

**BYLAWS OF THE
NATIONAL ASSOCIATION OF ASIAN AMERICAN PROFESSIONALS – DETROIT**

ARTICLE I: NAME, MISSION STATEMENT AND VISION

§1.1. NAME.

The name of the organization shall be “National Association of Asian American Professionals – Detroit.” The abbreviation shall be “NAAAP-Detroit.”

§ 1.2. MISSION STATEMENT.

The mission of NAAAP-Detroit is:

To cultivate and empower leaders for professional excellence;

To connect accomplished professionals for mutual success;

To engage with Asian American professionals and participate in the regional community;

To inspire leaders to make a meaningful difference in government, education, business, and the community.

§ 1.3. VISION.

Asian Americans professionals learn, grow, contribute, and celebrate together.

ARTICLE II: STRUCTURE

The organizational structure of NAAAP-Detroit shall consist of general (individual) membership, board of directors, executive committee, advisory board, committees, paid staff (if any), and volunteers.

ARTICLE III: MEMBERSHIP

§ 3.1. MEMBERSHIP POLICY.

Membership shall be open to all persons interested in the mission and vision of NAAAP-Detroit

§ 3.2. MEMBERSHIP TERMS AND DUES.

The membership term and dues shall be as determined by the board of directors, in its discretion.

§ 3.3. MEMBERSHIP STATUS.

Member in Good Standing. A member shall be deemed a member in good standing if such member pays all current dues, abides by the articles of incorporation and bylaws of NAAAP-Detroit, and complies with the NAAAP-Detroit Code of Conduct. All members are required to complete an affirmation of the Code of Conduct.

Suspension or Termination. The board of directors may suspend or terminate any member who fails to pay membership dues; or any member acting against the interests or violating the articles of incorporation, bylaws or Code of Conduct of NAAAP-Detroit.

Transfer of Membership. Membership in NAAAP-Detroit is not transferable or assignable to another individual. Membership is transferable to another NAAAP chapter if the member is a member in good standing and is only good for the remainder of the membership cycle.

§ 3.4. SELECTION OF EXECUTIVE COMMITTEE (OFFICERS).

The board of directors is responsible for the application/selection process for the executive committee of NAAAP-Detroit. The initial board of directors is comprised of the founding officers and the strategy board. The officers include the President, Vice President, Secretary, and Treasurer. The following process serves as a general framework to conduct the application/selection process:

Applicants or any member in good standing applying on an applicant's behalf should submit a resume with a cover page listing nonprofit and/or related leadership roles/accomplishments to NAAAPDetroit.org no less than 28 days prior to a scheduled election date or the date and time upon which electronic voting closes.

Applicants for an executive committee officer position are required to have references from two or more active NAAAP-Detroit members. The references should include supporting information on the applicant's candidacy. The references shall be emailed directly to elections@NAAAPDetroit.org no less than 21 days prior to the scheduled election date or the date and time upon which electronic voting closes.

Prior to requesting applications for the executive committee officer positions, the board of directors may specify additional experiential requirements as a guideline for evaluating applicants. These additional experiential requirements must comply with all other guidelines.

Applicants with a completed application who meet the requirements will be interviewed by the board of directors. The board of directors will make the final selection of the slate for President, Vice President, Secretary, and Treasurer, based on interviews and applications, and any other information available to the board. In the event that there are more than 5 applications for any position, the board may, in its sole discretion, choose to limit the number of interviews to 5 of the most qualified applicants. The format and time for interviews will be determined at the discretion of the board of directors.

The Board shall present the selected final slate to the members for membership approval.

The election of the officers is by membership ballot until the date and time set by the board of directors for the close of balloting. Voting may be facilitated by electronic means, if needed, from seven (7) days prior to, and up to the scheduled election date and time. At the board of directors discretion, the voting may be completed entirely online prior to the annual membership meeting, and in such case the new executive committee may be introduced at the annual membership meeting.

The board of directors shall have the discretion to modify the application process.

§ 3.5. MEETING OF MEMBERS.

Annual Meeting. An annual meeting of the members shall be held in November or December of each year. The purpose of such annual meeting shall be for the NAAAP-Detroit President to present a report to the members on the current and planned activities of the organization and the transaction of other business as appropriate. The President may also invite suggestions and comments on the affairs of the organization from the members. If the board of directors schedules the voting to be completed online prior to the annual membership meeting, the next officers and board of directors may be introduced at the annual membership meeting.

Special Meetings. Special meetings of the members may be called by the President or by majority vote of the board of directors.

Place of Meeting. The President or the board of directors may designate any place as the place of meeting for any meeting or special meeting called by the President or the board of directors, respectively. General accessibility and convenience of the location shall be given due consideration.

Notice. Written notice stating the place, date, and time of any meeting of the members shall be delivered to the members not less than seven (7) days before the date of such meeting by or at the direction of the President, the Vice President, the Secretary, or the other directors calling the meeting. In case of a special meeting, notice shall be delivered at least three (3) days before the meeting. If notice is sent by electronic mail, it shall be deemed effective if sent from an official NAAAP-Detroit email account to the last-known email address of the intended recipient.

ARTICLE IV BOARD OF DIRECTORS

§ 4.1. GENERAL POWERS.

The affairs of the corporation shall be managed by its board of directors including the executive committee, which shall have such powers including, but not limited to, the following:

To interpret the provisions of the articles of incorporation and bylaws; and

To control the funds of the corporation and designating its depositaries; and

To authorize expenditures from the funds of the corporation to implement its purpose and goals; and

To appoint or authorize the employment of administrative staff, auditors and others to assist in carrying out the purposes of the corporation; and

To appoint board members to fill vacancies; and

To establish corporate policy and strategy; and

To perform all other acts consistent with the articles of incorporation and bylaws that may be needed to carry out the purposes of the corporation.

Audit: The board of directors may, at its discretion and/or on an as-needed basis, create an audit committee, consisting of whomever they deem appropriate, whether inside or outside of the organization, to examine the activities of NAAAP-Detroit.

§ 4.2. NUMBER OF DIRECTORS.

The founding board of directors consists of 12 members: President, Vice President/Secretary, Treasurer, and nine Strategy Board members. The successive board of directors shall consist of 14 board members: President, Vice President, Secretary, Treasurer, Immediate Past President, and nine (9) at large directors. The number of directors may be decreased to not fewer than three (3) nor increased to more than twenty. The number of directors may be changed from time to time by amendment of this section. The immediate past president shall be an ex officio member of the board of directors until the end of the President's term.

§ 4.3. ELECTION OF AT LARGE DIRECTORS.

The current board of directors shall exercise discretion in determining the need for additional at large directors.

New board member applications may be submitted at any time up to seven (7) days prior to the scheduled- close of the election. Applications may be by the applicant or any member in good standing on the applicant's behalf. The form should include a resume, cover letter listing non-profit and/or leadership qualifications, and no less than two recommendations from current NAAAP members in good standing.

The current board of directors will review application forms and interview prospective board applicants as needed. The incoming nine (9) at large directors' terms shall be staggered, with four (4) having a one-year term, and five (5) having a two-year term; with the term beginning on January 1. Applicants shall indicate whether a one-year term or a two-year term is sought. The board of directors shall determine the slate based upon length of term sought and nomination criteria. Thereafter, at large director terms shall be for two years so that new at-large directors can be brought to the board every year. The

new at large directors shall be elected by the membership. The voting can be facilitated by electronic means if needed from seven (7) days prior to the scheduled date and time for the close of the election, up to the date and time for the close of the election. The at large director terms shall begin on January 1.

§ 4.4. RESIGNATION, INVOLUNTARY RESIGNATION, AND TERMINATION.

Resignation. Resignation shall be by written notice to the board of directors or by oral notice at any board meeting.

Involuntary Resignation. Demand for the resignation of a board member must be submitted in writing to the board president by three or more board members, or twenty chapter members. Upon board approval, the President shall set a hearing date for the next board meeting, and provide at least 14 days notice via letter or electronic mail to such board member. Termination:

i. Failure to Attend Hearing. A director is terminated automatically if he or she fails to attend a hearing on a demand for resignation after notice has been given.

ii. Failure to Tender Resignation. A director is terminated automatically if his or her response or resignation is not received by the board within 14 days after the board voted to demand resignation from such board member.

iii. Failure to Attend Meetings. A director is terminated automatically without notice after failing to attend three consecutive board meetings or four board meetings during any membership year.

iv. Reinstatement. With respect to subsections i, ii, and iii above, the board may approve, by a majority vote of the board, a written petition for reinstatement of a terminated director.

§ 4.5. MEETINGS.

Regular Meetings. The board of directors shall meet at least quarterly, at a time, date and place designated at the beginning of the membership year, or as otherwise designated from time to time. An agenda shall be prepared and distributed to the board members prior to such meetings.

Special Meetings. Special board meetings may be called by or at the request of the President, or any three officers or directors.

Notice. Notice of each special board meeting shall be provided by telephone or electronic mail to each director personally.

Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

§ 4.6. MINUTES.

Minutes shall be kept by the secretary at any board meeting and shall be recorded in books kept for that purpose by the secretary.

§ 4.7. COMPENSATION.

Directors, officers, and committee chairs shall not receive any salaries for their services in such capacity. However, they may be entitled to reimbursement for reasonable out-of-pocket expenses actually incurred in performing their services as directors other than in connection with their attendance at meetings of the board of directors or the membership.

ARTICLE V OFFICERS

§ 5.1. OFFICER POSITIONS.

There shall be five (5) officers: president, vice president, secretary, treasurer, and immediate past president. The board of directors may also elect or create other officers, as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have authority and perform the duties prescribed by the board of directors. The immediate past president shall be an ex officio member of the board of directors until the end of the current President's term.

§ 5.2. ELECTION AND TERM OF OFFICE.

The officers President, Vice President, Secretary, and Treasurer shall be elected by the members in good standing following the ratification of these bylaws by the membership. Each officer shall hold office as described under the duties of officers, § 5.3. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified. In the event an office is vacated prior to that time, the vacancy can be filled by nomination by the President by appointment to fill the remainder of the term, subject to board approval.

§ 5.3. OFFICER DUTIES.

Duties of officers as described in this section may be expanded or amended by a majority vote of the board of directors.

§ 5.3.1 President

Term: 2 years; Consecutive terms allowed.

Duties:

To preside at all meetings of the board of directors, and the membership, and to perform all the duties incident to the office of president and other such duties as prescribed by the board of directors,

To be responsible for all activities of the organization and exercise due diligence and act prudently and professionally in dealings with people, external groups, and any entity within the organization,

To develop and refine the organization's vision, mission, and bylaws,

To recruit and nominate committee chairs and advisors,

To interact with the NAAAP national board, and other organizations, attend National Board meetings, and report National information to the local chapter,

To vote on behalf of the chapter for NAAAP National elections,

To be responsible for supervising, prioritizing responsibilities, and maintaining operational control of all committee chairs,

To direct and coordinate functional area initiatives and activities,

To approve external communications, announcements, and organization operation expenses,

To prioritize responsibilities for the Vice President, Secretary, Treasurer, and committee chairs,

To nominate directors as necessary to fill vacancies, subject to board of directors approval. To attend NAAAP National Board meetings and report national information to the local chapter, and

To be the primary signer on any accounting transactions along with the Treasurer or other designees on the accounts.

Direct Reports: Vice President, Secretary, Treasurer, and committee chairs, i.e., Marketing and Sponsorship Chair, Community Outreach Chair, Professional and Education Development Chair, Communications Chair, Membership Chair, Program and Events Chair.

Reports to: board of directors

§ 5.3.2 Vice President

Term: 2 years; Consecutive terms allowed.

Duties:

In the absence of the President, to preside at meetings of the Board and the membership,

To assist the President, and assume the responsibility of President and perform all duties incident to the office of President and such other duties as are prescribed by the Board in the absence of the President or if the President is unable to fulfill his/her role,

To stand in for the President for external meetings whenever needed,

To serve as an alternate to the President to attend NAAAP National board meetings and report National information to the local chapter, and

To be secondary alternate for signing off on any accounting transactions after President and Treasurer.

§ 5.3.3 Secretary

Term: 2 years; Consecutive terms allowed.

Duties:

To maintain and archive all major files, including bylaws, organizational structure, schedule internal meetings and prepare agendas,

To write and maintain meeting minutes, decisions, action items, and follow ups,

To call meetings and make announcements on behalf of the President,

To substitute for the President for external meetings when needed if the President and Vice President are not available, and

To facilitate communications between all committees and event chairs

Compile Reports: Marketing and Sponsorship Chair, Community Outreach Chair, Treasurer, Professional and Education Development Chair, Communications Chair, Membership Chair, Chair of Program and Events Chair.

Reports to: President

§ 5.3.4 Treasurer

Duties:

In the absence of the President and the Vice President, the Treasurer is to preside at meetings of the board of directors and the membership; and

To perform all duties incident to the office of Treasurer and such duties as may be assigned by the board of directors,

To oversee and manage NAAAP-Detroit's operations fund and scholarship fund,

To monitor all budgets and to review and approve budget proposals with the board of directors,

To ensure bookkeeping is done in a timely manner and provide comprehensive quarterly reports to the board of directors,

To set up bank accounts for deposits and withdrawals,

To collect sponsorship and donor funds, membership fees, registration fees, and other income,

To issue checks to vendors, and team members for expenses and services rendered,

To provide regular financial reports and budget status,

To file tax documentation and returns (when status is confirmed),

To maintain and update accounting records at all times, and

To handle tax filing and all necessary tasks to ensure and maintain NAAAP-Detroit's 501(c)3 charitable non-profit organization status.

§ 5.3.5. Immediate Past President

Term: Until the President's term ends.

To be available to the President and the board of directors for advice and consultation, in an ex officio role.

ARTICLE VI ADVISORS/ADVISORY BOARD

§ 6.1. ADVISORS/ADVISORY BOARD

The President may nominate advisors subject to board approval. The board may vote to add and name advisors. The President may convene meetings of the advisory board. The advisory board serves in an advisory capacity only.

Duties:

To guide and support the officers with the chapter vision, mission statement, roles and responsibilities,

To support and participate in chapter events,

To support and provide guidance in sponsorship and professional connections for events,

To support and connect the executive leadership team with industry and government agencies.

ARTICLE VII COMMITTEES

§ 7.1. COMMITTEES.

There shall be ad hoc committees created by the President or the board of directors. Such committees may include but are not limited to professional and education development, community outreach, membership, fundraising, marketing and sponsorship, and communications. The President or the board of directors may create other committees as deemed appropriate.

§ 7.2. CHAIRPERSONS.

The President may nominate one or more chairpersons for each committee, subject to board approval. The Board of Directors may, at its discretion, refer or assign any matter to any committee, and the Board of Directors may, at its discretion and by majority vote, discharge or terminate any such committee. The chairpersons report to the board of directors and to the president.

§ 7.3. RESPONSIBILITIES OF COMMITTEES.

Professional and Education Development Committee: The committee shall be responsible for coordinating activities that will benefit the professional development of the membership.

Community Outreach Committee: The committee shall be responsible for establishing and maintaining relationships with aligned non-profits, identify partner organizations to co-host events, and maintain outreach to artists and performers, conduct workshops and special events.

Membership Committee: The membership committee shall be responsible for recruiting and retaining members, and identifying resources outside the organization that will advance the goals of NAAAP-Detroit.

Fundraising Committee: The fundraising committee shall be responsible for soliciting and raising funds for sustaining organizational activities and events.

Marketing and Sponsorship Committee: The committee shall be responsible for marketing and soliciting sponsorships from public or private sources.

Communications Committee: The committee shall be responsible for publicity and communications with media.

Program and Events Committee: The committee shall be responsible for social events for members and partners, arrange venue, food, stage, registration, fee collection, and site preparation.

ARTICLE VIII CONFLICT RESOLUTION

The board of directors at its option may appoint a three-member conflict resolution committee on an as-needed basis to address any conflicts or complaints arising from any board directors, committee chairs, committee members, or members relating to the affairs of NAAAP-Detroit. The conflict resolution committee shall interview all parties involved in the conflict or complaint and present a report to the board of directors.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees. All books and records of the corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time. All records produced by directors, officers, and employees shall be the property of the corporation.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December of each year.

ARTICLE XI POLITICAL ACTIVITIES BARRED

The corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XII INSURANCE

The corporation shall purchase and maintain insurance on behalf of any person who is a director, officer, committee chairperson, committee member, employee or agent of the corporation against any liability asserted against the him or her or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liabilities under the provisions of this Article.

ARTICLE XIII AMENDMENTS TO BYLAWS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors, acting by a majority of the directors present at any regular meeting of directors for which written notice of such purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the articles of incorporation.

ARTICLE XIV AMENDMENTS TO ARTICLES OF INCORPORATION

The power to alter, amend, or repeal the articles incorporation or adopt new articles of incorporation shall be vested in the board of directors, acting by a majority of the directors present at any regular meeting of directors for which written notice of such purpose shall be given. The articles of incorporation may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law.

ARTICLE XV DISSOLUTION

§ 15.1 DISSOLUTION.

The assets will be distributed to an Asian American non-profit non-religious charitable corporation with its primary activities located within the State of Michigan as determined by the board of directors upon dissolution. If no such charitable corporation is selected by the board of directors by majority vote or if no majority vote can be reached, the board of directors may distribute the assets to a non-profit non-religious charitable corporation. If no majority vote for distribution to such an organization can be reached upon a vote for dissolution, all assets will escheat to the State of Michigan.

Adopted this _____ day of _____, 2017.

Signature: _____ Name: _____ Title: _____	Signature: _____ Name: _____ Title: _____
Signature: _____ Name: _____ Title: _____	Signature: _____ Name: _____ Title: _____

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V10 8.14.17 final