

**AMENDED AND RESTATED
BY-LAWS**

OF

COUNCIL OF ASIAN PACIFIC AMERICANS

ARTICLE I

NAME

SECTION 1. The name of the Corporation shall be COUNCIL OF ASIAN PACIFIC AMERICANS (CAPA).

ARTICLE II

PURPOSES

SECTION 1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. Namely:

To receive, administer and distribute funds to charitable, literacy, artistic, cultural, educational and scientific organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and perform any other activity consistent with and in pursuit of purposes permitted a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including:

- ◆ To celebrate the heritage of Asian Pacific Americans and our contributions to the American society;
- ◆ To encourage all Asian Pacific American communities to promote greater cultural awareness and understanding through education and community service;
- ◆ To disseminate information concerning services, programs and opportunities to other Asian Pacific Americans;
- ◆ To provide all Americans with socially and intellectually enriching experiences; and
- ◆ To promote the welfare of Asian Pacific Americans.

ARTICLE III

BASIC POLICIES

SECTION 1. The Corporation shall be non-profit and non-partisan.

SECTION 2. The name of the Corporation or the names of any Directors in their official capacities shall not be used in any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Corporation.

SECTION 3. The Corporation is constituted so as to receive substantial support from gross receipts derived from private contributors, activities directly related to its exempt functions and to attract contributions from the public in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of its Directors or Officers except to the extent permitted under the Not-for-Profit Corporation Law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

SECTION 4. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.

ARTICLE IV

MEMBERSHIP

SECTION 1. There shall be two categories of membership: individual membership and organizational membership.

SECTION 2. The procedure of admission of new members will require that said applicant be sponsored by one member in good standing. Such applicant's name will be submitted to the Membership Committee and then to the Board for final approval. An organizational member shall be represented by a designated individual.

SECTION 3. All members are expected to:

- a. pay lifetime or annual membership dues determined by the Board of Directors
- b. be an active advocate for the Corporation
- c. support the fund-raising activities of the Corporation
- d. honor the confidentiality of the Corporation's affairs

ARTICLE V

OFFICES

SECTION 1. The registered office shall be shall be at such place within the State of Michigan as the Board of Directors may from time to time determine.

SECTION 2. The Corporation may also have offices at such other places both within or without the State of Michigan as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE VI

FISCAL YEAR

SECTION 1. The fiscal year of the Corporation shall end on the last day of December of each year unless another date shall

be fixed by resolution of the Board of Directors. After such date is fixed, it may be changed for future fiscal years at any time by further resolution of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. All matters shall be subject to duly authorized action by the Board of Directors.

SECTION 2. The initial Board of Directors shall be selected by a majority of the Incorporators at a meeting or by written instrument.

ARTICLE VIII

DIRECTORS

SECTION 1. The number of Directors which shall constitute the whole Board shall consist of not less than eleven (11) Directors. Each Director shall hold office for a two (2) year term unless he or she sooner resigns or is removed with cause by a majority of the Directors then in office. An individual may not serve more than three (3) consecutive terms.

SECTION 2. A single slate of candidates for the Board of Directors shall be prepared by the Nominations Committee. At the November annual meeting of the Board, the Board of Directors shall elect the new Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority vote of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until a successor Director has been duly elected by a majority of the remaining Directors. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

SECTION 3. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Michigan.

SECTION 4. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be designated by any member of the Board upon not less than three (3) days notice by mail to each newly designated Director. A majority of Directors shall constitute a quorum for the first meeting. In the event of

the failure of the members to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the members, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors.

SECTION 5. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time to be determined by the Board.

SECTION 6. Special meetings of the Board may be called by the President on one (1) day's notice to each Director, either personally, by mail or by e-mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request by two (2) of the Directors (or by one (1) Director if there is only one (1) Director of the Corporation).

SECTION 7. On all matters presented for vote for which previous notice has been given, one-half (1/2) of the Directors shall constitute a quorum. On all matters presented for vote without previous notice, one-third (1/3) of the Directors shall constitute a quorum. Proxy votes will count towards a quorum. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 8. A Director of the Corporation who is absent for four consecutive board meetings without notice is considered inactive and will be replaced by a majority vote of the remaining Board members, at the discretion of the Board of Directors.

SECTION 9. Unless otherwise restricted by the Articles of incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if a majority of the members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

SECTION 10. Members of the Board of Directors may participate in a board meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 11. The Annual Meeting of the Board of Directors shall be held in November of each year for the election of Officers and the Board of Directors, and for consideration of such other business as may come before the meeting, including:

- a. Reports of Officers
- b. Reports of Committees
- c. Election of Officers
- d. Election of the Board of Directors
- e. Annual financial reports as required by the Michigan Nonprofit Corporation Act
- f. Unfinished business
- g. New business

ARTICLE IX

NOTICES

SECTION 1. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any Director or members, it shall not be construed to mean personal notice unless specifically allowed, but such notice may be given in writing, by mail or electronic mail, addressed to such individual, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

ARTICLE X

ADVISORY BOARD AND ADVISORY BOARD MEMBERS

SECTION 1. The Chairman and Vice Chairman of the Advisory Board are appointed by the President after consultation with the officers and board members. The terms of office of the Chairman of the Advisory Board shall be two years and the Vice Chairman shall succeed the Chairman. The Chairman of the Advisory Board may from time to time propose an individual who is willing to contribute resources and personal time to the Corporation to serve on the Advisory Board. An electronic poll to approve the appointment by the Board of directors shall be conducted by the President.

SECTION 2. The primary role of the Advisory Board is to advise the President and the Board of Directors on critical matters or strategic issues that require attention by the Corporation. The

Advisory Board may recommend specific actions or resolutions relevant to a specific issue. The Advisory Board Chairman may act as an agent to negotiate on behalf of the Corporation by the president. The president may also request members of the Advisory Board to seek and provide key resources in support of events and special programs and projects.

SECTION 3. The Chairman and members of the advisory Board shall not receive a salary or other compensation of any kind.

ARTICLE XI

OFFICERS

SECTION 1. The membership of the Corporation at their November Annual Meeting, shall elect from their number a President, an Executive Director, a President-elect, a Vice-President, a Secretary and a Treasurer which shall constitute an Executive Committee. The Board at that time or from time to time may elect one or more Assistant Secretaries and Assistant Treasurers who may or may not be members of the Board. The officers' terms of office shall begin on the January 1 following their election. The same person may hold any two (2) or more offices except the President, Executive Director and Vice President who may only hold one position. No officer shall execute, acknowledge or verify any instrument in more than one capacity. The Board may also appoint, at the recommendation of the Executive Committee, Chairs of Standing Committees as it may deem necessary for the transaction of the business of the Corporation. The elected Officers and the appointed Chairs shall constitute an Executive Board.

SECTION 2. The term of office of elected officers shall be as noted below or until their respective successors are chosen, but any officer may be removed from office, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office. The Board of Directors shall have power to fill any vacancies in any offices occurring from whatever reason. An officer may not serve more than three (3) consecutive terms in the same position, except that the President may not serve two consecutive terms as President.

SECTION 3. Officers of the Corporation shall not receive a salary or other compensation.

SECTION 4. The President shall be the chief officer of the Corporation and shall have responsibility for the general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.

The President shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall preside at all meetings of the Board and shall be ex officio a member of all standing committees of the Board. The President shall serve a single two (2) year term of office.

SECTION 5. The President-elect shall be the apprentice to the chief officer of the Corporation and shall in the absence or disability of the President and Vice-President(s) perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. The President-elect shall serve a single one (1) year term of office coinciding with the last year of the President's term of office.

At the end of the President-elect's term, they may be nominated for the position of President, but such nomination is not automatic and the Nominations Committee is not obligated to nominate the President-elect for any other officer or Board member position.

SECTION 6. The Executive Director shall be the chief advisor to the President, and shall be responsible for strategic planning for the Board of Directors. The Executive Director shall be ex officio a member of all standing committees of the Board. The Executive Director shall serve a two (2) year term of office.

SECTION 7. The Vice Presidents in the order designated by the Board of Directors or, lacking such a designation, by the President, shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. The Vice Presidents shall serve a two (2) year term of office.

SECTION 8. The Secretary shall attend all meetings of the Board and keep all recorded minutes of all proceedings in a permanent file. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary shall act. The Secretary shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Corporation except as otherwise directed by the Board of Directors. The Secretary shall serve a two (2) year term of office.

SECTION 9. The Treasurer shall have custody of and keep account of all money, funds and property of the Corporation, unless otherwise determined by the Board of Directors, and shall render such accounts

and present such statements to the Directors and President as may be required. The Treasurer shall deposit funds of the Corporation which may come into the Treasurer's hands in such bank or banks as the Board of Directors may designate. The Treasurer shall keep the bank accounts in the name of the Corporation and shall exhibit the books and accounts upon request to any Director. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office and for the restoration to the Corporation in case of the Treasurer's death, resignation or removal from office of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation. The Treasurer shall serve a two (2) year term of office.

SECTION 10. The Standing Committees of the Corporation shall include Communication, Community Services, Cultural Affairs, Education, Fund-raising, Membership, Nominations, and Publicity.

The Chairs shall serve for two years as the heads of their respective committees and shall organize, oversee, facilitate, and coordinate the activities of those committees through regular meetings. Each Chair shall inform the Corporation membership of committee activities through articles in the newsletter and website, and shall submit an annual report to the Board at the Corporation's annual meeting.

SECTION 11. Nominations Committee: The Nominations Committee shall consist of the President, Immediate Past President, and a Past President. The immediate past president shall chair the committee. The committee shall solicit qualified individuals from the organizational members and individual members for election (of officers and new Board members). The ballot for new officers shall be prepared and presented to the Board of Directors (in writing) by email or regular mail at least two weeks prior to the November meeting when the annual election is held. Absentee ballots signed by the Director can be submitted to the secretary to be included in the final vote count at the November meeting. The election of new Directors shall follow the same procedures.

ARTICLE XII

INDEMNIFICATION

SECTION 1. Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended (the "Code"), or cause the Corporation to lose its tax exempt status

under the Code, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such suit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Provided such action will not violate any applicable provision of the Code or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have the power to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3. Indemnification against expenses:

(a) to the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Sections 1 and 2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(b) any indemnification under Sections 1 and 2 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made in either of the following ways:

(i) by the Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding.

(ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

(iii) by the members.

(c) If a person is entitled to indemnification under Section 1 or 2 above for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 4. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 2 or 3 above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (b) of Section 3 above upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation, provided such

action will not violate any applicable provision of the Code or cause the Corporation to lose its tax exempt status under the Code.

SECTION 5. Nonexclusivity:

(a) The indemnification or advancement of expenses provided under Sections 1 to 4 above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, By-laws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(b) The indemnification provided in Sections 1 to 4 above and this Section 5 continues as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

SECTION 6. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under Sections 1 to 5 above.

ARTICLE XIII

GENERAL PROVISIONS

SECTION 1. When called for by a vote of the Directors, the Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

SECTION 2. All checks or demands for money and notes of the Corporation shall be signed by the President and Treasurer or such other person or persons as the Board of Directors may from time to time designate.

SECTION 3. The Corporation may, with the majority approval of its Board of Directors, whenever its general interest requires

the same, borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case mortgage its property as security for its debts or lawful engagements.

SECTION 4. All references in these By-Laws to the provisions of Internal Revenue Code of 1986 shall mean and include the Internal Revenue Code of 1986, as amended and the corresponding provisions of any future United States Internal Revenue law.

ARTICLE XIV

AMENDMENTS

SECTION 1. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted at an annual meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such special meeting provided, however, that notice of the meeting is given to each Director not less than ten (10) days before the meeting.

SECTION 2. These By-laws shall not be altered or amended in such manner as to permit or allow any activity inconsistent with the Corporation's non-profit status under Sections 101 through 1099 of the Michigan Non-Profit Corporation Act, Pub. Act No. 162, Public Acts of 1982, as amended, or permitted to be taken by an organization or corporation exempt from Federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or an organization or corporation to which contributions are deductible pursuant to Section 170 of the Internal Revenue Code of 1986.