

NATIONAL LO – PHA SOCIETY, INC.

BY – LAWS



NATIONAL LO – PHA SOCIETY, INC.

Preamble

The Hmong Lo and Pha People have a rich culture and heritage that have been devastated by the Vietnam War in Southeast Asia. There is a great need to revive, protect and sustain that culture and heritage so that it will not be lost to future generations.

Mission Statement

The Mission of National Lo-Pha Society, Inc., is to promote and support education, leadership, social-economic opportunities, mutual relationships, gender equity, cultural development and community involvement.

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ARTICLE I: NAME OF CORPORATION

The name of this non-profit corporation shall be called National Lo-Pha Society Incorporated.

ARTICLE II: THE PURPOSE OF NATIONAL LO-PHA SOCIETY, INC.

National Lo-Pha Society, Inc., is organized exclusively for charitable, social, economic and educational purposes within the definition of Section 501(c)(3) of the Internal Revenue Code and in furtherance thereof:

1. To promote education, mutual assistance and leadership training.
2. To advocate and provide economic opportunities for the disadvantaged groups.
3. To provide organizational support and technical assistance in the United States and around the world.
4. To locate and reunite all Lo and Pha families around the world.

ARTICLE III: PERIOD OF DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV: HEADQUARTER AND OFFICE

Section 1. Office: The principal office or headquarter of National Lo-Pha Society, Inc., shall be in the State of Minnesota.

Section 2. Registered Office: National Lo-Pha Society, Inc. is registered indefinitely with the State of Minnesota. Any changes in the registered office shall be accomplished in compliance with the Minnesota Non-profit Corporation Act.

Section 3. Mailing Address: In the event that the President of National Lo-Pha Society, Inc. does not reside in Minnesota, the President will have the right to open a temporary mailing address to conducts day to day operation of the corporation. However, any legal and official transactions must be sent to and from the registered office.

Section 4. State Branch Offices: Other branch office(s) may be establish and locate through-out the United States and around the world where Lo and Pha communities exist.

Section 5. Operations to aid those in need or conduct humanitarian assistance programs in other states, or foreign countries may be established as conditions necessitate.

ARTICLE V: EXECUTIVE BOARD

Section 1. Definition: The Executive Board shall manage the affairs and in charge of National Lo-Pha Society, Inc. Herein shall be referred to as the Board. The Board may authorize limited authority to the Registered State Representatives (Article XXIV).

Section 2. Appointing the Executive Board: The President and the Executive Committee shall appoint the Board.

Section 3. Term of Office: Each Board member shall hold office for the term in which he or she has been appointed or until his or her successor has been named. The term of office shall be four (4) years beginning July 1st of the current fiscal year.

Section 4. Board Members: The Board shall consist of an odd number of members, no less than nine and no more than fifteen.

Section 5. Compensation. No Board member shall receive any compensation for their voluntarily work.

Section 6. Resignation: Any Board member may resign at any time by giving written notice to the President or Secretary of the Board. Such resignations shall take effect after the Board consensuses or as may be specified from time to time.

Section 7. Inactive Board Member(s): Any Board member(s) missing three consecutive regular Board meetings in one-year period without proper notification shall be contacted by Vice-President I. Vice-President I will discuss with the inactive Board member as to the nature of his or her conduct and suggest with ways the Board member may become more productive. If the inactive board member chooses not to continue with his/her responsibility as a board member, he/she will be asked to submit a written letter of resignation to be given to the Board. After thirty (30) days, if there is no response, the Board has the judicial power to remove the inactive Board member. Also, see Article XIX. Section 2.

Section 8. Vacancy: Should there be a vacancy in the Board, the Vice-President I shall identify and nominate a new member to fill the position. The current Board members will vote to accept or deny the nominated candidate. The newly elected Board member will fill the remaining term of his or her predecessor.

Section 9. Committees: Each Board member shall be responsible for serving no more than two sub-committees of the Board. Sub-committees are as follow: Executive Committee, Budget and Finance, Education and Professional Development, Culture and Religion, Youth and Gender Equality, Historian and Public Relations, and Conflict Resolutions.

Section 10. Special Meetings: The President of National Lo-Pha Society, Inc., may call special meetings of the Board or he/she may do so when any two members of the Board have requested for the same.

Section 11. Proper Notice of Special Meetings: Notice of special meetings of the Board must be given at least three days prior to each meeting by written notice delivered personally, by e-mail, by mail and/or telephone call to each Board member at his or her address as shown by the records of National Lo-Pha Society, Inc. Such notice shall specify the day, time, and place of meetings and the nature of the business to be transacted.

Section 12. Voting: A simple majority of the number of Board members present at each meeting shall constitute a quorum for the transaction of the business meeting. Voting via email, mail, telephone conference and other electronics are permissible.

ARTICLE VI: CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer: The Chief Executive Officer of National Lo-Pha Society, Inc. shall be the President. He or she shall have general supervisory authority over the policies and business of this corporation. The President shall supervise the Executive Director, preside over and conduct business at all meetings according to parliamentary procedures, appoint members of the sub-committees, enforce rule of law, acts as the official representative of National Lo-Pha Society, Inc. in dealing with all outside matters, and performs any other duties as deemed necessary.

Section 2. The President of National Lo-Pha Society, Inc. shall appoint the members for the Executive Committee which consist of the Vice Presidents, Treasurer, and Secretary.

Section 3. Election "See ARTICLE XVI."

Section 4. Term of Office: A term of office shall consist of four (4) fiscal years. The fiscal year starts July 1st and ends June 30th.

Section 5. Term Limitations: No President shall be allowed to exceed three (3) consecutive terms in office. He or she will not be eligible to run for the position of the President of National Lo-Pha Society, Inc., after serving any 3 consecutive terms

ARTICLE VII: VICE-PRESIDENTS

Section 1. Vice-Presidents: There shall be two Vice-Presidents. One shall be named Vice-President I and the other as Vice-President II. The Vice-Presidents shall assist the President in both internal and external affairs and perform the duties of the President in his or her absence. In the event the President is unable or refuse to act, the Vice-President I shall presume over the duties.

Section 2. Responsibilities of Vice-President I: His or her primary responsibility is to assists the President, supervises all sub-committees Chairpersons and making sure that all Chairpersons are actively engaging in their duties; chairs the annual conference; acts as an official representative of National Lo-Pha Society, Inc. in dealing with all outside matters; and performs any other duties as deemed necessary.

Section 3. Responsibilities of Vice-President II: His or her primary responsibility is to assists the President on making sure that all State Representatives are actively engaging and promoting the National Lo-Pha Society, Inc. to the Lo and Pha families within their states; make sure that all State Representatives' quarterly reports are submitted; provides assistance and support to all State Representatives as they request; responsible for publishing the annual members directory and is the co-chair of the bi-quarterly newsletter; acts as an official representative of National Lo-Pha Society, Inc. in dealing with all outside matters; and performs any other duties as deemed necessary.

ARTICLE VIII: COMMITTEES OF THE BOARD

Section 1. Executive Committee. The Executive Committee shall consist of the immediate past President, current President, Vice President(s), Secretary, Treasurer and the Executive Director. The Executive Director and immediate past President shall serve as non-voting members of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and shall report to the Board on a quarterly basis. With the Board's approval, the President may fill any vacancies in the Executive Committee. Regular meetings of the Executive Committee shall be held on a monthly basis. The President, when he or she sees fit or when any two Executive Committee members requested for the same, may call special meetings of the Executive Committee.

Section 2. Sub-committees: Sub-committees of the Board shall consist of the following: Executive Committee, Budget and Finance, Education and Professional Development, Culture and Religion, Youth and Gender Equality, Historian and Public Relations, and Conflict Resolutions. Each sub-committee will be chaired by a Board member appointed by the President and suggested to have at least four (4) other committee members. The Board may establish additional committees as needed.

Section 3. Responsibilities of the Sub-Committees: The committees shall be responsible for the tasks contained in the committee's job descriptions. The Board must approve all committee's job descriptions and duties to be performed.

Section 4. Sub-committees Meetings: Each committee will hold regular meetings on a monthly basis. Special meetings of the committees may be called by the Chair or as requested by any two voting members. A quorum shall consist of a simple majority.

ARTICLE IX: DUTIES OF THE BOARD

Section 1 Residency of Board Members: One of the Board members must reside in the state of Minnesota where the corporation is registered. He or she will be responsible for coordinating all legal and official mailing transactions of the corporation to the proper Board members.

Section 2. Secretary: The Secretary shall record, prepare and read minutes of the Board's meeting. Keeps all records of the Board, sees that all notices are duly given in accordance with the provisions of the By-Law or as required. He or she may also be assigned additional duties by the President or the Board.

Section 3. Treasurer: The Treasurer shall receive and act as custodian of all funds. He/she must keep good financial records. He/she is responsible for providing financial reports to the Board at the Annual National Conference or as required. Last but not least, he/she is also responsible for all purchasing and financial transactions.

Section 4. Assistant Treasurer: On the first official business meeting of National Lo-Pha Society, Inc the Board shall appoint the Assistant Treasurer.

Section 5. Executive Committee: The Executive Committee is responsible for this committee. The President is the Chairperson of this committee. Each year, the president will submit to the Board short-term and long-term goals for approval. The approved goals are to be shared with all State Representatives. At the end of each year, the President must submit a written report to the Board on the progress of attaining those goals. The Board members are to assist the President to reach those approved goals. At the end of each year, prior to the annual meeting, the President will submit a short-written report summarizing goals achieved or goals failed to achieve to the Board members. Copies will be sent to all State Representatives prior to the National Annual Conference.

Section 6. Budget and Finance Committee: The Budget and Finance Committee shall be in charge of all fundraising activities. The Board shall determine all fundraising events.

All funds must be reported to the Board on a timely manner and must be deposited in a reasonable time into the account of National Lo-Pha Society, Inc. National Lo-Pha Society, Inc., is required to do at least two fund raising events a year. This committee shall have at least four (4) members to assist the chairperson.

Section 7. Education and Professional Development Committee: A board member will be the chairperson for this committee. The primary responsibility of this committee is to oversee the National Lo-Pha Society Scholarship Fund. This person is in charge of fundraising for the scholarship fund. Please see National Lo-Pha Society Scholarship Fund's by-law for more detail. The chairperson is responsible for organizing and chairing the Professional Network Conference, which shall be held once per term. This committee is also responsible for giving out certificates to the yearly graduates of all formal education, and performs any duties as identify by the Board. This committee shall have at least four (4) members to assist the chairperson.

Section 8. Public Relation and Historian: A board member will be the chairperson for this committee. The primary responsibility of this committee is to promote the corporation to all Lo and Pha communities. He/she is responsible for organizing and publishing a bi-quarterly newsletter and the annual membership directory. He/she is the photographer and in charge of setting up booth at the Annual National Conference to share information about activities that the Board have done for the corporation annually. The chairperson will act as the co-chair with the Vice-President II to publish the annual membership directory. Furthermore, the committee is responsible for updating information on the corporation's website on a regular basis, and performs any duties as identify by the Board. This committee shall have at least four (4) members to assist the chairperson.

Section 9. Culture and Religion Committee: A board member will be the chairperson for this committee. The primary responsibility of this committee is to identify and keep record of the culture experts within the Lo and Pha families. When a member of the organization needs help to locate such as a Mejkoob, Txivneeb, Txivyaig, Xibhwb, etc...these individuals can be contacted directly. The chairperson for this committee is also responsible for seeking out ways to preserve and promote the Hmong culture traditions and arts, and performs any duties identify by the Board. Furthermore, this committee will assist the Conflict and Resolutions Committee when there is a culture or religion conflict within the Lo and Pha families. This committee shall have at least four (4) members to assist the chairperson.

Section 10. Conflict Resolutions Committee: A board member will be the chairperson for this committee. The primary responsibility is to help resolve any conflict that was referred by the members to the corporation. When problems arise, this committee will handle the situation on behalf of the National Lo-Pha Society, Inc. This committee shall have at least four (4) members to assist the chairperson.

Section 11. Youth and Gender Equality Committee: A board member will be the chairperson for this committee. The primary responsibility is to promote the corporation to the Lo and

Pha youth across the United States of America. This committee will ensure that there are equalities and equal rights within the corporation's governing system and service delivery to all members. The chairperson of this committee will have to work closely with the State Representatives to motivate the Lo and Pha youth to actively participate in National Lo-Pha Society's activities. He/she will also work closely with the Education and Professional chairperson. This committee shall have at least four (4) members to assist the chairperson.

Section 12. Committee Chairperson: The Committee Chairperson shall preside over all Subcommittee's meeting and report to the Board and submits recommendations to the Board for approval. The chairperson shall have at least four (4) members to assist him/her.

Section 13. Other Committee: The President and the Board shall have the authority to establish any other committees and appointed its members or other members to serve on such committee(s).

ARTICLE X: ADVISORY BOARD

Section 1. Number of Advisors: There are to be a minimum of three and a maximum of five individuals acting as ADVISORS to the Executive Board.

Section 2. Chairperson: The previous President will function as the Chairperson of the Advisory Board. He/she has sole responsibility for appointing people to be on the Advisory Board.

Section 3. The Advisory Board members are to meet or communicate with the Executive Board on a bi-quarterly basis or as often as requested by the Executive Board.

ARTICLE XI: STATE BRANCHES AND STATE REPRESENTATIVES

Section 1. State Branch Offices: In a state where there are substantial number of Lo and Pha families, there should be a Registered State Representative. A Registered State Representative is an active State Representative that have registered with National Lo-Pha Society, Inc.

Section 2. Electing State Representative: The State Representative must be elected by a simple majority vote (51%) of all the members 18 years of age and older present at the state chapter annual meeting or a special called meeting for election purpose. A Registered State Representative shall appoint his/her Board and he/she must have the minimum

(required) functioning Board of Directors: Vice-President, Secretary, Treasurer, Conflict Resolution and Advisor, totals of (6) including the State Representative, to be considered a Registered State Representative. The newly State Representative(s) must comply with National Lo-Pha Society, Inc., of his/her new administration, i.e., contact information. National Lo-Pha Society, Inc., shall recognize the newly elected Registered State Representative(s) via mail a recognize certificate from National Lo-Pha Society, Inc., or attend and inaugurate the newly elected Registered State Representative at his/her banquet.

- Section 3. Incorporation: All State Chapters are to be incorporated under 501 (c) (3) of the Internal Revenue Code. Each registered state must submit an Article of Incorporation or bylaw to National Lo-Pha Society, Inc.
- Section 4. Non-incorporated State(s): In the event that a state cannot incorporate, such state(s) shall be covered/governed under National Lo-Pha Society, Inc.'s incorporation status. All financial and business transactions must be reported to the Vice-President II on a regular basis.
- Section 5. Office Term: The term of a State Representative is two (2) years, unless otherwise adopted by the State Representative's state of incorporation or by-laws. Every Registered State Representatives must hold elections every term as mandated and his/her term ends at the last day of the fourth quarter. The newly elected State Representative shall hold office from day one beginning of the new year of his/her elected term. No State Representatives shall hold office more than three (3) consecutive terms.
- Section 6. Duties: The Article of Incorporation or By-laws of the registered state will govern the duties of the State Representative and organizational functions. The National Board of Directors have granted the Registered State Representative(s), limited authority in the National By-Laws as stated in Article XXIV. In the event of a conflict between the National Board of Directors and the Registered State Representatives, the National Lo-Pha Society, Inc. Article of Incorporation shall be in favor of the National Board.
- Section 7. Functions: Each State Chapter shall be responsible to conduct its own meetings with the Lo and Pha community and undertake its own fundraising activities. The State Representatives shall provide and present activity reports to the Annual National Conference and National Lo-Pha Society as needed. All state chapters shall submit a quarterly report to the Vice-President II of National Lo-Pha Society, Inc.
- Section 8. State Chapter Annual Meeting: The State Chapter Annual Meeting of each state board shall be held during the fourth quarter of the fiscal year of National Lo-Pha Society, Inc. (June or the latest July) for the purpose of updating its members of the Annual National Conference and electing new members of the Board and planning activities for the upcoming year.

ARTICLE XII: COUNCIL OF STATE REPRESENTATIVES

The Council of State Representative exists as a check and balance between the Executive Board and the State Representatives. Each term, the Vice-President II of National Lo-Pha Society, Inc. will call a meeting with the State Representatives during the first quarter of their term in office to elect among them a Chairperson, a Vice-chair and a Secretary. Their primary responsibilities are as follow:

Section 1. Duties of the Council: The primary duties of the Council are to assist and investigate with and apart from the Executive Board with any conflict or concern that they may have with any of the State Representatives and vice-versa. Also, acts as a mediator and/or resolve any conflict submitted by the Executive Board or the State Representatives.

Section 2. Chairperson and Vice-Chair:

- Provide leadership to all the State Representatives.
- Be the contact persons on behalf of all the State Representatives.
- Encourage Executive Board to perform their jobs.
- Encourage State Representatives to perform their jobs.

Section 3. Secretary: Take notices and keep records of all meetings which the Council is involved. Encourages the Chairperson and Vice-Chair.

ARTICLE XIII: PRESIDENTIAL CLUB

Members of the PRESIDENTIAL CLUB consist of only the former PRESIDENTS of the corporation. There is no expiration date for their memberships. However, if for any reason anyone of them is found guilty of a criminal charge or misbehaves in contradiction to the mission of the corporation, such individual(s) will automatically forfeit his/her membership in the PRESIDENTIAL CLUB.

Section 1. Presidential Chair: Within the Presidential Club, there will be a chairperson elected by the former presidents. His/her duty is to provide leadership for the Presidential Club. The term of the chairperson will be for two years. Any former president can be elected to serve a maximum of two consecutive terms.

Section 2. Duties: The responsibilities of the Presidential Club are to provide leadership for the organization by;

1. Promoting the corporation: Meeting and sharing the mission of the corporation with the Lauj and Phab families; hearing and addressing members' concerns.

2. Strengthening the corporation: Making sure that the corporation is conducting business within its boundaries as a non-profit organization under the 501(c)(3) of the Internal Revenue Code.
3. Doing fundraising to support the corporation: Each year, members of the Presidential Club must host the Presidential Banquet to raise funds for the corporation. The Chairperson of the Presidential Club will work with the Finance Committee on this activity. In addition, the Presidential Club should do other fundraisings to generate revenues to support the corporation.
4. Should the corporation fall on the path of termination: The members of the Presidential Club must be the entity that makes the decision by calling a national meeting with the National Executive Board, Advisory Board, Registered State Representatives and the Lauj and Phab members. Should this happen, the Chairperson of the Presidential Club will oversee the meeting and discuss the status of the corporation. A majority vote of the members present will be needed to terminate the organization. If such an outcome occurs, the Chairperson of the Presidential Club, the Chairperson of the Council of State Representatives, the National Advisory Board, and the President, must sign an official letter of termination. This letter will be sent to all Registered State Representatives and announced to the Lauj and Phab families in the United States.

ARTICLE XIV: EXECUTIVE DIRECTOR

Section 1. The Executive Director is a pay position. The Board will determine the salary and hiring of the Executive Director.

Section 2. The Executive Director must reside where the principal office of the corporation is located.

Section 3. The Executive Director shall oversee the operations and manage the day-to-day businesses and affairs of National Lo-Pha Society, Inc. The Executive Director may sign, with the President of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. If required by the Board, the Executive Director shall be responsible for all funds and financial securities of National Lo-Pha Society, Inc., including receiving and depositing of funds. In addition, he or she may be assigned additional duties by the Board and/or President.

Section 4. The Executive Director shall present written goals and visions and the progress for National Lo-Pha Society, Inc. to the Board on an annual basis.

Section 5. The Executive Director is automatically a non-voting member of the Board.

ARTICLE XV: MEMBERSHIP

Section 1. Membership: Any family member who is Hmong Lauj or Phab shall be automatic members of National Lo-Pha Society, Inc.

Section 2. Registered Memberships:

1. Only registered members have the privilege to vote for the election at the National Annual Conference.
2. Founders and Former Presidents are automatic registered members.
3. Registration is a one-time suggested donation of the following amounts:
 - \$20 per person for ages 18 through 64,
 - \$10 per person for ages 65 and above, and
 - \$10 for a replacement card
4. Registered Members must complete application Form RM-1, prior to April 1st of the election year to honor his/her voting privileges at the (National) Annual Conference Assembly. Form RM-1 is available through the Registered State Representatives or by contacting National Lo-Pha Society, Inc.
5. All completed applications for Form RM-1 must be sent to National Lo-Pha Society's headquarter in order to obtain his/her member ID Card. **NO EXCEPTIONS.**
6. Registered Member(s) shall receive his/her member ID Card by mail. There is no expiration date for registered members.

ARTICLE XVI: ELECTION AND QUALIFICATIONS

Only the position of the President of National Lo-Pha Society, Inc., shall be open for election. Once elected, the President of National Lo-Pha Society, Inc., shall appoint the positions of the National Board members; Vice President(s), Treasurer, and Secretary.

Section 1. The election shall be held every four (4) years during the National Lo-Pha Society, Inc., Annual Conference in May, two months prior to the new term.

Section 2. All conference participants, Xeem Lauj and Phab, who are 18 years old and older with a valid Registered Membership ID Card shall have the right to vote. No absentee voting will be allowed. All voters must be present to vote. ID card is Required for Voting.

Section 3. The President of National Lo-Pha Society, Inc., must be of Hmong Xeem Lauj or Phab. He/she must possess the following qualifications:

- Must be at least 25 years old
- No criminal record
- Must have the ability to read and write in Hmong and English
- Must completed at least an Associate's degree and beyond

- Must reside in the United States, a legal resident or citizen of the United States of America.
- He/she must have had experience of running a non-profit corporation.
- Must have the passion to serve.
- Have vision for the corporation.
- Have good moral character – honesty, integrity, no criminal record.
- If married, must be husband/wife of one spouse.
- Must have good track record of leadership skills.
- Must Lead by examples

Section 4. Nomination Process and Requirements for the position of the President of National Lo-Pha Society, Inc. shall be as follows:

- The Election Chair will send notices to all State Representatives to seek qualified candidates.
- Certified Criminal Background Check is required for all candidate(s).
- Candidate must be a Registered Member of National Lo-Pha Society, Inc., prior to April 1st, to run for the position of President.
- Deadline application must be received by April 1st of the election year.
All required documents, including The President Application Form, and a certified Criminal Background check from BCA of the state the candidate reside, must be received before the deadline, to qualify.
- No floor nomination allowed.

Section 5. When there are two or more candidates for the position of the President of National Lo-Pha Society, Inc., election will be held through a voting process to determine the winner. When the position of the President of National Lo-Pha Society, Inc. has only one qualified candidate, he/she automatically becomes the newly elected President.

Section 7. Primary Vote: If there are more than two candidates, there must be a primary vote by the conference Registered Members to determine the two final candidates.

Section 8. Prior to the final voting process, the Election Chair will lead a ten minutes general discussion about the moral characters and leadership abilities of the final candidates with the conference attendees. The two final candidates will be placed in a separate room where they will not hear the discussion. At which time the “State of Oath” will be given to them to read ahead of time. After the general discussion, the final candidates will be invited back to the conference room and a final voting process will take place.

Section 9. Final Vote: The candidate who receives 51% of the final votes will be declared the newly elected president. See also Article XVIII. Inauguration Process.

Section 10. When the new President of National Lo-Pha Society, Inc. has been declared, the transition of the former President and the President-elect of National Lo-Pha Society, Inc., shall not exceed the 30th of July of the current election year. It is the duties and

responsibility of the Election Chair and his/her Committee, to properly execute the transfer professionally.

Section 11. The President of National Lo-Pha Society, Inc., shall be accountable to the Registered Lo and Pha members.

Section 12. Terms of Officers. “See ARTICLE VI, and ARTICLE IX, Section 5.

ARTICLE XVII: ELECTION COMMITTEE

Section 1. The National Board shall appoint the Chairperson of the Election Committee during the third annual conference of the President’s term in office.

Section 2. The Election Committee shall be selected by a simple majority of members age 18 and older present during the third annual conference of the President’s term in office. No member of this committee will be eligible to run for the position of the President of National Lo-Pha Society, Inc. during the same year that they are member of the election committee.

Section 3: The Election Committee shall operate its businesses as stated by the adopted Election By-law set forth by the Board prior to the election date. See Article XVI.

Section 4. The Election Committee shall continue its function with the President of National Lo-Pha Society, Inc., and to assist the completion of the office transfer between the former and newly Presidents.

Section 5. The Election Committee, or its representatives, shall meet with the newly elected President and the Board of Directors to walk through the By-laws of National Lo Society, Inc.

ARTICLE XVIII: INAUGURATION

The INAUGRATION ceremony will take place during the banquet of the Annual Conference Election year. At which time, the Election Chair will swear the newly elected President into office. The newly elected President will be called to stand in front of the audience by raising his/her right hand and put his/her left hand on the CORPORATE SEAL. The Election Chair will guide the newly elected President to confess the following statements:

(Name), Do you accept the responsibilities of the office of the President of the National Lo-Pha Society, Inc.? If you accept, please answer “I do”.

Koj puas kam lees txoj haujlwm ua tus Hwjtsav rau ntawm National Lo-Pha Society, Inc.? Yog koj lees, ces teb hais tias “Kuv lees”.

(Name), Will you accept to serve National Lo-Pha Society, Inc with visions, honesty, and integrity? If you accept, please answer:

“With the assistances of the Executive Board, Advisory Board, State Representatives, the Presidential Club and the Lauj-Pha families, I, Name, accept to serve the National Lo-Pha Society, Inc., with vision, honesty, and integrity for the next four (4) years.”

“Nrog rau cov Tsavxwm, Txwjlaug, Sawvcev ntawm txhua lub Xeev, Cov qub thawj Hwjtsav, thiab tsev neeg Lauj thiab Phab, kuv (npe) zoo siab los ua dejnum rau lub koomhaum National Lauj-Phab Society, Inc. nrog rau txoj kev tseeb, kev ncaj ncees, thiab zeem muag rau plaub (4) xyoo tom ntej no.”

(Name), Do accept the “Statement of Oath” as have been given to you during the election process? If so, please answer, “I do.”

Koj puas lees tias koj tau txais qhov “Statement of Oath” thaum xaiv tsa ntawm qhov election National Lo-Pha Society, Inc.? Yog koj lees txais, ces teb hais tias “Kuv lees”.

After this, the Election Chair will have the newly sworn elected President signs two copies of the “Statement of Oath.” One copy will be kept by the Election Chair to be given to Chairperson of the Council of State Representatives, and the other copy is for the New President.

ARTICLE XIX: IMPEACHMENT

Section 1. President of National Lo-Pha Society, Inc.: Where the President of National Lo-Pha Society, Inc., does not perform his/her duties or charge of misconduct has been brought against him/her, then National Vice-President II, National Conflict Resolution Board, and Chairperson of the Council of State Representatives, will exercise the rights to take the following actions:

1. Consult with the Executive Board Members and Advisors through Vice-President I.
2. First Warning: The Chairperson of the Council of State Representatives and Vice-President II, will write an official letter to the President stating the reason(s) for concerns and suggest ways for progress and growth. This is the first warning.
3. Second Warning: The Vice-President II, Conflict Resolution Board, Advisory and the Chairperson of the Council of State Representatives will meet with the

President to discuss his/her performance and make recommendations for improvements and growth. This is the second warning.

4. Final Warning: Vice-President I, Vice-President II, Conflict Resolution Board, Advisory and the Chairperson of the Council of State Representatives will call a meeting to present the case to the Executive Board. A letter MUST be sent to the President requesting his/her presence before the Executive Board and Chairperson of the Council of State Representative. The President will exercise his or her rights to explain his/her position. The Executive Board will hear the case and make recommendations for progress and growth. This is the third and final warning.
5. Removal: If the job performance of the President shows no progress after the above steps have been taken, the Chairperson of the Counsel of State Representatives and his or her committee, the Executive Board, National Advisory Board, and all the State Representatives will meet to vote for the removal or keeping of the President of National Lo-Pha Society, Inc. Should this be the case, a written notice must be sent to the President two weeks prior to the voting session. A simple majority vote (51%) is needed for the removal of the President. Within two weeks after the voting session have concluded (regardless of the outcome), the Chairperson of the Council of State Representatives must send a letter to the President, Executive Board, National Advisory Board, and all the State Representatives of the outcome.
6. Vice-President I will be promoted to be the President of National Lo-Pha Society, Inc. for the remaining term of office. If for any reason the Vice-President I choose not to assume the President position, then Vice-President II will be promoted to be the President for the remaining term of office. If both of Vice-Presidents refused to accept the position of President of National Lo-Pha Society, the Chairperson of the Council of State Representatives--with the Executive Board's approval--will ask the Chairperson of the Presidential Club to work with its member to nominate a former President within the Presidential Club to be the Acting President for the remaining term of office. If this becomes the case, once a former President has been nominated by the Presidential Club to be the Acting President, the President of the Council of State Representative and the Board of Directors must vote to approve or disapprove of the nomination. If it is approved, the nominated individual will assume the President's position for the remaining term. If disapproved, a letter stating the reasons for non-acceptance must be sent by the President of the Council of State Representative on behalf of the Board of Directors to the Chair of the Presidential Club. The Chair of the Presidential Club then starts the nomination process again.

Section 2. Board Members: Should any Board member do not perform his/her duties accordingly or charge of misconduct has been brought against him/her, then the President and/or Vice-President I exercise the rights to take the following actions:

1. First Warning: Write an official letter to him or her stating the reason(s) for concern and suggesting ways to assist him or her to be successful. This is the first warning.
2. Second Warning: Meet with him or her to discuss his/her duties. Provide any assistance that is necessary to ensure him or her will be successful. This is the second warning.
3. Final Warning: The President and/or Vice-President I will present the case before the Board. He or she will exercise the rights to explain his/her position. Upon hearing the case, recommendations for improvements will be shared with him or her. This is the third and final warning.
4. Removal: If the job performance of the Board member shows no progress after the above steps have been taken, the Board will vote to removal or keep the member. The removal of the Board member shall be decided by a simple majority vote (51%). The President then must send a letter of removal to the Board member within two weeks of the decision of the Board.

Section 3. State Representatives: Where a State Representative does not perform his/her duties accordingly or charge of misconduct has been brought against him/her, then the President and/or Vice-President II will exercise the rights for taking the following actions:

1. First Warning: Write an official letter to him or her stating the reason(s) for concern and suggesting ways to assist him or her to be successful. This is the first warning.
2. Second Warning: Meet with him or her to discuss his/her duties. Provide any assistance that is necessary to ensure him or her will be successful. This is the second warning.
3. The President and/or Vice-President II, Conflict Resolution Board, shall meet with the Advisory Board of the state where the State Representative resides, and/or the Lauj and Pha families' group leaders along with the Chairperson of the Council of State Representative, to discuss the performance of the State Representative. This meeting is to seek consultations for further actions to be taken.
4. Final Warning: The President and/or Vice-President II, along with the presence of the State Representative in contention, will present the case before the Executive Board of National Lo-Pha Society, Inc. The State Representative will exercise his or her rights to explain and defend his/her position. The Executive Board will hear the case and make recommendations for progress. This is the third and final warning.

5. Removal: If the job performance of the Registered State Representative shows no progress after the above steps have been taken, Vice-President II, National Advisory Board and the State Advisory Board, will present the case to the National Executive Board, to recommend for removal. In order to remove the Registered State Representative from office, 51% in favor of removing votes by the National Board must be place. The Registered State Representative Vice-President shall be appointed to replace the president when this occurs.

ARTICLE XX: CONFLICT OF INTEREST

Section 1. Should any member of the Executive Board, State Representatives, Council of State Representative, Presidential Club, and Advisory Board been found to have conflict of interest within the organization where the situation will prevent the organization from performing its normal function then action within the ARTICLE XIX will be implemented.

Section 2. Although, the Council of State Representatives, the Presidential Club, and the Advisory Board are covered under ARTICE XIX, the Executive Board has the judicial power to investigate and make recommendation to removal any of the members within the Council of State Representatives, the Presidential Club, and the Advisory Board. The vote to remove the person who has been charged must be reserved for the members his/her peer group

ARTICLE XXI: LEADERSHIP AWARD

Each year, there will be a maximum of two leadership awards given. One award will be for a man and the other for a woman.

Section 1: Any adult member, age 18 and older, of the Lauj and Pha families is qualified to be nominated for the leadership award. Nominations can be submitted by any member of the Lauj and Pha families, State Representatives, and the Executive Board. All nominations must be submitted to the Executed Board for consideration. The Executive Board will use the following criteria to determine the award recipients.

Section 2: In-order to receive the Leadership Award, he/she must meet most or all of the following criteria:

- He/she is a member of the Lauj and Pha families
- At one time or another has been directly involved with the Lo-Pha
- Society, Inc. (Involvement of the candidate's spouse is sufficient)

- Consistently showing support for National Lo-Pha Society
- Made financial contribution to National Lo-Pha Society
- Have shown leadership to strengthening National Lo-Pha Society
- Have good moral character
- Being a person that National Lo-Pha Society will be proud to use as role model for leadership

ARTICLE XXII: BORROWING, DEPOSITS AND WITHDRAWALS

Section 1: Borrowing Money. No individual officer, employee or agent can borrow money on behalf of National Lo Society, Inc. or uses its assets as collateral for personal loans. The Board must approve all loans.

Section 2: Deposits and Withdrawals. All funds of National Lo-Pha Society, Inc. shall be deposited to the credit of National Lo-Pha Society, Inc. in such banks, trust companies or other financial institutions approved or designated by the Board. All withdrawals shall be done by issuing checks signed by the Treasurer and authorized personnel. Cash withdrawals shall be for fund transfer purpose only

Section 3: The Board must approve all expenses. Two signatures are required. One of the signatures must be the Treasurer's, and the other will be a signature of an authorized personnel approved by the Board.

ARTICLE XXIII: GENERAL PROVISION

Section 1. Fiscal Year. The fiscal year of National Lo-Pha Society, Inc. shall begin on July 1 and end on June 30th of each calendar year.

Section 2. Corporate Seal. The Board shall have authority to adopt a corporate seal (but shall not be required to do so), which, if adopted, shall be a circular embossed seal have inscribed thereon the name of the Corporation on top the word (National Lo-Pha Society, Inc.) and the word "Corporate Seal" on the bottom

Section 3. Waivers of Notice. Whenever notice is required or permitted to be given pursuant to these By-laws, such notice may be waived by the person to whom it is to be given either by his or her appearance at the time and place of the meeting or by written waiver notice, before, at, or after a meeting. Written waiver shall be filed with the Secretary of this meeting and entered upon the records of the meeting. The President may also issue a waiver after consultation with the Board and with good reason.

Section 4. Books and Records. National Lo-Pha Society shall properly keep all books and records in a manner that is accurate and proper.

Section 5. Residency of Members of the Executive Board. Not all the members of the Executive Board of National Lo-Pha Society, Inc. shall be limited to the persons residing in the state of Minnesota where the national office is located. They will be appointed from different cities and states.

ARTICLE XXIV: AMENDMENTS TO THE BY-LAWS

Any established provision, sections, or article of the By-Laws may be altered, amended and repealed per established provisions, articles, or sections and the same may be adopted by a simple majority vote (51%) of the National Board and the Registered State Representatives. A written notice of the proposal to alter, amend, or repeal the By-Laws must be submitted to the National Board for consideration for approval at least two (2) weeks prior to the Board meetings to amend. The signature of the Registered State Representative must accompany such proposal to be considered. Amendment to the By-Laws shall be accepted by either mail, email, telephone conference, fax, and or Board meetings only. A record of the amendment(s) and voting(s) shall be made a record of the corporation permanent record.

ARTICLE XXV: DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation 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 Revenues Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.