

By-Laws
Vietnamese Youth Educational Association, Inc.

Chapter I: Denomination, Nature and Duration of The Activities

Article 1: The name of the Corporation is: Vietnamese Youth Educational Association, Inc.

Article 2: The activities of the Corporation are non-profit seeking, non-political and secular, and of unlimited duration

Chapter II: Tenets and Objectives

Article 3: The purpose for which the Corporation is formed are charitable, educational, cultural and amicable as follows:

- To preserve, develop and promote the moral, social and cultural values of the Vietnamese Speaking people.
- To promote the teaching of the Vietnamese language, history and culture.

Article 4: The Corporation will seek to:

- Provide ways and means for the teaching of the Vietnamese language, history and culture to youth
- Facilitate communication among youth through publications, seminars, meetings, social gatherings and other forums.
- Establish a Vietnamese language library.

Chapter III: Properties

Article 5: The properties of the Corporation includes:

- Membership fees
- Contributions from the membership
- Gifts, donations, grants from individual or public and private foundations.
- Fees and contracts resulting from the activities of the corporation.
- Proceeds from fund-raising activities of the corporation.
- Real properties and personal properties.

Chapter IV: Membership

Article 6: The Corporation has three categories of members and selected as follows:

-**Active Members:** All Vietnamese 18 year old or older who approve and abide the Articles and By-Laws of the Corporation, and have applied for membership, and have paid the membership dues.

-**Supporting Members:** All those who have supported the purposes and efforts of the Corporation. This status will be conferred by the Board of Directors

-Honorary Members: All those individuals having provided substantial help to the moral or material welfare of the corporation. Honorary membership will be conferred by the Board of Directors.

Article 7: Active members have the right to attend the Meetings of the Corporation, to participate in the election or nomination of all positions within the corporation as candidates. Voting or seeking election or other appointments by proxy are permissible.

Article 8: The membership application must be introduced by two active members and approved by the Board of Directors.

Article 9: The status of active membership shall be terminated in the following cases:

- A. Death or voluntary withdrawal from the corporation.
- B. Violation of the tenets and objectives of the Corporation or having committed acts that jeopardize the honor and credibility of the Corporation.

These violations shall be assessed by the Board of Directors, who will recommend disciplinary actions for approval by the active membership.

Chapter V: Organization and Management

Article 10: The regular annual meeting of the General Assembly, which consists of all active members, shall be held in Virginia during the first week of March. A quorum will comprise of more than half of the General Assembly represented by either in person or by proxy. If this quorum is not met, a second meeting will be convened within a month.

Article 11: Other meetings of the membership may be called when there is a written request by at least 1/3 of the active membership, or by the Board of Directors or by the President.

Article 12: Balloting at the meetings will be by secret ballot and by simple majority.

Article 13: The Board of Directors is composed of :

- One President
- Two Vice-Presidents
- One Secretary General
- One Treasurer
- Up to ten other active members, elected by a majority of the active members.

Article 14: Directors will serve for a two year term. Members of the Board serve on a voluntary basis without salary. In case of death or resignation of a member, the Board will nominate a successor to serve on the Board subject to the approval of the active membership.

Article 15: The Board of Directors has the following duties:

- Implement all the decisions of the active membership.

- Plan, develop and implement programs of activities to meet the objectives of the Corporation
- Establish various working committees as the need arises.

Article 16: The President of the Board of Directors has the following duties:

- Represent the Corporation
- Implement to Corporation's programs of activities
- Manage the Board of Directors to meet the Corporations' objectives
- Convene and chair the General Assembly
- Convene and chair all meetings of the Board of Directors
- Appoint Commissions and committees

Article 17: The Vice President has the following duties:

- Assist the President in all internal affairs
- Perform all the duties of the President in the absence of that officer

Article 18: The Second Vice President has the following duties:

- Assist the President in all external affairs
- Be in contact with other organizations and government agencies
- Seek sources of funding for the Corporation

Article 19: The Secretary General has the following duties:

- Organize and coordinate the administrative function
- Be custodian of all the Corporation's records
- Take minutes of the Corporation's meetings
- Prepare monthly reports of the Corporation's activities
- Prepare an annual report for presentation to the General Assembly.

Article 20: The Treasurer has the following duties:

- Be in charge of keeping the accounts of the Corporation
- Prepare all accounts and records as required by law for a non profit organization.
- Prepare monthly financial reports for submission to the Board of Directors
- Prepare annual financial reports for presentation to the General Assembly
- Co-sign the Corporations' account with the President
- Debit the Corporation's account only at the instruction of the President

Article 21: The Advisors have the following duties:

- Advise the Corporation of the ways and means to achieve the Corporation's objectives
- Advise the Board of Directors to address matters raised at the Board's meetings

Article 22: The Commissioners and other members of special committees appointed by the President shall be organized as follows.

- (a) The Commissioners shall have the following duties:
- Establish (the) program of activities
 - Organize activities
 - Develop support of the corporation's activities

In addition,

(b) The Summer School Principal, as a Commissioner of the Corporation, shall have the following duties:

- [1] Organize summer school
- [2] Implement Curriculum
- [3] Conduct Training

(c) The Summer School Principal shall serve for two (2) years, and shall be elected from among members of the Board of Directors.

(d) Members of the Materials Committee, as Commissioners of the Corporation, shall have the following duties:

- [1] Develop Curriculum and materials
- [2] Help Conduct training
- [3] Help develop faculty

(e) Members of the Materials Committee shall serve for two(2) years.

Article 23: The Corporation's members have the following duties and right(s):

- Attendees of the 1st General Assembly organized on 3/8/81 are "founding Members"
- Active members will be issued a membership card
- Children of Active members have priority in receiving services rendered by the Corporation
- Members of the Corporation must:
 - Promote the activities of the corporation
 - Seek to enlarge the membership
 - Encourage their children to learn Vietnamese, speak Vietnamese and maintain the Vietnamese traditions
 - Seek sources of funding for the corporation
 - Pay the annual fee. The fee will be determined annually by the Board of Directors

Article 24: Election to the Board of Directors is held during the regular annual meeting of the General Assembly.

- Election of the President. The President must be elected by more than half of the vote cast. If this majority is not reached, a second balloting must be held and the President can be elected by simple majority.
- The two Vice-Presidents, Secretary General, and Treasurer are elected on a single ballot and by simple majority.
- Balloting is direct and secret
- Each member may cast a maximum of two proxy votes

Article 25: Meeting (s) of the Board of Directors

- When a meeting of the full Board of Directors is not possible or necessary, the President may convene a meeting of the executive committee of Board of Directors. This committee will comprise of the President, two Vice-Presidents, the Secretary general and the Treasurer. This committee may meet to resolve issues when the President feels s/he cannot do so by herself or himself. This meeting may be convened by telephone.
- The full Board meets once every three months or whenever there is a need of holding an extraordinary meeting

Chapter VI: Amendments and Dissolution

Article 26: With the exception of Chapter I, Article 2 and Chapter II that cannot be amended, all other articles may be amended as follows:

- (a) The President shall appoints a by-laws committee. This committee, upon consultation with other members of the Board, shall draft a set of propose changes to the current by-laws. The Board of director then meets to approve & recommends a vote, or disapprove of the proposed changes.
- (b) changes are approved by a simple majority of the General Assembly or by a 2/3 majority of the Board of Directors. In the event of a tie, the President shall cast the deciding vote.

Article 27: The Corporation will be dissolved when there is a request to do so by three quarters of the Active membership.

In such case all assets of the Corporation shall be donated to a humanitarian charitable, non profit organization that has IRS Tax exempt status, as decided by the General Assembly of the Corporation.