

Asian American Unity Coalition (AAUC)

CONSTITUTION



Final Version 1.6.1

December 2019

CONSTITUTION

ARTICLE I

NAME

The name of this organization shall be the Asian American Unity Coalition, the acronym for which shall be "AAUC".

ARTICLE II

PURPOSE

The AAUC is a non-sectarian, non-political, nonpartisan, non-profit and secular organization engaged in gaining EQUAL CITIZENSHIP for all ASIAN AMERICANS and PACIFIC ISLANDERS (AAPI) TO ACHIEVE THEIR AMERICAN DREAMS by FORGING UNITY among all AAPI organizations to be UNITED AND EMPOWERED TO SPEAK WITH ONE VOICE. This coalition will mainly consist of national and regional AAPI Organizations from over thirty ethnically distinct groups from Asia and other Pacific regions as recognized by the United States Bureau of the Census.

The primary purpose of AAUC is to forge unity among a diverse group of multi-cultural AAPI national and regional organizations to develop civic leadership, build political clout, fight against racial bias, and achieve equality for the AAPI community in the USA.

The Coalition is an Advocacy Group to promote the best interests of the AAPI Communities.

ARTICLE III

OBJECTIVES

The objectives of AAUC shall be:

Section 1: To CONNECT, COORDINATE, COLLABORATE, CONTRIBUTE, UNITE and EMPOWER: create an interactive and collaborative platform among the diverse components of the AAPI community to build trust and unity.

Section 2: To build trust and unity by participating and supporting the signature activities of member organizations and leveraging their strength to benefit other members.

Section 3: To choose issues that affect the majority of AAPI from among the issues compiled by the standing committee as suggested by various ethnic organizations. The issue(s) chosen must have relevance to the living conditions of AAPIs in the USA. The Coalition shall stay away from individual complaints.

Section 3: To choose issues that may have importance at various levels of governments: local, state and/or national.

Section 4: To encourage all ethnicities to interact/unite with each other on a common cause issue or in a bilateral/trilateral/multilateral issue and to build trust in the process.

Section 5: To provide political education and leadership training as an enabling tool for the rise of all AAPI to SPEAK WITH ONE VOICE at the local, state and national levels.

Section 6: To promote unity, equal access to education, to workplace, to political offices, and empower the AAPI Communities for upward mobility.

Section 7: To establish a working relationship with various levels of governments: local, state and/or national, to show the strength and unity of the AAPI community, and to raise the awareness and support major AAPI issues and events starting in the year 2020 and beyond.

ARTICLE IV

ORGANIZATIONAL POLICIES

Section 1: AAUC shall welcome any AAPI organization that has a written constitution and bylaws that supports the purpose statement of the AAUC and qualified under the criteria established by the Board of Governors for membership.

Section 2: No part of the net earnings of the AAUC shall inure to the benefit of or be distributable to its members, officers or any other private persons except that the AAUC shall be authorized and empowered in accordance with its bylaws Article VII, sec 2, to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Section 3: AAUC shall be organized to conduct activities of interest common to its members and shall expend its funds appropriately for that purpose.

Section 4: AAUC shall be organized under a General Body (GB) of paid and eligible voting members defined under Article V.

Section 5: The Board of Governors (BOG) will be comprised of multiple ethnicities with

at least one representative from each ethnic membership voted and approved by the General Body. Its Executive Committee (EC) voted by the Board of Governors will be the administrative arm of the Board of Governors.

ARTICLE V MEMBERSHIP

Section 1: Membership

1.1 *There are three membership classifications in AAUC: National, Regional/local AAPI organizations and Individual lifetime membership.* Organizations satisfying Article IV Section 1 and submit an application with annual membership dues paid to AAUC shall be reviewed and be considered for AAUC organization membership. Individual membership is granted by the EC and approved by the BOG on a case by case basis. Individuals may be admitted to the Coalition if they become Lifetime Members. Membership dues are based on each fiscal year, which starts on 1 January and ends on 31 December, prorated by month if join after the start of the year. Membership shall be granted by a majority vote of the Board of Governors (BOG).

Section 2: Classifications of Membership

2.1 *National Organization Membership:* Any national AAPI organization with multiple local chapters that agrees to abide by the goals and objectives of AAUC, may become a National Organization Member by submitting an application and paying the annual membership dues. The chief executive of the organization or its authorized representative is eligible to be elected by the GB as a member of the Board of Governors representing the ethnicity of the AAUC member organization and eligible to be elected for an office in the Executive committee. This is based upon the organization maintaining good standing during the last twelve (12) months immediately prior to the election, which means the organization is an active member and pays timely, yearly or lifetime dues.

2.2 *Regional/Local Organization Membership:* Any regional/local AAPI organization with membership from a single state or region that is in accord with the principles, policies and objectives of AAUC may become a Regional/Local Organization Member by submitting an application and paying the annual/lifetime membership dues as applicable. The chief executive of the organization or its authorized representative is eligible to be elected by the GB as a member of the Board of Governors representing the ethnicity of the AAUC member organization and eligible to be elected for an office in the Executive committee. This is based upon the organization maintaining good standing during the last twelve (12) months immediately prior to the election, which means the organization is an active member and pays timely, yearly or lifetime dues.

2.3 Individual Lifetime Membership: Any individual who is in accord with the principles, policies and objectives of AAUC may become Individual Lifetime Member to be vetted by the Executive committee. Individual Lifetime Members who are current with their dues can run for an office of the Executive Committee, committee chairs and Auditor, if a national or regional/local organization member association nominates that person. They also can be elected to the Board of Governors representing their ethnic community if selected by the Board Development Committee and approved by the Board of Governors.

2.3.1 Individual Lifetime membership should not exceed 20% of the total AAUC membership; not to exceed 20% of BOG nor 20% of EC.

Section 3: Membership Rights

Section 3.1: The National and Regional/Local Organization (NRLO) members will have all the rights and privileges including nomination and seek election as Members of the Board of Governors (BOG), Officers in the Executive Committee (EC), committee chairs or Auditor.

Section 3.2: The Individual Lifetime Members will have all the rights and privileges including nomination and seek election. Individual Lifetime Members who are current with their dues can run for an office of the Executive Committee, if a national or regional/local organization member association nominates that person. They also can be elected to the Board of Governors representing their ethnic community if selected by the Board Development Committee and approved by the Board of Governors.

Section 3.3: Each voting member of AAUC shall have an equal number of voting rights.

Section 4: Chapter Membership

Section 4.1: AAUC will consider chapter membership if they are determined to be eligible and qualified and when such membership is beneficial for the organization.

Section 5: Affiliations

Section 5.1: AAUC may enter into any affiliation through a Memo Of Mutual Understanding (MOU) or Mutual Agreement (MOA) with approval of the Board of Governors.

Section 6: Advisers, Donors, Friends, and Sponsors

Section 6.1: AAUC welcomes Advisers, Donors, Friends, and Sponsors with approval of the Executive Committee. These categories of supporters will be recognized annually in the annual report but they have no voting rights nor eligible to run for office as members.

ARTICLE VI

The General Body (GB)

Section 1: The General Body (GB) shall consist of all the paid and eligible voting members including all national, regional/local organizations and individuals that paid their yearly or lifetime dues in a timely manner.

ARTICLE VII

AAUC BOARD OF GOVERNORS (BOG)

Section 1: The Board of Governors (BOG) shall consist of the elected representatives with at least one representative from each ethnic organization. The BOG shall have up to 25 but no fewer than 7 members. The BOG receives no compensation.

Section 2: The presence of half plus one of the BOG members shall constitute a quorum at any meeting of the Board. The BOG may conduct its voting process via electronic media, such as e-mail or teleconferences as appropriate.

Section 3: The Board of Governors (BOG) shall be responsible for the overall policy and direction of AAUC and its committees. It shall carry out the objectives of the AAUC (under Constitution Article III). It shall form standing committees addressing each of the objectives of AAUC and its development under the Board Development Committee (BDC).

Section 4: The Board Development Committee (BDC) shall be appointed by the Board of Governors to be responsible for the developing a slate of nominees for board elections, standing committees, and planning for board training and leadership development.

Section 5: The chairs of the standing committees will be represented in the Executive Committee.

ARTICLE VIII

OFFICERS

Section 1: The officers of AAUC Executive Committee shall consist of but not limited to: a President, Vice-President, Secretary, and Treasurer.

Section 2: There shall be an elected position of Auditor by members which is independent from the Executive Committee.

Section 3: Only representatives from National and Regional/Local Organization and eligible Individual Lifetime Members shall be eligible to hold office in the AAUC or be elected Auditor.

Section 4: Each ethnic representation shall be less than 20% of the Executive Committee.

ARTICLE IX

AAUC EXECUTIVE COMMITTEE (EC)

Section 1: The EC shall consist of the elected officers: President, Vice-President, Secretary, Treasurer, Chairs of Standing Committees, and the Immediate Past President.

Section 2: The presence of half plus one of the EC members shall constitute a quorum at any meeting of the Board. The EC may conduct its voting process via electronic media such as e-mail or teleconferences as appropriate.

ARTICLE X

ELECTION AND TERMS OF OFFICERS, COMMITTEE CHAIRS, BOARD OF GOVERNORS AND AUDITOR

Section 1: Nomination Members of the Board of Governors, Officers, Committee Chairs and Auditor

Section 1.1: The Board of Governors shall establish a Board Development Committee (BDC) for nominating a slate of BOG member representatives to preserve the diversity

and balance necessary to enable the AAUC to provide policy guidance on the broad spectrum of AAPI issues.

Section 1.2: Nominees of the BOG members and Standing Committee Chairs selected by the committee must be representatives of the national or regional organization members or individual members in good standing.

Section 1.3: Nomination of the Officers of the Executive Committee must be representatives of the organization members in good standing.

Section 2: Terms of Members of the Board of Governors, Officers, and Auditor

Section 2.1: Half of the Members of the Board of Governors shall be elected annually to establish a staggered term of office. All Officers, Committee Chairs and Auditor shall be elected bi-annually during October to be conducted via telecommunication and/or electronic media such as an email format.

Section 2.2: The term of Office shall be 24 months with a calendar year that starts on 1 January and ends 31 December, is considered one term. The limitation of total term of Office shall be no more than two consecutive terms, a maximum total of 48 months.

Section 2.3: The first term of half of the original members of Board of Governors shall be 36 months, there shall be a staggered term of members of Board of Governors.

Section 3: Election Protocol

Section 3.1: The election process will be chaired by the Board Development Committee (BDC) Chairperson.

Section 3.2: The election process will take place as follows:

Section 3.2.1: By SEPTEMBER 30: The process begins by the announcement that any AAUC member eligible to vote can nominate any eligible AAUC member for an Office.

Section 3.2.2: By OCTOBER 31: After all the nominations have been made by the deadline; a final slate of candidates will be announced; Each of the candidates will be given an opportunity to provide a write-up (not more than 200 words) to the BDC chairperson for distribution with the electronic ballot to current members eligible to vote.

Section 3.2.3: By NOVEMBER 7: After the ballots have been tallied, the BDC Chair will announce the results. In doing so, the number of votes received by each candidate will be declared by the BDC Chair. Whoever gets a plurality of votes for an

Office will be declared winner for that office. The EC/President will make the announcement of the winner to the general body.

Section 3.2.4: By DECEMBER 31: In the event of a tie for any Offices, a runoff election will be scheduled for the next meeting without changing the eligible voting members

Section 4: Installation of Officers, members of the Board of Governors and Auditor

Section 4.1: The installation of newly elected officers, committee chairs, members of Board of Governors, and Auditor shall be held prior to taking the office in January.

Section 5: Resignation, Termination and Absences

Section 5.1: If a duly elected Member of BOG, officer of EC, committee chairs or Auditor separates from his/her representing organization during his/her term of office, the office will become vacant on the first day of the month following the effective date of separation.

Section 5.2: Resignation from the elected BOG, EC and Committee Chairs must be in writing and received by the Secretary.

Section 5.3: An elected board member, EC and Committee Chair shall be dropped for excess absences (following proper procedures outline in the Ethics SOP) from the board if he or she has three consecutive unexcused absences from Board meetings in a year or within 12 months.

Section 5.4: An elected BOG member, EC and Committee Chair may be removed for other reasons by a three-fourths vote of the remaining BOG members.

ARTICLE XI

AMENDMENTS

Section 1: The Constitution may be amended if approved by the BOG prior to a majority vote among the active and eligible voting members.

Section 2: No amendment to the Constitution shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been communicated to members electronically, including the posting of proposed amendments on the official AAUC website, at least thirty (30) days prior to the vote on the proposed amendment is to be taken.

Section 3: Any amendment to the Constitution shall take effect on the 1st day of the subsequent month after its passage.

ARTICLE XII

DISSOLUTION

Section 1: AAUC shall be dissolved only upon approval by electronic votes of not less than two thirds (2/3) of the current members after the BOG Approves.

Section 2: Upon dissolution of the AAUC, its 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 for a public purpose.

Asian American Unity Coalition (AAUC)

BYLAWS



Final version 1.6.1

December 2019

BYLAWS

ARTICLE I MEMBERSHIP

Section 1: Subject to limitations stated in Article V of the constitution, all members of AAUC shall have the right to vote upon any motion put forth by the Board of Governors (BOG). Only BOG members may vote on matters before the Board.

Section 2: The President with the recommendation of the BOG shall offer Individual and honorary membership to those who have rendered outstanding services for furtherance of the objectives of AAUC.

Section 3: The Membership Committee Chair shall produce a listing of all current members in September of the election year. This listing will be based on membership dues received from 1 January to December 30 prior to the start of the election year. To be eligible to vote, members must be in good standing (six months prior to election) through membership dues payment. The Membership Committee Chairperson shall provide a list of current members to the Board Development Committee Chairperson in September of the election year.

ARTICLE II DUTIES OF THE BOARD OF GOVERNORS (BOG)

Section 1: Subject to limitations stated in Article VI of the constitution, all members of the BOG shall be responsible for the overall policy and direction of AAUC and its committees. It shall carry out the objectives of the AAUC (Article III of the Constitution).

Section 2: It shall form standing committees addressing each of the objectives of AAUC and the development of the Board under the Board Development Committee (BDC).

Section 3: The BOG shall elect the officers of the Executive Committee (EC), and elect the chairs of the standing committees that address the objectives of AAUC and the chair of the Board Development Committee

ARTICLE III

DUTIES OF EXECUTIVE COMMITTEE OF OFFICERS AND AUDITOR

Section 1: PRESIDENT. It shall be the duty of the president, as chief executive officer to:

- a. Prepare the agenda and preside at all AAUC meetings;
- b. Have overall responsibility for the coordination of all of AAUC activities;
- c. Serve as the official representative and spokesperson for AAUC;
- d. Act as an ex-officio member of all committees except the BDC;
- e. Sign, execute and approve agreement(s) and obligation(s), and governing organizational documents and any revisions therein as appropriate and with the additional approval of the BOG when necessary or required; and
- f. Transfer the necessary documents to the newly elected president no later than January 1 after he/she is sworn in.

Section 2: VICE-PRESIDENT. It shall be the duty of the Vice-President to:

- a. Keep AAUC current regarding activities involving AAPI;
- b. Assist the President in the execution of all organizational administration, i.e., financial, strategic planning and other related responsibilities;
- c. Serve as “acting as” President at the request of the President or upon resignation of the President;
- d. Hold quarterly meetings with Standing Committee Chairs; and
- e. Transfer the necessary documents to the newly elected Vice-President no later than January 1, after he/she is sworn in.

Section 3: SECRETARY: It shall be the duty of the Secretary to:

- a. Record and maintain minutes of all meetings and disseminate meeting notice and agenda 1 week before the meeting, and subsequently disseminate minutes for the meeting for comments and approval within 1 week of the next meeting;
- b. Maintain all official correspondence and documents of AAUC in an electronic shared file. Check mail from the organization’s mailbox and maintain all official records and documents of AAUC;
- c. Prepare administrative reports and business correspondence as may be assigned by the president;
- d. Notify the membership of all meetings and functions;
- e. Circulate minutes, agendas, and other pertinent documents;
- f. Establish and maintain membership rosters for official use distribution as approved by the President and other records as needed;
- g. Assess the need for a Recording Secretary and make recommendations to the President as to candidates for appointment; and
- h. Transfer the necessary documents to the newly elected Secretary no later than January 1, subsequent to he/she is sworn in.

Section 4: TREASURER: It shall be the duty of the Treasurer to:

- a. Receive and collect all funds payable to AAUC;
- b. Pay all financial obligations of AAUC, as duly authorized by the BOG with official delegation to include filing the Yearly Income Tax Returns by March each year;
- c. Prepare and submit an annual budget in December;
- d. Keep a clear and accurate record of all AAUC receipts and disbursements and coordinate all the necessary documents as required for the quarterly audits with the Auditor
- e. Present a report on the financial status report to the BOG at the monthly meetings.
- f. Chair of the financial Committee; and
- g. Transfer the necessary documents to the newly elected Secretary no later than January 1, subsequent to he/she is sworn in.

Section 5: AUDITOR: The Auditor is not an officer but is an independently elected position. This position will be created if the budget of the organization exceeds the amount of \$200,000.00. It shall be the duty of the Auditor to:

- a. Conduct an impartial and independent audit of AAUC financial records for the immediate preceding fiscal year, to ensure fiscal accountability. A written audit report of the immediately preceding fiscal year's financial records must be officially submitted to the BOG in March.

Section 6: REMOVAL OF MEMBERS, OFFICERS AND AUDITOR

- a. The AAUC Members, Officers, Standing Committee Chairs and Auditor may be removed for malfeasance, misfeasance or nonfeasance in office by a vote of two-thirds of the current members after due notice and process. Prior to any vote on a removal, the Ethics Committee must have provided the member(s) with a thirty (30) days written notice of the specific acts or omissions which support a specific charge. The member(s) so charged must be provided with an opportunity of no less than seven (7) business days in which to respond to the Ethics Committee's charges.

ARTICLE IV

STANDING COMMITTEES

Section 1: All standing committees shall act exclusively, on the basis of the specific authority designated to them by AAUC BOG. The Chairperson of all standing committees shall be elected by the BOG.

Section 2: The term of all standing committees is two years or 24 months as one term. The BOG may re-elect Committee Chair or Assistant Chair for another consecutive term of 2 years, not to exceed four years or two terms, maximum of 48 months.

Section 3: The chairs of all standing committees are also members of the Executive committee providing information and feedback to the EC.

Section 4: The standing committees provide organizational assistance and contribute towards achieving AAUC's established purpose and objectives. Each committee shall serve a specific function in contributing towards such purpose and objectives.

Section 5: The standing committee chairpersons shall coordinate committee functions, notify AAUC's Vice President and the President in advance of scheduled committee meetings, and appoint members of their respective committees.

Section 6: The standing committees shall consist of, but not limited to the following: a "CCCCUE" (connect, coordinate, collaborate, contribute, unite and empower) as follows: Public Relations Committee, Board Development Committee, Membership Committee, Educational Program and Conference Committee, Constitution and Bylaws Committee, and Ethics Committee.

Section 7: "CCCCUE" COMMITTEE. The "CCCCUE" Committee shall consist of a Committee Chairperson elected by the BOG, and other appointees selected by the Committee Chairperson from the general membership. It shall

- a. Create an interactive and collaborative platform among the diverse components of the AAPI community to build trust and unity
- b. Develop and submit an annual calendar of events for approval by the BOG, and then post on the AAUC website.
- c. Be responsible for identifying current and future issues and projects that will have an impact upon AAPI community, and submit it to the EC.
- d. Provide policy guidance on the broad spectrum of AAPI issues
- e. Be responsible for researching and proposing to the EC a plan of action for each identified issues and projects.

Section 8: PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall consist of a Public Relation Committee Chairperson elected by the BOG and other appointees selected by the Committee Chairperson from the general membership. It shall:

- a. Develop a contact database of National and Regional AAPI organizations and prominent individuals who can be spokespersons and influential figures for advancing the interests of the AAPI community.
- b. Nurture and develop working relationships with leaders in the local, state and national government.
- c. Develop and publish monthly newsletter to be distributed to the contact database developed.
- d. Develop and maintain all social media to advance the objectives of AAUC and to establish its national presence.

- e. Publicize all special programs, projects and major events supported by AAUC;
- f. Provide central control for the news media; and
- g. Coordinate outreach programs.

Section 9: BOARD DEVELOPMENT COMMITTEE. The Board Development Committee shall consist of Committee Chairperson elected by the BOG, the immediate past President, and other appointees selected by the Committee Chairperson from the general membership. It shall

- a. Receive nominations for office from any current member of AAUC and obtain eligible nominees' approval in advance of the election;
- b. Prepare a slate of candidates for the officers in EC, BOG and Standing Committee chairs;
- c. Provide a written list of eligible voters to all current members upon receiving the list from the Membership Committee Chairperson in September;
- d. Distribute the slate of candidates to all members in September, and
- e. Conduct the election, tally votes, and announce the results of the election in November.
- f. Develop leadership training and program for nurturing future AAUC leaders.

Section 10: MEMBERSHIP COMMITTEE: The Membership Committee shall consist of Committee Chairperson elected by the BOG and other appointees selected by the Committee Chairperson from the general membership. It shall:

- a. Work in close association with the Public Relations Committee to develop a database for potential organization and individual members subject to the limitation under article V of the constitution;
- b. Work closely with the "CCCCUE" Committee to address issues affecting AAPI community
- c. Develop and carry out a program to promote membership;
- d. Maintain an open communication channel between members and BOG;
- e. Establish and maintain a membership database (or directory) and make it available to membership only after approval from the BOG; and
- f. Maintain the membership list to support AAUC activities.

Section 11: EDUCATION PROGRAM AND CONFERENCE COMMITTEE: The conference committee shall consist of Committee Chairperson elected by the BOG and other appointees selected by the Committee Chairperson from the general membership;

- a. Work closely with organization members to promote and support education and leadership programs conducted by individual member organizations.
- b. Maintain a calendar of events of all member organizations and their signature programs each year.
- c. Promote and publicize member organization events in monthly newsletters.
- d. Connect member organizations with similar programs and promote joint

- sponsorship.
- e. Plan and implement all events and activities related to promoting AAUC objectives under the general guidance of the BOG;

Section 12: CONSTITUTION AND BYLAWS COMMITTEE: The Constitution and Bylaws Committee shall consist of Committee Chairperson elected by the BOD and other appointees selected by the Committee Chairperson from the general membership;

- a. Review and propose amendments to the BOG as needed; and
- b. Interpret the Constitution and Bylaws and process the implemented changes.
- c. Develop guidelines, in coordination with the Constitution and Bylaws Committee, for any member responsible for administering or disbursing AAUC funds;
- d. Base its decisions and recommendations on applicable Constitution and Bylaws principles and provisions.

Section 13: ETHICS COMMITTEE: The Ethics Committee shall:

- a. Consist of Committee Chairperson appointed by the BOG and other appointees selected by the Committee Chairperson from the general membership;
- b. Investigate and resolve all complaints which allege misfeasance, nonfeasance, and malfeasance in the performance of their duties by any Member, Officer, Auditor, Committee Chair and Member or any member in a position of responsibility in the performance of their duties, with respect to ethical and fiduciary duties;
- c. Work in close association with the Constitution and Bylaws Committee in developing procedural guidelines for handling ethical complaints. At a minimum due notice and an opportunity for a response must be provided to any member charged with an ethical violation or a violation of the ethical principles embodied in the Constitution and Bylaws;
- d. Develop guidelines, in coordination with the Constitution and Bylaws Committee, for any member responsible for administering or disbursing AAUC funds;
- e. Base its decisions and recommendations on applicable Constitution and Bylaws principles and provisions, established Office of Government Ethics guidelines and Roberts Rules of Order.

Section 14: TEMPORARY COMMITTEES: Ad-hoc committees, as required to promote and advance the purpose and objectives of AAUC, may be created and appointed by the President.

ARTICLE V

NOMINATION AND ELECTION OFFICERS AND AUDITOR

Section 1: The nomination and election of AAUC officers and Auditor shall take place in October of the election year. Eligible members are allowed to be nominated for one position only. If nominated for more than one position, the candidate must accept only

one position to be on the official ballot for voting for the accepted position.

Section 2: All officers and the Auditor shall be elected for two years, as one term.

Section 3: Nomination shall start in September when the list of eligible voting members and candidates is available until September 30. The committee shall send to the membership the ballot electronically with a slate of candidates.

Section 4: All eligible members (except the members of the Board Development Committee) shall have the right to be nominated for office or as Auditor. Only eligible nominees, who consent personally, or in writing shall be declared valid candidates.

Section 5: Elections shall be conducted electronically and plurality vote. The votes shall be taken in the following sequence: (1) President, (2) Vice-President, (3) Secretary, (4) Treasurer, and (5) Auditor. Voting for the Chairs of Standing Committee are conducted at the same time.

Section 6: Nominations by any member of AAUC shall be sent to the BD Committee prior to September 1 or date to be determined by the membership committee chair. Only current members in good standing can vote in the election of Officers and Auditor as stated in the membership rights.

Section 7: Members of the Board Development Committee are ineligible to run for any Officers or Auditor positions.

Section 8: SPECIAL ELECTIONS. Within 30 calendar days after a vacancy occurs in an elected Office or the Auditor, the Nominations and Election Committee will receive nominations from any member. A written notice of special election, including the list of nominees, should be sent to all current members at least one week prior to the voting date. Election shall be in accordance with Article V, Section 9 below.

Section 9: The Election for officers, committee chairs and auditor shall be conducted using the process given below:

- a. The election process will be chaired by the Board Development Committee Chairperson.
- b. The process begins by the announcement that any AAUC member eligible to vote can nominate any eligible AAUC member for an Office. There will be no discussion or debate regarding such nominations, except to ascertain whether the nominated person agrees to have his/her name placed in nomination.
- c. After all the nominations have been made by the announcement deadline; a final slate of candidates will be announced.
- d. Each of the candidates will be given an opportunity to provide a photo headshot and a write-up (no more than 250 words) to the chairperson of the Board Development Committee (BDC) for distribution with the electronic ballot to the current eligible members to vote.

- e. After the ballots have been tallied, the BDC Chair will announce the results to the BOG and the President will announce the results.
- f. Whoever gets a plurality of votes for an Office will be declared winner for that office.
- g. In the event of a tie for any Offices, a runoff election will be scheduled for the next meeting without changing the eligible voting members.

ARTICLE VI MEETINGS

Section 1: GENERAL MEETINGS: A general body consists of all AAUC eligible voting members will hold an annual meeting, as deemed necessary by the BOG, and at a time and place set by the EC.

Section 2: The Secretary shall finalize and provide the meeting notice with the agenda to current members two weeks prior to the General and BOG Meetings date.

Section 3: A majority of all attending current members of AAUC shall constitute a quorum authorized to transact any business duly presented at any meeting of AAUC.

Section 4: BOG MEETINGS: There shall be bimonthly or more frequent meetings conducted by the BOG via teleconference. The meetings shall take place at a time designated by the Secretary. Half of BOG members shall constitute a quorum of the BOG. It may also hold special meeting as deemed necessary by the BOG.

Section 5: EC MEETINGS: There shall be biweekly or more frequent meetings via teleconference conducted by the EC. The meetings shall take place at a time designated by the Secretary. Half of EC members shall constitute a quorum of the EC.

Section 6: COMMITTEE MEETINGS. All committee meetings shall be subject to the call of their respective chairpersons (monthly, quarterly or as needed). Committee Chairs (optional for the Assistant Chair) are required to attend the Quarterly Meetings conducted by the Vice President.

ARTICLE VII FUNDS AND ASSETS

Section 1: Annual Dues: Each member organization of AAUC shall pay an annual dues and/or donate a set number of volunteered hours as set by the EC, approved by the BOG to finance the activities and operation of the coalition.

Section 2: FINANCE COMMITTEE: The Treasurer is the chair of the Finance Committee and other appointees selected by the EC. The finance committee shall

- a. Develop and review fiscal procedures, a fundraising plan and annual budget with EC.
- b. Obtain the approval of the BOG of the budget and all expenditures must be within the budget. Any major charge in excess of \$2000 in the budget must be approved by the EC. Any major charge in excess of \$5000 in the budget must be approved by the BOG.
- c. Have the fiscal year to be the calendar year
- d. Submit quarterly reports showing income, expenditures and pending income.
- e. Maintain the financial records for the EC and the BOG. Upon request with the approval of the EC such financial record can be made available to the membership.

Section 3: All funds of the organization in excess of \$50.00 shall be kept in the name of AAUC in a federally insured financial institution selected by the EC. The Treasurer and the President shall be the only officers empowered to write checks on behalf of AAUC and the signature of either shall be sufficient on the check. All funds not kept in the federally insured financial institution shall be retained in the petty cash fund administered by the Treasurer. The Treasurer shall reimburse duly authorized persons for all necessary expenses. The EC shall have the authority to approve all expenditures in the budget and all legitimate expenditures. Unbudgeted expenditures exceeding \$2000 must have the approval of the EC. Such approval shall be recorded in the official minutes of the EC meetings. The Treasurer shall turn over all financial records to the Auditor after the first meeting conducted by the newly elected EC. Upon request, the Treasurer shall make any and all financial records available to the elected auditor and any external auditors hired by the EC.

Section 4: No part of the net earnings of AAUC shall inure to the benefit of, or be distributable to its members, officers, or any other private persons, except that the AAUC shall be authorized and empowered in accordance with the Bylaws Article VII, section 2 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

Section 5: AAUC shall not carry on any other 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 (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Section 1: RULES: Except as otherwise specified in this Constitution, Robert's Rules of Order current revised edition, shall constitute the parliamentary authority for AAUC. The

President shall appoint someone from the general membership to serve as Parliamentarian at such meetings.

Section 2: AUTHORITY: Parliamentarian will rule on questions of parliamentary procedure. The decision of the Parliamentarian can only be reversed by a majority vote of the active members in attendance.

ARTICLE IX **ORDER OF BUSINESS**

The AAUC shall adopt the following “Order of Business” at its meetings:

1. Call to order
2. Approval of minutes of the prior meeting
3. Report of the President
4. Report of the Treasurer
5. Reports of the VP regarding Standing Committees activities and progress
6. Reports of Ad Hoc or special committees
7. Unfinished business
8. Announcements
9. New Business
10. Adjournment

ARTICLE X **AMENDMENTS**

Section 1: The Bylaws may be amended if approved by the BOG prior to a majority vote among the active and eligible voting members.

Section 2: No amendment to the Bylaws shall be put to a vote unless written notice thereof, stating the proposed amendment, shall have been communicated to members electronically, including the posting of proposed amendments on the official AAUC website, at least thirty (30) days prior to the vote on the proposed amendment is to be taken.

Section 3: Any amendment to the Bylaws shall take effect on the 1st day of the subsequent month after its passage.

The foregoing Constitution and By-Laws were adopted by the Officers of: **Asian American Unity Coalition, Inc.**, on the 30th day of December, 2019

SK Lo

Saukwan Chung Lo, President

12/30/2019

(date)



Olivia F. Adrian, Vice-President

12/30/2019


(date)



Jesus Antonio V. Vizcocho, Vice-President

12/30/2019

(date)



David James Walberg, Secretary

12/30/2019

(date)



Aihua Y. Zelinsky, Treasurer

12/30/2019

(date)

LAST PAGE