

**BYLAWS OF  
XIONG UNITED ASSOCIATION OF SACRAMENTO, INC.**

**PREAMBLE**

We, the Xiong United families in the greater Sacramento region, hereby establish these Bylaws to strengthen and promote the Xiong United Association of Sacramento, Inc. (XUAS). The goals of XUAS shall be to:

- 1) Serve as the governing and leadership body for the Xiong United families in the greater Sacramento region
- 2) Foster, promote, preserve, and strengthen the traditions and culture of, and relations between Xiong families
- 3) Resolve, mediate or arbitrate marital, civil, or intra-and inter-clan disputes
- 4) Provide support for funeral/burial services of its members
- 5) Promote education
- 6) Fundraise through community events and other means for further educational and elderly services program developments
- 7) Serve as a bridge between and resource center for students, community leaders, and scholars within the Hmong community and the broader American community
- 8) Serve as an exemplary, professional, and scholarship organization

**ARTICLE I: OFFICE**

**Section 1.01 Principal Office.**

The principal office of the Corporation for its transaction of business is in the city of Sacramento and the County of Sacramento, California.

**Section 1.02 Change of Address.**

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Sacramento, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**Section 1.03 Official Name.**

This organization shall be known as Xiong United Association of Sacramento, Inc. henceforth referred to as XUAS.

## **ARTICLE II: MEMBERSHIP**

### **Section 2.01 Non-Exclusive**

1. Membership shall be open to any Xiong family or group who resides in the greater Sacramento region and has a genuine interest in promoting the goals of XUAS
2. Membership shall be open to any Xiong family, divorcee with children, irrespective of race, religion, ethnicity, color, national origin, sexual orientation, gender, disability, age, ancestral heritage or family lineage

### **Section 2.02 Membership fees**

1. Membership shall be recognized upon receipt of the membership registration, subject to Subsections b & c below
2. If membership fee is imposed, membership shall be recognized upon receipt of the payment of membership fee
3. Should the imposition of membership fee is imposed, the Officers shall advice, but the Board of Directors shall decide on the membership fee by a two-third (2/3) vote

## **ARTICLE III: DIRECTORS**

### **Section 3.01 Number of Directors.**

The Corporation shall have not less than ten (10) or more than twenty (20) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed, within the limits specified, by action of the Board of Directors. The current number of Directors shall be 14 (amended 01.01.11)

### **Section 3.02 Governance**

1. The Board of Directors shall be the governing body of this organization consisting of family representatives or group leaders.
2. Each member of the Board of Directors shall be entitled to one vote.
3. The Board of Directors shall meet once every two months on the first Saturday of the month, unless good cause exists warranting the meeting to be changed to a different date and time.
4. Special meetings require at least 24 hours advance notice.
5. Emergency meetings require the attendance of at least 50% + 1 members of the Board of Directors.
6. The Board of Directors, except the officers, shall also have serve as the nominating committee and the election committee
7. The presence of 50%+1 of the Board of Directors constitutes a quorum to conduct the business of the organization.

8. The number of Board of Directors shall be set by the governing body as it deems reasonable and necessary subject to the voting and amendment requirement provisions provided by the Bylaws herein.
9. The term of office of the Board of Directors is unlimited, subject to resignation, unavailability, impeachment, or termination of membership.
10. All decisions of the Board of Directors and/or Officers shall be made by a simple majority (50%+1) vote of the members in attendance, except specified differently herein.
11. The Advisory Board shall serve to mediate, arbitrate, and/or resolve civil, marital, intra-clan and/or inter-clan disputes.

### **Section 3.03 Offices and Officers**

1. An office must be created by the Bylaws or by an amendment to that effect before it can be filled with election.
2. Officers of the XUAS shall come from and be a member of the Board of Directors.
3. The officers are President, Vice-President, Secretary, and Treasure.

### **Section 3.04 Duties and Responsibilities of Officers**

#### **A. President**

1. The office of the President shall be an elected position.
2. The President shall act as the leader, administrator, and presiding over XUAS by maintaining, promoting, and executing its goals.
3. The President shall supervise over XUAS and all activities.
4. The President shall serve as an ex-officio member on all boards, committees, and councils.
5. The President shall have the authority to appoint the Vice-President and Secretary.
6. The President shall have the authority to establish committees and their chairs.
7. The President shall have the authority to sign letters or documents necessary to carry out the will of the organization.

#### **B. Vice-President**

1. The office of the Vice-President is an appointment position, and shall be appointed by the President.
2. The Vice-President shall assist the President to maintain, promote, and execute the goals of XUAS.
3. The Vice-President shall assume the duties of the President in his/her absence, death, or resignation.
4. The Vice-President shall preside over parliamentary procedures.

### **C. Secretary**

1. The office of Secretary is an appointed position, and shall be appointed by the President.
2. The Secretary shall be directly responsible to the President and shall work under his or her directions.
3. The Secretary shall be the chief recording officer and custodian of all records of the organization.
4. The Secretary shall take careful and authentic notes on the proceedings of all Officers and General Meetings.
5. The Secretary shall prepare and certify the accuracy of the minutes and record them into the official minutes book.
6. The Secretary shall read the minutes at Officers and General Meetings for correction and approval.
7. The Secretary shall bring to each meeting the minute book, a copy of the XUAS Bylaws, a list of the members, a list of standing and special committees, and a copy of the parliamentary authority adopted by the organization.
8. The Secretary shall prepare all meeting materials and documents as necessary for Officers and General Meetings.
9. The Secretary shall be chief corresponding officer to the officers.
10. The Secretary shall keep an accurate and up to date record on all correspondence matters pertaining to all meetings and between officers.
11. The Secretary shall prepare and send required notices of meetings and proposals to the officers.

### **D. Treasurer**

1. The office of the Treasure shall be an elected position.
2. The Treasurer shall be responsible for the collection, safekeeping, and expenditure of all funds of the organization.
3. The Treasurer shall be responsible for keeping an accurate financial record.
4. The Treasurer shall prepare and coordinate with the President regarding all budgetary matters.
5. The Treasurer shall report the finances of the organization at each meeting of the Officers, Board of Directors, Advisory Boards, and General Meeting, and answer any questions on financial matters, and submit a financial report to the membership annually.
6. The Treasurer shall not write any check or disburse of any funds without the written approval of the President or Vice-President, when the President is unavailable, consistent with Article 9, Section 2.

### **Section 3.05 Liabilities of Officers**

Any officer or any authorized person acting on behalf of XUAS shall not be liable for debts, losses, or suits against the organization, if the officer performs his/her duties with reasonable due care.

### **Section 3.06 Terms of Offices**

1. Term Limitations:
  - a. The President shall serve a two-year term and the office shall be limited to two two-year terms.
  - b. All other officers shall have the privilege to run for re-election or another office as many times as he/she wishes
  - c. The terms of each office shall expire on December 31 of each calendar year.
2. Assumption of New Officers: All newly elected officers shall assume their positions immediately on January 1<sup>st</sup>.

### **Section 3.07 Succession of Offices**

1. Absence of President:
  - a. Upon the resignation, impeachment, and/or absence of the President, the Vice-President shall assume the role of the President.
2. Absence of other Officers:
  - a. In the temporary absence of any officers, the President shall appoint an acting officer(s) in the interim.
  - b. In the case of permanent vacancy in the office of the Treasurer, other than the President, a special election shall take place to elect the Treasurer.

### **Section 3.08 Resignation**

Any board members, officer of the organization or chairperson or member of any committee may choose to resign at any time he or she wishes; a resignation letter must be sent to the President with a copy to the Secretary to inform the officers at least 15 days in advance of the effective date of the resignation.

### **Section 3.09 Qualifications**

All candidates for offices must be an active member and show interest in promoting the goals of XUAS.

## **ARTICLE IV: NOMINATIONS**

### **Section 4.01 Definition**

A nomination is the formal presentation of the name of the member as a candidate for a particular office to an assembly or membership of XUAS.

### **Section 4.02 Process of Nomination**

1. The two presiding officers must call for and recognize nominations.
2. All nominations shall include the name of the candidate, his/her eligibility and qualifications and the name of the office seeking.
3. An individual member or group leader may make nominations.

### **Section 4.03 Ways of Nominating**

By a completed nomination application per nominee submitted to the Nominating Committee by the deadline established by the Nominating Committee.

### **Section 4.04 Nominating Committee**

1. The purpose of the Nominating Committee is to secure the best officers to direct the organization.
2. Subject to section 5(d) below, the Nominating Committee shall consist of all members of the Board of Directors and Advisory Board, except the officers and the nominees or candidates for the vacant office (s).
3. The Nominating Committee will review and may interview prospective nominees regarding their experience, qualifications, and abilities.
4. The Nominating Committee shall prepare a written report summarizing its analysis of prospective nominee(s).
5. The Nominating Committee shall strive to preserve fairness in carrying out its duties.

### **Section 4.05 Nominating**

1. No member shall accept nomination for or hold two different offices during same term of office.
2. If a member is nominated for two or more offices at the same election, the member must choose the office he or she prefers and decline the other.
3. Nominating Committee members can become candidates for office, subject only to Subsection 4 (b) & 5 (d) herein.
4. A member of the Nominating Committee who becomes a candidate for office must resign from the committee immediately.

## **ARTICLE V: ELECTION**

### **Section 5.01 Voting Rights**

All members shall have equal voting rights. One member is entitled to one vote. A member must be 18 years of to vote. A member shall not give, relinquish, and/or delegate his or her right to vote to another person.

### **Section 5.02 Challenging a Vote**

1. If a member shall desire to challenge the right of another member or members to vote, he or she may do so by presenting the challenge to the Election Committee before casting the ballots during the election.
2. In the case of a challenge to a vote(s), the Election Committee shall hold a hearing and decide the matter, which is subject to an appeal to the Board of Directors.

### **Section 5:03 Challenging an Election**

1. All challenges to an election shall be filed with the Board of Directors through the Election Committee.
2. An election may only be challenged during the time that it is taking place and not later than 10 days thereafter.
3. When an election is challenged, the Board of Directors shall investigate the matter and take appropriate actions. The Board of Directors shall report its findings and actions to the members.
4. When an election is challenged while it is in progress, it shall continue unless a decision is reached to stop the election and declare it void. If it shall be challenged after it is completed, the officers chosen at the election take office and remain in office until a decision on the challenge is reached.
5. If all challenged practices or votes, which could have changed the result of the election, are proven valid, the election shall be void. However, illegal practices or votes, which could have not affected the election, shall not void the election.

### **Section 5.04 Date of the General Election**

The general election shall be held during the first Saturday of December of the Election year.

## **Section 5.05 Election Committee**

### **A. Duties and Responsibilities**

1. The Election Committee shall consist of all members of the Board of Directors.
2. The Board of Directors shall elect a chairperson from within itself to preside over the election process.
3. The duty of the Election Committee shall be to conduct and maintain integrity of the election.
4. The Election Committee shall supervise the preparation and printing of ballots and their distribution to voting members either at a meeting or convention or by mail.
5. The Election Committee shall also collect and count the ballots and preparation of report showing the results of the election.
6. If a tie vote occurs, the Election Committee shall also bear the responsibility of selecting, by majority (50%+1) vote the winner from the top two candidates for each vacant office.

### **B. Determining the Legality of Ballots**

1. A mistake in voting for a candidate for one office shall not invalidate the for candidates for other offices on the same ballot.
2. A technical error, such as misspelling, or using a cross instead of a check, shall not invalidate a ballot if the intent of the voter is clear.
3. A torn or defected ballot shall be valid if the intent of the voter is clear.
4. Blank ballots or votes for ineligible person are counted as invalid ballots.
5. If more ballots have been cast than there are members entitled to vote, and the result of the election could have been affected by the extra ballots, or if there has been any substantial violation of the right of members to vote in secret, the vote must be retaken. If there are minor errors, which could not change the result of the election, a vote needs not to be retaken.

### **C. Report of Election Committee**

1. The report must account for all ballots cast, both valid and invalid, in writing.
2. The number of votes received by each candidate and the number of the write-in-votes, qualified or unqualified, must be included in the report and must be read.
3. The President shall review the report without stating who is elected and hand it to the Chairperson of the Election Committee who, then, read and declare the names of those who are elected.
4. The report shall be signed by the Chairperson of Election Committee



5. Tally sheets shall be signed by those who kept them
6. All ballots, tally sheets, and records shall be delivered to the Secretary for safe-keeping
7. All documents shall be kept for a period of (5) years until any action to destroy them is granted by the Board of Directors.

#### **Section 5.06 Vote Necessary to Elect**

When a candidate receives a majority (50%+1) vote of the legal votes, he or she is elected. In the case that no candidate receives a majority (50%+1) vote, the Board of Directors shall decide the winner by a simple majority (50%+1) vote between the two candidates.

### **ARTICLE VI: ADVISORY BOARD**

1. The executive officers shall select nine (9) Advisory Board members who shall advise and assist XUAS.
2. The Advisory Board shall serve as XUAS' advisors and resource body by providing suggestions and ideas for XUAS and its officers in their furtherance of the interest of the organization.
3. The Advisory Board shall meet as often as deem reasonable and necessary by the officers.
4. Each member of the Advisory Board shall serve a renewable two-year term at the discretion of the officers.

### **ARTICLE VII: LOCATION OF HEADQUARTERS**

The headquarters of XUAS shall be located in Sacramento, California.

### **ARTICLE VIII: MEETINGS**

#### **Section 8.01 Place of Meeting**

The place of meeting (s) shall be left to the officers to decide.

#### **Section 8.02 Quorum for General Meeting**

A simple majority (50%+1) of the Board of Directors, including officers, present constitutes a general meeting quorum

#### **Section 8.03 Quorum of Officers' Meetings**

Two-third (2/3) of the officers must be present to constitute a quorum for an

Officers' meeting.

## **ARTICLE IX: FINANCE AND PROPERTIES**

### **Section 9.01 Roll-Over**

All financial assets and properties of XUAS shall be transferred from the previous administration or officers to the new administration on January 1, or reasonably shortly thereafter. The out-going officers shall leave at least \$500 for the new administration.

### **Section 9.02 Expenditure**

All large expenditures shall be reviewed and approved by the Board of Directors. Each transaction exceeding two hundred and fifty dollars (\$250) must have approval of the president and at least one Board of Directors; a check exceeding that amount must bear the signature of the Treasurer and approved by the President.

### **Section 9.03 Disclosure of Financial Records**

All financial record shall be made available to the members upon written request with reasonable notice. The Treasurer shall provide annual budgetary report and mid-year general accounting.

## **ARTICLE X: CODE OF BUSINESS CONDUCT**

All meetings shall be conducted as reasonably as possible according to Robert's Parliamentary Procedures.

## **ARTICLE XI: MISCONDUCT, DISCIPLINARY ACTION, OR EXPULSION**

### **Section 11.01 General Provision**

XUAS shall have the power to suspend, fine, or expel any member by means of a three-fourths (75%) of the Board of Directors for conduct considered to be contrary or damaging to the interest of the organization. Any suspended, fined, and/or expelled member must apply for re-instatement, with the approval by means of a three-fourths (75%) vote of the Board of Directors.

### **Section 11.02 Charges**

Charges in affidavit form stating the alleged violations and preliminary proof should be filed with the Secretary.

### **Section 11.03 Investigation**

The investigation committee shall investigate the charges promptly and, if it decides that a hearing is warrant, it shall set a date and notify by the secretary.

### **Section 11.04 Notification**

The Secretary shall then send the accused member a letter at least fifteen days before the date of the hearing, and a statement of his/her right to be present at the hearing, to defend himself/herself.

### **Section 11.05 Hearing**

In conducting a hearing, the committee should observe decorum and fair play, restrict evidence and testimony to the written charges, and uphold the right of the accused member to defend himself/herself, to cross-examine witnesses, and to refute the charges against him/her.

### **Section 11.06 Decision**

The Hearing Committee should within reasonable time make only findings of fact on the essential points at issue, recommend a decision of guilty or innocence, and send a copy of the recommended decisions and findings of facts to the accused member and Secretary.

### **Section 11.07 Penalty**

The penalty of a guilty verdict shall be revocation of membership. (See first paragraph of Article XIII for application for possible reinstatement.)

## **ARTICLE XII: AMENDMENT TO THE BYLAWS**

1. XUAS shall establish and have a Bylaws to govern its corporation operation and to make sure that all rules and order are properly implemented.
2. Bylaws of XUAS shall be amended only by a simple (50%+1) of the Board of Directors

### **ARTICLE XIII: DISSOLUTION STATEMENT**

In the case that the members of the organization shall find it necessary to dissolve XUAS, the remaining fund or money shall be donated to charitable non-profit organizations for educational and scholarship purposes.