

BY-LAWS OF THE  
**ASIAN AMERICAN JOURNALISTS ASSOCIATION**  
A Not-for-Profit Corporation Based in California

ARTICLE I: PURPOSE

**Section 1.** To provide a means of association and support among Asian American and Pacific Islander journalists.

**Section 2.** To provide encouragement, information, advice and scholarship assistance to Asian American and Pacific Islander students who aspire to professional journalism careers.

**Section 3.** To provide to the Asian American and Pacific Islander community an awareness of news media and an understanding of how to gain fair access.

**Section 4.** To research and point out when news media organizations stray from accuracy and fairness in the coverage of Asian Americans and Pacific Islanders.

ARTICLE II: OFFICES

**Section 1. PRINCIPAL OFFICE.** The principal office for the transaction of business of the Asian American Journalists Association (AAJA) corporation is located at 1182 Market St., Suite 320, San Francisco, CA 94102. The location may be changed by a majority vote of the authorized directors.

**Section 2. OTHER OFFICES.** The corporation is a national organization with chapters in various cities and regions nationwide. Chapter offices may at any time be established by the national board of directors at any place where the corporation is qualified to do business as defined in Article X, Section 1.

ARTICLE III: DIRECTORS-MANAGEMENT

**Section 1. NATIONAL BOARD OF DIRECTORS.** The National Board of Directors shall be composed of a Governing Board and an Advisory Board. Subject to the provisions of California law and to any limitations in the AAJA Articles of Incorporation, the business and affairs of the corporation's principal office shall be managed and all corporate powers shall be exercised by or under the direction of the Governing Board.

The Governing Board may delegate the management of the day-to-day operation of the business of the corporation's principal office to a management team or other persons, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of Governing Board.

The role of the Advisory Board shall be advisory in nature. Advisory Board members shall represent the interests of AAJA chapters in the organization, the organization's interests in

the chapters, and the interests of both in the community. The Advisory board shall have no budgetary or principal office oversight.

**Section 2. NUMBER, QUALIFICATIONS AND ELECTION OF GOVERNING BOARD.** The authorized number of Governing Board members shall be eleven (11). The eleven Governing Board Members shall include the five (5) national officers -- president, vice president for print, vice president for broadcast, treasurer and secretary -- and six (6) general board members elected by and from among the Advisory Board. The 6 general board members shall be elected in the following way: 1 board member representing a small chapter (less than 50 full members), 1 board member representing a medium chapter (50-99 full members), 1 board member representing a large chapter (100 or more full members), and 3 board members elected at-large by and from the Advisory Board. In the event there is no chapter qualified for a class of chapter (large, medium or small), the members of the Advisory Board shall elect from among themselves, one or more additional at-large representatives to the Governing Board to fill the six general members of the Governing Board. All Governing Board members, with the possible exception of treasurer, shall be full dues-paying members of AAJA. All Governing Board members shall have voting rights on the board.

The election of Governing Board members – except the 5 national officers – shall be conducted at the first meeting of the Advisory Board every other year on even numbered years.

**Section 3. TERM OF OFFICE OF GOVERNING BOARD.** The term of office on the Governing Board of the 5 national officers will coincide with their respective terms as national officers. The 6 general board members shall have a term of two years.

**Section 4. ELECTION, TERM OF OFFICE AND QUALIFICATIONS OF ADVISORY BOARD.** Members of the Advisory Board shall be chosen by the membership of the chapters no later than November 1st of each year. The term of office shall be two years, beginning January 1st of the following year. Each Advisory Board Member, including a Board member elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a qualified successor has been elected.

Each chapter shall have one representative on the Advisory Board. Chapters with 100 or more paid full members may elect a second representative. To determine the number of Advisory Board members to which chapters are entitled, chapters are directed to refer to the number of paid full members as recorded by the principal office as of September 30 of the election year. The Governing Board may appoint an Advisory Board Member from the at-large or unaffiliated membership, who is eligible to hold office.

The term of office of the Advisory Board shall coincide with the two-year term of office of the Governing Board.

**Section 5. VACANCIES.** Vacancies on the Advisory Board must be filled by an election of the affected chapter if there is six months or more remaining in the term.

Upon receipt of a letter of resignation, the local chapter shall issue a call for nomination and notice of an election within 60 days. The election shall be held at the chapter's next scheduled meeting. If no candidates come forward, the local board may appoint a new director after the 60-day nomination period has expired.

If there is less than six months remaining in the term, the local board may appoint a new director.

Vacancies on the Governing Board must be filled through an election by the Advisory Board if there is six months or more remaining in the term.

A call for nomination and notice of an election must be made within 60 days that the vacancy has occurred. The election shall be held at the Advisory Board's next scheduled meeting or during a special meeting called by the National President. This special meeting may be in person or through conference call.

In the event of a vacancy on the Governing Board within six months of the end of the board member's term, the President may choose a replacement from among the members of the Advisory Board. The selection must be ratified by a majority of the remaining Governing Board members.

**Section 6. REMOVAL OF DIRECTORS.** The entire board of directors or any individual director may be removed from office as provided by California state laws.

**Section 7. NOTICE, PLACE AND MANNER OF MEETINGS OF THE GOVERNING BOARD.** Meetings of the Governing Board shall be held at least 3 times a year and may be called by the president, or any vice president, or the secretary, or any six Governing Board members and shall be held at the principal office of AAJA, unless some other place is designated in the meeting notice. The date and location of the three Governing Board annual meetings shall be announced publicly and widely no less than 30 days prior to the scheduled start of the meeting. Governing Board members may participate, in the event of an emergency and with the preapproval of the president or if s/he/ cannot be reached a vice president, in a meeting through use of a conference telephone or similar communications equipment. Minutes of any meeting of the Governing Board or any committee of the board shall be maintained by the secretary or other officer designated for that purpose.

**Section 8. NOTICE, PLACE AND MANNER OF MEETINGS OF THE ADVISORY BOARD.** Meetings of the Advisory Board shall be held twice a year and may be called by the president, or any vice president, or the secretary, or any ten Advisory Board members and shall be held at the principal office of AAJA, unless some other place is designated in the meeting notice. The date and location of the two Advisory Board annual meetings shall be announced publicly and widely no less than 30 days prior to the scheduled start of the meeting. Advisory Board members may participate, in the event of an emergency and with the preapproval of the president or if s/he/ cannot be reached a vice president, in a meeting through use of a conference telephone or similar communications equipment. Minutes of any meeting of the Advisory Board shall be maintained by the secretary or other officer

designated for that purpose. The two meetings of the Advisory Board can be scheduled to coincide with the Governing Board meetings.

**Section 9. SPECIAL MEETINGS AND NOTICES.** Special meetings of the Governing Board may be called at any time by the president, or if s/he is absent, unable or unwilling to act, by any vice president or the secretary, or by any 6 Governing Board members.

Special meetings of the Governing Board may be conducted in person, by telephone conference, by email discussion or electronic forum.

Notice of the agenda, time and place of special meetings shall be personally delivered or communicated to the Governing Board members by the National Secretary or, in his/her absence, by the principal office.

Efforts will be made to notify AAJA's members of special meetings and to provide, upon request, access to them.

**Section 10. QUORUM.** A majority of the Governing Board members as fixed by the Articles of Incorporation or By-laws shall constitute a quorum for the transaction of business. Actions taken by a majority of the quorum of Governing Board members present shall be valid as a corporate act; provided that a majority of the Governing Board members in the absence of a quorum, may adjourn from time to time but may not transact any business.

**Section 11. NOTICE OF ADJOURNMENT.** Notice of the time and place of holding an adjourned meeting need not be given to absent Governing Board members if the time and place is fixed at the meeting adjourned and held within twenty-four hours; but if the meeting was adjourned more than twenty-four hours prior, then notice shall be given to all Governing Board members not present at the time of adjournment.

**Section 12. COMPENSATION FOR GOVERNING BOARD MEMBERS.** Governing Board members shall not receive any salary or compensation for their services. Any Governing Board members may be reimbursed for prior approved, out-of-pocket expenses.

**Section 13. COMMITTEES.** Standing Committees of the Advisory Board will be appointed by resolution passed by a majority of the whole board. Committees shall be composed of two or more members of the board and shall have such powers as may be delegated by the Governing Board. These committees shall include, but are not limited to, Membership, Finance, Program, Policy & Issues. The Governing Board may appoint general members to positions on the various committees that are not controlled by these By-laws.

**Section 14. PROXY VOTING.** All proxies shall be in writing, signed by a member, Governing Board member, Advisory Board member or chapter president. Advisory Board members may assign proxies only to another member from that chapter. National officers may assign proxies only to another national officer. For Governing Board meetings, a Governing Board member may assign a proxy only to another Governing Board member.

For Advisory Board meetings, a Governing Board member may assign a proxy only to another member from their chapter. All proxies must be filed with the secretary of the corporation one week prior to the general membership or board meeting for authentication prior to validation. Persons carrying proxies are bound to vote in the way in which the original member, board member or chapter president has instructed them to vote.

#### ARTICLE IV: OFFICERS

**Section 1. NATIONAL OFFICERS.** The national officers of the corporation shall be a president, vice president for print, vice president for broadcast, secretary and treasurer. The corporation may also have, at the discretion of the board of directors, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected in accordance with the provision of Section 3 of this Article. Any number of offices may be held by the same person.

**Section 2. ELECTIONS.** The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 and Section 5 of this Article, or Section 3 of Article III, shall be chosen every two years by the membership. Each shall hold office until s/he resigns, is removed or otherwise disqualified to serve, or is replaced by a qualified and elected successor. The respective terms of office will begin January 1st following their election and end two years later on December 31.

Terms will be staggered accordingly. The terms of president, vice president for broadcast and treasurer will expire in years ending in even numbers. The terms of vice president for print and secretary will expire in years ending in odd numbers.

Candidates for national office shall be nominated by any full member in good standing. The Governing Board, in conjunction with the Executive Director, shall establish the procedure and the time frame for elections including the following: (dates) when nominations must be made, when candidates' statements will be sent out to members, when ballots must be returned, and when and how announcement of the election results is to be made.

The secretary shall function as the elections officer for the corporation and national board unless the secretary is a candidate in the election. In such case, the duties of election officer shall fall to the next officer who is not a candidate, in order, the senior vice president, the junior vice president, the treasurer, then president. If no officer is qualified to serve as election officer, the executive director shall serve as election officer.

Candidates for national president must have at least one year's experience either on the national board of directors or as a chapter president. Candidates running for the remaining offices of vice presidents, secretary and treasurer are exempt from this requirement.

The candidate who receives the highest number of votes for a contested election shall be declared the winner.

**TREASURER'S EXEMPTION.** Subject to Section 10 of this Article, candidates for the position of treasurer can be full or associate members of the organization. The requirement for one year's experience on the national board or as chapter president does not apply to candidates for treasurer.

**CAMPAIGN SPENDING LIMIT.** Candidates may not spend more than \$1,000 on their campaigns. Neither AAJA national nor local funds may be used to support, endorse or promote a candidate for national office. Candidates should file detailed financial statements with the elections committee no later than the starting date of the national convention or as soon as possible thereafter. Candidates do not need to spend any money on the campaign.

**BALLOTS.** Once ballots are cast, they cannot be changed. Only ballots originating from the principal office, with the sanction of the national secretary, shall be considered bona-fide.

**ABSENTEE VOTING.** Absentee ballots must be received by AAJA at least two weeks prior to the election date. An absentee ballot is considered cast when received by the principal office.

**RECOUNT.** A candidate may call for a recount if the margin of votes separating the winner from the non-winner is less than five (5) percent of all ballots cast.

**Section 3. SUBORDINATE OFFICERS.** The membership may appoint such other officers as the business of the corporation may require. These subordinate officers shall hold office for such period, have such authority and perform such duties as provided in the By-laws or as the members from time to time determine.

**Section 4. REMOVAL AND RESIGNATION OF OFFICERS.** Subject to the rights of an officer under any contract of employment, any officer may be removed, only with cause, by the members, at any regular or special meeting.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

**Section 5. DEFINITION OF CAUSE.** "Cause" is defined as any action involving moral turpitude, that brings disrepute to the corporation, or any action in conflict with the purposes of the corporation as set forth in these By-laws.

**Section 6. VACANCIES.** Vacancies for national office (president, vice president(s), secretary, treasurer) must be filled by an election if there is six months or more remaining in the term.

A call for nominations and notice of an election may be made as soon as the national officer tenders a resignation in writing, and must be made by no later than 60 days after the resignation effectiveness date. The election shall be held at the next scheduled general

membership meeting or by mail as soon as reasonably possible.

If no candidates come forward, the Governing Board may appoint a new officer after the 60-day nomination period has expired.

If there is less than six months remaining in the term, the Governing Board may appoint a new officer.

**Section 7. PRESIDENT.** The president shall be the chief executive officer of the corporation and shall, subject to the control of the Governing Board, have general supervision, direction and control of the business and officers of the corporation. S/he shall preside at all meetings of the membership and at all meetings of the Governing Board and Advisory Board. The president shall be an ex-officio member of all standing committees, including the executive committee, if any. S/he shall have the general powers and duties of management usually vested in the office of president of a corporation and shall be vested with such other powers and duties as may be prescribed by the board of directors or the By-laws. The holder of this office shall be a member of the corporation's Governing Board.

**Section 8. VICE PRESIDENTS.** In the absence or disability of the president, the vice presidents in order of their rank, if any, as fixed by the Governing Board, shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Governing Board under the By-laws. The holder of this office shall be a member of the corporation's Governing Board.

The Vice President for Print shall represent the interests of the general members employed within the newspaper and magazine industries.

The Vice President for Broadcast shall represent the interests of the general members employed within the television and radio industries.

In the event that the secretary is a candidate for national office, the ranking vice president shall become the elections officer for that election.

**Section 9. SECRETARY.** The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of the directors and membership. Minutes shall include time and place of the meeting; whether regular or special, and if special, how authorized; the type of notice given; the name of those present at the directors' meetings; the number of members present; and the proceedings of the meeting.

The secretary shall give, or cause to be given, notice of all the meetings of the membership and of the board of directors required by the By-laws or by law. S/he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform other duties as may be prescribed by the Governing Board or by the By-laws. The holder of this office

shall be a member of the corporation's Governing Board.

**Section 10. TREASURER.** The treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and earnings. The books of accounts shall be at all times open to inspection by any Governing Board member.

The officer shall deposit all moneys and other valuables in the name of, and to the credit of, the corporation with such depositories as may be designated by the Governing Board. The treasurer and/or the president shall have signatory powers over such depositories and shall disburse the funds of the corporation as may be ordered by the Governing Board shall render to the president and the Governing Board whenever they request it, an account of transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Governing Board or the By-laws. This officer must be a member of the board's Finance Committee. The holder of this office shall be a member of the corporation's Governing Board.

**Section 11. COMPENSATION OF OFFICERS.** Officers shall not receive any salary or compensation for their services. Any officers may be reimbursed for prior approved, out-of-pocket expenses.

**Section 12. TENURE.** No national office shall be held by the same person for more than three consecutive terms.

**Section 13. DUAL REPRESENTATION-LIMITATION.** Persons elected or appointed to a national office to serve as national officer may not simultaneously serve as Advisory Board representative for a chapter. A chapter may, however, petition the Governing Board to consider granting a waiver to allow a member both to serve on the Advisory Board and as a national officer, if enforcement of this section would prove a hardship to the chapter.

## ARTICLE V: MEMBERSHIP

**Section 1. CLASSES OF MEMBERSHIP.** There shall be five classes of membership: full membership, student membership, associate membership, corporate membership and retired membership. The Governing Board may, from time to time, establish special categories of membership, i.e., Gold members, as a means of membership recognition or fundraising.

**Full Membership** is available to those who receive a majority of their income from or spend the majority of their work time involved in journalistic work -- including free-lance work -for newspapers, magazines, wire services, radio stations or networks, television stations or networks, cable outlets, news-oriented public affairs departments, online-related divisions of a news-oriented organization, other bona-fide news organizations or educational institutions. Accepted journalistic work includes reporting, writing, editing, photography, anchoring, producing, directing, research, design, teaching journalism and other functions that have

direct impact on the gathering or presentation of the news. The membership status for those who work for non-news media online companies may be reviewed by the membership committee.

Members who work for online companies whose primary mission is not journalism qualify for full membership if the majority of their work focuses on news content.

Full membership is also available to journalists who are currently between jobs. These temporarily unemployed journalists will be eligible for reduced dues, as set by the executive director, until fully employed. These unemployed journalists must be actively seeking a job in journalism and must not be unemployed for more than two years. If unemployed for more than two years, they must become associate members, paying regular associate member dues.

Full membership is also available to executives involved in the hiring of journalists and to artists and technicians involved in the news gathering process.

(ii) **Student** Membership is available to enrolled high school, undergraduate, or graduate students who intend to pursue a career in journalism. Student members may participate on committees and attend meetings, but they may not vote or hold office. Student members shall pay reduced fees. Student membership is also available to recent graduates who have yet to obtain their first job. Once they get their first job, they must become full or associate members.

(iii) **Associate** Membership is available to persons who meet all of the following criteria: at some point in the past, the person worked full-time or part-time as a journalist; the person has clearly demonstrated support for truth and accuracy in telling the story of Asian American and Pacific Islander people; and the person will actively involve himself/herself in supporting and furthering the goals of the corporation. Except for position of treasurer, as defined in Article IV, Sections 2 and 10, associate members shall be nonvoting members and cannot hold office or be a director.

Associate membership is also available to public or community affairs representatives of bona-fide news companies; or non-journalists, approved by the chapter or national membership committees, or recommended by at least one board members, who have particular expertise or services they can offer AAJA and has been approved by the chapter or national membership committee or recommended by at least one board member.

(iv) **Corporate** Membership is available to news media companies. Corporate members may receive benefits as determined from time to time by the Governing Board but corporate members may not vote or hold office. Benefits may include discounts on job fair booths, convention booklet advertising and mention in AAJA literature.

Dues for corporate members may be set from time to time by Governing Board. Corporate membership shall be for one year, following the same time frame as individual AAJA membership.

(v) **Retired** Membership is available to persons aged 62 and over who have previously

worked full time or part time as a journalist. Except for position of treasurer, as defined in Article IV, Sections 2 and 10, retired members shall be nonvoting members and cannot hold office or be a director. Retired members shall pay reduced dues.

**Section 2. ADMISSION PROCEDURE.** There shall be a Membership Committee from the Advisory Board of at least three persons to be selected by the board of governors for one-year terms. Contested membership applications and all other membership issues shall be submitted to the Membership Committee for review and action.

Appeals of the Membership Committee decisions shall be brought before the board of governors.

**Section 3. MEETINGS.** There shall be regular meetings of the AAJA membership as shall be determined by the Governing Board.

**Section 4. NOTICE OF MEMBERSHIP MEETINGS.** Notices of general membership meetings shall be given in writing to members not less than ten calendar days in advance of such meetings.

**Section 5. QUORUM.** The presence of thirty percent of AAJA's members at any membership meeting shall constitute a quorum for the transaction of business, except for the amendment of the Articles of Incorporation or dissolution of the corporation. Amendments may be made only if sixty-seven percent of the membership approves the amendment, by proxy or otherwise, before or after such meeting.

**Section 6. SPECIAL MEETINGS.** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president, by any 6 or more members of the board of directors, or by fifty percent of the membership.

**Section 7. OBLIGATION OF MEMBERS.** In submitting their applications, members shall agree to be bound by the provisions of the corporation's Articles of Incorporation, Bylaws, and other pertinent rules and regulations necessary and appropriate to carry out the purposes and objectives of this corporation. Members of the Governing and Advisory Boards shall make every reasonable effort to attend all meetings. Absence from consecutive board meetings without a designated proxy may result in removal from the board, subject to a board vote.

Chapters have a responsibility to make sure they are represented at board meetings.

The National Secretary shall issue a warning letter to any chapters not represented at a meeting either by its board member or an authorized proxy. A chapter which is not represented at two consecutive board meetings will lose its share of membership funds.

The funds will be held in reserve by the principal office. If a chapter is represented at every board meeting for one year from the date the penalty occur, the funds will be returned to the chapter.

**Section 9. DUES.** Members may be assessed fees or dues as may be determined by the

Governing Board. All dues or fees shall be made payable to the Asian American Journalists Association through the principal office.

**Section 10. TERMINATION OF MEMBERSHIP.** Membership shall be terminated immediately upon the death or resignation of a member, or upon the member's failure to pay dues in arrears of no more than 30 days, or maintain other contractual obligations to the corporation, as determined by the Governing Board. Membership in the corporation is non-transferable.

**Section 11. ORGANIZATION.** The president, or in the absence of the president, the ranking vice president, shall call all membership meetings to order and shall act as chair of the meeting. In the absence of both the president and the vice president, the second vice president shall be the chair for the meeting. The secretary of the corporation shall act as the secretary of all membership meetings. In the absence of the secretary, the presiding officer may appoint any person to serve as the secretary of that meeting.

**Section 12. VOTING.** Each full member in good standing is entitled to cast one vote on any matter properly presented to the membership for a decision.

#### ARTICLE VI: DEDICATION OF PROPERTY

**Section 1. DEDICATION.** The property of this corporation is irrevocably dedicated to public purposes, and no part of the net income or assets of the organization shall ever inure to the benefit of any board member, officer or member thereof, or to the benefit of any private person.

**Section 2. ASSETS.** On the dissolution or winding up of the corporation, its assets remaining after the payment of, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

**Section 3. ASSETS IN TRUST.** If this corporation holds any assets in trust, if the corporation is formed for charitable purposes, such assets shall be disposed of as decreed by the Superior Court of the county in which the corporation has its principal office, on petition by the Attorney General, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

#### ARTICLE VII: REPORTS

**Section 1. REPORT TO THE MEMBERSHIP.** The Governing Board may cause an annual report or other reports to be sent to the membership.

#### ARTICLE VIII: RECORDS, REPORTS, INSPECTION

**Section 1. RECORDS.** The corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and activities. All of the books, records and accounts shall be kept at the principal

executive office in California, as fixed by the Governing Board from time to time.

**Section 2. INSPECTION OF BOOKS AND RECORDS.** All books and records provided for in Section 1 shall be opened to inspection by the directors and members at reasonable times and locations as set forth by the Governing Board.

**Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS.** The original or a copy of the By-laws, as amended or otherwise altered to date, certified by the secretary, shall be kept at the corporation's principal executive office and shall be open to inspection by members of the corporation at all reasonable times during regular office hours.

**Section 4. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name and payable to the corporation, shall be signed or endorsed by persons and in the manner determined from time to time by resolution of the Governing Board.

**Section 5. EXECUTION OF CONTRACTS, ETC., HOW EXECUTED.** The Governing Board, except as otherwise provided in the By-laws, may authorize any office or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Governing Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable, for any purpose to any amount, except as provided by California law.

#### ARTICLE IX: AMENDMENTS TO BY-LAWS

**Section 1. AMENDMENT BY THE BOARD.** New By-laws may be adopted by or these By-laws may be amended or repealed by the vote or written consent of a majority of the Governing Board provided, however, that if the Articles of Incorporation of the corporation set forth the number of authorized directors of the corporation, the authorized number of directors may be changed only by an amendment to the Articles of the Incorporation.

**Section 2. RECORD OF AMENDMENT.** Whenever an amendment or new By-law is adopted, it shall be copied in the book of By-laws, in the appropriate place. If any By-law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was given shall be stated in that book.

**Section 3. PROPOSALS OF AMENDMENT.** New by-laws to be adopted or proposed amendments to these by-laws shall be submitted to the Governing Board for consideration by either a chapter in good standing as defined in Article X, Section 4, or a full member who has gathered the signatures of at least five full members.

#### ARTICLE X: CHAPTERS, SUBORDINATE OFFICERS

**Section 1. FORMATION.** Chapters, or branch or subordinate offices, of the corporation may be formed within or without the state of California with the approval of the Governing Board. A group of at least ten full members in a unique geographic area may request recognition as a

chapter. The group must submit a letter to the Governing Board agreeing that it will further the goals of the corporation, will abide by the By-laws of the corporation and will abide by any additional requirements designated by the Governing Board.

A majority vote of the Governing Board is required for a group's acceptance into a "pre-certification" period of one year, during which members should demonstrate their cohesiveness and ability to function as a chapter. During the pre-certification period, the petitioning group does not have voting privileges or representation on the Advisory Board.

Upon completion of the pre-certification period, the Governing Board may vote to accept the group as a chapter with full rights and privileges, to extend the pre-certification period or to deny the petition for chapter status.

**Section 2. LOCAL ADMINISTRATION.** The business affairs, not in conflict with the corporation, of each chapter shall be under the direction of a local board of directors. Each chapter shall determine the number of directors on its local board. Election or selection of each branch or subordinate board shall take place prior to November 1st.

Chapters with 30 or more student members shall include a non-voting student representative on their local board of directors.

**Section 3. CHAPTER OFFICERS.** Each chapter shall elect a president, treasurer and secretary as its officers. The president will oversee all activities of the chapter and will act as its chief executive officer. The treasurer will be responsible for all fiscal activities of the chapter. The secretary will be responsible for making and maintaining meeting minutes and documentation of other chapter activities. Chapters may also elect any number of vice presidents. Chapters shall have the discretion to establish one or two-year terms for their local officers and members of the local board of directors.

All chapter officers shall become members of the local board. All chapter officers must be full, dues-paying members of the corporation. The treasurer of the chapter may, at the approval of the local board of directors, be a full or associate member of the organization. Election of the officers should take place prior to November 1st of each year.

**Section 4. VACANCIES.** Vacancies in the chapter offices must be filled for the remainder of the term by an election if there is six months or more remaining in the term. A call for nomination and notice of an election must be made within 60 days that the resignation is tendered in writing to the local board. The election shall be held at the chapter's next meeting or by mail as soon as reasonably possible.

If no candidates come forward, the local board may appoint a new officer after the 60-day nomination period has expired to serve the remainder of the officer's term from among the qualified members of the chapter.

If there is less than six months remaining in the term, the local board may appoint a new director.

**Section 5. CHAPTERS IN GOOD STANDING.** To remain in good standing, chapters must

file a financial report, and other reports as may be necessitated by these By-laws, state or federal laws, or the Governing Board within thirty days of the end of the fiscal year or on or before specific deadlines set by the Governing Board. Failure to do so may jeopardize that chapter's nonprofit, tax-exempt status, which is derived through the principal office. National board members from the chapter in question may also lose their authority to cast votes on national business.

Chapters shall also submit annual election results or a list of national officers and board members with the principal office by November 5. Chapters whose status is in question will receive written notice from the principal office of the particular deficiencies and will have thirty days in which to file the necessary reports or to otherwise repair their status. In the event of a chapter's failure to respond fully and adequately within thirty days, the Governing Board or its designated agents is authorized to do the following:

- (i) Terminate the chapter's status as a subordinate office of the corporation.
- (ii) Terminate the chapter's nonprofit, tax-exempt status under the national corporation.
- (iii) Terminate the chapter's right to representation on the national board and the chapter's national board member's right to vote on national issues.
- (iv) Levy a fine of up to \$500.

**Section 6. REINSTATEMENT.** To obtain reinstatement of its good standing status, the chapter must go through two stages: probation and final reinstatement. In the first, the local officers must submit a letter to the national board stating that they and the chapter will abide by the corporation's By-laws and Articles of Incorporation and other policies adopted by Governing Board, file necessary reports in a timely manner and otherwise maintain their probationary good standing status as a chapter of the national corporation.

If after the first year the chapter has maintained its probationary good standing status, the Governing Board shall accept the affected chapter as a full subordinate member and recognize the final reinstatement of the chapter.

A chapter may petition for reinstatement at any time after the written termination of its status as a subordinate office of the national corporation. The petition must be made in writing by at least five dues-paying full members of the corporation who would be members of that chapter if there were still one in existence and must be addressed to the national board of directors, at the principal office. The national president, or a vice president in the absence of the president, or the secretary in the absence of the president and vice president(s) shall respond to the petition within two weeks and outline the conditions for reinstatement.

## ARTICLE XI: MISCELLANEOUS

**Section 1. INDEMNITY.** The corporation may indemnify any director, officer, agent or employee, at both the national and chapter level, as to those liabilities and on those terms and conditions as are specified by California law. In any event, the corporation shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the corporation would have the power to indemnify such persons against the liability insured against.

**Section 2. ACCOUNTING YEAR.** The accounting year of the corporation shall be based on the calendar year, January 1 to December 31, unless changed by the Governing Board.

Last amended by the Governing Board at its regular meeting on August 4, 2007 in Miami, FL.

Respectfully submitted by:

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Janet Tu, National Secretary