BYLAWS

OF

ASIAN COMMUNITY CULTURAL ASOCIATION OF SAN LEANDRO

A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is Asian Community Cultural Association of San Leandro.

ARTICLE II

PRINCIPLE OFFICE

The principal office for the transaction of the activities and affairs of this corporation is located at 15127 Inverness Street, San Leandro, in Alameda County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this section; alternatively, this section may be amended to state the new location.

ARTICLE III

GENERAL & SPECIFIC PURPOSES

The corporation is organized under the Nonprofit Public Benefit Corporation Law for educational and charitable purposes. In the context of the general purposes, the corporation shall receive, administer, and distribute funds for charitable, cultural, and education services.

The Asian Community Cultural Association of San Leandro will promote the Asian cultural heritage, customs and language and to share and educate the community in order to assist bridge the gap between Asians and the community as well as to support services that will improve the quality of life of Asians in San Leandro.

ARTICLE IV

DEDICATION OF ASSETS

This corporation’s assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall result in the benefit of any private person or individual, or in any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. POWERS. This corporation shall have powers to the fullest extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, articles of incorporation, and these bylaws; and fix their compensation for faithful service.
2. Borrow money and incur indebtedness on the corporation’s behalf and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS. The corporation shall have a minimum of three and no more than 15 directors and collectively they shall be known as the Board of Directors. The number may be changed by the amendment of these bylaws.

SECTION 3. COMPENSATION. Directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred on behalf of the organization. Directors may not be compensated for rendering services to the corporation in any capacity unless such compensation is reasonable and has been approved by the majority of the Board prior to the services rendered.

SECTION 4. ELECTION AND TERM OF OFFICE OF DIRECTORS. ACCA members shall elect Directors. Each Director shall be elected for a term of two years except for the initial Directors whereby half shall be elected for two-year terms and half shall be elected for a one-year term. Each Director shall serve until a successor has been elected and qualified.

SECTION 5. VACANCIES. A vacancy shall exist on the Board in the event the actual number of Directors is less than the authorized number for any reason. Vacancies on the Board of Directors may be filled by a majority of the Directors then in office.

SECTION 6. RESIGNATON AND REMOVAL. Resignations shall be effective upon receipt, and in writing, by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation.

A majority of the Directors then in office may remove any Director at any time, with or without cause. Three unexcused consecutive absences from Board meetings shall result in the automatic removal of the Director from the Board.

SECTION 7. REGULAR AND ANNUAL MEETINGS. Regular meetings of Directors shall be held at least four times in the calendar year on such dates and times as shall be fixed by the Board of Directors for the purpose of transacting business. Meetings of the Board of Director shall be held at any place designed by the Board.

Annual meetings shall be called by the President or any two Directors with at least five-day notice via mail, telephone call, voice mail or email. Directors shall be elected at the annual meetings unless the Board is filling a vacancy.

SECTION 8. SPECIAL MEETINGS. Special meetings shall be called by the President or any two Directors with at a least a five-day notice via mail, telephone call, voice mail, or email.

SECTION 9. QUORUM OF BOARD OF DIRECTORS MEETING. A quorum shall consist of a majority of the Board of Directors then in office.

SECTION 10. CONDUCT OF BOARD OF DIRECTORS MEETING. Meetings of the Board of Directors shall be presided over by the President of the corporation or in his or her absence, by the Vice President of the corporation, or in absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by the “ROBERTS RULES OR ORDER” insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this corporation, or with provisions of the law.

SECTION 11. ACTION WITHOUT A MEETING. Any action required or permitted by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent to such action through written, audio or electronic media such as voice mail, email or text messaging. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors and have the same force and effect as the unanimous vote of such Directors.

SECTION 12. TELEPHONE AND ELECTRONIC MEETINGS. Directors may participate in a meeting through use of conference telephone as long as each Director participating in the meeting can communicate to all Directors concurrently and can propose or object to specific action to be taken by the Board.

SECTION 13. NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI

OFFICERS

SECTION 1. NUMBER OF OFFICERS. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTON 2. DUPLICATION OF OFFICE HOLDERS. Any number offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

SECTION 3. QUALIFICATION, ELECTION, AND TERM OF SERVICE. Any member may serve as officer of this corporation. Officers shall be elected annually by the Board of Directors. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. RESIGNATION AND REMOVAL OF OFFICERS. Resignation shall be effective upon receipt, and in writing, by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation.

A majority of the Directors then in office may remove any officer at any time, with or without cause.

SECTION 5. VACANCIES. A vacancy shall exist in the event an officer gives written notice of resignation to the President, Secretary or the Board of Directors. Vacancies on the Board of Directors may be filled by a majority of the Directors then in office.

SECTION 6. PRESIDENT. The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board of Directors, supervise, direct, and control the affairs of this corporation and the activities of the officers. The President shall be the Chairperson and preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE VICE PRESIDENT. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as maybe prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board or Directors and its committees, including any official government documents, original Bylaws and any amendments, minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall also supervise the proper notification as may be proper and necessary.

SECTION 9. DUTIES OF TREASURER. The Treasurer of this corporation shall supervise the charge and custody of all funds of this corporation, including the deposit of such funds and the disbursal of funds of the corporation as may be directed by the Board of Directors.

The Treasurer shall keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

The Treasurer shall exhibit at all reasonable time the books of account and financial records to any Director of the corporation or to his or her agent or attorney, upon request.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE VIII

MEMBERS

SECTION 1. DETERMINATION AND RIGHT OF MEMBERS. The corporation shall have two (2) classes of members: Members and Honorary Members.

Members shall be those persons admitted to membership pursuant to Sections 2 and 3 of Article VIII of these Bylaws and are in good standing. No Member shall hold more than one membership in the corporation.

Honorary Members of the corporation shall be those persons who are not otherwise eligible to be a member of the corporation but who, in the opinion of the Board of Directors, have performed services for the corporation warranting their appointment as Honorary Members. Honorary Members do not have voting rights.

SECTION 2. QUALIFICATION OF MEMBERS. Any person over the age of 18 is eligible to be a member of the corporation.

SECTION 3. ADMISSION TO MEMBERSHIP. Any person, qualified for membership under Section 2 of Article VIII of these Bylaws, shall be admitted to membership only by the approval by the Board of Directors (or Membership Committee duly authorized by resolution to admit members) of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first annual dues as specific in Section 4 of this Article.

SECTION 4. FEES, DUES AND ASSESSMENTS. There shall be no fees for making an application for membership in the Corporation.

The annual dues payable to the corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year of admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the members is, by contract or otherwise, liable for the dues.

SECTION 5. NUMBER OF MEMBERS. There shall be no limit on the number of members the corporation may admit.

SECTION 6. MEMBERHSIP BOOK. The Secretary shall keep in written form or in any form capable of being converted into written form a membership book containing the name, address, and class of each member. Termination of the membership of any members, together with the date of termination shall be recorded in the membership book. Such membership book shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law.

The record of names, address, and classes of the members of this corporation shall constitute the membership list of the corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member’s interest as a member.

SECTION 7. CERTIFICATES OF MEMBERSHIP. The corporation shall not issue membership certificates; however, the corporation reserves the right to issue identity cards or similar devices to members who serve to identify members qualifying to use the facilities or services of the corporation.

SECTION 8. NONLIABILITY OF MEMBERS. A member of the corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the corporation.

SECTION 9. NONTRANSFERAILITY OF MEMBERSHIP. Neither the membership in the corporation nor any rights in the membership may be transferred for value or otherwise.

SECTION 10. TERMINATION OF MEMBERSHIP. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following cause:

1. The voluntary resignation of a member with written and signed notice personally or by first class mail to the President or Secretary of this corporation; such membership to terminate on the date of delivery or date of deposit in the mail of such notice.
2. Where a membership is issued for a period of time, the expiration of such period of time.
3. The death of a member.
4. The nonpayment of dues on or before the due date; the termination shall be effective thirty (30) days after a written notice of delinquency has been given personally to such member or sent by first class or registered mail to the last address of such member as shown on the records of the corporation.
5. Upon a determination by the Board of Directors that a member has engaged in conduct materially and seriously prejudicial to the interests or purpose of the corporation.

SECTION 11. PROCEDURE FOR EXPULSION. Following the determination that a member should be expelled under Section 10(e) of Article VIII, the following procedure shall be implemented:

1. A notice shall be sent by first class or registered mail to the last address of the members as shown on the corporation’s membership list setting for the expulsion. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned I some other way.
4. Any person expelled from the corporation shall receive a pro-rata refund of dues already paid.
5. Effect of Termination. All right of a member in the Corporation and in its property shall cease on the termination of such member’s membership Termination shall not relieve the member of any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IX

MEETINGS OF MEMBERS

SECTION 1. PLACE. Meetings of members shall be held at the principal office of the Corporation or at such location within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND REGULAR MEETINGS. The members shall meet annually, at a place and on a date and time set by the Board of Directors, for the purpose of electing Directors and transacting other business as may come before the meeting. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting by ballot only. The annual meeting for the purpose of electing Directors shall be deemed a regular meeting and any reference in these Bylaws to regular meeting of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members shall be called by the Board of Directors, or the President of the Corporation and held at such place within the State of California as is fixed in Section 2 of this Article for regular meetings or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five (5) percent or more of the members of the corporation may call special meeting for any lawful purpose.

SECTION 4. NOTICE OF MEETINGS. The Secretary of the Corporation shall give written notice of every meeting of the members either personally delivered, by first class mail, or other means of written communication not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting is entitled to a vote at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice.

The notice of membership meetings shall state the place, date, and time of the meeting and (1) in the case of special meeting, the general nature of business to be transacted, and no other business may be transacted, or (2) in case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to contrary in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to the members.

1. Notice of Meetings Called by Members. In the case of a specially called meeting of members, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the Corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date, time and location of the meeting. The date and time for such meeting shall be as requested by the person or persons calling the meeting or fixed by the Board and shall not be less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the officer of the Corporation. If the notice is not given forthwith and in any event within twenty (20) days after receipt, persons calling the meeting may give the notice themselves.
2. Adjournment of Meetings. No meeting of members may be adjourned for more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of meeting, is entitled to vote at the meeting.
3. Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present (either) in person or proxy, and if either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 5. QUORUM FOR MEETINGS

1. A quorum at any meeting of member shall consist of a majority of the Board of Directions in person.
2. The members present, either in person or by proxy, at a duly called meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum due to a withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.
3. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of votes represented either in person or proxy, but no other business may be transacted except as provided in paragraph (b) of this section.
4. When a meeting is adjourned for lack of a sufficient number at the meeting or otherwise, it shall not be necessary to give any notice of time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting , is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

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SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION. Every act or decision done or made by majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles f Incorporation or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

SECTION 8 PROXY VOTING. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Members entitled to vote shall have the right to vote in person or by written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 7613 of the California Nonprofit Mutual Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directions was given to the members. In any election of Directors, any proxy which is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

SECTION 9. CONDUCT OF MEETING. Meeting of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation, or, in the absence of all these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act a Secretary of the meeting.

Meetings shall be governed by the “Robert’s Rule of Order”, as such rules maybe revised from time to time, insofar as such rules are not inconsistent with or in conflict by with these Bylaws, with the Articles of Incorporation of the Corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action which may be taken at any regular or special meeting of member may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter.

The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of this Article.

All written ballots shall also indicate the number of responses needed to the quorum requirement and, except for ballots soliciting votes of the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

Approval of action by written ballots shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of Directors.

A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES. This Corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the Corporation and shall include:

1. A reasonable means of nominating persons for election as Directors.
2. A reasonable opportunity for all nominees to communicate to the members the nominee’s qualifications and the reasons for the nominee candidacy.
3. A reasonable opportunity for all nominees to solicit votes.
4. A reasonable opportunity for all members to choose among the nominees.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated pursuant to nomination procedures adopted by the Board of Directors that are in compliance with this section and applicable law,

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING. Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS. The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership actions, shall be fixed pursuant to section 7611 of the California Mutual Benefit Corporation law.

ARTICLE X

AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of non-profit mutual benefit corporation, these Bylaws may be amended, repeal and new Bylaws adopted as follows:

1. Subject to Section 7150 of California Mutual Benefit Corporation Law, these Bylaws may be amended, repealed and new Bylaws adopted by approval of Board of Directors, or
2. By approval of the members of this Corporation.