

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

As Unanimously Adopted by the Board of Directors on December 11, 2019

ARTICLE I: OFFICES

- 1.01 The name of the organization shall be Hmong American Peace Academy, Ltd., with its principal office located at 4601 N 84th 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 from 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., and the names of any officer or director in his or her official capacity, 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 or agency concerned with the educational issues, but persons representing Hmong American Peace Academy, Ltd. in such matters shall make no material commitments that bind the organization without Board approval.

ARTICLE IV: BOARD OF DIRECTORS

4.01 NUMBER OF DIRECTORS

The number of Directors on the Board of Hmong American Peace Academy, Ltd. shall be seven (7). The Board may from time to time increase or decrease the number of Directors of Hmong American Peace Academy, Ltd. by resolution adopted by a majority vote of the Directors then in office, but the number of Directors constituting the entire Board shall at no time be less than five (5) nor more than fifteen (15). No decrease in the number of Directors shall shorten the term of any incumbent director.

4.02 TERM OF OFFICE¹

Each Director shall serve a three (3) year term, with no director being allowed to serve more than two (2) consecutive terms, after which they must take a minimum of one year off before being reconsidered for nomination as a Director. The Board may approve an exception to this term limit.

4.03 STAGGERED TERMS

Directors shall serve staggered terms with the general result that the terms of approximately one-third of Directors of the Board terms shall expire each year. The Board shall affect such result by designating a length of term in office for each current Director.

4.04 RESIGNATION OF DIRECTORS

A Director may resign at any time by delivering written notice to the Chairman of the Board. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may make the effective date earlier and fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

4.05 VACANCIES

Any vacancy occurring through death, incapacity, resignation or removal of a Director shall be filled by a majority vote of the Board. Any Director 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.

¹ In 2020, several existing Directors will have served terms beyond this limit. On a one-time basis, the Board shall provide staggered term lengths for those Directors in order to transition to the model described in 4.02.

4.06 REMOVAL FROM OFFICE

Removal of a Director shall require a two-thirds vote of the Directors present at a meeting called for that purpose, which meets quorum requirements (*51% of non-vacant seats of the Board*). The removal shall be without prejudice. A Director may be temporarily suspended by a vote of the majority of the present Board, even if no quorum exists, if the majority of the present Directors find that an emergency exists and such suspension is necessary to mitigate the emergency situation.

4.07 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.

ARTICLE V: GENERAL POWERS OF THE BOARD

5.01 DUTIES AND POWERS.

The Board of Directors shall manage the affairs of the organization and may take such lawful acts that the Board of Directors deems proper and appropriate to promote the purposes and objectives of Hmong American Peace Academy, Ltd. In addition to this and other duties and powers set forth elsewhere in these Bylaws, the Board shall have the following duties and powers:

- A. 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 nonprofit, educational objectives of Hmong American Peace Academy, Ltd.
- B. It shall have the power to modify, override, or rescind the action of any Officer or Director of the organization.
- C. 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.
- D. The Board shall have the power to enter and terminate any contracts with agencies, businesses, or individuals.
- E. No compensation shall be paid to Director for services as a Director 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.
- F. The Board shall have the power to create standing or temporary committee(s) as the Board sees fit.

5.02 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. Written notice of a special Board meeting shall be provided to each Director no later than ten (10) calendar days prior to the meeting.

5.03 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 Director present in person at such meetings shall be entitled to one vote, and the act of a majority of the Directors present shall be the act of the Board of Directors. In case of a tie, the Chairman shall vote. Proxy voting shall not be permitted at any meeting of the Board.

5.04 CONFERENCE CALLS

Directors 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 Directors 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 Directors can discuss matters on the agenda provided and vote according to Section 5.05 of the By-laws.

5.05 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 Directors 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.

ARTICLE VI: OFFICERS OF THE BOARD OF DIRECTORS

6.01 There shall be the following Officers of the Board: the Chairman, one or more Vice-Chairmen, the Secretary, and the Treasurer.

6.02 ELECTION OF OFFICERS, TERMS OF OFFICE, AND REMOVAL FROM OFFICE

The term of all Officers shall be two (2) years. Officers of the Board shall be elected from the Board of Directors. Each Officer shall be eligible to be re-elected by the Board to serve an additional two (2) year term provided that person is still eligible to serve on the Board of Directors. Any officer or agent selected or appointed by the Board of Directors may be removed with good cause by approval of a two-thirds (2/3) vote of the Directors

present at a meeting which has met quorum requirements, whenever, in its judgment, the best interests of the organization shall be served thereby. The removal shall be without prejudice and with due process.

6.03 VACANCIES

If the office of Chairman should become vacant, the First Vice-Chairman shall take office as acting Chairman until a new Chairman is elected. Vice-Chairmen shall be appointed by the Board of directors. If any other office becomes vacant, the Board of Directors shall select a Director to serve for the balance of the unexpired term and he/she shall be eligible to be re-nominated for an additional term.

6.04 DUTIES AND POWERS OF OFFICERS

- A. Chairman. The Chairman shall be elected every two years by the Board of Directors at its annual meeting. The Chairman shall issue the call for regular and special meetings of the Board of Directors and the organization, and shall preside over all meetings of the Board of Directors and the organization, and shall preside over all meetings and vote in case of a tie. The Chairman shall be kept advised of the general affairs of the organization and shall issue that all orders, resolutions, and policies of the Board are carried into effect. The Chairman shall serve as an *ex officio* member of all Board committees. The Chairman may sign all leases, contracts, checks, and documents as approved by the Board of Directors and shall have the usual powers and duties customarily vested in the office of the Chairman of the Board.
- B. The Vice- Chairman. The Vice- Chairman shall assist the Chairman as needed and shall perform the duties of the Chairman in his/her absence, and when so acting shall have all the power and be subject to all the restrictions that apply to the Chairman. There maybe one or more Vice- Chairmen, who shall be designated First Vice Chairman, Second Vice Chairman, etc.
- C. Secretary: The Secretary shall record the minutes of Board meetings and be responsible for attesting to the validity of any resolution passed by the Board. The Secretary shall maintain all correspondence required by the Board of Directors. All minutes of Board meetings shall be typed and submitted to all Directors within fifteen (15) calendar days of the Board meeting.
- D. Treasurer: The Treasurer shall represent the Board in overseeing the receipt and disbursement of all funds used in the operation of the organization in cooperation with the paid executive staff. Submit financial reports to the Board of Directors at their regular meetings and at the end of the fiscal year, and serve as Chair or member of the Committee which performs all duties related to financial planning and budgeting.

ARTICLE VII: CONFLICT OF INTEREST AND POLITICAL ACTIVITY

7.01 CONFLICT OF INTEREST

No contract or other transaction between Hmong American Peace Academy, Ltd. and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of the Directors is a director, officer or has a material financial interest, shall be either void or voidable solely because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a committee thereof that authorizes, approves or ratifies such contract or transaction or because the votes of such Director or Directors are counted for such purposes, if (1) the fact of such relationship or interest is disclosed or known to the Board or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (2) the contract or transaction is fair and reasonable to Hmong American Peace Academy, Ltd. as determined by the Board. The Board of Directors, by resolution adopted by a majority of the full Board, shall also adopt and maintain a conflicts of interest policy, which shall include a process by which actual or potential conflicts of interest shall be disclosed and resolved.

No part of the net earnings of Hmong American Peace Academy, Ltd. shall inure to the benefit of any Directors or Officers of the organization or any private individual (except that reasonable compensation may be paid for service rendered to or for the organization affecting one or more of its purposes), and no Directors or Officers of Hmong American Peace Academy, Ltd. or any private individual shall be entitled to share in the distribution of any of the organization assets on dissolution of the organization.

7.02 POLITICAL ACTIVITY

No part of the activities of Hmong American Peace Academy, Ltd. shall be for any political purpose or to influence any election for public or partisan office.

ARTICLE VII: PARLIAMENTARY PROCEDURES

8.01 Roberts Rules of Order shall be followed for all meetings of Hmong American Peace Academy, Ltd.

ARTICLE IX: FISCAL YEAR

9.01 The fiscal year of the Hmong American Peace Academy, Ltd. shall run from July 1 through June 30.

ARTICLE X: INDEMNIFICATION

- 10.01 Hmong American Peace Academy, Ltd. has the power to indemnify and hold harmless any Director from any suit, claim, judgment, or liability arising out of conduct of such person in his or her capacity as a Director to the maximum extent permitted by law. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE XI: DISSOLUTION

- 11.01 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: AMENDMENTS

- 12.01 These By-laws may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors present at a meeting, which has met quorum requirements. Notice of proposed amendments shall be submitted in writing to the Directors at least thirty (30) calendar days prior to the meeting at which action on the measure is scheduled.

ARTICLE XIII: MEMBERS

- 13.01 Hmong American Peace Academy, Ltd. shall not have members.