

BYLAWS
OF
THE VIETNAMESE COMMUNITY OF MINNESOTA

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Vietnamese Community of Minnesota (VCM) Non-Profit Corporation is located in Hennepin or Ramsey County, State of Minnesota. The current registered office of the VCM is located at P.O. Box 40207, St. Paul, MN 55104. Phone: (612) 414-3877. The Corporation may establish or discontinue the registered office from time to time, such other offices it may deem proper to conduct the Corporation's business and carry out its mission.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office of VCM from the Hennepin to the Ramsey County by voting the changed address, effective date of such changes of address and providing the new address to the Secretary of State's Office. Changes shall not be required to do so by an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The Board of Directors office of the VCM may also have offices at such other places, within the state of Minnesota, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

The VCM is organized for the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

Mission Statement:

The Vietnamese Community of Minnesota's mission is to preserve and enrich our cultural heritage through educational initiatives; cooperate with other Vietnamese associations in unified actions for the benefit of the Vietnamese community; and promote cross-cultural interaction and foster mutual understanding and cooperation between the Vietnamese community and other communities.

Purpose:

The primary goal of the VCM is to preserve Vietnamese cultural heritage, assist members in their assimilation process to American society, and advocate/promote the socio-economic influence and well-being of the Vietnamese Community.

The specific purposes are to:

- ◆ maintain and develop the Vietnamese culture;
- ◆ collaborate with all communities to enrich diversity for all persons by exposing them to Vietnamese and other minority cultures;
- ◆ help Vietnamese immigrants and new residents to adapt to the new environment and society;
- ◆ to nurture and foster the socio-economic health of Vietnamese persons; and,
- ◆ nurture the Vietnamese culture and language in Minnesota.

The VCM is a non-profit organization which shall not lose its independence despite its commitment to collaborate with all other organizations, associations and corporations.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER and DURATION

The VCM shall be comprised of not fewer than four (4) persons and not more than twenty (25) and collectively they shall be known as the Board of Directors. Directors shall serve two-year terms in accordance with Minn.Stat. §317A.207 (2005).

SECTION 2. QUALIFICATIONS

(a) Restrictions:

- ◆ Residency: A year of residency in Minnesota
- ◆ Age: 18 years old or above.

(b) Qualifications:

- ◆ Interested in the promotion of the objectives and purposes of the VCM.
- ◆ Commitment and dedication to the VCM and its mission.
- ◆ Ability to work in unison with other VCM Board Members and community at large.

SECTION 3. POWERS

This Corporation shall have powers to the full extent allowed by the law. All powers and activities of the Corporation shall be exercised by and through the direction and discretion of the Board of Directors. The Board shall have the following powers which include but are not limited to:

1. hiring an Administrator or Executive Director to oversee Staff and daily operations.
2. appointing and removing, employing and discharging, prescribing the duties and fixing the compensation of Employees of the VCM.
3. supervising Employees to assure their duties are performed with high integrity and due care.
4. directing and overseeing activities/initiatives to be undertaken by VCM in carrying out its mission.
5. voting on VCM's business activities and initiatives; each director is entitled to one vote irrespective of their service as an executive officer of the Corporation.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of agents and employees of the corporation;

(c) supervise agents and employees of the corporation to assure that their duties are performed properly;

(d) meet at such times and places as required by these Bylaws;

(e) register their addresses with the Secretary of this corporation, for receiving notices of meetings mailed or telegraphed to them at such addresses which shall be valid notice thereof.

SECTION 5. ELECTION and TERM OF OFFICE

Each director shall hold office for a period of one (1) or two (2) years which shall extend until his or her successor is elected and qualifies. Directors are free to resign at any point by written notice issued to the President or to the General Secretary. For the purposes of calculating terms of office, any part of a year of service shall be deemed a whole year.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of VCM unless otherwise provided by the Board or at such other suitable place as may be designated from time to time.

SECTION 7. REGULAR MEETINGS and NOTICE

The Board of Directors must meet at least monthly and may hold its meetings at such time and places as a majority of the Directors determine. Notice of the place and time of the annual meeting, regular meetings, and any special meetings of the Board shall be given to each director at least five days before any such meeting if given by first-class mail or forty-eight (48) hours before any such meeting if given personally or by telephone (including voice-messaging system, telegraph, facsimile, e-mail or other electronic means, and shall state the date, place and time of the meeting.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called any time by the President, the Vice-President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of the Vietnamese Community of Minnesota or, if different, at the place designated by the person or persons calling the special meeting. Such a meeting shall be held within ten days of such a request.

SECTION 10. QUORUM FOR MEETINGS

At all meetings of the Board of Directors, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum to pass a Board resolution or transact for business.

Except as otherwise provided under the Articles of Incorporation, or these Bylaws, no business shall be considered by the Board at any meeting at which the requirement quorum is not present, however, business may be transacted in due course provided a quorum existed at the initiation of the meeting when action was undertaken.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Except where otherwise required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient of any action.

Voting by proxy at a Board of Directors meeting is prohibited under this corporation's Articles of Incorporation. Voting by electronic means via email is authorized by the Articles, in which the vote is given 48 hours in advance of any vote to be taken.

SECTION 12. RULES OR PROCEDURES TO CONDUCT MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the VCM, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting.

The General Secretary of the VCM shall act as a secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as General Secretary of the Meeting.

SECTION 13. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may be removed from office, with or without cause, by an affirmative vote of a majority of the Directors present at a duly called meeting, provided that not less than five days notice and not more than ten days' notice of such meeting, stating that removal of such director is to be on the agenda, shall be given to each Director.

Vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 14. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the VCM unless they are found to have committed fraud or other illegal activity in the execution of their duties which subject the corporation to legal or financial harm.

SECTION 15. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the VCM shall be indemnified by the VCM to the fullest extent permissible under the laws of this state absent illegal conduct by the given Director.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of VCM (including a director, officer, employee or other agent of the VCM) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the VCM would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. EXECUTIVE TEAM

The Board of Directors may, by the majority of vote of its members, designate an Executive Team and delegate to such Executive Team the powers and authority of the Board in the management of the business, properties, and affairs of the VCM to the extent permitted by provisions of law.

Also by a majority of vote of its members, the Board may, at any time, revoke or modify any or all of the Executive Team authority so delegated, increase or decrease, but not below two, the number of the members of the Executive Team and fill the vacancies of the Executive Team from the members of the Board.

The Executive Committee keeps regular minutes of its proceedings, causes them to be filled with the VCM records, and reports the same to the Board as the Board may require. Executive Team members also serve as Directors and shall have the same rights of any Director.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers of the Executive Team are Staff and are consisted of a President, a Vice President of Internal Affairs, a Vice President of External Affairs, a General Secretary, a Treasurer and an Executive Director.

SECTION 3. REMOVAL, RESIGNATION AND VACANCY

Any officer may be removed, either with or without cause, by an affirmative vote of a majority of the Directors present at a duly held meeting the Board of Directors for which notice stating such purpose has been given in advance of the meeting, at any time.

Any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the *General Secretary*. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the VCM.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 4. DUTIES OF PRESIDENT

The President shall be the *Chief Executive Officer* of the VCM and shall be responsible for the day-to-day operations of the VCM. The President shall preside over all meetings of the Executive Committee and all meetings of the Members unless otherwise provided by these Bylaws.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of VCM execute such deeds, mortgages, bonds, contracts, checks, or other instruments which are authorized by the Board of Directors.

SECTION 5. DUTIES OF VICE PRESIDENT

In the absence of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 6. DUTIES OF GENERAL SECRETARY

The Secretary shall:

- certify and keep at the principal office of the VCM the original, or a copy, of these Bylaws as amended or otherwise altered to date,
- keep at the principal office of the VCM a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was

given, the names of those present or represented at the meeting, and the proceedings thereof,

- see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law,
- be custodian of the records and of the seal of VCM and affix the seal (if one is adopted and in effect), as authorized by law or the provisions of these Bylaws, to duly executed documents of the VCM,
- keep at the principal office of the VCM a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased,
- exhibit at all reasonable times to any director of VCM, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the VCM,
- in general, perform all duties incident to the office of *General Secretary* and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors,

SECTION 7. DUTIES OF TREASURER

The Treasurer shall:

- have charge and custody of, and be responsible for, all funds and securities of the VCM, and deposit all such funds in the name of the VCM in such banks, trust companies, or other depositories as shall be selected by the Board of Directors,
- receive, and give receipt for, monies due and payable to VCM from any source whatsoever,
- disburse, or cause to be disbursed, the funds of VCM as may be directed by the Board of Directors, taking proper vouchers for such disbursements,
- keep and maintain adequate and correct accounts of VCM's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses,
- exhibit at all reasonable times the books of account and financial records to any director of the VCM, or to his or her agent or attorney, on request therefore,
- render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of VCM,

- prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of VCM, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. CONFLICT OF INTEREST

The Corporation shall not contract or conduct business with financial benefit to any Director or Advisory Committee member, or any member of the family of a Director or Advisory Committee member, or to any organization in which the Director, Advisory Committee member, or a family member of the Director or Advisory Committee member has a material financial interest.

SECTION 9. DEFINITIONS

- i) A "member of the family" of a Director or Advisory Committee member is a spouse, parent, child, spouse of a child, sibling or spouse of a sibling.
- ii) A Director or Advisory Committee Member is "affiliated" with an organization if the person is employed by or under contract with that company or organization.
- iii) A Director or Advisory Committee Member who is aware of a conflict of interest as described under this Article must notice the President, Board of Directors or General Secretary of such a conflict or face termination/removal from their position with the VCM.

ARTICLE 5 BOARD AND ADVISORY COMMITTEES

SECTION 1. FORMATION, DUTIES, AND RESPONSIBILITIES

The Board of Directors may, by a majority vote of its members, designate an Board and Advisory Committees as it may deem necessary. Two Directors of the Board may introduce new Members to the Advisory Committee and The Board reviews the introduction to accept or refuse the advisory candidate member.

Board Committees are comprised by only Directors so assigned to the committee by the Board of Directors. Board Committees shall have authority to act as provided by the Board of Directors by majority vote at the time of committee formation.

In the role of Board Development, the Advisory Committee recommends the criteria for selecting new Board members, providing orientation to new members, and reviewing the participation and performance of current members.

The Advisory Committee shall have the power, duties, and responsibilities prescribed by these bylaws, or the Board of Directors in their advisory role to the Board.

SECTION 2. OTHER COMMITTEES

The VCM may have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of any committee shall be governed by, noticed, held and taken by the Board of Directors in accordance with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, by resolution, authorizes the President of the VCM to enter into any contract or execute and deliver any instrument in the name of and on behalf of the VCM. No other officers, agent, or employee shall have any power or authority to bind the VCM by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the VCM shall be signed by the Treasurer. Any amount over \$3,000 shall be signed by the Treasurer and countersigned by the President of the VCM.

The President of the VCM shall use up to \$500 on any VCM related affairs without obtaining the Board of Directors' approval.

SECTION 3. DEPOSITS

All funds of the Checks of the VCM shall be deposited to the credit of the VCM in banks selected by the Board of Directors.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of VCM any contribution, gift, bequest, or devise for the nonprofit purposes of the VCM. Directors and Officers of VCM may not accept individual gifts on behalf of VCM.

ARTICLE 7

RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The VCM shall keep at its principal office:

(a) minutes of all meetings of directors, committees of the board and, if the Vietnamese Community of Minnesota has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) records of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) a copy of the VCM's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the VCM at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the VCM and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Any members of the VCM shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the General Secretary of VCM, which demand shall state the purpose for which the inspection rights are requested.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the General Secretary of the VCM by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The Board shall provide any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of the VCM, to be so prepared and delivered within the time limits set by law.

ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

Activities of the VCM shall exclude:

Propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code].

Participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Activities not permitted to be carried on (a) by the VCM exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by the VCM, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the VCM shall inure to the benefit of, or be distributable to, its members, Directors or trustees, 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 of this VCM.

SECTION 3. DISTRIBUTION OF ASSET

Upon the dissolution of the VCM, its assets remaining after payment, or provision for payment, of all debts and liabilities of the VCM shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

The present Bylaws of the VCM may be altered, adopted, amended or repealed by its members and new Bylaws adopted by approval of the majority of the Board of Directors.

**ARTICLE 10
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this VCM, the provisions of the Bylaws shall govern insofar as they are pursuant to State law.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this VCM.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Directors of the VCM, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 14 preceding pages, as the Bylaws of the VCM.

**ARTICLE 11
MISCELLANEOUS**

SECTION 1. FISCAL YEAR. The fiscal year of this Corporation shall end each year on April 1st.

SECTION 2. ANNUAL AUDIT. The Board shall contract for an annual financial audit by a certified public accountant if the principal budget/reserves for the Corporation shall be \$25,000 or greater in a fiscal year. The audit shall be made available to the public. VCM shall also be subject to audit, upon request, and the Board shall take all necessary steps to cooperate with such an audit.

SECTION 3. ANNUAL REPORTS. Within 120 days after the end of this Corporation's fiscal year, the President shall furnish a written report to all Directors of this Corporation. The annual report shall be open to the public and shall contain the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) The principal changes in the assets and liabilities during the fiscal year;

- (c) The revenue or receipts of the Corporation, both unrestricted and restricted for the particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, for the fiscal year; and,
- (e) Any transaction during the previous fiscal year involving \$50,000 or more between this Corporation (or its subsidiaries if any), and any of its Directors or Officers (or Directors or Officers of subsidiaries if any), and the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during any fiscal year to any Director or Officer of this Corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this Corporation, the nature of such person's interest in the transaction, and where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of the Corporation.

SECTION 4. GOVERNING LAW. In all matters not specified in these bylaws, or in the event these bylaws shall not comply with applicable law, the laws of the State of Minnesota shall apply.