

**Bylaws
of the
Asian American Democrats of Texas (AADT)**

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**Bylaws
of the
Asian American Democrats of Texas (AADT)**

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, Native Hawaiian, and Pacific Islander (AANHPI) Democrats across Texas into a cohesive, political force in order to increase the AANHPI 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

Annual membership fees shall be due on May 1st of each year. The annual fee amount shall be set at the first Executive Committee meeting of each year, and members shall be notified of any fee changes within seven (7) calendar days of the decision. Members renewing their membership or new members joining at any time will pay the normal fees.

Section V: Membership Cancellation

Membership shall expire if not renewed by May 1st of each year. Individuals may regain membership upon payment of the annual fee. 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 Chair 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 for four (4)-year terms by a majority vote of the Executive Committee of AADT. The Advisory Board shall consist of no fewer than three (3) members, including past officers of AADT, current or past DNC Members, and other active members of AADT. The composition of the Advisory Board may seek to reflect the diversity of the AANHPI community in Texas. Advisory Board members shall not serve concurrently on the Executive Committee.

Article III: Meetings

Section I: Regular Meetings

Regular meetings of the General Membership shall be held at least once every quarter. When necessary, the Executive Committee may call special meetings of the General Membership.

Section II: Special Meetings

Special meetings may be called by the Chair or by two (2) members of the Executive Committee, with written notice provided 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

The following are suggested agenda items for General Membership meetings, as appropriate:

- 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: Rules of Procedure

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

Article IV: Election of Officers

Section I: Nominations

Any member in good standing of AADT who wishes to run for an officer position shall submit their name to the Election Committee by the deadline set for that election.

Section II: Elections

The AADT officers shall be elected in even-numbered years for a two (2)-year term, and the procedure and timeline for electing officers shall proceed 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.
- At least three (3) months prior to the Texas Democratic State Convention the Election Committee shall notify eligible AADT voting members of the election schedule and request nominations.
- At least two (2) months prior to the State Convention, nominations shall close, and the Election Committee shall announce the final list of nominees.
- The Executive Committee may call a special General Membership meeting thirty (30) days after the final list of nominees is announced, to allow candidates to address the membership regarding their candidacy.
- Two (2) weeks prior to the State Convention, the Election Committee shall send ballots to all members of record, specifying a deadline at least one (1) week before the Convention for returning completed ballots.
- The Election Committee shall open and count ballots after the deadline and advise the Advisory Board of the results.
- Announcement of the results of the officer election shall be made at the caucus meeting at the 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 caused by the inability of an officer to serve the remainder of their term shall be filled by appointment by the Advisory Board for the remainder of that term. A vacancy lasting longer than six (6) months may be filled by a special election.

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 State Convention, and shall end two (2) years later on the last day of the following State Convention.

Section V: Chair

The Chair 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 Chair shall be eligible for a second consecutive term but not a third consecutive term in that position.

Section VI: Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have the powers of the Chair. The Vice Chair shall be elected for a two (2)-year term. The Vice Chair shall not serve more than two (2) consecutive terms in that position.

Section VII: Treasurer

The Treasurer shall be the custodian of the financial records. The Treasurer shall have charge of and be 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 may from time to time be selected by the Executive Committee. The Treasurer shall render to the Chair and the Executive Committee, whenever requested, an account of the financial condition of the Corporation and shall perform all 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 Chair. Transfer of signatory rights on bank accounts shall occur within 60 days of the election. Two (2) Executive Committee members—the Treasurer and one other member of the Executive Committee—shall serve as signatories on the accounts.

Section VIII: Secretary

The Secretary shall attend all Executive Committee, General Membership, and special meetings and record all votes and minutes of the proceedings. The Secretary shall perform such other duties as may be prescribed by the Chair and the Executive Committee or as authorized by the Charter, these Bylaws, or applicable law. The Secretary shall maintain the membership records of AADT and send annual fee reminders to members by March 15th.

Section IX: Advisory Board

The Advisory Board shall carry out responsibilities related to the election of Executive Committee members as outlined in Article IV, as well as responsibilities related to special elections and vacancies. The Advisory Board shall also assist in raising funds for AADT.

Section X: Committees

The Chair shall, with the advice and counsel of the Vice Chair, 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 XI: Compensation

No member, officer, or member of the Executive Committee shall receive compensation for serving as an officer or a member of the Executive Committee of AADT. Expenses incurred in the performance of official duties and approved by the Executive Committee shall be reimbursed. Reasonable and necessary lodging and travel expenses incurred by SDEC representatives and approved by the Executive Committee may 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 these Bylaws. All actions shall be taken by motion and approved by a majority of the officers present. The Executive Committee shall act on behalf of AADT in emergencies requiring immediate action before a special meeting can be called. The Executive Committee shall also perform such duties as may be authorized by these Bylaws.

Section II: Requirements

Officers are required to attend a minimum of four (4) Executive Committee meetings per calendar year. If an officer fails to attend four (4) Executive Committee meetings in a year and the absence is unexcused, that officer's position shall be declared vacant. A majority of the remaining members of the Executive Committee shall concur. Officers must be dues-paying members in good standing throughout their term.

Section III: Removal of Officers

Officers may be removed for failing to fulfill their duties or for conduct unbecoming an officer of AADT. Removal shall require a two-thirds ($\frac{2}{3}$) vote of the remaining Executive Committee, either in person or by proxy, following a hearing held at least seven (7) days after written notice has been provided to the officer.

Section IV: Gender Equity

The Vice Chair shall have a gender identity different from that of the Chair.

Article VII: Dissolution

Section I: Dissolution

The dissolution of AADT shall be carried out in accordance with the laws of the State of Texas. Any remaining funds shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within Texas, as determined 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 8, 2026, and were approved by at least two-thirds ($\frac{2}{3}$) of the members in good standing present.