



BYLAWS

Date of adoption and revision
Last revision July 26, 2025

Section 1: PURPOSE

The organization, also referred to as the Wichita Asian Association (ASSOCIATION), has been organized to operate exclusively for charitable purposes including but not limited to:

- (1) Providing education and understanding about Asian culture.
- (2) Assisting Asian population.
- (3) Eliminating racial prejudice.
- (4) Encouraging cooperation among various Asian groups; and
- (5) Assisting Asians to become contributing and respected members of the community.

Section 2: LOCATION

The principal office of the organization, at which the general business of the organization will be transacted and where the records of the organization will be kept, will be at such place in the metropolitan area of state, as may be fixed from time to time by the Board of Directors. Unless otherwise fixed, it will be at the Wichita Indochinese Center, 2502 E. Douglas Ave. Wichita, KS 67214.

Section 3: BOARD OF DIRECTORS

3.1 Powers: There shall be a Board of Directors which shall supervise and control the business and affairs of the organization except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The Board of Directors shall abide by all ASSOCIATION's Bylaws and Policies.

3.2 Number and Qualifications: The number of members of the Board of Directors of the organization will be a minimum of seven (not more than 21) members. Members of the Board of Directors shall have voting privileges. The Board of Directors will be representative of the residents in the Greater Wichita region area who share the mission and goals of the organization. Qualified members shall have high ethical standards, be able to contribute sufficient time to the organization, have a demonstrated ability to think independently and work both professionally and collaboratively.

3.3 Term Limits: Each Board member shall serve of a term of three (3) years with a maximum of four (4) consecutive terms. The Immediate Past President shall serve a one (1) year term directly following their Presidency. Term limits shall be staggered to ensure that the majority of Board of Directors do not reach



term limits at any time. In example, if there are seven (7) Board members, no more than four (4) may term out at the same time. The President shall track the Board of Directors term limit schedule.

3.4 Nominations: The Governance Committee shall be responsible for the nominations of Board members. All members of the Board of Directors and general members of the organization may submit recommendations of prospective Board members to the Governance Committee at (before) the end of October of the fiscal year.

3.5 Election and Voting: Voting for new Board members shall be done at a Board of Directors meeting. If there are more candidates nominated than vacancies available, written ballots for that (those) position(s) shall be taken. The number of candidates who receive the highest number of votes corresponding to the number of vacancies available shall be declared elected. In the event of a tie, a subsequent ballot on those candidates shall determine the election.

3.6 Resignation: Any Board member may resign at any time by giving written notice to the Board President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance there of as determined by the President of the Board.

3.7 Vacancies: Vacancies for an unexpired term may be filled by majority vote of the remaining voting members of the Board of Directors then in office.

3.8 Removal: Any Board member may be removed from the Board of Directors by an affirmative vote of the majority of the Board members present at an official meeting of the Board of Directors. Notice of the proposed removal will be given to Board of Directors with at least fourteen (14) day notice prior to the next Board of Directors meeting. The Board member involved will be given an opportunity to be present and to be heard at the meeting at which their removal is considered.

3.9 Board of Directors Meeting Attendance: Attendance of Board members at regularly scheduled Board of Directors meetings is required. Telephonic or virtual attendance is acceptable. Board members must attend a minimum of 75% of all Board of Directors meetings and 50% of general membership meetings per year to remain as an active member. Board members who fail to attend the minimum requirement may be subject to removal from the Board of Directors.

3.10 Board Responsibilities: Board members must exercise due care in all dealings with the organization. Board members should be reasonably informed about the organization's activities, participate in collective decisions, and do so in good faith and with the care of an ordinary prudent person in similar circumstances. This includes careful oversight of financial matters and reading of minutes, attention to issues that are of concern to the organization and raise questions whenever there is something unclear.

No compensation will be paid to any Board member by the ASSOCIATION.



The duty of care is carried out by the following acts:

1. Attendance at meetings of the Board of Directors and appropriate committees.
2. Advance preparation for the Board of Directors meetings, such as reviewing reports and the agenda prior to meetings of the Board of Directors.
3. Obtaining information (in the context of Board of Directors meetings), before voting to make good decisions.
4. Use of independent judgment.
5. Frequent review of the organization's finances and financial policies; and
6. Compliance with the filing requirements, particularly annual returns.
7. Make a personally meaningful financial gift to the organization. The suggested amount of giving is \$150 per fiscal year.

3.11 Duty of Loyalty: The duty of loyalty requires Board members to exercise their power in the interest of the organization and not their own interest or interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, Board members must put the interests of the organization before their personal and professional interests. Conflicts of interest, including the appearance of conflicts of interest must be avoided. This includes personal conflicts of interest or conflicts with other organization with which a Board member is connected.

3.12 Conflicts of Interest: In the event any Board member has a conflict of interest that might properly limit such Board member's fair and impartial participation in Board of Directors deliberations or decisions, such Board member shall inform the Board of Directors as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Board member, the Board of Directors may nonetheless request from the Board member any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Board of Directors in which a Board member has a direct or indirect personal interest, or any transaction in which a Board member is unable to exercise impartial judgement or otherwise act in the best interests of the corporation or the Board of Directors.

No Board member shall cast a vote, nor take part in the final deliberation in any matter in which they, members of their immediate household, or any organization to which such Board member has allegiance, has a personal interest that may be seen as competing with the interest of the ASSOCIATION. Any Board member who believes they may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question, and the Board of Directors shall make the final determination as to whether any Board member has a conflict of interest in any matter. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Board member.

In practice, the duties are carried out by the following acts:

1. Disclosure of any conflicts of interest.
2. Adherence to the organization's conflict of interest policy.



3. Avoidance of the use of the organization's opportunities for the individual's personal gain or benefit; and
4. Non-disclosure of confidential information about the organization.

3.13 Officers of the Board of Directors: The officers of the Board of Directors shall at minimum consist of a President, Vice President, Secretary, and a Treasurer. The Board of Directors shall have such other assistant officers as deemed necessary and such officers shall have the authority prescribed by the Board of Directors. A candidate for each office shall be nominated by the Governance Committee.

3.14 Election of Officers. The officers of the Board of Directors shall be nominated by governance committee and will be elected by the Board of Directors at the final meeting of the organization's fiscal year for the following fiscal year.

Section 4: OFFICERS OF THE BOARD OF DIRECTORS

4.1: Officers: The officers of this organization shall at minimum consist of a President, Vice-President, Secretary, and Treasurer. The Board of Directors shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board of Directors. Candidates for the slate of officers shall be nominated by the Governance Committee.

4.2 Election of Officers: The officers of the Board of Directors shall be elected by the Board of Directors prior to the term completion of the current officers.

Voting shall be by written ballot. If there is but one nominee for each position and no further nominations from the floor, by general consent, the written ballot may be dispensed with a voice vote taken on the entire slate. If there are nominations from the floor, written ballots for that office shall be taken. The candidate receiving a majority vote on the written ballot shall be declared elected. In the event of a tie, a subsequent ballot on those candidates shall determine the election.

4.3 Term of Office: The officers of the organization shall be installed at the January meeting, following their election, and shall hold office for two years, or until their respective successors shall have been duly elected. No Board member shall serve as in the same officer role for more than (2) consecutive terms; provided, however, any time used to fill an unexpired term of a person previously holding such office shall not be included in one such term.

4.4 Removal of Officer: Any officer may be removed with or without cause by the Board Directors by a vote of a majority of the Board of Directors. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that notice of intention to consider said removal has been given to each Board member and to the officer affected at least 14 days previously.



4.5 Officer Attendance: Executive officers are expected to keep a 75% minimum attendance to the Board of Director Meetings and 50% of general membership meetings per year.

4.6 Officer Vacancy: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. Nominations for the officer shall be recommended by the Governance Committee.

4.7 President: The President will preside at all meetings of the Board of Directors. They will execute on behalf of the organization all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the organization.

4.8 Vice-President: The Vice-President will serve in the absence or disability of the President and to perform such other duties as may be assigned to them by the President of the Board. In the absence of the President, the execution by the Vice-President on behalf of the organization of any instrument will have the same force and effect as if it were executed on behalf of the organization by the President.

4.9 Secretary: The Secretary will be responsible for taking the minutes at all Board of Director and general membership meetings and keeping the corporate record. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the organization, except those of the treasurer. The Secretary will present the previous meeting minutes at each Board of Directors meeting. The Board of Directors at its discretion may elect an assistant secretary, who will perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or the President.

4.10 Treasurer: The Treasurer will have general charge of the finances of the organization. When necessary and proper, they will endorse on behalf of the organization all checks, drafts, notes, and other obligations and evidences of the payment of money to the organization or coming into their possession; and they will deposit the same, together with all other funds of the organization coming into their possession, in such bank or banks as may be selected by the Board of Directors. They will keep full and accurate account of all receipts and disbursements of the organization in books belonging to the organization, which will be open at all times to the inspection of the Board of Directors. They will present to the Board of Directors at its annual meeting their report as Treasurer of the organization and will from time to time make such other reports to the Board of Directors as it may require. The treasurer shall follow the organization's Financial Policy.

4.11 Power of the Officers: Any officer of the organization, in addition to the powers conferred upon them by the bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board of Directors.



Section 5: COMMITTEES

5.1 Committee Structure: The President may designate one or more ad hoc committees, each of which will consist of at least one committee chair or director and two or more committee members. The chair or director of the committee will be appointed by the ASSOCIATION President. Any chair or director may be removed with or without cause, at any time, by the President of the Association. After consultation with the Committee Chair or Director, the President will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Executive Officers and general members, for consideration and action. Committees may adopt such rules for the conduct of business as are appropriate and as are consistent with these bylaws, the articles of incorporation, or state law.

5.2 Standing Committee: The ASSOCIATION will have a minimum of, but not limited to, the following standing committees:

1. **Executive Committee:** This committee will be chaired by the ASSOCIATION President will consist of all other Officers of the organization. The committee is responsible for the fiscal health of the organization.
2. **Wichita Asian Festival Planning Committee:** This committee will plan and implement the Wichita Asian Festival. The committee can be comprised of chairs of pageant, scholarship, stage, vendor, volunteer, kids' activity subcommittees can be grouped under this committee. The meetings of the planning committee will be called as needed.
3. **Community Event Committee:** This committee will plan and implement the activities of the ASSOCIATION in the Wichita and local community, such as involvement in the local events, Asian Pacific American Heritage month celebration, proclamations etc.
4. **Governance Committee:** This committee will oversee the policies and procedures of the organization and advise on all legal and risk management matters. The committee is responsible for Board member and officer nominations.
5. **Membership Committee:** This committee will be responsible for the management of membership information and recruitment and retention of members.

Section 6: MEETINGS OF THE BOARD OF DIRECTORS

6.1 Board of Directors Meetings: The Board of Directors will be required to meet a minimum of four times a year, or once per quarter. Meeting dates and locations will be provided to Board members at least fourteen (14) days prior to the day such meeting is held.



6.2 Board of Directors Special Meetings: Special meetings of the Board of Directors may be called at any time by the ASSOCIATION President or in their absence by the ASSOCIATION Vice-President.

6.3 Quorum: A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.4 Proxy Voting: Proxy voting will not be permitted.

6.5 Virtual Meetings and Voting: Board members may attend any Board of Directors meeting virtually or by telephone if technology is available. Board members may also vote virtually or by telephone.

6.6 Parliamentary Procedure: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the organization.

Section 7: GENERAL MEMBERS

7.1 General Memberships: There shall be general members of the ASSOCIATION. Members must be in good standing and have paid annual membership dues to attend meetings and receive member benefits. The Membership Committee shall manage the membership database and lead efforts for recruitment and retention.

7.2 Membership Benefits: Member benefits shall include, but not be limited to, access to a regular newsletter, discounts to special events and programs, and invitations to social gatherings and networking events. Benefits will be determined by a majority vote of the Board of Directors at the recommendation of the Membership Committee.

7.3 Membership Rates: Benefits will be determined by a majority vote of the Board of Directors at the recommendation of the Membership Committee.

Section 8: NON-DISCRIMINATION

8.1 Non-Discrimination: The ASSOCIATION is committed to fostering a community where there are equal opportunities for all without bias on the basis of race, color, religion, sex, ancestry, age, national origin, disability, transgenderism, sexual orientation or status as a disabled veteran. The ASSOCIATION is committed to upholding the Kansas Acts Against Discrimination Ordinance No. 51-654.

Section 9: MISCELLANEOUS

9.1 Indemnification: The organization will have the power to indemnify and hold harmless any director, officer, member, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee



(except in cases involving willful misconduct). The organization will have the power to purchase or procure insurance for such purposes such as Wichita Asian Festival and other community events.

9.2 Authorization of Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the organization, 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 organization. Such authority may be general or confined to specific instances.

9.2 Records of the Organization: The organization will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of the Board of Directors, and committees having any of the authority of Board of Directors: and it will keep at the

9.3 Legislative and Political Activity: No substantial part of the activities of the organization shall attempt to influence legislation and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 10: FINANCES

10.1 Finances year: The fiscal year of the organization will be January 1 through December 31.

10.2. Budget: Prior to the beginning of each fiscal year, the Board of Directors shall prepare and approve a budget of estimated income and expenditures for the following year, which shall stand as the limit of expenditures for proposals, unless otherwise ordered by action of the Board of Directors.

10.3 Deposits: All monies, securities, drafts or mother monetary instruments received by the Association shall be deposited to the account of the corporate as prescribed by the Board of Directors.

10.4 Financial Review: The Association shall review its financials annually by a qualified person.

10.5 Financial Policy: The Association shall have a financial policy that addresses dual control of funds.

Section 11: AMENDMENTS

11.1 Amendments: The organization may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. The request for amendments will be initiated by any current member of ASSOCIATION and will be acted upon by a major majority vote of the Board of Directors.

Section 12: DISSOLUTION



12.1 Dissolution: Upon dissolution of the organization and after the payment or the provision for payment of all the liabilities of the organization, the Board of Directors will dispose of all the assets of the organization exclusively for the purposes of the organization or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the organization is located.

ADOPTED BY THE BOARD OF DIRECTORS OF DIRECTORS OF DIRECTORS THIS
26 DAY OF JULY 2025