

ARTICLE I

NAME

The name of this organization shall be the Asian American Pacific Islander Advisory Group, the acronym for which shall be AAPIAG.

ARTICLE II

PURPOSE

The primary purpose of the Asian American Pacific Islander Advisory Group (AAPIAG) is to promote overall awareness of the impact of Asian American Pacific Islander cultures, contributions, work ethics, and to establish and maintain channels of communication and goodwill that contributes to an effective and equitable participation of Asian American Pacific Islanders at NASA Ames Research Center (ARC).

ARTICLE III

MEMBERSHIP

Section 1: Members of the AAPIAG consist of regular members and their supporters.

Section 2: Regular members of the NASA Ames Research Center AAPIAG are Asian American Pacific Islander civil servants, NASA contractors, and NASA Research Park (NRP) occupants.

Section 3: A supporter of the AAPIAG can be any NASA ARC civil servant, contractor, an employee at NASA ARC or the NRP.

Section 4: Regular members have voting membership.

Section 5: Supporters of the AAPIAG may participate in all AAPIAG activities but will not have voting membership.

Section 6: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE IV

MEETINGS OF MEMBERS

- Section 1: The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special meetings may be called by the Board of Directors.
- Section 3: Notice of a special meeting shall be given to each regular and supporting member by mail/e-mail, at least ten days before the meeting.

ARTICLE V

OFFICERS

Section 1: Officers

The Officers of the Organization shall be a Chair, a Secretary, a Treasurer, Communications Officer, Events Officer and such officers as deemed advisable from time to time by the Board of Directors.

Section 2: Eligibility

An Officer must be a member of the Organization for at least one year.

Section 3: Election and Terms

The term of an Officer is two year(s). The term of an Officer can also expire by her or his resignation or removal in accordance with these bylaws.

Section 4: Vacancies

If the office of Chair becomes vacant, the Secretary will assume the duties of Chair for the unexpired term. If the office of Secretary becomes vacant, the Board of Directors will elect one of its members for the unexpired term. If any other office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term.

Section 5:

All of the Officers of the Organization will serve without compensation, but may be reimbursed for necessary and appropriate expenses upon approval by the Board of Directors.

ARTICLE VI

DUTIES OF OFFICERS

Section 1: Duties of the Chair

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Secretary, Treasurer, Communications Officer, Events Officer. Specific duties of the Chair include:

- Leading and managing all aspects of the AAPIAG
- Attending Ames Diversity & Equal Opportunity Board meetings
- Cultivating internal and external partnerships
- Creating, distributing, and maintaining the AAPIAG resource guide for use by HR, supervisors, and managers (i.e. contacts, Universities, resumes, organizations)
- Developing projects or activities to promote awareness for improvements in the work environment and enhancement of cultural knowledge
- Coordinating at least 1 annual meeting with Center advisory group chairs
- Coordinating 6 (minimum) AAPIAG meetings during the fiscal year
- Meeting once per year with the ODEO Director
- Developing the annual advisory group action/activity plan by November 1st each fiscal year
- Establish protocol for AAPIAG meetings, events, and activities
- Maintain order and decorum at AAPIAG meetings, events, and activities
- Manage all public and communication tasks for AAPIAG
- Research and provide information of interest to AAPIAG membership (i.e. training, cultural awareness, diversity, career advancement, recruitment)
- Other roles & responsibilities as deemed appropriate

Section 2: Duties of the Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. Specifically the Secretary will:

- Manage all administrative aspects of the AAPIAG

- Develop and disseminate AAPIAG meeting agenda under consultation with the chair
- Record and disseminate meeting minutes
- Create and disseminate notifications for AAPIAG events or activities
- Assist with the coordination and notification of AAPIAG meetings during the fiscal year
- Solicit agenda items from AAPIAG membership prior to each meeting
- Maintain AAPIAG documentation (i.e. minutes, rosters, event info, contacts)
- Other roles & responsibilities as deemed appropriate

Section 3: Duties of the Treasurer

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. Specific duties of the Treasurer include:

- Managing all budgetary aspects for AAPIAG
- Consulting with the chair on Center treasury processes and procedures
- Coordinating event or activity ticket sales and monetary collections
- Composing and providing treasury reports at least 3 times per fiscal year
- Consulting with ODEO to determine annual funding allocations
- Other roles & responsibilities as deemed appropriate

Section 4: Communications Officer

- Manage all public and communication tasks for AAPIAG
- Research and provide information of interest to AAPIAG membership (i.e. training, cultural awareness, diversity, career advancement, recruitment)
- Act as lead for Officer Nominations committee
- Other roles & responsibilities as deemed appropriate

Section 5: Events Officer

- Consult with AAPIAG chair and ODEO to maintain AAPIAG webpage
- Create and disseminate notifications for AAPIAG events or activities
- Establish protocol for AAPIAG events and activities
- Assist with logistics for visitors and presenters (i.e. security, visitor's pass, directions, etc)
- Maintain order and decorum at AAPIAG events and activities
- Other roles & responsibilities as deemed appropriate

ARTICLE VII – BOARD OF DIRECTORS

Section 1: General Powers and Duties

The powers of the AAPIAG will be exercised by the Board of Directors. The Board of Directors will control, formulate policy for, and administer the affairs of the AAPIAG. The Board delegates responsibility for day-to-day operations to the Chair and Executive committees of the Board (i.e. standing committees). The Board of Directors has, and may exercise, any and all powers necessary to carry out the purposes of the AAPIAG.

At-large Members on the Board of Directors are selected by the Board of Directors.

All of the Officers of the Organization will serve without compensation, but may be reimbursed for necessary and appropriate expenses upon approval by the Board of Directors.

Section 2: Composition of the Board of Directors

A. The Board of Directors consists of at least three members. Each Member on the Board has one vote at meetings of the Board of Directors at which s/he is present.

B. The Board of Directors is composed of:

1. The Chair, Secretary, Treasurer, Communications Officer and Events Officer;
2. The Executive Committee of the Board will be the chairs of the standing committees;
3. Members-at-large will be as needed; and
4. Additional members as deemed necessary and appropriate by the Chair or Board of Directors.

Section 3: Resignation

A member of the Board of Directors may resign at any time by providing written notice to the Chair.

Section 4: Vacancies

When a vacancy on the Board exists, nominations for a new member will be received from present Board members and the Chairs of the standing committees (i.e. Executive Committee) by the Secretary one week in advance of a Board meeting. These nominations shall be sent out to Board members to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 5: Removal

After prior written notice and an opportunity to be heard before the Board of Directors, a member of the Board can be removed by a three-quarters (3/4) vote of the other members of the Board at a special meeting called for that purpose. In addition, action against the AAPIAG or its missions or other behaviors deemed detrimental to AAPIAG by the Board may be grounds for removal.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meetings

The Board shall meet at least quarterly, at an agreed upon time and place.

Section 2: Notice

- A. An official Board meeting requires that each Board member has written notice one week in advance.
- B. Notice of a meeting of the Board of Directors will specify the date, time, and place of the meeting and include a tentative agenda. Notice must be delivered personally to each member of the Board or via postal or electronic mail.

Section 3: Special Meetings

Special meetings may be called at the request of the Board of Directors chair upon notice of five (5) days. The notice must state with particularity the item(s) of business to be considered at the special meeting. No other business will be conducted at the special meeting other than that specified in the notice.

Section 4: Quorum

A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed.

Section 5: Majority Vote

Except as otherwise provided by these bylaws, all matters before the Board of Directors will be decided by a majority vote of the members of the Board present at a meeting at which a quorum is established.

Section 6: Actions Taken Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if its members agree that no further discussion of the action is required. The text of the resolution or matter agreed upon must be sent to all members of the Board and a simple majority consent to such action in writing or by electronic mail. Such consent shall have the same force and effect as a vote of the Board of Directors at a meeting and will be described as such in any document executed by the AAPIAG.

Section 7: Participation by Conference Call or Proxy

Any member of the Board of Directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or of communications by which all participants in the meeting are able to hear one another, or by proxy, and such participation will constitute presence in person at the meeting.

Section 8: Minutes of the proceedings

Minutes of the proceedings of the Board of Directors and the Executive Committee will be open to inspection by any member of the AAPIAG.

Section 9: Rights of non-Board AAPIAG Members

Members of the AAPIAG may attend all meetings of the Board of Directors and will have a voice, but not a vote, when so attending.

ARTICLE IX

COMMITTEES OF THE BOARD

Section 1: The standing committees of the AAPIAG shall be as follows,

- A. Executive Committee
- B. Special Events Committee
- C. Finance Committee

Section 2: The Executive Committee

The Executive Committee consists of the Officers of the AAPIAG (i.e. The Chair, Secretary, Treasurer, Communications Officer, and Events Officer) and the Chairs of the AAPIAG Committees. The Chair is Chairperson of the Executive Committee. The Executive Committee will keep regular minutes of its proceedings.

Section 3: Special Events Committee

The Special Events Committee Chair will be appointed by the Board of Directors. The Committee is responsible for producing event flyers, correspondence, special publications, and action plans. The Special Events Committee will also have responsibility for organizing special AAPIAG events or coordinating AAPIAG participation in non- AAPIAG events.

Section 4: The Finance Committee

The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, as necessary, and annual budget with staff and other Board members. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the AAPIAG are public information and shall be made available to the membership,

Section 5: Board's Power to Create Other Standing Committees or Appointed Officer Positions.

The Board of Directors may by resolution create administrative and/or ad hoc committees such as Strategic Plan, Diversity and EEO, External Relations, or Voting or Appointed Officer Positions such as website coordinator or Student Liaison

Chairpersons of administrative committees and Appointed Officers will make regular reports of activities to the Board when required. Chairpersons of administrative committees and Appointed Officers may attend all meetings

of the Board of Directors and will have a voice, but unless otherwise eligible as a member of the Board, will not vote when so attending.

ARTICLE X

ELECTIONS

Section 1: Nomination of Candidates

The nomination of candidates for officers and members-at-large of the Board of Directors will be by application to the Chair. Each application may propose nominees for one or more offices. A biographical résumé and statement prepared by or on behalf of the nominee, indicating qualifications for office sought, must be submitted to the Chair.

Section 2: Voting Procedures

The election will be held by mail/email in accordance with the election procedures established by the Board of Directors. The nominees receiving the largest number of votes in each category of the ballot in the election shall be elected to those full term vacancies which exist.

Section 3: Terms of Board Members and Members-at-Large

All Board members (including Members-at-Large) shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than three two-year terms.

ARTICLE XI

AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds (2/3) vote of regular AAPIAG members or by a majority of the Board of Directors, provided that notice of the proposed amendment or amendments are mailed to the membership at least fourteen (14) days before the meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.