

By-laws
of the
Eau Claire Area
Hmong Mutual Assistance Association, Inc.

ARTICLE I

NAME

- 1.01** The name of the Corporation shall be Eau Claire Area Hmong Mutual Assistance Association, Inc. and as it is sometimes referred to in these by-laws **the Corporation, ECAHMAA or HMAA.**

ARTICLE II

PURPOSES

- 2.01** The purpose of this Corporation shall be to assist refugees and non-refugees to make adjustments to life in the U.S. by promoting economic self-sufficiency and education while helping to preserve cultures and traditions.
- 2.02** The Corporation is exclusively for charitable and educational purposes, and for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Service Code of 1954, or the corresponding provisions of any future US Internal Revenue Service Law.
- 2.03** This Corporation shall exist to work with local housing authorities, State and Federal authorities and other human services agencies which provide assistance to low-and moderate-income earners.

ARTICLE III

BASIC POLICIES

- 3.01** The following are basic policies of the Corporation:
- 1) The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
 - 2) The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.
 - 3) All granted monies received from Federal or State funded agencies must be used per contract agreement.

- 4) Amendment (s) to the current by-laws shall be approved by fifty-one percent of the Board of Directors and presented to the membership at the next regular annual membership meeting.
- 5) The fiscal year of the corporation shall be the calendar year: January 1 to December 31st

3.02 CLIENTEL and SERVICES

This Corporation shall serve both refugee and non-refugee clients, regardless of age, in the Eau Claire, Dunn and Chippewa county areas of Wisconsin.

Services will be provided to both refugees and non-refugees, regardless of age, residing in the northwest areas of Wisconsin.

3.03 NOTICES AND MEETINGS

- 1) Meeting notices and minutes shall be posted at the ECAHMAA and on the Agency website stating the place, date, hour and the purpose of the meetings. Email to members will be strongly encouraged and email addresses solicited from members.
- 2) The general public may attend public board meetings but have no right to vote.
- 3) The Corporation shall hold an annual meeting in December or January at a site in the city of Eau Claire to be determined by the Board of Directors.
- 4) In election years, the election of Executive Officers shall be held at an election meeting held at the beginning of October. This allows for 2 months overlap, providing a smooth transition of governance.
- 5) Special meetings may be held by the President of the Corporation, the Board of Directors or by special request by fifty-one percent (51%) of its members and shall be held at such place as determined by the Board of Directors.

ARTICLE IV

ELECTIONS

- 4.00** The President of the Board of Directors of this Corporation shall appoint 2 representatives who are board members and two community representatives to assist with the election process. An election chair shall be nominated by the board.

Voting shall be done for the Board President position. All other Executive Officer positions are appointed by the newly elected Board President after consulting with the Board of Directors.

4.01 ELIGIBILITY TO VOTE

Before an election takes place, the election chair shall announce that a person who has resided in the Eau Claire, Dunn and Chippewa counties at least 90 days and is at least 18

years of age is eligible to vote. Each person eligible to vote shall be entitled to one vote per each matter submitted to voting. A member shall vote in person, but not by proxy.

4.02 ELIGIBILITY TO RUN AS AN OFFICER

The Election chair shall announce to voting members that before considering a candidate to be an officer, the voter shall take into consideration qualifications of the candidate(s).

Any member (as defined in section 4.01) interested in applying for election as an officer of this Corporation and not a present member of the Board of Directors should submit an application to the ECAHMAA office at least two weeks in advance of election day. This application should include a short resume of the person's background and his/her plans for the future of this corporation. A candidate who is not a board member must obtain one signed endorsement from current members of the Clan Leader Advisory Committee and one signed endorsement from current executive board, indicating that he or she is fit to lead the organization. For further qualification criteria, refer to officer position requirements.

- 1) If there are no nominations, on the day of election, members (as defined in section 4.01) may self-nominate, nominate other members, or nominate members of the board of directors as candidates for officer positions. Nominee(s) must meet qualification criteria and be approved by two current executive board members, the election committee and the executive director.

All current and past board members are strongly encouraged to run as officers. The Board may appoint or nominate its members to be officer candidates.

- 2) Previous ECAHMAA staff members may run as executive officers provided the board has reviewed his or her employee file and had deemed that person qualified; having the appropriate integrity, fairness, accountability, responsibility, leadership, performance and passion to lead the organization. The proper signed endorsements must be obtained.

4.03 The Board president (as defined in Article VI) shall be elected at the October election meeting by a plurality of the votes cast. The newly elected board president shall nominate his Executive Officers (vice president, treasurer, secretary) after consulting with the Board of Directors. All candidates who want to be executive officers of the corporation must submit applications to be considered.

4.04 The President-Elect will be elected for a three year term at the October election meeting. This meeting and a call for applicants will be announced to the membership at least two weeks in advance. All customary election procedures and processes apply.

4.04 All Officers and Board members whose term(s) of office are ending shall report at the annual meeting, to all members present, of his/her involvement and activities while serving on the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

- 5.01** The Board of Directors will include 7 members, to include the Executive Officers of the ECAHMAA and representatives chosen from co-sponsoring agencies and/or the community.
- 1) In the event that board membership is at a diminished capacity, the President will have the authority to appoint whomever s/he chooses.
 - 2) One or more Clan representatives are strongly encouraged to serve on the board.
 - 3) Advisors may be appointed to the Board of Directors as a special distinction recognizing outstanding services performed on behalf of refugee and non-refugee communities or provided to the Corporation. Such advisors may participate in discussions but shall not vote.
 - 4) The board president and executive director are authorized to sign documents on behalf of the organization with the board of directors' approval. Each term of officers shall have a signed written authorization in place.
- 5.02** **TERMS**
- 1) Executive Officers elected to replace those whose terms expire shall be elected for a term of three years.
 - 2) Terms of the Board of Directors, including the Executive Officers, should be staggered. The terms of Board of Directors should be staggered so that some experienced Directors' terms overlap with newly appointed Directors.
- 5.03** Regular meetings of the Board of Directors shall be held at such time and place as the board shall determine. Monthly board meetings are highly suggested to be held during the last week of the month. Special meetings of the Board of Directors shall be held when called by the President or when requested by fifty-one percent (51%) of the Board of Directors, at such time and place as the Board President shall determine.
- 5.04** Fifty-one percent (51%) of its Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- 5.05** Except as otherwise specifically provided, votes of a majority of the Board of Directors cast in person, via email, text messages or submitted in writing to the Board shall be the act and decision of the entire Board of Directors.
- 5.06** In addition to others set forth elsewhere in these By-Laws, the Board of Directors shall have the following duties and powers.
- 1) Establish advisory committees to assist in the development and evaluation of business affairs.

2) Make decisions on the uses of ECAHMAA resources, facilities and assets in accordance with ECAHMAA and contract funding policies.

2) Modify, over-ride or rescind the action of any Officer of this Corporation.

3)

4) Appoint, on recommendation of the finance committee, a bank or banks for deposit of funds of this Corporation and shall have the books, accounts, and operations of this Corporation audited annually or more frequently if required. Any board member of this Corporation in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

5) Not authorize nor permit the expenditure for any administrative purpose of the net income of projects or activities of this Corporation by which funds are raised from the general public. Only pre-approved expenditures agreed with the Clan Leader Advisory committee may be taken from the general public fund.

5.07 VACANCIES

1) If the Office of President becomes vacant the Vice-President shall assume that office.

2) If any other Officer position becomes vacant the Board of Directors shall fill the position.

3) If a Board of Director position becomes vacant, the President may fill the vacancy by interim appointment with a two-thirds (2/3) vote of the remaining Board of Directors.

5.08 RESIGNATION OF BOARD OF DIRECTORS AND OFFICERS

A member of the Board of Directors may discontinue service to ECAHMAA by voluntary withdrawal or moving from the service area. The Board of Directors may accept the resignation in absentia and fill the position.

5.09 TERMINATION OF BOARD OF DIRECTORS AND OFFICERS

1) The Board of Directors has the right to terminate the service of a Board member or an Officer (s) for a violation of the by-laws, funding contract, or just cause deemed not acceptable to the majority by vote.

2) Any Officer or Board member who misses more than five (5) non-consecutive and/or three (3) Consecutive scheduled meetings in a year (or in the last 12 months), may be replaced by the President of the Board of Directors. This replacement policy is at the sole discretion of the Board President.

5.10 COMMITTEES

The Corporation may have the following standing committees consisting of two or more members. The committees below may be formed, modified or eliminated at the discretion of the Board of Directors.

1) Governance and By-laws Committee: Review governance policies and by-laws to ensure that they reflect the needs of the agency. The Board President and Executive Directors are highly encouraged to be members of this committee.

2) Personnel Committee: Review and recommend Human resources procedures and personnel policies; oversee search processes; assist in interviews; conduct performance review of the Executive Director.

3) Finance, Budget & Fund Development Committee: Work closely with Treasurer, Executive Director and Accountant to review internal accounting procedures; review the financials before they are presented to the full Board of Directors for review and approval; review the annual agency budget as presented by the Executive Director; make budgetary recommendation to the Executive director.

4) Board Recruitment & Marketing Committee: Work closely with the Board President to generate an ongoing list of potential Board members; recruit new members; work with the Executive Director to develop effective marketing strategies for the agency.

5) Clan Leader Advisory Committee (Nres Xeem): Provide guidance and perform as an advisory council to the Board President in matters affecting the Hmong Community. Ad Hoc subcommittees can be established under this committee to address the work and needs of the Hmong community.

6) New Year/Planning Committee: Work with the Executive Director and Board Recruitment & Marketing committee to develop effective marketing strategies that bridge Association and community interests; work closely with the Executive Director and Clan Advisory/Nres Xeem to assist in coordinating events such as annual Fellowship Banquet and New Year.

7) Hmong Cultural Center Committee: A task force of the Board of Directors to work closely with all committees of the board, community stakeholders, other supporting partners and collaborators for the planning, fund development and sustainability of the Hmong Community Center within the City of Eau Claire.

5.11 The Board President shall appoint the Chairs of all standing committees and ad hoc and special committees. Each committee shall include at least one (1) Board member. The committee chair shall appoint or replace committee members.

5.12 With the approval of the Board of Directors, the President shall establish any ad hoc or special committee as is deemed necessary to accomplish Corporation business.

ARTICLE VI

EXECUTIVE COMMITTEE OFFICERS AND DUTIES

6.01 The Executive officers of this Corporation shall be President, Vice-President, Secretary and Treasurer. All officers shall hold positions not more than two consecutive three year terms. They are encouraged to serve on the Executive Board as board members for unlimited terms.

6.02 The President shall be elected by secret ballot vote of ECAHMAA members at the October election meeting. All other executive officers are appointed by the newly elected board president.

6.03 No officers of this Corporation shall receive any compensation for services under this Corporation in their official capacities

6.04 DUTIES OF THE EXECUTIVE OFFICERS

1) The **President** shall be the Presiding Chair of the Corporation. His official title shall be referred to as Board President.

2) The **President** shall issue the call for regular and special meetings of the Board of Directors and the Corporation, preside over all meetings, appoint Board members as needed, appoint the standing and special committees and supervise the operation of such committees. He/she shall establish all policies and direct all affairs and businesses by or under the direction of this Corporation, subject to the approval of the Board of Directors and as per guidelines from the Federal and State funding agencies. The President shall designate the Vice President, Treasurer, and Secretary to endorse checks or vouchers that have been verified and initialized by the Executive Director.

3) The **President-Elect** shall join the executive committee to shadow the outgoing President during the months before the President's term expires. The President-Elect will serve as a regular board member until becoming President. The President-Elect will then serve as Board President for three years.

4) The **Vice-President** shall, under the direction of the President, oversee the functioning of such committees of this Corporation as the President shall designate. If the President is unable to perform the duties of his/her office for any reason, the Vice-President shall occupy the position and perform his duties with the same authority as the President until the next annual election.

5) The **Secretary** shall, under the leadership of the President, have the duties of recording, filing documents, and keeping membership files and minutes of any meetings. The Secretary shall assist in coordinating activities of the Board as well as keeping correspondence with the members on related matters.

6) The Past-President shall serve as ex-officio on the executive committee and ECAHMAA Board for one year following the end of the term as President.

6.05 DUTIES OF THE TREASURER

As an Executive Officer, the **Treasurer** oversees and ensures appropriate use of ECAHMAA funds and should have some accounting or bookkeeping background and the ability to keep good records. Specific duties:

1) Work closely with the Executive Director on uses of ECAHMAA funding.

2) Know about the funding practices at ECAHMAA.

- 3) Endorse checks or vouchers that have been verified and initialized by the Executive Director. Each non-routine check over \$5,000 should have two signatures, preferably the Treasurer and the Board President.
- 4) Checks issued for recurring expenses may be signed by the executive director provided there are invoices to document the expenditures. Audits of such expenses may be performed by the treasurer.
- 5) Assist ECAHMAA to locate funding sources and solicit funds.
- 6) Examine monthly financial reports to ensure accuracy.
- 7) Work directly and must oversee all expenses and revenues with all ECAHMAA sponsored or fundraising events.
- 8) Shall provide and review quarterly financial reports at board meetings.
- 9) Ensure there are checks and balances with the corporation financial controls. Report any violations at board meetings.
- 10) Assist the executive director in developing annual income and expense projections.
- 11) Approve payroll.

ARTICLE VII

EXECUTIVE DIRECTOR - Chief Executive Officer

Appointment, Powers and Duties. The Executive Director shall be the Chief Executive Officer (CEO) of the Corporation and shall have such general executive powers and duties of daily execution, supervision and management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the Board of Directors. Other responsibilities reside with the Executive Director Job position description.

ARTICLE VIII

CLAN LEADERSHIP AND REPRESENTATION

7.01 A Clan leader/Nres Xeem is defined to be one who represents a Hmong Clan in the communities that ECAHMAA serves. This leader must be elected or appointed by the clan.

1) Each Clan/Xeem is strongly encouraged to have their clan leader representing the Clan community on the President's Clan Leader Advisory Committee (Nres Xeem). At least five Clans should be represented on this Committee at any one time.

2) One or more Clan leaders/Nres Xeem are strongly encouraged to serve on the Board of Directors and attend the regular meetings.

ARTICLE IX

DISSOLUTION

8.01 This Corporation shall be exclusively charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code and primarily to sponsor the Southeast Asian People. If dissolved, the assets shall be distributed or used exclusively for charitable purpose.

Dissolution Clause: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue Law) as the Board of Trustees shall determine. Any of such assets so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes as noted. Said liabilities of the corporation may be paid out of the proceeds of the sale of assets which are deemed necessary by the Board of trustees in order to meet said liabilities, payments, and said sale of assets should be according to the rule of law determined by the Circuit Court of the County in which the principal office of the Corporation is then located. All criteria for disposal of assets must meet the requirements of the Articles of Incorporation, State of Wisconsin which refers to said Corporation as a non-profit organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 and this dissolution is not to be amended.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of Eau Claire Area Hmong Mutual Assistance Association, Inc. by the Board of Directors of the Corporation pursuant to a statement of unanimous consent on February 10, 2019. The Bylaws, as originally enacted, took effect;

- November 20, 1982
- April 1, 1997
- October 5, 1997
- July 20, 1999
- May 25, 2010


February 10, 2019


This document includes amendments that were adopted by appropriate action of the Board of Directors on:

- March 18, 1986
- June 20, 1988
- December 8, 1989
- December 1990
- September 1, 1995
- March 10, 1997
- May 11, 1999
- July 9, 2001 April 2006

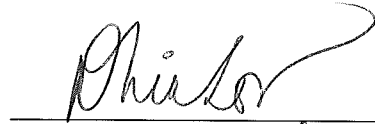
- December 11, 2009
- January 27, 2010
- February 26, 2015
- February 10, 2019

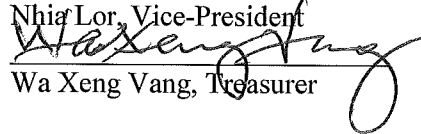
The following are the current principal officers of the Board of Directors of the Eau Claire Area Hmong Mutual Assistance Association, Inc.



Pao Xiong, President


Dr. Bobby Lor, Secretary



Nhia Lor, Vice-President


Wa Xeng Vang, Treasurer

February 10, 2019

As approved on February 10, 2019, the By-Laws of this corporation may be changed per the corporation change management policy.