

Bylaws of 80-20 Southwest Ohio Chapter

Adopted on July 27, 2010 and Revised on August 7, 2010

1. Name

The official name of this organization shall be "80-20 Southwest Ohio Chapter", abbreviated as "80-20 SW Ohio Chapter" or "the Chapter" below.

2. Objective

The objective of this organization is the same as that of its parent (national) organization, 80-20 PAC, Inc., which is to win equal justice and opportunity for all Asian Pacific Americans (APAs). In addition, 80-20 SW Ohio Chapter takes politics down to the state and local levels, seeking to remove any political and institutional barriers that prevent APAs in Southwest Ohio from receiving and enjoying the full justice and equality to which all Americans are entitled.

3. Functions

In order to achieve its objective, 80-20 SW Ohio Chapter engages in political activities including the following:

- a. Provide input to the parent organization on the selection of a presidential candidate for endorsement by 80-20, and help the parent organization to deliver a SWING bloc-vote, ideally consisting of 80% or more of the APA community's votes, to the presidential candidates endorsed by the parent organization.
- b. Select and endorse local (Southwest Ohio) and state (Ohio) candidates who best support the objective of 80-20. For candidates that require statewide voting, coordinate with other Chapters of 80-20 in Ohio before endorsing or censuring any candidate and deliver a SWING bloc-vote, ideally consisting of 80% or more of the APA community's votes, to the candidates endorsed by the SW Ohio Chapter.
- c. Fight prejudice and discrimination perpetrated against APAs at the State and local levels, and assist the parent organization to fight prejudice and discrimination against APAs at the national level. Bring any case of overt prejudice or discrimination against APAs to the immediate attention of the parent organization.
- d. The parent organization 80-20 is a political action committee (PAC) legally registered with the Federal Election Commission (FEC), and makes contributions to selected political candidates in federal elections. The 80-20 SW Ohio Chapter is registered as a PAC with the State of Ohio Ethics Commission so that the Chapter can perform functions locally parallel to those the parent 80-20 does nationally,
- e. The Chapter will actively engage in voter registration, citizenship drives, GOTV (Get Out The Vote on election days) and civic awareness education of members and people in APA communities.

4. Organizational Structure

4.1 Membership

- 4.1.1 Members of the 80-20 SW Ohio Chapter must be dues-paying members of the parent organization, 80-20 PAC, Inc. The parent organization requires all members to be either U.S. citizens, or U. S. Permanent Residents. Membership is not limited to those of Asian Pacific origin or ancestry; any U.S. Citizen or Permanent Resident wanting to support 80-20 is eligible to become a Member upon paying the national dues. The national dues should be paid directly to the parent organization rather than the local Chapter.
- 4.1.2 Any dues-paying member of 80-20 National who resides in the SW Ohio area (within approximately 100 miles of Cincinnati-Dayton, Ohio) may join 80-20 SW Ohio Chapter by registering as a Chapter member with the Secretary of the Chapter, paying the Chapter dues and agreeing to abide by the Bylaws of the Chapter.
- 4.1.3 Only Chapter Members are eligible to vote, or run for an elective office, or for appointment as Chapter officers.

4.2 Founding Members

“*Founding Member*” is an honorary title bestowed to those who joined 80-20 SW Ohio Chapter before the Chapter was formally approved by its parent organization 80-20 PAC, Inc. Founding Members earned this title by having played a historic role in forming the Chapter in 2010, and having paid the 2010 national fee. All Founding Members will receive a certificate from the first elected President of the Chapter. The privileges and obligations of Founding Members are identical to those of all other Chapter Members.

4.3 Board of Directors

- 4.3.1 The Board of Directors must be 80-20 National and SW Ohio Chapter Members in good standing by February of each year. The Board sets policies and local dues, approves the annual budget of the Chapter, and may review actions of the Executive Committee and officers. The Board may designate committees, and appoint Chairs of committees, as needed, either from the Board Members or from the general membership of the Chapter. The board shall determine the frequency and locations of membership meetings. Board Members shall not be paid any salary.
- 4.3.2 4The Board is composed of seven Board Members, or called Directors, five of whom are to be elected for a four-year term. The sixth Director is the President of the Chapter who serves for a two-year term, and the seventh Director shall be the Immediate Past President who also serves for a two-year term. The Chair of the Board shall be elected by the Board Members. The Chair shall be elected from the Board Members who are not the President or Immediate Past President.
- 4.3.3 The Chair of the Board chairs all Board and General Membership meetings. Upon request of majority of the Board Members or Executive Committee Members, the Chair will call for a special Board meeting or a special General Membership Meeting.

- 4.3.4 The Board Members (or Directors) shall be elected by the general membership. Each regular term an elected Director serves is four years. The first Board shall consist of six elected Board members because there is no Immediate Past President. Due to the need for continuity in leadership, the first Board shall consist of six Directors of different terms, i.e., two-year term and four-year term. The three (3) Directors receiving maximum votes will serve for the four-year term and the other three (3) will serve for the two-year term. No Directors shall serve more than two consecutive terms.
- 4.3.5 Elections for new Directors shall take place on the second Saturday of November ⁽¹⁾ from a slate of candidates prepared by the Nomination Committee, which is appointed by the Chapter Board. The elected Directors shall take office on January 1 of the following year. In the election year, the Nomination Committee shall encourage qualified candidates to run for the two vacancies on the Board of Directors (three vacancies if the President does not accept to serve as the Immediate Past President on the Board) for the following term. The Committee shall place at least as many names on the ballot as the vacancies, and shall also allow write-in candidates.
- 4.3.6 A Director who leaves the Board prior to their term shall be replaced by a dues paying member who is willing to serve the remainder of the term, is nominated by a Board member, and receives a majority vote of the Board. .

⁽¹⁾ In this document (Bylaws), the official election date of 80-20 SW Ohio Chapter is the deadline for Members to send in their e-mail ballots to the Secretary. Such elections are all done by e-mail, and only dues-paying Chapter Members are eligible to vote.

The Board shall meet physically at least twice a year. A quorum of the majority of the Directors including the President must be present in a face-to-face meeting. If an issue is discussed and voted electronically, or by mail, the total number of votes in such a balloting process must exceed a quorum. No action can be passed by the Board with fewer than three affirmative votes.

4.4 Officers

The officers of 80-20 SW Ohio Chapter include: President, Vice President, Secretary, Treasurer, and (starting in January 2013) the immediate past-President. The officers hold honorary positions and hence not compensated for the work they perform for 80-20 SW Ohio Chapter. However, with prior approval from the Board and the Treasurer, they may be compensated or partially compensated for expenses incurred in performing certain duties.

4.5 President

The President of the 80-20 SW Ohio Chapter, for the first time in 2010, or when there is no elected Vice President to take over the presidency, shall be elected by the Chapter Members. After the President's term is over, s/he shall automatically become the Immediate Past President and serve on the Board for the next two years, and at the same time, the Vice President shall automatically become the President.

- 4.5.1 The President shall serve a two-year term, during which he or she also serves as a Director. In the event the President can no longer serve the Chapter, as in the case of relocation, the Vice President

shall immediately take over and serve the remaining term of the President and also the following full two year term as President.

4.5.2 The duties of the President shall include:

- a. represent the Chapter externally, report to the national organization, and coordinate with sister chapters in the Ohio State;
- b. preside over all meetings of the Executive Committee,
- c. make public statements on behalf of the Chapter;
- d. approve in advance all public statements from the Chapter including all press releases;
- e. supervise the activities of the Chapter according to the Bylaws and policies approved by the Board;
- f. present an annual budget to the Board for its approval;
- g. present an annual report to the Board;
- h. regularly communicate with Board Members;
- i. appoint ad-hoc committees that shall expire with the expiration of the two-year term of the President; this differs from the more permanent committees set up by the Board;

4.6 Vice President

The Vice President shall be elected in the election year on the same ballot as for the new Directors. The Vice President's term is limited to two years. Normally, the Vice President shall automatically become the President for the next term.

4.6.1 The duties of the Vice President shall include:

- a. be responsible for programs of voter development, membership and community outreach;
- b. assist the President in representing the Chapter;
- c. work with the President and the Treasurer on membership affairs;
- d. assist the President in organizing meetings of the Executive Committee;
- e. act for the President when the President is unable to perform his (her) duties, or when the Presidency is vacant for any reason.

4.6.2 A vacancy of the Vice President shall be filled by appointment by the Board. The appointed person shall be called the Acting Vice President and shall serve in this capacity until a Vice President is elected in an election year and becomes Vice President on January 1 of his or her term.

4.6.3 An Acting Vice President shall not become the next President. Thus a new President and a new Vice President shall be elected in the next general election.

4.7 Secretary

The Secretary is appointed by the Board to serve a four-year term, and may be reappointed by the Board to successive terms. The Secretary is appointed by a majority of votes (i.e., a minimum of four votes) from the Board, and can be removed at any time by the Board through a majority vote. The duties of the Secretary shall include the following:

- a. conduct elections for new officers and Directors according to schedule (2);

- b. record voting of the Board and of the Executive Committee;
- c. keep records of elections, meetings, and important decisions of the Board, and the Executive Committee;
- d. serve as the custodian of records of the Chapter;
- e. maintain an updated list of current members of 80-20 SW Ohio, and publish a list of members eligible to vote in the first week of October, annually.

⁽²⁾ The schedule calls for the Secretary to send a ballot by e-mail to all Chapter Members by the last Saturday in October—two weeks before the official election date.

4.8 Treasurer

The Treasurer is appointed by the Board to serve a four-year term, and may be reappointed by the Board to additional terms as the Board sees fit. The Treasurer is appointed by a majority vote (i.e., a minimum of four votes) from the Board, and can be removed at any time by the Board through a majority vote.

The duties of the Treasurer include the following:

- a. collecting local dues of the Chapter and keeping a current record of dues payment for inspection by the Board, the Chapter Officers and Chapter Members;
- b. handling financial matters concerning the Chapter in a responsible and professional manner, such as overseeing a bank account, issuing checks, making payments, etc;
- c. overseeing the financial well-being of the Chapter; making sure that the Chapter does not spend more than it can pay for;
- d. advising the Board and the Chapter Officers on spending matters, to make sure that all spending is legitimate and done according to the Bylaws and accepted accounting practices.

4.9 Executive Committee

The President, Vice President, Secretary, Treasurer, the Immediate Past-President, and the Chairs of two Standing committees of the Chapter shall constitute the Executive Committee of the Chapter. The President shall serve as the Chair of the Executive Committee.

4.9.1 The Executive Committee is in charge of operation of the Chapter including the following:

- a. act on behalf of the Board and carry out the policies and decisions made by the Board;
- b. develop and propose new policies and plans for adoption by the Board;
- c. perform the wide ranging duties and functions pertaining to various officers specified in the Bylaws;
- d. prepare for duly-scheduled elections and an Annual Membership Meeting of all Chapter Members;
- e. meet physically at least semi-annually;
- f. arrange for Board meetings and report progress to the Board on various activities.

4.10 Standing Committees

4.10.1 Nomination Committee

4.10.1.1 The Nomination Committee shall consist of a chair and two members appointed by the Board. All vacancies shall be filled by appointment by the Board, whenever allowed by the Chapter Bylaws.

- 4.10.1.2 The Chair and the Members of the Committee shall serve no more than two consecutive two-year terms of service.
- 4.10.1.3 The Members of the Nomination Committee shall not be eligible for nomination as candidates for any elective position.
- 4.10.1.4 The sole function of the Nomination Committee is to nominate candidates for the Board of Directors, the Vice President and the President when there is no elected Vice president to assume the office of President. The nomination, consisting of at least one individual for each position, shall be sent to the Chapter Secretary during the first week of October, who in turn shall place them on a ballot for voting in.
- 4.10.1.5 The Nomination Committee shall openly invite Chapter Members, Board Members, and Officers of the Chapter to submit nominations to the Committee for consideration. The Committee shall meet in August or September each year to discuss the nominated candidates before making a final selection of the candidates for appearance on a ballot.
- 4.10.1.6 Upon selection of the final candidates for the ballot, the Committee Chair shall inform the selected candidates to confirm their acceptance to serve if elected. Each candidate will also be asked to supply a brief statement which will be stated on the ballot.
- 4.10.1.7 Upon confirmation of all the candidates, the Committee shall communicate the slate of final candidates together with the candidate statements to the Secretary to conduct the election, while sending a copy to the Board for information. This must be done by October 1 in order to enable the Secretary to have adequate time to prepare for and send the e-mail ballots to Chapter Members by the last Saturday of October deadline.

4.10.2 Membership and Program (M&P) Committee

- 4.10.2.1 The M&P Committee shall consist of a chair and three members appointed by the Board of Directors.
- 4.10.2.2 Their duties include: recruiting, retaining and updating chapter members, and organizing mission-based programs (events or activities) of interest to most members.
- 4.10.2.3 The chair and the members of the Committee shall serve no more than two consecutive two-year terms of service.

4.11 Election

- 4.11.1 The Chapter will elect its Officers and Directors on the base of every other year. The Election Day shall be the second Saturday of November in the even year.
- 4.11.2 At the November General Membership meeting of the election year,

- a. two Directors shall be elected (three in case the President does not accept to serve as the Immediate Past President on the Board),
- b. one Vice President shall be elected;
- c. a President shall be elected, if there is no elected VP to take over as the President.
- d. Bylaws amendment, if there is any, shall be voted upon.

4.11.3 The elected Officers and Directors shall take office on January 1 of the year following the election.

4.11.4 Service as a Director shall not count towards the term limit of any officer.

5. Membership Fee (Annual Dues)

5.1 The Chapter Members shall pay an annual 80-20 membership dues to the parent organization (currently \$35 for Basic Membership, \$50 for Family Membership of two persons, and \$15 for Students), and an annual local Chapter dues (currently \$10 for an individual or a family) to the Chapter Secretary. The amount of local Chapter dues is subject to the approval of the Board.

5.2 The Chapter is responsible for sending 80-20 National organization, by January 31 of each year the following two documents:

- a. The list of all Chapter Members (with names and email addresses) as of December 31 of the previous year, and the email list of all non-member Asian Americans on the contact list of the Chapter.
- b. An annual balance sheet of the Chapter as of December 31 of the previous year (the same balance sheet shall also be e-mailed to all Chapter Members by January 31 of each year.)

6. Modifications to Bylaws

6.1 Modification of Bylaws takes two steps to accomplish: (a) passage by the Board by a majority vote, and (b) passage by the Chapter Membership by two-thirds of those who voted.

6.2 The voting by Chapter Members must be done in writing by a special ballot with accompanying documents explaining the nature of the proposed modifications and the action of the Board. The balloting may be done at any time when a justified need arises and shall be handled by the Secretary under the auspices of the Board. But, the Chapter Members shall have at least 30 days to respond to any proposed Bylaws modifications.

7. Protocol Regarding National and State Elections:

7.1 The Chapter shall work with the parent organization with respect to presidential elections.

7.2 The Chapter Board is authorized to develop policy for endorsements in state and local elections.

7.3 The Chair of the Chapter Board will inform and get input from 80-20 National President before finalizing and announcing any endorsements.

8. Automatic Resignation

Officers and Directors who have missed three consecutive Board and/or Committee meetings, without a valid excuse, are considered to have submitted an automatic resignation. The resignation becomes effective in seven (7) calendar days after the last missed meeting. A meeting could be physical or electronic, where at least one matter is put to a vote.

9. Robert's Rules of Order

Except as herein provided, all proceedings of the Chapter shall be governed by the current edition of Robert's Rules of Order Revised.