

**Wichita Asian Association
Bylaws**

ARTICLE I. PURPOSE

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

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

This organization is committed to a policy of fair representation which does not discriminate on the basis of race, color, ethnicity, religion, sex, national origin, age, ancestry, disability, status as a veteran, sexual orientation, marital status, parental status, gender identity, or gender expression.

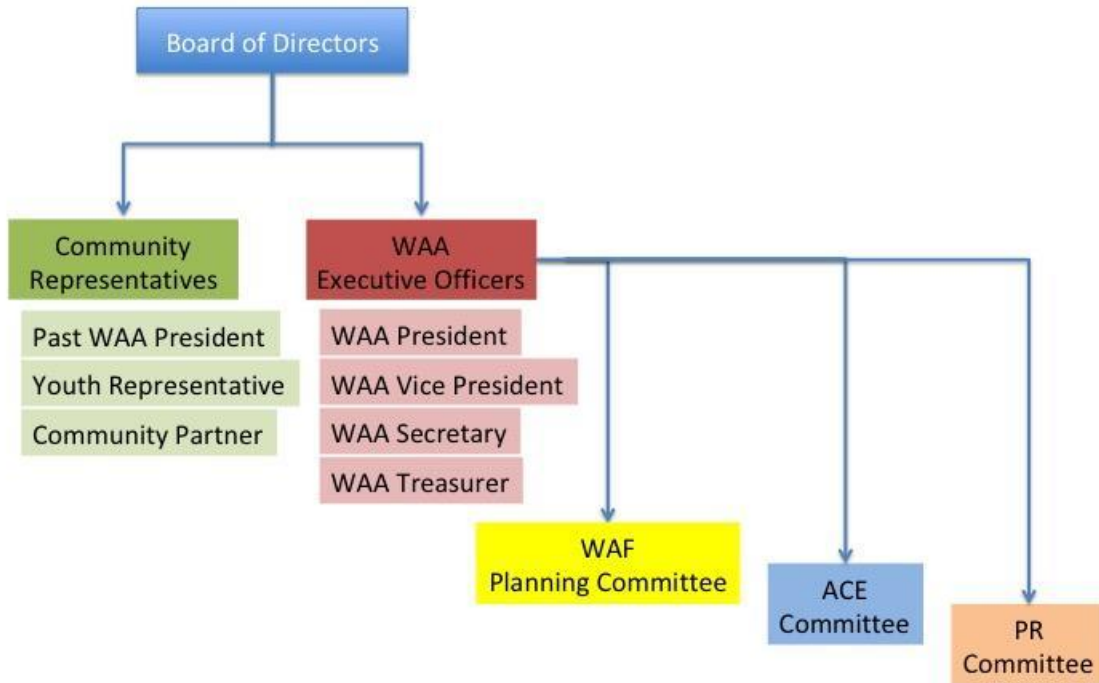
ARTICLE II. LOCATION

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.

ARTICLE III. ORGANIZATIONAL STRUCTURE

Organizational structure of the organization will consist of the Board of Directors, Executive Officers, and members (Figure 1).

Figure 1. Organizational Structure of the Wichita Asian Association



ARTICLE IV. BOARD OF DIRECTORS

Section 1: The number of members of the Board of Directors (BOD) of this organization will be 7 (at least 3, no more than 9). Members of the BOD will include the current WAA Executive Members, and 3 additional members. The BOD will consist of the following:

1. Current WAA President
2. Current WAA Vice-President
3. Current WAA Secretary
4. Current WAA Treasurer
5. One past WAA Executive Officer
6. One individual/advisor representing a college or youth organization
7. One individual representing a Community Sponsor (First consideration, Platinum Sponsor of the Wichita Asian Festival)

Section 2: The BOD will be representative of the residents in the Wichita area who share the mission and goals of the organization.

Section 3: Election of new BOD or election of current BOD to a second term will occur as the first item of business at the last annual meeting of the organization. Members of the BOD will be elected by a majority vote of the current BOD. Nominations for new BOD members will be made during the second to last meeting of the second year, and individuals nominated will be formally invited by the current WAA President.

Section 4: The term of each member of the BOD will be two (2) years. When a Director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 5: To be formally made a member of the BOD, the individual must be a WAA voting member.

Section 6: Any Director may be removed from the Board of Directors by an affirmative vote of the majority of Directors present at an official meeting of the board. Notice of the proposed removal will be given to members with at least fourteen (14) days notice prior to the next BOD meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the Board of Directors for services as a member of the Board.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The BOD will be required to meet four times a year. Attendance is required (call-in for the meeting is acceptable). A timeline for meetings is suggested:

Month/Term Year	Topic
January/Year 1	Transition of New BOD
April/Year 1	
August/Year 1	
November/Year 1	Annual Review
January/Year 2	
April/Year 2	
August/Year 2	Nominations for New BOD
November/Year 2	Vote/Transition for New BOD Annual Review

Section 2: Meetings of the Board of Directors may be called at any time by the WAA President or in his or her absence by the WAA Vice-President.

Section 3: Notice of BOD meetings will be provided to Directors at least fourteen (14) days prior to the day such meeting is to be held.

Section 4: At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the BOD will constitute a quorum at any meeting.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the Board.

Section 6: Proxy voting will not be permitted.

Section 7: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the organization.

ARTICLE VI. EXECUTIVE OFFICERS

Section 1: The officers of this organization will be a President, Vice-President, Secretary, Treasurer, a past WAA Executive Officer, an individual/advisor representing a college or youth organization, and an individual representing a Community Sponsor. and such other officers with duties as the Board prescribes.

Section 2: The officers of the organization will be elected every two years by voting members of the organization. Each officer will serve a two-year term. A nominating committee shall be formed by October of the second year. New officer candidates shall be announced in the November meeting and the December meeting shall be when voting members cast votes to elect the officers.

Section 3: Any officer may be removed with or without cause by the Board of Directors by a vote of a majority of all of the Board members. The matter of removal may be acted upon at any meeting of the Board, 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.

Section 4: Executive officers are expected to keep a 75% minimum attendance to the monthly meetings.

Section 5: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 6: The President will preside at all meetings of the Board of Directors. He or she 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.

Section 7: It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such other duties as may be assigned to him or her by the President or 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.

Section 8: Secretary will be responsible for taking the minutes of all the meetings and keeping the corporate record. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. 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 at each annual meeting of the Board of Directors a full report of the transactions and affairs of the organization for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate. 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.

Section 9: Treasurer will have general charge of the finances of the organization. When necessary and proper, he or she 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 his or her possession; and he or she will deposit the same, together with all other funds of the organization coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. He or she 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. He or she will present to the Board of Directors at its annual meeting his or her 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. Other than the treasurer, one current executive officer shall have the authority to access the bank account and sign a check.

Section 10: Any officer of the organization, in addition to the powers conferred upon him or her by the bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE VII. COMMITTEES

Section 1: 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 WAA 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.

Section 2: The Wichita Asian Association will have the following standing committees.

Executive Officers: This committee will be chaired by the WAA President will consist of all other Officers of the organization.

Wichita Asian Festival (WAF) Planning Committee: This committee will plan and implement the Wichita Asian Festival. The meetings of the planning committee will be called as needed.

Asian Community Events (ACE) Committee: This committee will plan and implement the activities of the Wichita Asian Association in the Wichita and local community, such as involvement in the Wichita River Festival, local Asian awareness events, Asian Pacific American Heritage month, and proclamations.

Public Relations (PR) Committee: This committee will streamline how the Wichita Asian Association is presented to the local community in marketing materials, publications, social media, and will provide guidance to members on any specific branding requirements.

Recruitment of sponsors and advertisers **RS**

Section 1. Voting members have the authority to vote on election of Executive Officers, financial decisions, and any other decisions requiring written/formal ballots as dictated by the WAA President.

Section 2. Voting members must have paid their WAA membership dues. Due will be collected **annually** at the start of the term by the current Executive Officers.

Section 3. Voting members must have attended at least half (50%) of the WAA general meetings within the last 3 months.

Section 4. The WAA President will notify the members present at the WAA meeting if there is an item to be voted upon for the voting members at the immediate upcoming meeting. Voting members will be given at least fourteen (14) days notice of an item up for vote.

Section 5. Voting members not present at a meeting with a vote will be allowed to cast their ballot within reason as dictated by the Executive Officers.

Section 6. Currently enrolled full time students (high school or college) that attend at least 50% of WAA general meetings throughout the year and serve as a volunteer for the WAA will have their membership dues waived and will retain voting rights.

Section 7. The WAA Secretary will keep accurate documentation and records of voting members. A log of all items requiring ballots/formal votes will be maintained by the WAA Secretary and will be provided to any WAA member on request.

Section 8. Voting members will be required to disclose any conflicts of interests.

ARTICLE IX. GENERAL MEMBERS

Section 1. General members are those present during WAA general meetings, and will have the authority to vote on committee decisions not requiring a written/formal ballot as dictated by the WAA President.

Section 2. General members will be eligible to vote if present during meetings. Members not present will not be able to cast a vote on general meeting decisions.

ARTICLE: X. COMMUNITY PARTNERS

Section 1. Community partners and sponsors will be reviewed by the BOD. The organization will not. There are exceptions, religious organizations, or other organizations that do not align to WAA policies or guiding principles as established by the WAA.

Section 2. The organization and members executing duties related to the roles representing the organization are prohibited from engaging in activities, or using WAA funds, to influence or advocate for the nomination or election of candidates. This includes the distribution of political materials at WAA events, advocating for candidates to state office or local office.

ARTICLE XI. MISCELLANEOUS

Section 1: The organization will have the power to indemnify and hold harmless any director, officer, 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.

Section 2: 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.

Section 3: All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate.

Section 4: 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 registered or principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the organization may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 5: The fiscal year of the organization will be January 1 through December 31 .

ARTICLE XII. 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 member of WAA, and will be acted upon by the Executive Officers.

Upon written notice of at least 14 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the WAA members and will be adopted at such meeting upon receiving a majority vote of the voting members of WAA. The BOD will be provided a copy of any amendments to the bylaws, and will have the authority to veto any changes to the bylaws with a majority vote.

ARTICLE XIII. 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.

ARTICLE XIV. CONFLICT OF INTEREST

Section 1: Purpose – The purpose of the conflict of interest policy is to protect Wichita Asian Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions –

Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation agreement with the organization or with any entity or individual with which the organization has a transaction or arrangement,

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures –

1. *Duty to Disclose:* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. *Determining Whether a Conflict of Interest Exists:* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. *Procedures for Addressing the Conflict of Interest:*
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. *Violations of the Conflicts of Interest Policy:*
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings – The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussion and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation –

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements – Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews – To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts – When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected Secretary of Wichita Asian Association; a (State) nonprofit organization; and

That the foregoing bylaws, of 11 pages, constitutes the bylaws of said organization, as duly adopted at a meeting of the Board of Directors thereof held on the December 2023.

Mai Nhanh Dao
Secretary