

# **DARTMOUTH ASIAN PACIFIC AMERICAN ALUMNI ASSOCIATION**

## **CONSTITUTION**

### **Article I. NAME**

The name of this organization shall be “DARTMOUTH ASIAN PACIFIC AMERICAN ALUMNI ASSOCIATION” (the “Association”).

### **Article II. PURPOSE**

The purpose of the Association shall be to develop a strong and enduring club structure in order to further the interest, welfare, and educational purposes of Dartmouth College (the “College”), for so long as the Association is in existence and the College remains organized exclusively for charitable, educational or scientific purposes within the meaning of Sections 501 (c)(3) and 170 (b)(1)(A) of the Internal Revenue Code of 1986, as amended.

In particular, the Association shall work to foster community among the Asian Pacific American alumni of the College; to further the intellectual, cultural, social and educational well-being of the Asian Pacific American alumni and students of the College; and to provide the College, as well as the later College community, with the active support of the Asian Pacific American alumni of the College in matters of mutual concern.

### **Article III. OFFICERS**

1. The officers of the Association shall be two Co-Chairs (“the Co-Chairs”), one Treasurer, two Alumni Council Representatives, and three to seven other at-large officers. Each officer shall be elected for a two-year term with option for term extensions, except the two Alumni Council Representatives who will serve a designated three-year term. They are nominated and voted by a majority by members in Good Standing (as defined below).

2. The Co-Chairs shall preside at all meetings of the Association and of the Board of Directors (as defined below). They shall, with the advice and consent of the Board of Directors, appoint all other committees, name their chairpersons, and ensure the proper performance of their functions. Consent of the Board shall be given via formal voting.

The Co-Chairs shall give notice of all meetings of the Association and the Board of Directors. They shall keep the roll of current members, conduct correspondence of the Association, maintain records of the Association, keep in contact with the College, inform the Board of Directors as to all significant correspondence with and information for the College, and shall perform such other duties as the Board of Directors shall require of him/her.

The Treasurer shall collect all dues and revenues of the Association, keep its accounts, and be prepared to report on the financial condition of the Association at all meetings of the Board of Directors and of the Association.

If one of the Co-Chairs resigns, is removed from office or becomes physically unable to perform the duties of office before the end of his/her term, the Association shall fill the vacancy with the approval of the Board of Directors.

### **Article IV. BOARD OF DIRECTORS**

1. The ordinary business of the Association shall be conducted by the Board of Directors (“the Board”). Members of the Board are self-nominated or nominated by current Board members. They are voted by majority by current Board members in Good Standing (as defined below). Additional members of the Board may be elected by the Association, as deemed necessary by the Board. The Board shall constitute the policy-making body of the Association and act on its behalf concerning the Association and its affairs.
2. The Board shall consist of between eight and twelve members. With the exception of the ex-officio, the Advisor to Asian and Asian American Students of the College, and the Alumni Council Representatives who serve three year terms, the members of the Board shall serve two-year terms. Typically, four members will be up for re-election once a year.
3. The Board may form other committees or appoint additional officers as required.
4. A vacancy on the Board shall be filled by nominations from the membership of the Association or the Board of Directors and a vote by members in Good Standing (see below for definition).
5. The Board shall have the power at any time to remove from office any member who, in the opinion of two-thirds of the Board, is not serving the best interests of the Association.
6. Notice of the time and place of each meeting of the Board shall be mailed to each member of the Board, at least seven days before the day on which the meeting is to be held, or given in person or by telephone, e-mail or facsimile transmission at least five days before the meeting. Four members of the Board present in person or by telephone shall constitute a quorum for the transaction of business at any meeting of the Board.

#### **Article V. MEMBERSHIP**

1. All persons identifying as Asian Pacific Americans (as that term is commonly understood) who were matriculates of a graduating class of the College or any graduate schools/programs affiliated with the College shall automatically be considered members of the Association. The Association may designate other persons or groups of persons as Associate Members of the Association.
2. Members of the Board of Directors and of the Association remain in Good Standing upon payment of annual Dues. Members of the Board in Good Standing have the right to vote at all meetings of the Association.
3. Members of the Association are designated as ‘Charter Members’ upon payment of annual Dues of the first two years of the Association’s existence.

#### **Article VI. MEETINGS**

1. There shall be an annual meeting (the “Annual Meeting”) of the Association every year at a time designated by the Board.
2. Other meetings of the Association may be called at any time by the Co-Chairs, the Board, or upon the written request of not less than five percent of the members of the Association qualified to vote under Article V.
3. Four of the members of the Board who are in Good Standing shall constitute a quorum for the transaction of business of the Association.

#### **Article VII. ELIGIBILITY TO HOLD OFFICE**

All members of the Association qualified to vote under Article V shall be eligible for election to any office or to the Board in this Association. However, any member seeking election to the position of Co-Chair must have held a position on the Board prior to seeking election.

#### **Article VIIA. VACATION OF OFFICE OR REMOVAL FROM OFFICE**

If extenuating personal circumstances arise that prevent a Board member from being able to carry out his/her duty, that Board member may vacate his/her position.

The Board may remove a Board member from office by a two-thirds majority vote if a Board member misses half the meetings in a year; or has responsibilities that are clearly being missed or not taken ownership of; or if he/she consistently fails to participate in Board projects, events, or activities. Board members must participate in or organize at least three events per year.

#### **Article VIII. TERMS OF OFFICE**

The term of office for all members of the Board will be a minimum of two years with the exception of the two Alumni Council Representatives who will serve a designated three-year term.

#### **Article IX. THE ASSOCIATION YEAR**

The year of the Association shall be from the first day of July of one year to the last day in June of the next. Unless otherwise determined, the annual activities and reports of the

Association shall conform to that period of time.

#### **Article X. DUES AND ASSESSMENTS**

1. Association dues ( "Dues") shall be levied each year upon each member of the Association. The amount of Dues shall be decided by the Co-Chairs and Treasurer.
2. Special assessments, in addition to Dues and within reasonable bounds, may be levied upon each member of the Association. The amount and purpose of such special assessments shall be determined by vote of the Board.
3. Dues shall be collected by the Treasurer.

#### **Article XI. PRIVATE INUREMENT**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Association member, officer, or any other private person or individual.

#### **Article XII. POLITICAL ACTIVITY**

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.

#### **Article XIII. ADOPTION**

This Constitution shall become effective upon the approval of two-thirds of the members in Good Standing of the Association voting at a meeting of this Association.

#### **Article XIV. AMENDMENTS**

A two-thirds vote of the members in Good Standing of the Association voting at any Association meeting shall be necessary to incorporate amendments into this Constitution.

#### **Article XV. DISSOLUTION**

The Association shall be deemed to be dissolved at such time as there is no activity, or if the number of Association members becomes too few, such that it is impractical to continue the Association's existence. Upon dissolution, all assets and property of the Association shall, after the payment of any lawful debts, be given to the College to be used for the purposed of recruiting and providing financial aid to Asian Pacific American students.

*Adopted: [November 19, 1998]*

*Last amended: October 13, 2004*

*Last amended: February 28, 2006*

*Last amended: April 18, 2011*