



BYLAWS OF UVSA

Adopted February 1, 2016 and in-effect June 1, 2016

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this organization is Union of Vietnamese Student Associations of Southern California; hereinafter referred to as UVSA.

Section 1.2 Vietnamese Name

The name of this organization for use in Vietnamese publications is Tổng Hội Sinh Viên Việt Nam Miền Nam California; hereinafter referred to as THSV.

ARTICLE 2 PURPOSE

Section 2.1 Mission

Our mission is to bring together Vietnamese American youth including students from different colleges and high schools throughout Southern California to build unity, promote the Vietnamese culture, serve our community, and to advocate for social justice issues that affect our community domestically and abroad.

Section 2.2 Goals

Our organization goals include

- a. Bringing together students from different colleges and high schools to build unity and solidarity amongst Vietnamese American youths in Southern California
- b. Representing the diverse and dynamic Vietnamese youth population by encouraging interaction, participation, and activism in the Vietnamese American community
- c. Promoting awareness of the Vietnamese culture, language, and history
- d. Encouraging a growth of leadership and service amongst Vietnamese youths

Section 2.3 Activities

The specific activities of UVSA shall include without limitation

- a. Annual Tết Festival celebrating the Lunar New Year
- b. Annual Black April commemorating the Fall of Saigon
- c. Annual summer leadership camps aimed at encouraging students toward community participation and service
- d. Inter-collegiate activities such as the formals/banquets, retreats, conferences, college fairs, sporting tournaments, bonfires, social mixers, and other events
- e. Charitable events such as Walk-a-Thons for disaster relief aid, fundraising concerts for the Vietnamese Veterans War Memorial, candle-light vigils for religious freedom in Vietnam, etc

ARTICLE 3 LIMITATIONS

Section 3.1 Political Activities

UVSA has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of UVSA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and UVSA shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 3.2 Prohibited Activities

UVSA shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. UVSA may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing UVSA to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 4 DEDICATION OF ASSETS

Section 4.1 Property Dedicated to Nonprofit Purposes

The property of UVSA is irrevocably dedicated to charitable purposes. No part of the net income or assets of UVSA shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that UVSA is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

Section 4.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of UVSA, its assets remaining after payment, or provision for payment, of all debts and liabilities of UVSA shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 5 STRUCTURE

Section 5.1 Structure of UVSA

There shall be four primary offices in UVSA

- a. Board of Directors
- b. Executive Board
- c. Inter-Collegiate Council
- d. General Staff

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Number

There shall be 9 members on the Board of Directors. Individual members are to be referred to as Directors.

Section 6.2 Powers & Duties

The Board of Directors provides governance to the organization and is responsible for

- a. Determining the organization's mission and purpose
- b. Enhancing the organization's public image
- c. Clarifying, interpreting, and explaining bylaws
- d. Serve as court of appeals
- e. Assess its own performance
- f. Fiduciary responsibility for finances and fundraisers
 - o Ensure adequate resources
 - o protect assets and provide financial oversight
 - o File taxes & charitable status for the organization
- g. Ensure succession planning for the organization
- h. Monitor and strengthen programs and services
- i. Oversee stability, compliance and growth of the organization

Section 6.3 Qualifications

6.3.1 Ex Officio Directors

- a. From the Executive Board, the President and the Secretary
- b. From the Inter-Collegiate Council, the ICC Chair and the ICC Vice Chair
- c. From the General Staff, the Administrative Coordinator and the Development Coordinator

6.3.2 Elected Directors

Remaining Directors are elected at the discretion of Board of Directors then in office.

Section 6.4 Voting

Each member of the Board of the Directors shall have one vote.

Section 6.5 Terms

Ex Officio Directors shall be voted or appointed according to these Bylaws. Remaining Directors shall be elected at each annual meeting of the Board of Directors for 3 year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board of Directors may arrange for terms to be staggered.

Section 6.6 Vacancies

6.6.1 Events Causing Vacancy

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board of Directors, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

6.6.2 Removal

The Board of Directors may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. The Board of Directors may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 6.3, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. Ex Officio Directors may only be removed through the removal process outlined in these Bylaws pertaining to their respective office. Elected Directors may be removed without cause by a majority of Directors then in office.

6.6.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

6.6.4 Resignations

Except as provided in this Section, any Director may resign by giving written notice to the the President, the Secretary, or the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if UVSA would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

6.6.5 Election to Fill Vacancies

If there is a vacancy on the Board of Directors, including a vacancy created by the removal of a Director, the Board of Directors may fill such vacancy depending on if the director is an Ex Officio or Other Director. For Ex Officio Directors, they shall be replaced as outlined in these Bylaws pertaining to their respective office. For Elected Directors, the Board of Directors may elect an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director

Section 6.7 Regular Meetings

Each year, the Board of Directors shall hold at least one meeting, at a time and place fixed by the Board of Directors, for the purposes of election of Elected Directors, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may fix from time to time by resolution.

Section 6.8 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two Directors.

Section 6.9 Quorum and Action of the Board

6.9.1 Quorum

A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 6.1.1, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.11.

6.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 11.1 (provided that the vote of any interested Director(s) is not counted);
- b. Creation of, and appointment to, Committees (but not advisory committees) as described in Section 9.1;
- c. Removal of a Director without cause as described in Section 6.6.2; and
- d. Indemnification of Directors as described in Article 13.

- Section 6.10 Waiver of Notice
The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 6.11 Adjournment
A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- Section 6.12 Notice of Adjournment
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- Section 6.13 Conduct of Meetings
Meetings of the Board of Directors shall be presided over by the President or, if the President is absent, by a chairperson of the meeting chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board of Directors, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board of Directors from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to UVSA.
- Section 6.14 Action Without Meeting
Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to the action. For the purposes of this Section 6.14 only, "all members of the Board of Directors" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.
- Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.
- Section 6.15 Fees and Compensation of Directors
UVSA shall not pay any compensation to Directors for services rendered to UVSA as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to UVSA, in reasonable amounts as approved by the Board of Directors.
- Also, Directors may not be compensated for rendering services to UVSA in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 6.15 only, means:
- a. any person currently being compensated by UVSA for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- Section 6.16 Non-Liability of Directors
The Directors shall not be personally liable for the debts, liabilities, or other obligations of UVSA.
- ARTICLE 7 EXECUTIVE BOARD**
- Section 7.1 Number
There shall be 5 members on the Executive Board. Individual members are to be referred to as officers.
- Section 7.2 Positions
The Executive Board shall consist of a President, an Internal Vice President, an External Vice President, a Secretary, and a Treasurer.
- Section 7.3 Powers & Duties
The Executive Board oversees the daily operations of the organization and represents the organization in the community.
- 7.3.1 Planning, Organizing, and Operations
The Executive Board shall review and approve the organization's plans for funding its programs and activities; elect, monitor, advise, support, reward, and when necessary, change management; review the results achieved by the organization; and ensure the financial structure of the organization is adequate for its current needs.
- 7.3.2 General Staff Appointments
The Executive Board shall appoint all General Staff Coordinators. The Executive Board may, in lieu of appointments, facilitate a General Staff Coordinator elections for positions with a simple majority vote from the General Staff.

- Section 7.4 Qualifications
- 7.4.1 Age Limit
Each officer, both elected and appointed, must be younger than 28 years of age by time of election or appointment.
- 7.4.2 Experience
Candidates must serve as a former or current VSA/VSU executive officer or be an active member of UVSA for at least 1 year.
- Section 7.5 Voting
Each officer shall have a single vote on matters pertaining to the Executive Board.
- Section 7.6 Terms
- 7.6.1 Duration
A term for officers shall be 2 years and ends on the fiscal end, May 31, of every odd year.
- 7.6.2 Maximum Terms
Any officer can be elected or appointed for up to a maximum of 2 terms.
- Section 7.7 Elections
- 7.7.1 Occurrence
Elections for officers of the Executive Board shall be in the spring of every two years.
- 7.7.2 Voting
Each active VSA/VSU shall have a vote with the ICC representative of that VSA/VSU casting the vote, in which his/her VSA/VSU has previously agreed upon. Each voting member of the General Staff shall have one vote to cast. The number of votes in the General Staff shall equal the number of votes in the Inter-Collegiate Council. In the event of a tie, the President shall cast the deciding vote.
- 7.7.3 Elections Committee
Prior to the election, the Executive Board shall appoint an Elections Chair. The Elections Chair shall recruit committee members from current or former members of the General Staff, Inter-Collegiate Council, and Executive Board to ensure a fair elections process. The Elections Committee shall also determine the legitimacy of candidates as stated in Section 7.4.
- Section 7.8 Removal
Any officer may be removed, with or without cause, by the Inter-Collegiate Council with a simple two-thirds majority vote.
- Section 7.9 Resignation
Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.
- Section 7.10 Vacancies
A vacancy of the Executive Board because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments or elections to that position, provided that such vacancies shall be filled as they occur.
- Section 7.11 Specific Duties
- 7.11.1 President
The President is the representative for the Executive Board and an Ex Officio Director on the Board of Directors.
- 7.11.1.1 Management
The President shall maintain active management of UVSA and ensure the effective action of the Executive Board in daily operations and support for the organization.
- 7.11.1.2 Committees
The President shall oversee project committees in UVSA and shall communicate with committee chairpersons to be sure that their work is carried out.
- 7.11.1.3 Executive Board Matters
The President shall ensure that Executive Board matters are handled properly, including preparation of meetings, functionality of committees, and transition of new officers.

- 7.11.2 Internal Vice President
The Internal Vice President shall act as the President in the absence of the President.
- 7.11.2.1 Internal Affairs
The Internal Vice President shall be in charge of all inter-organizational issues, such as clarifying roles and responsibilities of officers, overseeing Inter-Collegiate activities, and assisting in the development of the General Staff.
- 7.11.3 External Vice President
The External Vice President shall act as the President in absence of both the President and Internal Vice President.
- 7.11.3.1 External Affairs
The External Vice President shall act as the official liaison of the organization to the community and media, oversee community service projects, and be in charge of all public relation issues.
- 7.11.4 Secretary
The Secretary is the official record keeper and an Ex Officio Director on the Board of Directors.
- 7.11.4.1 Bylaws
The Secretary shall certify and keep or cause to be kept at the principal office of UVSA the original or a copy of these Bylaws as amended to date.
- 7.11.4.2 Minute Book
The Secretary shall keep or cause to be kept a minute book as described in Section 14.1.
- 7.11.4.3 Attendance Records
The Secretary shall keep or cause to be kept attendance records of all meetings and activities of the organization.
- 7.11.4.4 Corporate Records
Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any member of the Board of Directors, Executive Board, Inter-Collegiate Council, and General Staff these Bylaws and the minute book.
- 7.11.4.5 Corporate Seal and Other Duties
The Secretary shall keep or cause to be kept the seal of UVSA, if any, in safe custody, and shall have such other powers and perform such other duties as needed by the Executive Board.
- 7.11.5 Treasurer
The Treasurer shall oversee the organization's accounting and finances.
- 7.11.5.1 Books of Account
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of UVSA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any member of the Board of Directors, Executive Board, Inter-Collegiate Council, and General Staff at all reasonable times.
- 7.11.5.2 Financial Reports
The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 7.11.5.3 Deposit and Disbursement of Money and Valuables
The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of UVSA with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of UVSA as may be ordered by the Board of Directors; shall render, or cause to be rendered to the Board of Directors, Executive Board, Inter-Collegiate Council and General Staff, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of UVSA; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board of Directors or these Bylaws.
- Section 7.12 Regular Meetings
The Executive Board shall hold regular meetings, at a time and place and with consistency fixed by the Executive Board.

ARTICLE 8 INTER-COLLEGIATE COUNCIL

The Inter-Collegiate Council, henceforth ICC, consists of representatives from each member school of UVSA.

- Section 8.1 Number
There shall be, at minimum, one representative on the ICC per member school. Individual representatives are to be referred to as ICC Representatives.
- Section 8.2 Powers & Duties
- 8.2.1 Planning
The ICC is responsible for the planning of inter-collegiate activities and providing their respective member schools the opportunity to network with students at other campuses.
- 8.2.2 Member Schools
Member schools consist of officially recognized Vietnamese student organizations, typically called VSA or VSU, from colleges across Southern California. Member schools must be in good standing with their campus to maintain member school status. The ICC may admit or remove any VSA or VSU into UVSA with a simple majority vote.
- 8.2.3 Executive Board Accountability
The ICC may remove any officer as described in Section 7.6.
- 8.2.4 ICC Elections
The ICC shall elect an ICC Chair and an ICC Vice-Chair. The Internal Vice President shall oversee the elections process.
- Section 8.3 Qualifications
The ICC shall compose of representatives from member schools chosen every year by the electors of those respective organizations. The times, places and manner of holding elections of ICC Representatives shall be prescribed in each member school according to their bylaws thereof.
- Section 8.3 Voting
Each member school will have a single vote on the ICC. Should a member school lack an ICC Representative, the member school may have another officer proxy vote.
- Section 8.4 Terms
A term for an ICC Representative shall be of length determined by each member school's bylaws.
- Section 8.5 Removal
ICC Representatives may only be removed from their position in accordance to their respective school's bylaws.
- Section 8.6 Resignation
Any ICC Representative may resign at any time in accordance to their respective school's bylaws.
- Section 8.7 Vacancies
A vacancy of the Inter-Collegiate Council because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws of each respective member school.
- Section 8.8 Specific Duties
- 8.8.1 ICC Chair
The ICC Chair shall coordinate meetings for the ICC; ensure proper communications between the ICC and the Board of Directors, Executive Board, and General Staff; and is an Ex Officio Director on the Board of Directors.
- 8.8.2 ICC Vice Chair
The ICC Vice Chair shall assist the ICC Chair in their duties, act as the ICC Chair in absence of the ICC Chair, and is an Ex Officio Director on the Board of Directors.
- Section 8.9 Regular Meetings
The ICC shall hold regular meetings, at a time and place and with consistency fixed by the ICC and shall provide meeting minutes to the Secretary.
- ARTICLE 9 GENERAL STAFF**
The General Staff consist of project directors, event coordinators and administrative volunteers of the organization. Individual members of the General Staff will be called Staff.
- Section 9.1 Number
There shall be no limit to the number of Staff.

Section 9.2 Powers & Duties

9.2.1 Planning

The General Staff is responsible for the planning and development of projects, programs, and non-ICC related events for the organization.

9.2.2 Administration

The General Staff may assist the Executive Board with administrative tasks as deemed necessary by the Executive Board.

Section 9.3 Qualifications

The General Staff shall consist of volunteers who have demonstrated at least 1 year of commitment to the organization. Staff maintain active standing so long as they maintain greater than 50% active participation in meetings, projects, programs or events throughout the fiscal year. Attendance shall be recorded by the Secretary as outlined in Section 7.11.4.3. Volunteers who are appointed to a Coordinator position automatically gain and retain General Staff status for their term.

Section 9.4 Voting

Each active Staff shall have a single vote on matters pertaining to the General Staff.

Section 9.5 Terms

A term for Staff shall be for one year and is renewable with participation detailed in Section 9.3.

Section 9.6 Removal

Any Staff may be removed, with or without cause, by the General Staff with a simple two-thirds majority vote. A General Staff Coordinator may be removed from their coordinator position, with or without cause, by the Executive Board.

Section 9.7 Resignation

Any Staff or Coordinator may resign at any time by giving written notice to the Executive Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 9.8 Specific Duties

9.8.1 General Staff Coordinator

General Staff Coordinators are appointed or elected according to Section 7.3.2 where the Executive Board deems applicable and necessary to establish a Coordinator. There must be at least two coordinators at all times.

9.8.1.1 Administrative Coordinator

The Administrative Coordinator assists the Secretary on day-to-day operations of the organization and oversees office management and inventory of the organization.

9.8.1.2 Development Coordinator

The Development Coordinator assists the Internal Vice President to recruit, train, and retain Staff and establish and maintain internal programming to the benefit of Staff.

9.8.1.3 Event Coordinators

Event Coordinators oversee the planning and execution for annual non-ICC events of the organization as described in Section 2.3.

9.8.1.4 Other Coordinators

Additional Coordinator positions may be created by the Executive Board as deemed applicable and necessary.

9.8.2 Terms

Terms of General Staff Coordinators shall be for one year and are renewable with approval of the Executive Board.

Section 9.9 Regular Meetings

The General Staff shall hold regular meetings, at a time and place and with consistency fixed by the General Staff and shall provide meeting minutes to the Secretary.

ARTICLE 10 COMMITTEES

Section 10.1 Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create one or more Committees each consisting of two or more Directors, to serve at the discretion of the Board of Directors. Any Committee, to the extent provided in the resolution of the Board of Directors, may be given the authority of the Board of Directors except that no Committee may:

- a. approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. fill vacancies on the Board of Director or in any Committee which has the authority of the Board of Directors;
- c. fix compensation of the Directors for serving on the Board of Directors or on any Committee;

- d. amend or repeal Bylaws or adopt new Bylaws;
- e. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- f. appoint any other Committees or the members of these Committees;
- g. approve any transaction (i) between UVSA and one or more of its Directors or (ii) between UVSA and any entity in which one or more of its Directors have a material financial interest.

Section 10.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 concerning meetings of Directors, with such changes in the context of Article 6 as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board of Directors, and special meetings of Committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board of Directors from time to time as the Board of Directors may require. The Board of Directors may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board of Directors, the Committee may adopt such rules.

Section 10.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10.4 Revocation of Delegated Authority

The Board of Directors may, at any time, revoke or modify any or all of the authority that the Board of Directors has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board of Directors.

Section 10.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which UVSA receives or accrues gross revenues of two hundred thousand dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board of Directors shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid staff or employees of UVSA, the President, or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board of Directors, the Audit Committee shall:

- a. make recommendations to the Board of Directors on the hiring and firing of the CPA;
- b. confer with the CPA to satisfy Audit Committee members that the financial affairs of UVSA are in order;
- c. approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- d. if requested by the Board of Directors, negotiate the CPA's compensation on behalf of the Board of Directors.

Section 10.6 Advisory Committees

The Board of Directors may create one or more advisory committees to serve at the pleasure of the Board of Directors. Appointments to such advisory committees need not, but may, be Directors. The Board of Directors shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board of Directors before being given effect.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 11.1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of UVSA to enter into any contract or execute and deliver any instrument in the name of and on behalf of UVSA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind UVSA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of UVSA shall be signed by the Treasurer and countersigned by the President.

Section 11.3 Deposits

All funds of UVSA shall be deposited from time to time to the credit of UVSA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Gifts
The Board of Directors may accept on behalf of UVSA any contribution, gift, bequest, or devise for the charitable or public purposes of UVSA.

ARTICLE 12 TRANSACTIONS BETWEEN UVSA AND DIRECTORS OR OFFICERS

Section 12.1 Transactions with Directors and Officers

12.1.1 Interested Party Transactions

Except as described in Section 12.1.2, UVSA shall not be a party to any transaction:

- a. in which one or more of its Directors or Officers has a material financial interest, or
- b. with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

12.1.2 Requirements to Authorize Interested Party Transactions

UVSA shall not be a party to any transaction described in 12.1.1 unless:

- a. UVSA enters into the transaction for its own benefit;
- b. the transaction is fair and reasonable to UVSA at the time the transaction is entered into;
- c. prior to consummating the transaction or any part thereof, the Board of Directors authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- d. prior to authorizing or approving the transaction, the Board of Directors considers and in good faith determines after reasonable investigation that UVSA could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- e. the minutes of the Board of Directors meeting at which such action was taken reflect that the Board of Directors considered and made the findings described in paragraphs (a) through (d) of this Section 12.1.2.

12.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- a. that fixes the compensation of a Director as a Director or Officer;
- b. if the contract or transaction is part of a public or charitable program of UVSA and it (1) is approved or authorized by UVSA in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- c. where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of UVSA for the preceding year or \$100,000.

Section 12.2 Loans to Directors and Officers

UVSA shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, UVSA may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by UVSA.

Section 12.3 Interlocking Directorates

No contract or other transaction between UVSA and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board of Directors or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board of Directors or Committee, and the Board of Directors or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 6); or if (ii) the contract or transaction is just and reasonable as to UVSA at the time it is authorized, approved or ratified.

Section 12.4 Duty of Loyalty; Construction with Article 12

Nothing in this Article 12 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to UVSA. Furthermore, nothing in this Article 12 shall be construed to override or amend the provisions of Article 13. All conflicts between the two articles shall be resolved in favor of Article 13.

ARTICLE 13 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 13.1 Definitions

For purpose of this Article 13,

13.1.1 "Agent"

means any person who is or was a Director, Officer, employee, staff, member, or other agent of UVSA, or is or was serving at the request of UVSA as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of UVSA or of another enterprise at the request of the predecessor corporation;

13.1.2 "Proceeding"

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

- 13.1.3 "Expenses"
includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 13.
- Section 13.2 Applicability of Indemnification Provisions
- 13.2.1 Successful Defense by Agent
To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 13, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.
- 13.2.2 Settlement or Unsuccessful Defense by Agent
If an Agent either settles any proceeding referred to in this Article 13, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 13.3 through Section 13.6 shall determine whether the Agent is entitled to indemnification.
- Section 13.3 Actions Brought by Persons Other than UVSA
This Section 13.3 applies to any proceeding other than an action "by or on behalf of UVSA" as defined in Section 13.4. Such proceedings that are not brought by or on behalf of UVSA are referred to in this Section 13.3 as "Third Party proceedings."
- 13.3.1 Scope of Indemnification in Third Party Proceedings
Subject to the required findings to be made pursuant to Section 13.3.2, UVSA may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- 13.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings
Any indemnification granted to an Agent in Section 13.3.1 above is conditioned on the following. The Board of Directors must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of UVSA, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of UVSA or that he or she had reasonable cause to believe that his or her conduct was unlawful.
- Section 13.4 Action Brought By or On Behalf Of UVSA
This Section 13.4 applies to any proceeding brought (i) by or in the right of UVSA, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of UVSA").
- 13.4.1 Scope of Indemnification in Proceeding By or On Behalf of UVSA
Subject to the required findings to be made pursuant to Section 13.4.2, and except as provided in Sections 13.4.3 and 13.4.4, UVSA may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of UVSA, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.
- 13.4.2 Required Standard of Conduct for Indemnification in Proceeding By or On Behalf of UVSA
Any indemnification granted to an Agent in Section 13.4.1 is conditioned on the following. The Board of Directors must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of UVSA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 13.4.3 Claims Settled Out of Court
If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of UVSA, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.
- 13.4.4 Claims and Suits Awarded Against Agent
If any Agent is adjudged to be liable to UVSA in the performance of the Agent's duty to UVSA, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 13.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:
- a. The determination of good faith conduct required by Section 13.4.2 must be made in the manner provided for in Section 13.5; and
 - b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 13.5 Determination of Agent's Good Faith Conduct
The indemnification granted to an Agent in Section 13.3 and Section 13.4 is conditioned on the findings required by those Sections being made by:

- a. the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- b. the court in which the proceeding is or was pending. Such determination may be made on application brought by UVSA or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by UVSA.

Section 13.6 Limitations
No indemnification or advance shall be made under this Article 13, except as provided in Section 13.2.1 or Section 13.5(b), in any circumstances when it appears:

- a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 13.7 Advance of Expenses
Expenses incurred in defending any proceeding may be advanced by UVSA before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 13.

Section 13.8 Contractual Rights of Non-Directors and Non-Officers
Nothing contained in this Article 13 shall affect any right to indemnification to which persons other than Directors and Officers of UVSA, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 13.9 Insurance
The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 13, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not UVSA would have the power to indemnify the Agent against the liability under the provisions of this Article 13.

ARTICLE 14 CORPORATE RECORDS, REPORTS, SYMBOLS, AND LOGO

Section 14.1 Minute Book
UVSA shall keep a minute book in written form which shall contain a record of all actions by the Board of Directors or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board of Directors or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; and (viii) formal dissents from Board of Directors actions.

Section 14.2 Books and Records of Account
UVSA shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 14.3 Articles of Incorporation and Bylaws
UVSA shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 14.4 Maintenance and Inspection of Federal Tax Exemption and Annual Information Returns
UVSA shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 14.5 Annual Report; Statement of Certain Transactions
The Board of Directors shall cause an annual report to be sent to each Director within 120 days after the close of UVSA's fiscal year containing the following information:

- a. The assets and liabilities of UVSA as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of UVSA, both unrestricted and restricted to particular purposes, for this fiscal year;
- d. The expenses or disbursements of UVSA for both general and restricted purposes during the fiscal year;
- e. A statement of any transaction (i) to which UVSA, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 1. Any Director or Officer of UVSA, its parent, or its subsidiary;
 2. Any holder of more than 10% of the voting power of UVSA, its parent, or its subsidiary.The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to UVSA; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
- f. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 12 or Article 13.

Section 14.6 Rights of Inspection
Every Director, Officer, ICC Representatives and Staff shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of UVSA and each of its subsidiaries. The inspection may be made in person or by the requestor's agent or attorney. The right of inspection includes the right to copy and make extracts of documents for UVSA internal use only.

Section 14.8 Symbols
UVSA shall recognize the Vietnamese Freedom and Heritage Flag as the official symbol of the Vietnamese-American community and support the efforts of the Vietnamese-American community to promote freedom and democracy.

Section 14.7 Corporate Logo
The corporate logo, if any, shall be in such form as may be approved from time to time by the Board of Directors. Failure to affix the logo to corporate instruments, however, shall not affect the validity of any such instrument. The corporate logo of the organization shall encompass three values: (1) Heritage as symbolized by the yellow background and 3 red stripes; (2) Education as symbolized by the book; and (3) Lighting the path for future generations as symbolized by the torch.

ARTICLE 15 AMENDMENTS

Section 15.1 Proposal
Any Director, Officer, ICC Representative, or Staff must officially propose to adopt, amend or repeal bylaws.

Section 15.2 Approval
The proposed amendments must be approved by a simple two-thirds vote of the Inter-Collegiate Council and General Staff. If bylaws are adopted, amended or repealed by the Inter-Collegiate Council and General Staff, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.