

**BYLAWS
OF
HMONG AMERICAN PEACE ACADEMY, LTD.**

ARTICLE I: OFFICES

1.01 The name of the organization shall be Hmong American Peace Academy, Ltd., with its principal office located at 2604 West Orchard street in the City and County of Milwaukee, State of Wisconsin.

ARTICLE II: PURPOSES

2.01 As set forth in the Articles of Incorporation, Hmong American Peace Academy, Ltd. has been formed to provide multicultural-sensitive education for children in the greater Milwaukee area.

2.02 The Hmong American Peace Academy, Ltd. is organized exclusively for educational purposes, and for the purpose of receiving contributions and using such funds to implement its programs to further its stated purposes above; or paying them over to organizations which are described under Section 501(c)(3) of the Internal Revenue Code in 1954 or the corresponding provisions of any future U.S. Internal Revenue Law and exempt for taxation under Section 509(a) of that same code.

ARTICLE III: BASIC POLICIES

- 3.01 The following are basic policies of the organization:
 - A. Hmong American Peace Academy, Ltd. shall be nonsectarian and nonpartisan. The purpose of Hmong American Peace Academy, Ltd. shall be to operate exclusively for educational purposes.
 - B. The name of Hmong American Peace Academy, Ltd., or the names of any officer, directors, or members in their official capacities, shall not be used in connection with any commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of Hmong American Peace Academy, Ltd.
 - C. Hmong American Peace Academy, Ltd. may cooperate with any organization and agencies concerned with the educational issues, but persons representing Hmong American Peace Academy, Ltd. in such matters shall make no commitments that bind the organization without Board approval.

- D. Hmong American Peace Academy, Ltd. shall not discriminate based on race, gender, age, religion, and national origin.

ARTICLE IV: BOARD OF DIRECTORS

5.01 RESPONSIBILITY/DUTY OF CARE, NUMBER, AND QUALIFICATIONS

- A. All members of the Board of Directors have a "duty of care" obligation. Attendance and participation at regular and special meetings of the Board of Directors and committees as required in accordance with the By-laws.

B. NUMBER OF BOARD OF DIRECTORS

The Board of Directors shall be ^{seven (7)} ~~not less than five (5)~~ members of at least 21 years of age. This shall include the following:

- All positions shall be nominated by the Board through the nominating committee of Hmong American Peace Academy, Ltd., and shall be submitted for approval of the Board of Directors for the positions.
- Hmong American Peace Academy, Ltd. shall be committed to a diversified Board of Directors in gender, race, talent and expertise.

C. QUALIFICATIONS AND COMMITMENTS FOR BOARD MEMBERS

1. Nominated Directors must be persons of good moral character and reputation who support and uphold the purposes and policies of the organization.
2. Nominated/appointed members of the Board of Directors shall be subject to confirmation by a majority vote.

5.02 TERM OF OFFICE AND SELECTION

A. TERM OF OFFICE AND SELECTION

Directors shall serve for a three (3) ² year term and shall be eligible for re-
appointment. ₂₋₂
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B. VACANCIES

Any vacancy occurring through death, incapacity, resignation or removal of a Director shall be filled by a majority vote of the Board. Any member so selected/appointed to fill a vacancy shall serve for the balance of the unexpired term and shall be eligible to be nominated and re-appointed.

D. REMOVAL FROM OFFICE

Removal of a member of the Board of Directors shall require a two-thirds vote of the Directors present at a meeting called for that purpose, which met quorum requirements (*51% of non-vacant seats of the Board*). The removal shall be without prejudice and with due process and shall occur only after efforts to resolve the precipitating issue have failed.

E. ATTENDANCE REQUIREMENT

Should a Director fail to attend three (3) consecutive meetings of the Board without notice or five (5) meetings with notice, the Board of Directors may, after the Chairman consults with the Director in question, request the Director's resignation, consider the position vacant, and proceed to fill the vacancy.

5.03 DUTIES AND POWERS: DUTIES, POWERS.

A. DUTIES AND POWERS

The Board of Directors shall manage the affairs of the organization. In addition to this and other duties and powers set forth elsewhere in these By-laws, the Board shall have the following duties and powers:

1. It shall authorize expenditures, but shall not create any indebtedness beyond the current income of the organization. The Board shall only authorize dispersal of funds for purposes consistent with the non profit, educational objectives of Hmong American Peace Academy, Ltd.
2. It shall have the power to modify, override, or rescind the action of any Officer or Board member of the organization.
4. It shall appoint a bank for deposit of funds of the organization and shall have the books, accounts, and operations of the organization audited regularly as needed.

5. The Board shall have the power to enter and terminate any contracts with agencies, businesses, or individuals.
6. No compensation shall be paid to any member of the Board of Directors for services as a member of the Board, except that by resolution of Board, Directors may be reimbursed for authorized expenses incurred on behalf of Hmong American Peace Academy, Ltd..

5.04 REGULAR AND SPECIAL MEETINGS

The Board shall meet not less than four (4) times a year. Special meetings of the Board to carry out any business that may properly come before the Board shall be called by the Chairman of the Board or when requested by twenty-five (25%) percent of the non-vacant seats of the Board. Notice of a special Board meeting shall be mailed to each Board member no later than 10 days prior to the meeting.

5.05 QUORUM AND VOTING

A quorum at a Board meeting shall consist of fifty-one (51%) percent of the non-vacant seats of the Board. At any meeting of the Board of Directors, every Board member present in person at such meetings shall be entitled to one vote, and the act of a majority of the members present shall be the act of the Board of Directors. In case of a tie, the president shall vote. Proxy voting shall not be permitted at any meeting of the Board.

5.06 CONFERENCE CALLS

Members of the Board or of any committee may participate in a meeting through the use of a conference telephone or similar communication equipment system, so long as all members participating in such a meeting can hear and understand one another. Participating in a meeting pursuant to this provision constitutes presence in person at such meetings, and members can discuss matters on the agenda provided and vote according to Article X of the By-laws.

5.07 MINUTES

The Board shall keep for each meeting written minutes in English, which include results of moves on all motions. Minutes of the previous Board meeting shall be distributed to all Board members before the meeting and shall be made available to the public and members of Hmong American Peace Academy, Ltd., upon request. Translations of Minutes to those Hmong members who do not speak English will also be made available, upon request.