

# Bylaws



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## BYLAWS OF ASIAN PACIFIC AMERICANS FOR PROGRESS

As presented for approval by the board of directors on April 12, 2009.

### ARTICLE I - NAME AND PURPOSE

#### Section 1. NAME

The name of the group shall be Asian Pacific Americans for Progress. The official abbreviations shall be "APA for Progress" and "APAP".

#### Section 2. PURPOSE

The purpose of Asian Pacific Americans for Progress is to establish and support a grassroots network of Asian Pacific Americans and allies that will work for positive, progressive change in the United States of America by increasing awareness of Asian Pacific American issues and Asian Pacific American involvement in local and national politics.

### ARTICLE II - ORGANIZATION

#### Section 1. RULES

These bylaws shall govern the organization, operation and functions of Asian Pacific Americans for Progress. The board of directors may establish through resolution additional rules governing the organization.

#### Section 2. MEMBERSHIP

Any individual may become a member of Asian Pacific Americans for Progress provided that the individual: (1) Supports the purposes of the organization as stated in Article I above; and (2) Pays the dues in effect at the time the individual joins the organization. (3) Dues shall be paid annually. The amount of membership dues shall be set by the board of directors. Any individual claiming financial hardship may be excused from any dues requirement for membership at the discretion of the board of directors.

#### Section 3. CHAPTERS

Members may be organized into chapters of ten or more dues-paying members. Chapters of this organization are encouraged to sponsor and to promote programs of their own provided that they are consistent with these bylaws and the purpose of this organization. Chapters shall be as autonomous as is consistent with these bylaws and rules established by the national board of directors. Chapters in good standing shall elect a President, and any other officers they deem necessary, on an annual basis, from the members in good standing, and organize at least two public events per year. Chapters in good standing may endorse local, state and federal candidates only within their chartered jurisdiction. All membership fees and funds shall be collected by the national Treasurer and disbursed as needed. As determined by the national board, a percentage of all membership fees and funds collected by a chapter will go towards national activities and administrative expenses.

### ARTICLE III - BOARD OF DIRECTORS

#### Section 1. COMPOSITION

The national board of directors shall be comprised of at least seven and no more than twenty-one members of the organization. The board shall set the number of directors. All officers established by these bylaws shall be members of the board.

## Section 2. POWERS

Subject to the provisions of California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the board shall be responsible for the business and affairs of the organization.

## Section 3. QUALIFICATIONS

**Directors elected to the board shall be members of the organization for at least one year prior to election to the board, except when the board exempts that requirement by a two-thirds vote.**

## Section 4. ELECTION

The board of directors shall elect its own members annually or as needed should vacancies occur. The board shall establish a committee to identify, evaluate and nominate new directors.

## Section 5. TERMS OF OFFICE AND VACANCIES

The term of office for directors shall be for two years, with each term commencing on January 1. A vacancy shall be filled by appointment of the chairperson of the board and ratified by the national board and shall have a term of office expiring on December 31 of the year of the appointment.

## Section 6. MEETINGS, QUORUM AND VOTING

(a) The board shall meet at least four times a year. Notices of meetings shall be provided at least seven (7) calendar days in advance of the scheduled meeting through email, postal mail, fax or phone. Meetings may be held in person or through conference call.

(b) All meetings of the board shall be governed by the most recent edition of Robert's Rules of Order, Newly Revised, unless other procedures are specified in these bylaws or rules established by the board.

(c) A simple majority of board members shall constitute quorum. If there are fewer directors than there are board positions, quorum shall be determined by the number of directors.

(d) In lieu of a meeting, the board may decide on motions via email or other communication channel provided that: (1) the voting period be no less than 24 hours; (2) motions voted on in such a manner not relate to changes to the articles of incorporation, these bylaws, rules of the organization, or the creation or election of directors or officers; (3) that two or more directors may object to the motion being voted on via email or other communication channel, requiring a formal meeting of the board; and (4) that votes in the affirmative by a simple majority of directors be required to pass said motion.

## ARTICLE IV - OFFICERS

### Section 1. OFFICERS

The Officers of the Asian Pacific Americans for Progress shall be a President, a Vice President, a Secretary, and a Treasurer. The board of directors may establish additional officer positions as necessary. All officers shall be members of the national board of directors.

### Section 2. DUTIES

The duties of the officers are as follows:

a) President: The President shall serve as the chief executive officer of Asian Pacific Americans for Progress and shall be vested by the board of directors with the authority to administer the operations and programming of the organization as set forth by the board.

b) Vice President: The Vice President shall assist the President in carrying out her or his duties and shall serve as Acting President in the absence of the President.

c) Secretary: The Secretary shall maintain the minutes of the meetings of the organization and shall maintain current lists of members.

d) Treasurer: The Treasurer shall take custody of and account for all funds raised and expended by the Asian Pacific Americans for Progress. The Treasurer is responsible for reporting the fiscal affairs of the organization to the board.

### Section 3. ELECTION OF OFFICERS

a) All officers shall be elected by the national board of directors at the board's first meeting of every calendar year.

b) Those who wish to run for office in elections for officers must be members in good standing, defined as meeting the criteria outlined in these bylaws.

### Section 4. TERMS OF OFFICE AND VACANCIES

a) The term of office shall be for one year or until a successor is elected.

b) A vacancy shall be filled by the national board.

### ARTICLE V - AMENDMENTS TO BYLAWS

These bylaws may be amended, with 30-day prior notice, by a two-thirds vote of the national board of directors through a regular meeting of the board.