

BYLAWS OF ASIAN AND PACIFIC AMERICANS IN HIGHER EDUCATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Article 1

NAME

1.01. Name.

The name of this corporation is Asian and Pacific Americans in Higher Education.

Article 2

OFFICES OF THE CORPORATION

2.01. Principal Office.

The Principal office for the transactions of the activities and affairs of the corporation shall be determined by the Board of Directors (Board). The Board may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2.02. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article 3

PURPOSES AND LIMITATIONS

3.01. General Purpose.

This corporation is dedicated to enhancing the educational opportunities for Asian and Pacific American students; promoting the recruitment, hiring and advancement of Asian and Pacific American faculty, staff and executives; and creating a better understanding of issues in the public affecting Asian and Pacific Americans in higher education. The purposes of Asian and Pacific Americans in Higher Education are to ensure that Asian and Pacific Americans are treated equally and fairly without regard to their race, gender, national origin, or other protected statuses with respect to their representation in all governing boards of institutions of higher education in the United

States, their recruitment and appointments to all levels of campus administration, and to their admission as students in public and private institutions of higher education in the United States within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Article 4

MEMBERS

4.01. Statutory Membership.

This corporation shall have no members within the meaning of Section 5056 of the California Corporations Code.

4.02. Membership

Membership in Asian and Pacific Americans in Higher Education shall be open to any person who pays any dues prescribed by the Board and/or who meets any other qualifications prescribed by the Board. For purposes of the California Nonprofit Corporation Law, members are persons associated with the corporation, and do not have any of the rights or obligations of membership described in the California Nonprofit Corporation Law.

Article 5

BOARD

5.01. Powers.

Subject to the provisions and limitations of the California nonprofit public benefit corporation law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

5.02. Specific Powers.

Without prejudice to the general powers set forth in Section 5.01 of these Bylaws, but subject to the same limitations, the Board Members shall have the powers to:

- a) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

- b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.
- c) Adopt and use a corporate seal; and alter the forms of the seal.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

5.03. Number and Qualifications of Members.

The Board of Directors shall consist of a minimum eleven (11) and no more than fifteen (15) regular Members and the Chair of the Emeritus Board.–The Board Members as a whole shall at a minimum include the following interests: faculty, administrators, staff, student(s), and appropriate retirees from United States public and private colleges and universities.

5.04. Term of Office

The term of office of Board Officers shall be two years with term limits of two consecutive terms. The term of office of each Board Member shall be four years with term limits of two consecutive terms, unless appointed as a Board Officer and s/he shall serve under said term limits.

The term of office of the Chair of the Emeritus Board shall be two years with term limits of two consecutive terms. The term of Emeritus Board Members shall be four years, with term limits of two consecutive terms, unless appointed as a Chair of the Emeritus Board and s/he shall serve under said term limits.

5.05. Compensation and Reimbursement

Service on the Board is voluntary. Members may receive reimbursement of expenses, as the Board may determine just and reasonable and in alignment with the organization's purpose.

5.06. Officer Position and Responsibilities

The Board Officers shall consist of the President, the Vice President, the Secretary, and the Treasurer. The Board Officers shall nominate candidates to serve on the Board and shall execute the powers and duties of the Board, other than those

powers and duties required by law, by the bylaws, or by resolution of the Board to be executed by the majority of all members, and other duties as the Board may prescribe.

President - Subject to the control of the Board, the President shall be the general manager and chief executive officer of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may prescribe.

Vice President - If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Treasurer - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any member at all reasonable times.

Secretary - The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Board Members - Members shall be representative of the diverse identities and institution types. The member is responsible acting as official spokesperson for the organization, serving as the official representative of the organization at meetings of other organizations, planning and conducting activities such as nominating candidates to serve on the Board which may be scheduled at the annual meeting, and strengthening membership in the organization.

Chair of the Emeritus Board - The Chair of the Emeritus Board shall be the general manager and supervisor of the Emeritus Board, act in an advisory capacity to the Board, represent the Board as an official spokesperson, and perform any duties as assigned by the Board.

5.07. Appointment

Board Members shall submit nominations to the President. Board Members shall be appointed by two-thirds majority vote at a Board meeting.

The Chair of the Emeritus Board shall be appointed at the scheduled meeting of the Board, which may consider a nomination or nominations from the Emeritus Board Board Officers shall be nominated and installed by a simple majority vote by the Board at the meeting.

5.08. Restriction on Interested Person

No persons serving on the Board may be interested persons. In unusual circumstances, an interested person may only serve with a three-fifths majority vote by the Board.

An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a fulltime or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor or descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of the paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation

5.09. Vacancies

Should any Board Member, with the exception of the President, be unable to complete the term of office, the President shall appoint someone, following appointment procedures.

Should the President be unable to complete her/his term of office, the Vice President shall assume the office for the remainder of the year and the following year.

5.10. Resignation

Any member may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a member's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice of the Attorney General of California, no member may resign if the corporation would be left without a duly elected member or members.

5.11. Removal of Board Members

Any member may be removed without cause by a two-thirds majority vote of the Board Members then in office.

The Board Officers shall nominate replacement Board Members and such nominations shall be voted on by a majority of the members then in office, whether or not less than a quorum, or by a sole remaining member.

No reduction of the authorized number of Board members shall take the effective of removing any member before that member's term of office expires.

5.12. Conflict of Interest

Whenever a member or officer has a financial or personal interest in any matter coming before the board of members, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 6

MEETING

6.01. Meetings.

There will be a minimum of four meetings per year.

There shall be an annual business meeting of members at which the general business of the organization shall be transacted. The annual business meeting shall be held when and where the Board Officers shall from time to time determine. In connection with the annual business meeting, there shall be an annual conference which focuses on the needs of the Asian American and Pacific Islander individuals who have a professional interest in higher education

Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, or the Secretary or any two members.

6.02. Quorum.

More than a majority of the authorized number of Members shall constitute a

quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Members participating at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Memberships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.03. Adjournment.

A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

6.04. Action Without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if the majority of members of the Board consent to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporation Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

6.05. Committees

The Board will establish committees as needed to carry out projects and/or tasks on behalf of the Board. Such committees will include at least one Board Member.

6.07. Emeritus Board

The Emeritus Board shall consist of distinguished chief executive officers, governing board members, public officials, and other individuals appointed by the Board. The Emeritus Board will uphold the general mission of APAHE and provide advice and support to members of the Board. The Emeritus Board shall have such duties as the Board may prescribe. The Board may, by resolution, adopt rules for the government of the Emeritus Board.

Nominations to the Emeritus Board should be made to the President. A candidate receiving a majority vote by the Board of Members shall serve on the Emeritus Board.

The term of office of each Emeritus Board Member shall be four years. Emeritus Board Member's term will be renewed upon receiving majority vote by the Board at a scheduled meeting.

An Emeritus Board Member may be retired by a majority vote by the APAHE Board or may self-retire.

Article 7

INDEMINIFICATION & EXPENSES

7.01 . Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its Members, officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

7.02 . Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct as set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

7.03 . Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 6.01. and 6.02 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the

proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Article 8

INSURANCE

8.01. Insurance.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, board members, employees, and other agents, against any liability asserted against or incurred by any officer, board member, , employee, or agent in such capacity or arising out of the officer's, board member's, employee's, or agent's status as such.

Article 9

RECORDS INSPECTION

9.01. Maintenance of Corporate Records.

The Corporation shall keep:

- a) Adequate and correct books and records of accounts;
- b) Written minutes of the proceedings of its Board and committees of the Board.

9.02. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the Secretary shall, on the written request of any Board Member, furnish to that director a copy of the Articles of Incorporation and Bylaws, as amended to date.

9.03. Inspection by Members.

Every member on the Board shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, physical

properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Article 10

REPORTS

10.01. Annual Report.

The Board Officers shall cause an annual report to be sent to the Board Members within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds.
- c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes.
- d) The expenses or disbursements of the corporation for both general and restricted purposes.
- e) Any information required by Section 9.02 of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the

10.02. Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all Board Members the corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a part, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:
 - 1) Any board member or officer of the corporation, its parent, or subsidiary (but mere common Membership shall not be considered such an interest); or
 - 2) Any hold or more than 10 percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction

and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Sections 6.01, 6.02 and 6.03 of these bylaws.

Article 11

CONSTRUCTION AND AMENDMENTS

11.01. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

11.02. Amendments.

The Board may adopt, amend, or repeal bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

11.03. Certificate of Secretary.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Asian Americans in Higher Education, a California nonprofit public benefit corporation, that the above bylaws, consisting of 11 pages, are the bylaws of this corporation as adopted by the Board of Members on July 11, 2014 and that they have not been amended or modified since that date.

Executed on July 11, 2014 at Pomona, California.

Secretary

