

**Bylaws
of
The Asian-American Democrats of Texas
(as amended April 9, 2016)**

TABLE OF CONTENTS

Article I: General

- Section I: Name
- Section II: Purpose

Article II: Membership

- Section I: Membership Eligibility
- Section II: Membership Application
- Section III: Honorary Membership
- Section IV: Annual Fees
- Section V: Membership Cancellation
- Section VI: Voting Rights
- Section VII: Executive Committee of AADT
- Section VIII: Advisory Board of AADT

Article III: Meetings

- Section I: Regular Meetings
- Section II: Special Meetings
- Section III: Executive Committee Meetings
- Section IV: Quorums
- Section V: Order of Business
- Section VI: Annual Banquet
- Section VII: Rules of Procedure
- Section VIII: Referendum Votes

Article IV: Election of Officers and Advisory Board

- Section I: Nominations
- Section II: Elections
- Section III: Special Elections
- Section IV: Vacancies
- Section V: Voting Qualifications
- Section VI: Tie Votes

Article V: Officers and Other Positions

- Section I: Officers
- Section II: Limitation of Authority
- Section III: Government
- Section IV: Terms of Office
- Section V: President
- Section VI: Vice President
- Section VII: Treasurer
- Section VIII: Secretary
- Section IX: Committees
- Section X: Compensation

Article VI: Executive Committee

- Section I: Authority and Responsibility
- Section II: Attendance Requirements
- Section III: Removal of Officers

Article VII: Dissolution

- Section I: Dissolution

Article VIII: Parliamentary

- Section I: Parliamentary Authority

Article IX: Changes

- Section I: Procedure
- Section II: Adoption and Effective Date

**Bylaws
of
The Asian-American Democrats of Texas**

Article I: General

Section I: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Asian American Democrats of Texas hereinafter referred to as AADT.

Section II: Purpose

The mission of AADT is to mobilize and unify Asian American Democrats across Texas into a cohesive, political force in order to increase the Asian American voice in politics and government.

Article II: Membership

Section I: Membership Eligibility

Any person having an interest in the objectives of AADT shall be eligible to apply for membership.

Section II: Membership Application

Any applicant shall become a member upon payment of the regularly scheduled annual fees as provided in Section IV below.

Section III: Honorary Membership

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall hold the privileges of members except the right to vote and shall be exempted from the payment of annual fees. The Executive Committee may confer or revoke honorary membership by a majority vote.

Section IV: Annual Fees

The annual fees shall be set one (1) month before the caucus meeting at the Texas Democratic State Convention. Members renewing their membership or new members joining at any time will pay the normal fees.

Section V: Membership Cancellation

Membership of any member may be cancelled by AADT for non-payment of dues after thirty (30) days past the due date. Members may be expelled by two-thirds ($\frac{2}{3}$) vote of the Executive Committee for conduct unbecoming a member or prejudicial to the aims or repute of AADT after thirty (30) days written notice and opportunity at the subsequent meeting for a hearing before a quorum of the Executive Committee to confirm the action.

Section VI: Voting Rights

A member's fees must be paid in full thirty (30) days before a scheduled meeting to vote on AADT issues.

Section VII: Executive Committee of AADT

AADT's Executive Committee shall consist of four (4) officers elected per the process outlined in Article IV. The immediate-past President will be an ex-officio member of the Executive Committee and shall cast the deciding vote in case there is a voting tie between the four (4) officers.

Section VIII: Advisory Board of AADT

An Advisory Board shall be appointed by a majority vote of the Executive Committee of AADT as per Article IV. The composition of the Advisory Board shall seek to reflect the diversity of the Asian American community in Texas.

Article III: Meetings

Section I: Regular Meetings

Regular meetings of the Executive Committee shall be held once every three (3) months. As necessary, the Executive Committee may hold special meetings.

Section II: Special Meetings

Special meetings may be called by the President or by one third ($\frac{1}{3}$) of the Executive Committee with e-mail notice at least seventy-two (72) hours in advance. The purpose of the meeting shall be stated in the call. No business not stated in the call shall be transacted. Notice shall be sent to each member at least ten (10) days prior to such meeting.

Section III: Executive Committee Meetings

Regular meetings of the Executive Committee shall be held at least once every three (3) months. As necessary, the Executive Committee may hold special meetings.

Section IV: Quorums

A majority of the officers present at any meeting of the Executive Committee shall constitute a quorum.

Section V: Order of Business

Invocation and Pledge
Visitor's Presentation
Reading of Minutes
Treasurer's Report
Guest and New Member Introductions
Reports of Committees and Officers
Unfinished Business
Written Communications
New Business
Nominations and Election
General Remarks
Adjournment

Section VI: Annual Banquet

The annual banquet of AADT, in compliance with state law, may be held each year or as otherwise set by the Executive Committee and shall include the ceremonial induction of new officers and members of the Advisory Board. The time and place shall be fixed by the Executive Committee and notice thereof sent to each member's email address of record at least ten (10) days before said annual banquet.

Section VII: Rules of Procedure

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order.

Section VIII: Referendum Votes

Upon request in writing of ten (10) members in good standing, or by the President, or by a majority of the Executive Committee upon its own initiative, a question or issue may be submitted to the members for email referendum vote; the ballot for such vote shall be accompanied by briefs stating both sides of the question or issue.

Article IV: Election of Officers and Advisory Board

Section I: Nominations

Any member of AADT wishing to run for an officer position must submit their name for such a position to the Election Committee by the date noted by the Election Committee for such election.

Section II: Elections

The AADT officers shall be elected in even-numbered years for a two-year term, and the procedure and timeline for election of the officers shall be as follows:

- At its first meeting of an even-numbered year, the Executive Committee shall appoint a three (3)-person Election Committee from members of the Advisory Board.
- Within three (3) weeks of appointment, the Election Committee shall notify eligible AADT voting members of the election schedule and request nominations.
- Within four (4) weeks of requesting nominations, the Election Committee shall announce the final list of nominees.

- Within one (1) week of announcing the list of nominees, the Election Committee shall electronically e-mail out ballots to all members of record with a specific date by which to return completed ballots back to the Election Committee.
- The Election Committee shall open and count ballots after the deadline to receive completed ballots and advise the Advisory Board of the election results.
- Announcement of the results of the officers election shall be made at the caucus meeting at the Democratic State Convention.

Section III: Special Elections

Special elections shall be held as deemed necessary by the Advisory Board upon a request from the Executive Committee.

Section IV: Vacancies

Any vacancy necessitated by the inability of an officer to serve out their full term of office shall be filled by appointment by the Advisory Board for the remainder of that term.

Section V: Voting Qualifications

In order to vote in an election of AADT, membership dues must have been paid at least thirty (30) days prior to the meeting at which an election takes place.

Section VI: Tie Votes

Tie votes shall be addressed in the following manner: a second (2nd) vote shall be held immediately using a secret ballot for the office in question. If a tie reoccurs, then the vote for the office in question shall revert to a vote by the current year's Executive Committee. A majority vote shall be binding.

Article V: Officers and Other Positions

Section I: Officers

The duties of the officers shall be such as their title, by general usage would indicate, and such as required by law, and such may be assigned to them respectively by the Executive Committee. Newly elected officers' positions shall be effective on the final day of the Texas Democratic State Convention.

Section II: Limitation of Authority

No action by any member, committee, division, bureau, department, council, employee, or officer shall be binding upon, or constitute an expression of the policy of AADT until it shall have been approved or ratified by the Executive Committee, with the exception of issues decided by vote of the general membership.

Section III: Government

AADT shall be presided over by an Executive Committee.

Section IV: Terms of Office

Terms of office for all officers and Advisory Board members shall be two (2) years and shall start on the last day of the Democratic State Convention, and shall end two (2) years later on the last day of the following Democratic State Convention.

Section V: President

The President shall serve as the executive head of AADT, and shall preside at all meetings of the Executive Committee and be the sole spokesperson for AADT. The President shall be eligible for a second consecutive term but not a third consecutive term in that position.

Section VI: 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 the power of the President. The Vice President shall be elected for a two (2)-year term. The Vice President shall not serve more than two (2) consecutive terms in that position.

Section VII: Treasurer

The Treasurer shall be custodian of the financial records. They shall have charge of and responsible for all funds, securities, receipts, and disbursements of AADT and shall deposit, or cause to be deposited, in the name of AADT, all funds in such banks, trust companies, or other depositories as shall from time to time be selected by the Executive Committee, and shall render to the President and to the Executive Committee whenever requested, an account of the financial condition of the Corporation, and in general shall perform all the duties ordinarily incident to the office of Treasurer of a Corporation. All charges over \$100 shall require the written approval of both the Treasurer and the President.

Section VIII: Secretary

The Secretary shall attend all Executive Committee, General Body, and special meetings, and record all votes and minutes of all the proceedings. The Secretary shall perform such other duties as may be prescribed by the President and the Executive Committee, or as authorized by the Charter, these Bylaws, or by applicable law. The Secretary shall be responsible for maintaining the membership records of AADT and for mailing annual dues and banquet notices.

Section IX: Committees

The President shall, with the advice and counsel of the Vice President, determine all committees, nominate all chairs, and assist in the selection of committee personnel, subject to the approval of a majority of the Executive Committee. This manner of committee determination, nomination, and selection shall apply to all committees except the Election Committee as outlined in Article IV, Section II.

Section X: Compensation

No member, officer, or member of the Executive Committee shall receive any compensation for serving as an officer or a member of the Executive Committee of AADT. Expenses incurred and approved by the Executive Committee as a result of performing the duties of any officer or member of the Advisory Board shall be reimbursed.

Article VI: Executive Committee

Section I: Authority and Responsibility

The governing body of AADT shall be the Executive Committee, which is entrusted with the direction of the affairs of AADT in compliance with the Bylaws. All actions shall be made by motion and approved by a majority vote of the officers present.

The Executive Committee shall act for AADT in all cases of emergency such as may require action before a special meeting can be called; and perform such duties as may be authorized by these Bylaws.

Section II: Attendance Requirements

Officers are required to attend meetings regularly, and it shall be the policy that when an officer has missed two (2) consecutive Executive Committee meetings, they shall be notified, and if they then miss the third (3rd) consecutive meeting and absence is unexcused, that position shall be declared vacant. A majority of the remaining members of the Executive Committee must concur.

Section III: Removal of Officers

Removal of any officer shall be by a two-thirds ($\frac{2}{3}$) vote, proxy or in person, of the remaining Executive Committee and after a hearing at a meeting at least seven (7) days subsequent to written notice to the officer to be removed.

Article VII: Dissolution

Section I: Dissolution

The dissolution of AADT shall be in conformity with the existing laws of the State of Texas. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within Texas, to be selected by the Executive Committee and the general membership.

Article VIII: Parliamentary

Section I: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of AADT.

Article IX: Changes

Section I: Procedure

These Bylaws may be changed or amended provided that all proposed changes shall be presented in writing at some previous regular meeting, and laid over for action. Changes to these Bylaws shall be made in the following manner. The desired changes must be first set forth in a written resolution passed by the Executive Committee. A special meeting shall then be called in accordance with Article III, Section II. A copy of the proposed change or changes shall also accompany the meeting notice. No change will be effective until approved by the larger of either two-thirds ($\frac{2}{3}$) vote of the members in good standing present at any regular or special meeting or a quorum, with strict adherence to quorum requirements as stipulated in Article III, Section IV of these Bylaws.

Section II: Ratification and Effective Date

The most recent amendments to these Bylaws were made on April 9, 2016 and were approved by at least two-thirds ($\frac{2}{3}$) of the Executive Committee present.