

**BYLAWS  
OF  
Hmong American Association of Colorado**

**ARTICLE I**

Name & Purpose

The name of the corporation is "Hmong American Association of Colorado," (hereinafter called "the Association"). The official abbreviation shall be "HMAAC."

The Mission Statement:

*"The Hmong American Association of Colorado is a nonprofit organization dedicated to protecting, preserving, promoting, developing and advocating for the rights and interests of the Hmong community in Colorado, to be successful within the larger community."*

Section 1. General Purposes. It is intended that the Association is organized exclusively for nonprofit mutual assistance purposes, the making of distributions to organizations that qualify as exempt organizations under **section 501(c)(3)** of the Internal Revenue Code ("Code"), or corresponding section of any future tax code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to **sections 170(c)(2), 642(c), 2055, and 2522 of the Code**. It is further intended that this Association will at all times qualify as a nonprofit corporation under the **Colorado Nonprofit Corporation Act section 7-20-101 et seq.**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article of Incorporation or these Bylaws. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Article of Incorporation and these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under **section 501(c)(3) of the Code**, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under **section 170(c)(2), 642(c), 2055, and 2522 of the Code**, or corresponding section of any future federal tax code.

Section 2. Specific Purposes. The specific purposes and objectives for which this Association is formed are:

1. To organize a Hmong coalition.
2. To promote social, economic, culture, and educational success for the Hmong community.
3. To promote, protect, and support the rights and interests of the Hmong.
4. To preserve and develop Hmong tradition and culture.
5. To network with Local, State, Federal Governments, agencies, other organizations, and communities.
6. To establish programs and provide services to help Hmong become self-sufficient and better citizens.

**ARTICLE II**

Location

The current location of the Association is in Westminster, Colorado. The location may change, as the organization undergoes changes of its own.

**ARTICLE III**

Memberships

There is no membership in this Association. No fees and dues are required.

## ARTICLE IV

### Meetings

Section 1. Annual Meeting. ***The Annual Meeting of the Board of Directors shall be held no later than thirty (30) days after the commencement of the fiscal year,*** at a place designated by the Board. The President shall preside over all Board meetings, except in cases where the Board shall deem, in the best interest of the Association, that another officer or Board member shall preside. The Annual Meeting shall be for the purpose of electing members of Board of Directors (BOD) and Officers and the transaction of such other business as may come before the meeting. Notice of the Annual Meeting shall be given by mail, telephone, or in person to all BOD members at least two (2) weeks in advance of the meeting. All BOD members need to attend the annual meeting.

Section 2. Quarterly Meetings. Members of the Board of Directors must attend the quarterly meetings, a total of four (4) meetings in a fiscal year, and must not be absent for more than 1/4 or 1 of all the quarterly meetings. The quarterly meetings time shall be planned out by the President for the entire year where the actual date may be changed per conflict of schedule. All BOD members shall be responsible keeping a scheduled meeting calendar. Except for emergency notice, the BOD members shall not be reminded of each meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Executive Director, or any two BOD members. The person or persons authorized to call special meetings of the Board may fix any reasonable place and time. Notice of any special meeting of the Board of Directors will be given at least two (2) days previously thereto by telephone or mail to each BOD member at his address as shown by the records of the Association.

Section 4. Quorum. A majority (2/3) of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the BOD members are present at said meeting, the BOD members present must adjourn the meeting until further notice where majority is present.

Section 5. Manner of Acting. The act of a majority of the Board of Directors present at the meeting, at which a quorum is present, will be the act of the BOD unless the act of a greater number is required by law or these Bylaws.

Section 6. Informal Action by Board of Directors. Any action required by law to be taken at a meeting of BOD, or any action which may be taken at a meeting of BOD, may be taken without a meeting if a consent in writing, setting forth the action so taken, is made known to all BOD members within a reasonable time and signed by a majority of the BOD members.

## ARTICLE V

### Board of Directors

Section 1. Board of Directors. The Board of Directors of the Association shall be composed of not less than five (5) nor more than twenty five (25) voting members who may be nominated by members of their clans, by the current Board, or by entities in the Hmong community. Such a nominee shall become a Board of Director member upon approval by majority (2/3) vote of the current Board of Directors. In the case that we do not have at least 2 women Board members, any Board member (including the president and vice-president) of the Association shall have the privilege to nominate up to five (5) women Board members, of which a minimum of 2 women Board members must be approved by a majority vote from the Board of Directors.

The Board of Directors is responsible for overall policy and direction of the Association and delegate responsibility for day-to-day operations to the Executive Director and committees thru the Presidents. The Board of Directors shall assist and aid in tasks and/or projects delegated by the Presidents. The BOD receives no compensation other than reasonable expense reimbursements.

Section 2. Qualifications. Members of the Board of Directors shall be at least 18 years of age. A BOD member must demonstrate an interest in the purposes and activities of the Association and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Association and its purposes and activities.

Section 3. Resignation. Resignation from the Board of Directors must be in writing and received by the Secretary. A BOD member will be dropped for excess absences from the BOD if s/he has more than two unexcused absences from the BOD meetings in a year. Any BOD member may be removed by a 3/4th majority vote of the Board of Directors at a meeting called for that purpose and after consultation with advisors, whenever, in its judgment, the best interests of the corporation will thus be served.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of BOD members shall be filled by the constituents of the vacant or new directorship. A BOD member elected to fill a vacancy will be elected for the un-expired term of his predecessor. An officer position of the BOD must be filled by a member upon a majority vote of the subsequent panel of BOD. However, the BOD may appoint a member of the Board to assume the official functions of the vacant directorship on a temporary basis until such time as the permanent successor is qualified and has been duly elected.

## ARTICLE VI

### Officers

Section 1. Officers. The Officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The President and Treasurer shall be elected by the BOD members, Clan Representatives, individuals from the Hmong community in Colorado and representatives of the Association at the election. The Vice-President and Secretary shall be appointed by the President. Each Officer shall be elected or appointed for a two-year term. These persons shall have the right to run again for additional terms. The three (3) positions of President, Treasurer and Executive Director shall be held by three (3) different persons.

Section 2. Election Committee. The Election Committee must be formed not earlier than July and no later than August before the election meeting. The President shall appoint, subject to approval by the BOD, an election committee consisting of three (3) members in good relationship with the Association, and shall include at least one (1) Board member and one past President.

Applications and announcements should be given to the public no later than November at the end of the current term. Candidates, including candidates from current officers of the Association, must submit his/her application to the Election Committee no later than five business days before the election.

If there are no candidates, the election floor shall nominate one or more. Individuals who have been nominated at the floor shall be given time about five (5) minutes to express his/her own opinions, ideas and visions. All election procedures shall comply with the Election Committee's rules and regulations.

Section 3. Election and Term of office. The officers of the Association will be elected bi-annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting such election will be held thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor is qualified and has been duly elected.

Section 4. Voting. Using a secret ballot, an individual from the community will have one (1) vote maximum, a vote by a BOD member will have the equivalent of five (5) votes, and a Clan Representative's vote will have the equivalent of ten (10) votes. If an individual is both a Board member and a Clan Representative, his/her vote shall have the equivalent of fifteen (15) votes.

Section 5. Free and Fair. It is the responsibility of the Election Committee to supervise the election, so that it can be free and fair to all voters and candidates.

Section 6. Removal. Any Officer elected or appointed by the Board of Directors may be removed by a 2/3rd majority vote from the Board of Directors to best serve the interests of the Association. Such removal must be based on credential evidence and be without prejudice.

Section 7. Vacancies. A vacancy in any office position because of death, resignation, removal, disqualification or otherwise, may be filled by a Board of Directors member for the unexpired portion of the term.

Section 8. President. The President shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other Officers to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The President shall also perform other duties as delegated by the Board of Directors, except in cases where the signing or execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association. The President shall be an active resident of Colorado and speak Hmong and English.

Section 9. Vice-President. The Vice-President shall act as the President with all rights, responsibilities and restrictions due the position of President in the absence, inability or refusal of the President to accomplish his/her duty. The Vice-President will also chair committees on special projects as designated by the BOD and perform other duties as from time to time may be assigned to by the President and BOD. The Vice-President shall be an active resident of Colorado and speak Hmong and English.

Section 10. Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories; in general, the Treasurer will perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the BOD.

Section 11. Secretary. The Secretary will keep the minutes of the meetings of the Officers and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each BOD member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 12. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the BOD shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or the BOD.

## ARTICLE VII

### Director and Staff

Section 1. Executive Director. The Executive Director is hired by the BOD to supervise and control all of the day-to-day business and affairs of the Association, including carrying out the BOD goals and policy. S/he is responsible for hiring and supervising other staff as well as performing such other duties as necessary, as delegated by the BOD or stated in the job description.

## ARTICLE VIII

### Advisory Council

The Advisory Council shall be appointed by the President and/or Board of Directors. Members of the Advisory Council shall consist of five (5) members minimum and seven (7) members maximum from both local and state levels. There shall be no specific period of time limit on the tenure of the Advisory Council. These individuals will meet with the Board of Directors every six (6) months and as needed.

## ARTICLE IX

### Committees

Section 1. Committees. The Board of Directors may create committees as needed, such as Finance, Education, Community Services, etc. The committee chair may be appointed by the Board or by members of the committee subject to the approval of the Board. The committee shall only have the authority granted by the Board.

Section 2. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws' or with rules adopted by the Board of Directors.

Section 7. New Year Committee. This committee shall consist of a New Year Committee Chair, a New Year Committee Vice-chair, a Secretary, a Treasurer and other clan representatives. The New Year Committee Chair and Vice-chair are on an annual rotation schedule, consisting of two clan members. The New Year Committee Treasurer must be elected by the clan representatives, at the same time the Chair and Vice-chair are announced. The treasurer must not be selected from the same clan as the Chair and Vice-Chair. Once the rotation for the New Year Committee has taken place and the elected treasurer is announced, a memo shall be sent to the HMAAC office.

Section 8. New Year Committee Bank Account. The New Year Committee Treasurer, New Year Chair, and HMAAC Treasurer shall be the only three personnel listed on the New Year Committee bank account. Furthermore, the HMAAC Treasurer will only serve as a monitoring officer of the account and will have no signer privilege. Actual signer(s) of the account shall be the New Year Committee Treasurer and another New Year Committee personnel if elected by the committee.

## ARTICLE X

## Fiscal Year and Miscellaneous Businesses

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 3. Checks. Drafts. etc.. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Board of Directors of the Association.

Section 4. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such bonds, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

## **ARTICLE XI**

### Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any Board member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XII**

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII**

### Rules of Order and Amendments to Bylaws

Section 1. Robert's Rules of Order. Subject to these Articles, all meetings shall be conducted under Robert's Rules of Order, and in the absence of special provision to the contrary, a majority vote shall suffice for the transaction of business.

Section 2. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 2/3rd majority of the BOD present at any regular meeting or at any special meeting, if at least seven days written notice is given on intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

## ARTICLE XIV

### Indemnification

Every member of the Board of Directors, officer and employee of the Association may be indemnified by the Association of all expenses and liabilities including counseling fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of his/her being or having been a member of the Board, officer or employee of the Association, or any settlement thereof: unless adjudged therein to be liable for negligence or misconduct in the performance of his /her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such a member of the Board, officer and employee is entitled.

## ARTICLE XV

### Dissolution of the Association

Upon dissolution of the Association, all assets of the Association shall, after paying or making provision for payment of the liabilities of the Association, be transferred exclusively for the exempt purposes of the Association in such manner and to such organizations as may be designated by the directors which are organized and operated exclusively for charitable purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3); provided, however, that such disposition of the assets must be in accordance with the Articles of Incorporation, as amended. Adopted by the Board of Directors at the meeting held on the day of \_\_\_\_\_

\_\_\_\_\_  
Registered Agent