

**CAMBODIAN MUTUAL ASSISTANCE ASSOCIATION (CMAA)
Of Greater Lowell, Inc.**

**BY LAWS
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The following articles were amended on July 29, 2003:

Article 3.1

Article 3.6

Article 4.2

Article 4.2A

Article 4.3

Article 5.2

Article 5.5

**CAMBODIAN MUTUAL ASSISTANCE ASSOCIATION (CMAA)
Of Greater Lowell, Inc.**

BY LAWS

Article 1. Name, Purpose, Location, and Fiscal year

1.1 Name and Purpose

Name and Purpose of the Association shall be as set forth in the articles of the Organization.

1.2 Location

The Principal Office of the Association in the Commonwealth of Massachusetts is to be located in the City of Lowell.

1.3 Corporate Seal

The Directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year

The Fiscal Year of the Association, unless otherwise decided by the (Board of) Directors, shall end on June 30 of each year.

Article 2. Membership

The membership of this corporation shall consist of active regular members. Active, regular, annual membership in the Corporation shall be open to all persons who support the non-profit, charitable goals, purposes, objectives and policies of the Cambodian Mutual Assistance Association (CMAA) of Greater Lowell, Inc. A person shall become a member of the corporation by registering his or her name and address with the Secretary of the corporation, except that all persons who were carried on the Secretary's rolls as being members on the date that this By-Law is adopted shall be members of the corporation, and shall not need to re-register. No dues or other fee shall be required as a condition of membership.

Article 3. Board of Directors and Meetings

3.1 Directors (Amended July 29, 2003)

The Board of Directors shall be composed of nine (9) to fifteen (15) Directors, two (2) of whom will be elected annually by the general public pursuant to Article 3.6, and three (3) of whom shall be appointed by a Board vote pursuant to Article 4.2.A. This allows Board of Directors to consist of members with diverse experiences. At all times, at least fifty-one percent (51%) of the Board of Directors shall be of Cambodian decent.

3.2 Staff

The Board of Directors shall have the authority to hire an Executive Director who in turn shall hire other staff members, to fill such staff positions as the Board of Directors may authorize.

3.3 Regular Meetings

Regular meetings of the Directors shall be no less than quarterly.

3.4 Special Meetings

Special Meetings shall be called by the president, or, if the president is unable or unwilling to call a special meeting, by any two other officers. The secretary shall give notice of any regular or special meeting by mailing a written notice to each director, by first class mail, at least forty-eight (48) hours before the scheduled start of the meeting.

3.5 Quorum

A majority of the members of the Board of Directors then in office shall constitute a quorum.

3.6 Annual Meeting (Amended July 29, 2003)

The Association shall hold an annual meeting (for the Board of Directors, and) for the purpose of electing two (2) members, to the Board of Directors in accordance with Article 4.3. The annual meeting shall be held during the last week of September of each year. General public shall be notified at least three weeks in advance of the date of the annual meeting. Notice of the annual meeting shall be given by the Secretary by posting written notice prominently in the principal office of the Association and by causing a copy of the notice, setting out the date, time, and place of the meeting to be published in a newspaper in general circulation in the Cambodian community of Greater Lowell. All such notices shall be given both in English and in Khmer. Every person who has been registered within three (3) weeks as a Member of the Association prior to the Annual Meeting shall have the right to vote at said meeting.

Article 4. Board Elections

4.1 Board Size and Tenure

The Board shall consist of nine (9) to fifteen (15) members. A Board Member can serve for two (2) consecutive terms; however, after serving for six (6) years, a board member shall have to remain out of office for at least one year before being eligible to serve another term.

4.2 Board Vacancies (Amended July 29, 2003)

The Board may, from time to time, fill vacancies caused by the resignation or removal of elected or appointed members on the Board to serve for the balance of the unexpired term. In the event that the seat vacated was an elected position at the end of the term, the seat shall be filled through election by the general public. In the event that the seat was appointed, at the end of the term the seat shall be filled by appointment pursuant to Article 4.2A.

4.2A Board Appointments (Adopted July 29, 2003)

Annually, one week prior to the September Board of Directors meeting, the nomination committee shall recommend three (3) candidates for appointment to the Board. The successful candidates will be confirmed to a three (3) year term. In the event that an appointment is denied, the nomination committee shall recommend another candidate for a vote at the next regular Board meeting until the position is filled. At the end of an appointed member's first term, an additional three (3) year term may be granted by a majority vote at the September regular Board meeting. (The Director in question will leave the room at the time of the vote.) Appointed seat shall be filled by appointed

member and elected seat shall be filled by elected member. In the event that an elected member resign before the end of the term, the runner up candidate from the general election will fill the position. Elected candidate, at the end of his/her term is eligible to be nominated to an appointed seat, providing that such seat is unfilled and vice versa. (The Director in question shall leave the room at the time of the vote.) After six (6) years the appointed member shall have to remain out of office for at least one (1) year before being eligible to serve another term.

4.3 Term of Elected Office (Amended July 29, 2003)

Elections will be held annually for two (2) of the elected seats of the Board of Directors for a three (3) year term.

4.4 Vacancies

Vacancies shall be filled by vote of a majority of the Board of Directors until next regular election.

4.5 Removal

Removal of any Board Member from office, including Officers, shall be determined by a two-thirds (2/3) vote by the Board of Directors for such cause as grave misconduct in personal or professional activities that is not compatible with the purpose of the Association, willful or consistent failure to attend to one's duties as an officer or director, or other good cause. A Director or Officer shall not be removed from office unless he/she has received written notice of the proposed cause for removal, and of the date, time, and place of the meeting at which the Board shall consider such removal at least two weeks prior to the date of such meeting. No vote to remove any Director or Officer shall be taken before the director or officer in question shall have had a reasonable opportunity to address the Board in response to the charges made against him or her.

4.6 Attendance

Members who unable to attend regular scheduled Board meetings must notify the Secretary of their absence prior to the meeting. Such notification will constitute an excused absence.

4.7 Termination of Appointment

Absence from three (3) meetings of the Board of Directors without previous notification or a valid reason shall be considered cause for removal from office. The Board of Directors shall be vested with the authority to remove any Officers or Director from office, upon two week's written notice of the purpose of the meeting, and providing a majority of the Directors then in office are present. A vote of two-third (2/3) of those present and voting in favor of removal shall effectuate removal of such Officer or Director.

4.8 Quorum of the Board

At any meeting of the Board of Directors, a majority of the Directors currently serving on the Board shall constitute a quorum for the transaction of business at any of the meeting. Voting by proxy shall be permitted, except that no member of the Board may exercise the privilege of giving a proxy to another member of the board of directors more than three (3) times during his/her three year term of office. A proxy may only be given to another member of the Board of Directors, and no person who is not a member of the Board of Directors shall have any right to participate in any meeting under the authority of a proxy from a member of the Board. The act of a majority of the Directors present at a regularly

called meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, except as otherwise noted in these By-Laws.

Article 5. Officers

5.1 Election

Officers shall be elected by a majority of the Board of Directors. The term of office shall be for one year, except the President, who shall serve a term of two (2) years, or until successors have been elected, and shall begin immediately following the annual election.

5.2 Officers of the Board (Amended July 29, 2003)

The Officers of the Board shall be the President, one (1) Vice-President, one (1) Secretary, and one (1) Treasurer. No person may hold two Officer positions simultaneously. All Officers shall be elected by the Board of Directors after nomination made by the Nomination Committee.

5.3 Chief Officer and Spokesperson

The President, as Chief Officer and spokesperson for the Board, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Directors present and voting at a regular or special meeting. In addition, the President shall sign, on behalf of the Corporation, all deeds, contracts and other formal instruments unless a majority of the Board votes the responsibility to the Executive Director or to some other officer.

5.4 Duties of the President

The President shall be the chief elected official of the Association and shall have, subject to the control of the Directors, general charge of the affairs of the Association. The President shall preside over all meetings of the Board of Directors.

5.5 Duties of the Vice-President (Amended July 29, 2003)

The Vice-President shall assist the President in the performance of his/her duties and shall perform the duties of the President when the President is unable to perform his/her duties.

5.6 Duties of the Treasurers

The Treasurers shall be the Chief Accounting Officers of the Association. They shall be in charge of recording its financial affairs, and shall be in charge of its funds, securities and valuable papers and shall keep full and accurate records thereof. They shall have other duties and powers as designated by the Board of Directors. They shall exercise supervision over the staff persons responsible for financial matters.

5.7 Duties of the Secretary

The Secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose which book or books shall be kept within the Commonwealth at the Principal Office of the Association or at the Office of its Secretary and shall be open at all reasonable times to the inspection by any Member. Such book or books shall also contain records of all meetings of incorporation and By-Laws and names of all Members and directors and the address of each. If the Secretary is absent from any meeting of Directors, a temporary Secretary shall exercise the duties of Secretary at the meeting.

Article 6.

Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation

The directors may designate certain persons or group of persons as sponsors, benefactors, advisors or friends of the corporation, with such titles as the Board of Directors may designate. Such persons shall serve in an honorary capacity, and shall not have any rights or duties as members of the Board of Directors. A person serving in such honorary capacity may be a regular member of the corporation.

Article 7.

Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other financial obligations, may be signed by the Treasurer.

Article 8.

Amendments

Amendments to this constitution and By-Laws may be made at any meeting of the Membership by a two-thirds (2/3) vote of the Members of the Board of Directors then in office.

Article 9.

The Executive Director

The Executive Director shall be responsible for the implementation of Personnel Policies and for the employment, training and supervision of all employees subject to Personnel Policies established by the Board of Directors. The Board of Directors shall create, and from time to time, review, the job description and duties of the Executive Director. The Executive Director shall be given notice of all meetings of the Board of Directors, and shall attend any meeting of the Board of Directors at which his/her presence is requested.

Article 10.

Use of Earnings

No part of the earnings of the Association shall insure the benefit of, or be distributable to its Members, Officers or other persons, except that the Association (corporation) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in the Articles of Organization. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office, or endorse any candidate for office or political party. Nor shall the Corporation carry on any other activities not permitted to be carried on:

- a. By a corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- b. By a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article 11.

Compensation and Conflict of Interest

The Board of Directors and its members shall not be entitled to receive any compensation for their services, unless a majority of the disinterested Directors determine that such compensation is warranted due to their expenditure of time or money, which is not ordinary and usual in the course of the duties of Directors.

Members of the Board of Directors, their spouses, children, parents, brothers and sisters shall not be employed as staff persons by the corporation. No Director shall participate in the discussion of, or voting on any contract or grant if the other party to the contract, or the granting organization is owned, in whole or in part by such Director, or a spouse, parent, child, brother or sister of the Director, or if the Director is employed by the other party to the contract, or by the granting authority.

Article 12. Personal Liability

The Members, Directors and Officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons or other entities extending credit to, contracting with, or having any claim against the Association may look solely to any of the funds and property of the Association for the payment of debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Article 13. Dissolution of the Association

The Corporation may be dissolved in the following manner:

1. A meeting of the Board of Directors at which dissolution will be considered, may take place only after written notice of the date, time, place and purpose of the meeting, including dissolution, shall have been mailed by certified mail, return receipt requested to each Directors at least four (4) weeks before such meeting and the dissolution shall be approved by eighty percent (80%) of the Board Members then serving.
2. Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner, or to such Organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at time qualify as an exempt Organization or Organizations under 502 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding portion of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the court of jurisdiction in which the Association is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

Article 14. Languages

Both English and Khmer shall be recognized as official languages of the corporation, and all business of the corporation may be transacted, and all records kept, in either language, except for such records which are required by any federal, state, county, municipal, or other governmental law or regulation, or by the terms of any contract or grant to be kept in English.

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