

**ASIANS AND FRIENDS OF HOUSTON, INCORPORATED
GOVERNING BYLAWS**

1994

Amended – October, 1998; January, 2009, January, 2013

Asians & Friends of Houston Inc. is a chartered non-profit, educational, charitable and community service group for gay and lesbian Asians, Asian-Americans, Pacific Islanders and anyone interested in the cultures of Asia. Membership is open to any person at least eighteen years of age regardless of gender, sexual orientation, gender expression, nationality, ethnic origin, race, or religious belief, who is interested in furthering the aims & objectives of the Organization. Asians & Friends of Houston Inc shall be registered under the Texas Non-Profit Corporation Act.

ARTICLE I. NAME OF THE ORGANIZATION

The name of this organization shall be Asians & Friends of Houston, Incorporated abbreviated hereafter as A&FH and referred to as the Organization.

ARTICLE II. PURPOSE

Section 1 The purpose of the Organization is to promote friendship and understanding among gay Asians, Asian-Americans, Pacific Islanders, their families, and people of other ethnic and racial groups, through educational, charitable, community service and cultural events as well as to develop an increased awareness and understanding of the rich cultural diversity among the many Asian groups.

Section 2 The Organization shall be non-profit, with its properties and assets irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties or assets of the Organization shall inure to the private benefit of any member of the Organization or any individual, subject to the provisions and limitations of Article II, Sec. 3, Article IV, Sec.4 and Article XX.

Section 3 The Organization shall not engage in any commercial nor non-profit enterprise, neither shall it lend its name nor assets to support such venture, nor shall it engage in any enterprise or venture which might result in revocation or modification of its tax-exempt status.

Section 4 The Organization shall not endorse any candidate nor party seeking political or elected office, nor lend its name or assets in support of the same.

ARTICLE III MEMBERSHIP

Section 1 Membership shall be annual, and effective immediately, subject to Section 2 below, as well as the provisions of provisions of Article III, Sec. 2 and Article IV, Sec.8D, and the applicant being at least eighteen years of age. Membership shall expire the last day of the month, twelve (12) months hence.

- Section 2 Membership shall be contingent upon the receipt of a completed and signed membership application, receipt of first year's annual dues, and ratification of the application by a simple majority vote of the Board.
- Section 3 There shall be at least two (2) types of membership in the Organization, the Board being at liberty to create more:
- a. General Membership: which shall gain the member admission to all events sponsored by the Organization, subject to such admission fees decided by the Board. General Membership is renewed annually.
- b. Honorary Membership: The Board may, by a unanimous decision, grant Honorary Membership in the Organization in recognition of service, generosity or another such reason. Such membership entitles dues waived for one year. Honorary Membership is for one year and may be renewed annually by the Board.
- Section 4 The Board, by a two-thirds majority vote, may rescind honorary membership at any time.
- Section 5 Each member of the Organization shall have equal voting rights and representation, regardless of type of membership.
- Section 6 Membership is non-transferable.
- Section 7 Membership fees may be refunded, at the discretion of the Board, on a pro-rata basis, and with the approval of a two-thirds majority vote of the Board members present at the meeting, subject to the provisions and limitations of Article XIV.
- Section 8 All personal information provided by members on the Application Form, or on any other paper given to the Organization, shall be held in confidence by the Organization. The Organization shall not distribute, sell or exchange any such information except with the approval of the individual member and the Board.

ARTICLE IV THE BOARD OF DIRECTORS AND THE ORGANIZATION

- Section 1 The Organization shall be governed by a Board of Directors, consisting of nine (9) voting members: four (4) Executive Officers (President, Vice President, Secretary and Treasurer) and five (5) additional At-Large Members. At least four (4) members of the Board, nominated, shall be persons of not less than one-half Asian or Pacific Islander ethnic heritage, subject to the provisions and limitations of Article VII.
- Section 2 The Board shall be responsible for the management of the Organization's assets, determine the amount and due date of membership fees or other

fundings, and authorize expenditures.

- Section 3 The Board may authorize the president or any officer(s) or agent(s) of the Organization, by a simply majority vote, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Organization. Such authority may be either general or limited to specific instances, subject to the provisions and limitations of Article II, Secs. 2 & 3 and Article V, Sec. I.
- Section 4 Members of the Board shall not receive salary nor compensation, except fair reimbursement for expenses, and shall be authorized by a simply majority vote.
- Section 5 A quorum of the Board, necessary to conduct business, shall be a simply majority of five (5) of its members. If a quorum is not established, those Board members in attendance may adjourn the meeting until a quorum exists. At any such convened meeting of the Board, at which a quorum shall later be present, any business may be transacted at the meeting as originally convened.
- Section 6 No Board member may be represented at any meeting by proxy.
- Section 7 The Board shall have the final authority in accordance with these bylaws to direct the business affairs of the Organization. Among the responsibilities of the Board shall be:
- a. The obligation to strive for the broad representation and inclusion of all Asians, Asian-Americans and Pacific Islanders in the general membership and in the activities of the Organization.
 - b. Initiate and coordinate educational, charitable, community and social functions.
 - c. Determine the need for, appoint and dissolve both standing and ad hoc committees and advisory boards, as well as appoint and remove their members.
 - d. Review and ratify by a simple majority vote the application for or renewal of membership in the Organization
 - e. By a two-thirds majority vote, revoke and cancel the membership of those individuals whose actions are deemed to be to the serious detriment of the Organization and/or its members.
 - f. Produce and distribute a business and informational newsletter for the members of the Organization, which shall include a report of Board meetings as well as a quarterly financial statement.
 - g. When a Board member is unable to complete a term, the President shall nominate a replacement and the Board shall, by a simple majority, accept the nomination.
 - h. Any Board member who is absent from three (3) consecutive meetings of the Board or a total of four (4) meetings of the Board during their term of

- office shall immediately cease to be a member of the Board.
- i. Collect membership dues from each member in an amount as determined by the Board of Directors. Non-payment of this annual dues within thirty (30) days of date due shall result in the member's status being changed to "delinquent". Non-payment of this annual dues within ninety (90) days of date due, shall result in the member's status being changed to "Inactive". Payment of any overdue dues shall restore member's status to "Active".

Section 9 The term of office for all officers of the Board shall be one (1) year or until such time as the officer's successor is elected, or until such officer's resignation or disqualification from holding office.

Section 10 An individual member may serve as an executive officer of the Board for not more than three (3) consecutive terms. An individual who has already served as an at-large member for two full terms may serve as an executive officer for an additional three full terms and vice-versa.

ARTICLE V EXECUTIVE OFFICERS OF THE BOARD OF DIRECTORS

Section 1 The President shall:

- a. Supervise, direct, coordinate and assume all responsibility for the affairs of the Organization, including the general authority to enter contractual agreements, including employment, on behalf of the Organization, except where prohibited by these bylaws.
- b. Arrange and conduct meetings of the Organization and the Board.
- c. Propose goals, objectives and, with the treasurer, a budget for the Board.
- d. Serve, ex-officio, as a member of all the committees within the Organization, unless the President is running for re-election, in which case he shall not serve on the Election Committee.
- e. Serve as the official representative of the Organization when requested.
- f. The outgoing President shall serve as an ex-officio, non-voting, member of the incoming Board of Directors for a period of one (1) year, to provide a continuity of planning for the organization.

Section 2 The Vice-President shall:

- a. Assist the president with all duties as described in Article V, Sec. I.
- b. Assume all duties of the president in the absence, incapacity or resignation of the president.
- c. Serve, ex-officio, as a non-voting member of each committee of the Organization, except the Election Committee.

Section 3 The Treasurer shall:

- a. Record and keep an accurate written statement of all monies, funds and securities received and expended on behalf of the Organization
- b. Maintain on behalf and to the credit of the Organization an accurate account at an appropriate facility for the deposit of all monies held by the

Organization

- c. Have the authority to endorse for deposit all monetary items payable to the Organization, and to give proper receipts of payments to the Board.
- d. With the secretary, notify members of dues and collect membership and other fees.
- e. Disburse monies from the deposit account of the Organization with the signature of one other executive officer, to pay expenses on behalf of the Organization with the prior approval of the Board.
- f. Submit a report of fiscal transactions and financial condition of the Organization at each Board meeting. All official records and accounts kept by the treasurer shall be open to inspection by any member of the Board, and upon request, to any member of the Organization.
- g. Annually make public to all members of the Organization a full financial disclosure of the Organization's assets and expenditures within the previous twelve months.
- h. Serve as secretary for the Board at meetings in which the secretary is absent.

Section 4 The Secretary shall:

- a. Keep membership records, books, documents, records and official papers of the Organization, except those for which another officer or agent is responsible.
- b. Provide necessary information and materials to the Nominating and Election Committees and certify election results as shall be submitted by the Committee
- c. See that notice is given of all annual and special meetings of the Board, provide and keep true and accurate minutes of the proceedings at meetings of the Board, and publish a summary of these minutes in the newsletter of the Organization
- d. Serve as parliamentarian for meetings of the Board.
- e. With the treasurer, notify members of dues and collect membership and other fees.

Section 5 In addition to the foregoing, the several elected and appointed officers of the Organization shall perform other duties and exercise further powers as provided by the Articles of Incorporation or these bylaws or as the Board determines.

ARTICLE VI THE ELECTION OF EXECUTIVE OFFICERS

Section 1. The election of executive officers shall take place at the Annual Meeting of the Organization which shall be held in January at such time and place as the Board shall determine. Prior to the Nominating Meeting the Board shall select an Election Committee of not less than two (2) and not more than three (3) members of the Organization, one of whom shall be designated as Chair by the Board. The Committee shall conduct the nominations and election. Any member of the Organization who is not seeking election, may

serve on the Election Committee.

- Section 2. Any member of the Organization shall be eligible for election as an executive officer if he/she:
- a. Has been a member of the Organization for at least six (6) months
 - b. Is a full-time resident of Harris County, Texas or an adjoining county.
- Section 3. The Nominating Meeting shall:
- a. Take place at least thirty (30) days prior to the Annual Meeting and shall be held no earlier than the last fifteen (15) days of November and no later than the first fifteen (15) days of December.
 - b. Nominations for the positions of the executive officers shall be made either in writing or from the floor by members of the Organization. Self-nomination is permitted.
 - c. Nominations shall remain open not less than fifteen (15) nor more than twenty-one (21) days.
 - d. Nominations must be accepted by the nominee in order to be confirmed.
 - e. Campaigning may be done on an individual basis only.
- Section 4. The Election Committee shall furnish an electronic ballot of nominees to all members of the Organization not less than fifteen (15) days prior to the Annual Meeting. Should a member not have electronic access, said member shall receive a written ballot by first class mail at their most recent address, as listed in the Organization's membership list.
- Section 5. Elections shall be by original electronic ballot, or by written ballot, cast by members of the Organization either by electronic means to a designated member of the Election Committee, or by mail in advance of the Annual Meeting or by written ballot at the Meeting itself.
- Section 6. Election of executive officers shall be by a simple majority vote of ballots cast. When the election of any executive officer results in a tie vote, the tie shall be resolved, before the next regularly scheduled Board Meeting, by a simple flip of a coin. This coin flip shall be accomplished by the Chairman of the Election Committee.
- Section 7. The term of office for executive officers shall be one (1) year, subject to the provisions and limitations of Article IV Sec.9.
- Section 8. A quorum at the Annual Meeting shall consist of twenty-five (25) percent of the membership of the Organization or twenty (20) members, whichever is fewer.

ARTICLE VII EQUALITY OF REPRESENTATION

- Section 1. With respect to Article IV, Sec 1, the president shall, at the same Nominating Meeting as noted in Article VI, Sec.3, seek to find nominations

for up to five (5) at-large positions, in accordance with these bylaws.

Section 2. If less than the required number of Asians or Pacific Islanders accept nomination the president shall canvas these members. Upon finding the required number willing to accept nomination, the president shall nominate these members.

Section 3. Should there continue to be an insufficient number of Asian or Pacific Islanders willing to accept nomination, the vacant positions shall then be open to any member who accepts nomination.

ARTICLE VIII THE ELECTION OF AT-LARGE BOARD MEMBERS

Section 1. Five (5) At-large Board members shall also serve to represent the needs and best interests of the members of the Organization, and to assist in carrying out the functions and responsibilities of the Board.

Section 2. A member shall be eligible for election as an At-large member of the Board provided that he/she has been a member for at least four (4) months prior to the time of nomination.

Section 3. The term of office for an At-large member shall be one (1) year and shall commence concurrent with the Executive Officers and expire on the final day of the month, eleven (11) months thereafter, subject to the provisions and limitations of Article IV Sec. 9

Section 4. A Nominating Meeting for the five (5) At-large Board positions shall take place at the same time as that of the Executive Officers.

Section 5. The Election Committee shall furnish an electronic ballot of nominees, to all members of the Organization, not more than fifteen (15) days prior to the Annual Meeting. Should a member not have electronic access, said member shall receive a written ballot by first class mail at their most recent address, as listed in the Organization's membership list.

Section 6. Elections shall be by original electronic, or written ballot, cast by members of the Organization, either by electronic means, to a designated member of the Election Committee, or by mail in advance of the Annual Meeting, or by written ballot at the meeting itself. Election to each of the at-large positions on the Board shall be by a simple majority of valid votes cast. When the election of any office results in a tie vote, the tie shall be resolved before the next regularly scheduled Board Meeting by a simple flip of a coin. This coin flip shall be accomplished by the Chairman of the Election Committee.

ARTICLE IX. PROCEDURES

Section 1. Roberts Rules of Order, Simplified shall govern the Organization in all

cases provided that it is consistent with these bylaws.

Section 2. Standing rules may be established, and altered by Board by a simple majority vote at meetings of the Board.

Section 3. In the event that any portion(s) of these bylaws be found or held unenforceable, then all other portion(s) shall nevertheless be enforceable in entirety, so far as is possible and reasonable.

ARTICLE X MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the Board shall be open to all members of the Organization, unless the Board shall meet in Executive Session. Non-members of the Organization shall be eligible to attend and participate in general sessions, if approved by a simple majority vote of the Board.

Section 2. Members of the Board shall meet to discuss the business and social affairs of the Organization at least once each month.

Section 3. The time and location of Board meetings shall be determined by a simple majority vote of the members its members, and shall be regularly advertised to all members of the Organization, at least thirty (30) days in advance of said meetings

Section 4. The president, or vice-president acting in the president's stead, alone may call an Emergency or Special Executive Session of the Board, with not less than one (1) day's notice to each Board member. The purpose of the Emergency or Special Executive Session is to be stated in the notice of the meeting.

Section 5. All actions taken at any Board meeting, not regularly called, shall be validated if all members consent in one of the following ways: by signing the minutes, by participation and recorded oral consent, participation without objection. If any Board meeting is irregular for want of notice, the proceedings may be ratified by written notice signed by all members of the Board at a later date.

Section 6. Subject to the provisions of applicable law and these bylaws, Board members may conduct a valid meeting by means of telephone conference, or by any other means in which Board members are able to communicate with all participants

ARTICLE XI CODE OF CONDUCT FOR MEMBERS AND REMOVAL OF MEMBERS

ASIANS AND FRIENDS – HOUSTON CODE OF CONDUCT: Members of Asians and Friends – Houston, and their guests, are expected to conduct themselves at all times in a manner keeping with the purposes and decorum of this group. Any actions by members, while attending any

Organizational functions, or while representing the Organization, which may be deemed in appropriate or a violation of civil or criminal statutes, which shall include, but shall not be limited to: intoxication, lewdness, sexual or verbal harassment, the use sale or distribution of illegal narcotics or stimulants, physical violence, theft use of of the assets of the Organizaton for personal profit or gain, or breach of confidentiality or trust, shall be subject to disciplinary action or expulsion from the Organization and/or prosecution under civil or criminal statutes.

The Organization is founded on and dedicated to the principles of the dignity, civil rights, and privacy of the individual, as well as to providing a safe, non-threatening educational, cultural and social environment for its members and guests. Actions by members while attending Organizational functions or while representing the Organization, which are considered a violation of the Organization's Code of Conduct, as laid out in this document, and the Membership Application, may subject the member to suspension or expulsion.

- Section 1. Members whose conduct is deemed to have violated the Code of Conduct, shall have their actions reviewed by an Executive Session of the Board.
- Section 2. The Board shall be empowered to issue, but not limited to, verbal or written warnings, suspension or revocation of membership privileges of any individual(s) who have been found to have violated the Code of Conduct.
- Section 3. Member(s) whose conduct is alleged to be in violation of the Code of Conduct shall be notified of the Executive Board Meeting not less than five (5) days in advance of the meeting and shall have the right to appear or submit a written statement explaining the alleged misconduct. The member(s) shall not be present for the Board's final deliberations and vote. The member(s) whose conduct is under review shall be notified of the Board's decision by first class, or certified mail, at their most recent mailing address.
- Section 4. Persons whose membership has been suspended or revoked shall be excluded from participating in all activities sponsored by the Organization from the effective date the Board's decision is made.
- Section 5. Persons whose membership has been revoked may, after one (1) full year, apply for re-admission to the Organization, and shall have the application considered in an Executive Session of the Board. Such individuals shall be informed of the Board's decision by first class or certified mail, at their most recent mailing address.

ARTICLE XII RESIGNATION OR REMOVAL BOARD MEMBERS

Section 1. A member of the Board may resign as any time by giving written notice to the members of the Board. The resignation shall take effect at the time of its receipt unless a later time, not to exceed thirty (30) days, is specified in the notice. Acceptance of the resignation by the Board is not required for it to take effect and shall not prejudice the member's standing in the Organization.

Section 2. A member of the Board may be removed from office for good cause, if a written petition to the Board is submitted by fifty (50) percent of the membership and, after due process, is sustained by a two-thirds majority vote of the Board, which shall meet in Executive Session. Removal of a member of the Board shall not effect his/her membership unless the reason for removal is a violation of the Code of Conduct of the Organization.

Section 3. A member of the Board who consistently fails to perform his/her duties as defined by these bylaws may be removed from the Board by a unanimous vote of the remaining members of the Board meeting in Executive Session, Removal shall not otherwise prejudice the member's standing in the Organization.

ARTICLE XIII VACANCIES ON THE BOARD OF DIRECTORS

Section 1. In the event of a vacancy in the office of president, the vice-president shall assume the duties for the remainder of the term. In the event of a concurrent vacancy in the offices of president and vice-president, a new president and vice-president shall be nominated by the Board from among its remaining members. Upon acceptance and simple majority vote by the Board, these shall then serve out the remainder of the term. If no Board member shall accept nomination, a new president shall be nominated and elected by the general membership in accordance with Article VI.

Section 2. In the event of a vacancy in the office of secretary or treasurer, that office shall be filled by the president from among the remaining members of the Board, who shall then complete the term, subject to a simple majority vote of the Board.

Section 3. In the event of a vacancy in an at-large position, it shall be filled, for the remainder of the term, in accordance with Article VII, and the nominee approved by a simple majority vote of the Board.

ARTICLE XIV RESIGNATION OF INDIVIDUAL MEMBERS

Section 1 Any member may, by letter, resign from the Organization. Non payment of dues shall be considered a resignation.

Section 2 Persons who hold membership other than that of General Membership shall

be eligible for a refund of dues as though he were a General Member in accordance with Article III Sec. 7.

ARTICLE XV AMENDMENT OF BYLAWS

Section 1. A written petition to amend, repeal or adopt new bylaws may be submitted by the membership, provided that thirty percent (30%) of the members or fifty (50) members, whichever is fewer, sign the petition. There shall be a minimum of thirty (30) days notice given to the Organization that there is to be a petition to the Board. Amendments, deletions or additions shall become part of these bylaws when ratified by a two-thirds majority vote of the Board at a regularly scheduled meeting in which the petition is an item to be voted on.

Section 2. The Board itself may also initiate amendments, deletions and additions. The membership of the Organization shall be given no less than thirty (30) days notice of the Board's intention. Before the Board votes on any changes, there shall be one regular Board meeting at which members may express opinions regarding the proposed amendments, deletions and additions. At the next regular meeting, the Board may, by a two-thirds majority, accept any and all amendments, deletions and additions provided that this is an item on the agenda.

ARTICLE XVI REGISTERED OFFICES OF THE ORGANIZATION

Section 1. The Organization shall have its registered and permanent office in Harris County, Texas, which at this time is Post Office Box 667100, Houston, Texas. 77266, and may also have offices at such places both within and without the State of Texas as the Board determines or the activities of the Organization requires.

Section 2. The Board is empowered to move the registered office with not less than sixty (60) days notice to the general membership and shall inform all agencies as may be required by state and federal law, subject to such a move having been approved by a two-thirds majority vote of the Board.

ARTICLE XVII MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER CORPORATE RECORDS.

Section 1. The President shall keep the original or a copy of the Articles and Bylaws of the Organization as amended to date, which shall be open to inspection by members at any reasonable time. The secretary shall also provide to all new members and, by request, to any other member a copy of the articles of incorporation and/or these bylaws ,as amended to date.

Section 2. The accounting records shall be held by the Treasurer and the minutes of all Board and Committee meetings shall be held by the Secretary. Without

prejudice to Article III, Sec. 8, all accounting records and minutes shall be kept in a form that is readily accessible to the general membership and shall include the right to copy and make extracts.

ARTICLE XVIII MANNER OF INFORMING MEMBERSHIP

Members may be validly notified by telephone, U.S. mail, email, fax or hand delivery. Notices sent by mail shall be deemed to have been delivered to the member by simple deposit with the U.S. Postal Service.

ARTICLE XIX DISSOLUTION OF THE ORGANIZATION

Section 1. With thirty (30) days notice the Organization may be dissolved by a two-thirds majority vote of the General Membership.

Section 2. In such an event the Board shall dispose of any and all assets and resolve any questions or problems relating to the dissolution. All liquid assets remaining after the payment of the Organization's liabilities shall be distributed solely to authentic charities or educational organizations which benefit the gay and lesbian community and shall be determined by a simple two-thirds majority vote of the Board, provided such organizations be classed as 501 (C) 3 as specified by the Internal Revenue Service.