or to DFW metropolitan community, and/or to

his/her profession, may be elected to become an honorary member of the organization by the Board. The Board shall establish policies and rules governing the granting of the honorary membership. An Honorary member is a non-voting member.

Section 3.3: Termination of Membership

3.3.1 Voluntary Termination

Any Member, or Honorary Member, may terminate his/her membership at any time upon delivery of a written notice to the Secretary of the Organization. The effective date of such resignation will be the date such a notice is received and accepted by the Board. No refunds of membership due will be made.

3.3.2 Involuntary Termination

Any Member, or Honorary Member, who flagrantly violates the Articles of Incorporation, Constitution and/or By-Laws of the Organization including but not limited to violating the eligibility criteria or deliberately involving the Organization in foreign politics may be expelled by action of the Board of the Organization. The said member shall have the right to appeal, and a committee shall be appointed by the Board to review the case. The Board has the final decision on the recommendations made by the committee. No refunds of membership dues will be made.

Section 3.4: Due

The Board shall set the annual membership dues of members. The term of the due shall be from the first of January to the thirty-first of December of each year. New members joining after June 30 shall only pay half of the annual due for the first year.

Section 3.5: Liability

No member shall be personally liable for any debts, liabilities, and/or obligations of the Organization.

ARTICLE IV: ORGANIZATION AND STRUCTURE

Section 4.1: The Board of Directors

4.1.1 Duties of the Board

The Board shall formulate the policies and programs of the Organization.

4.1.2 Directors of the Board

The Board shall consist of no more than twenty-one (21) directors.

4.1.2.1 Eligibility

Each board director shall be a member in good standing (continues to meet the eligibility requirements in Section 3.1 and pays the membership due) and be elected by the general membership during the annual election.

4.1.2.2 Term

Each board director shall serve a term of two years. After serving a two year term, a director's board seat must open for election by the general membership. As long a Director is re-elected by the general membership, there are no limits to the number of terms he may serve.

4.1.2.3 Due

In addition to the regular membership fee, each director is obligated to additional contribution as approved by the Board during each fiscal year.

4.1.2.4 Chairman of the Board

The Board shall elect one director as the Chairman of the Board, in the first board meeting of each calendar year, but no later than January 31 of the year. The Chairman of the Board is responsible for calling board meetings and conducting each meeting according to the most recent edition of Robert's Rule of Order. The one year term of the Chairman shall start February 1 of each year.

4.1.2.5 Committees

The Board of Directors and the Chairman may designate committees as deemed necessary. A committee has such duties of power as authorized by the Board of Directors. Committee Chairpersons must be members of CAAHF, but need not be members of the Board of Directors.

4.1.2.6 Elections Committee

For election of new directors, the Board shall appoint 3 board directors to form the Elections Committee no later than October of each year. The Elections Committee is responsible for the nomination process, conducting the annual election, and counting and tabulation of all votes cast. The slate of board directors and general counsel has to be approved by the Board before sending to members for voting. At least 7 days are allowed, from the date the ballots are sent, for each ballot to be returned to the Election Committee, either through regular mail or e-mail. Elected directors and general counsel shall be announced in the last board meeting of each year, but no later then the thirty-first of December.

4.1.2.7 Meetings

There shall be a minimum of four meetings of the Board of Directors during every fiscal year. Special meetings may be called by or at the request of the Chairman or any director. All meetings are open to the general membership.

4.1.2.8 Quorum

The quorum for business to be conducted at any meeting of the Board shall be at least one-half of the number of directors at that time serving.

4.1.2.9 Voting

Each director shall have one vote. Proxy votes are acceptable if agreed upon by a majority of the directors present at the board meeting. Voting shall be by voice or by show of hands unless voting by ballot is requested by one or more directors, in which event voting shall be by ballot, as requested, and said ballots shall be counted by the Chairman.

4.1.2.10 Vacancies

Any vacancies occurring on the Board prior to the end of a term may remain unfilled until the next election or may be filled by a majority vote of the directors present at a meeting at which a quorum is present. Any director elected shall serve the remainder of the unexpired term.

4.1.2.11 Liability

No director shall be personally liable for any debts, liabilities, and/or obligations of the Organization.

Section 4.2: Officers

4.2.1 Functions

The officers should serve as the body of the Organization and should implement the policies, rules and activities of the Board of Directors. They also should develop and manage the operations of the Organization. The officers should include a President, a Vice-President, a Secretary, and a Treasurer.

4.2.2 Appointment and Terms of Officers

All officers should be directors of the Board and be appointed by the Board. The appointment shall be made in the first board meeting of the calendar year, but no later than January 31 of each year. The appointment of the officers can be carried out by a special board meeting or through proxy by mail or e-mail. There is no term limit for all officers except for the President who can serve no more than two (2) consecutive one-year terms. The one year term of all officers shall start February 1 of each year.

4.2.3 Duties and Authorities

4.2.3.1 President

The President shall be the chief officer and shall be directly responsible to the Board of Directors. The President shall represent the Organization as its chief spokesperson. The President shall serve as an ex-officio member of all committees and task forces with full voting rights. The President shall perform duties assigned by the Board and other duties and responsibilities as are commonly performed by the chief of an organization.

4.2.3.2 Vice-President

The Vice President shall be responsible for implementing and overseeing the programs set forth by the President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.2.3.3 Secretary

The Secretary is responsible for keeping a record of all proceedings and activities of the Organization, including minutes of all board meetings. The Secretary shall distribute minutes of previous board meeting to all Board Directors at least 7 days before the next board meeting. The Secretary shall be the custodian of the records and of the seal of the Organization. The Secretary shall also perform such other duties as may be prescribed by the President or the Board of Directors.

4.2.3.4 Treasurer

The Treasurer shall be responsible for budgeting and monitoring the financial status of the Organization, and for overseeing tax filings by the Organization. The Treasurer shall collect and disburse all funds and assets of the Organization based on the guidelines set forth in the annual budget as approved by the Board of Directors. The Treasurer shall keep regular accounts which at all times shall be open to inspection by any member of the Board. The Treasurer shall give written and oral financial reports at each meeting of the Board. The Treasurer shall, together with another officer as may be designated by the Board of Directors, sign, make, and endorse in the name of the Organization, all checks, drafts, warrants, and orders for the payment of money. The Secretary shall also perform such other duties as may be prescribed by the President or the Board of Directors.

4.2.3.5 Additional Officers

The Board of Directors may appoint such other officers and agents, including additional vice presidents and one or more assistant vice presidents, assistant secretaries and assistant treasurers, with such powers and duties as it shall deem necessary. Any such other officers and agents shall hold office at the pleasure of the Board of Directors.

4.2.3.6 Vacancy or Removal by Board of Directors

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be appointed and approved by the Board of Directors for the un-expired portion of the term. All officers shall serve at the pleasure of the Board of Directors, and may be removed by a simple majority vote of the Board at any time whenever it is the best interest of the Organization, in the judgment of the Board.

4.2.3.7 General Counsel

The General Counsel serves as a counselor of law of the Organization. The General Counsel must be an attorney in good standing and duly-licensed to practice law in at least one jurisdiction within the United States. The General Counsel should review all legal matters of the Organization upon the request of the President, or the Board of Directors, and provide legal opinions or prepare legal documents on those matters. The General Counsel shall also have such powers and perform such other duties as from time to time may be assigned by the President, by the Chairman or the Board of Directors.

ARTICLE V: MISCELLANEOUS

Section 5.1: Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 5.2: Headings

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE VI: AMENDMENTS

These by-laws from time to time may be altered, amended, or repealed by more than two-thirds vote of the Board of Directors, in order to be valid.