

**BY-LAWS**  
Council of Asian Pacific Islanders  
Together for Advocacy and Leadership  
(CAPITAL)  
An Unincorporated Association of Organizations  
Amendments Proposed for November 1, 2008

Article I. Name

This association's name is "Council of Asian Pacific Islanders Together for Advocacy and Leadership" ("CAPITAL").

Article II. Mission

CAPITAL is a council and forum of Asian and Pacific Islander organizations meeting in a spirit of unity, friendship and mutual support. CAPITAL's mission is the civic awareness and empowerment of its member organizations and of Sacramento's Asian and Pacific Islander Americans.

Article III. Principal Office

This council's principal office for the transaction of business is (1) the business address of its Chair, or (2) any other address designated by the Chair.

Article IV. Membership

Section IV-1. Regular Members

Regular membership in CAPITAL may be extended to an organization if (1) the organization's primary focus is serving Asian and Pacific Islander American communities in the greater Sacramento area, and (2) the organization actively furthers CAPITAL's mission. A Regular Member organization has the right to vote while it is in good standing.

Section IV-2. Admission to Regular Membership

An organization is admitted to regular membership in CAPITAL when (1) the organization applies in writing; (2) the CAPITAL Executive Committee finds the organization qualified under Section 1 of this article and recommends the application to the membership; and (3) the membership votes admission, either (a) by electronic communication by a three-quarters vote of the officers and Regular Members in good standing, or (b) by a three-quarters vote of those present and voting at a regularly scheduled CAPITAL Council of Delegates meeting.

Section IV-3. Affiliate Membership

Affiliate membership in CAPITAL may be extended to an organization whose goals are compatible with CAPITAL's mission. Examples of organizations that might be eligible can include statewide and national API organizations, and Sacramento area governmental units and agencies. Affiliate Members have no vote in CAPITAL.

Section IV-4. Admission to Affiliate Membership

An organization is admitted to affiliate membership in CAPITAL when (1) the organization applies in writing; (2) the CAPITAL Executive Committee finds the organization qualified under Section 3 of this

article and recommends the application to the membership; and (3) the membership votes admission, either (a) by electronic communication by a three-quarters vote of the officers and Regular Members in good standing, or (b) by a three-quarters vote of the officers and Regular Member organizations present and voting at a regularly scheduled CAPITAL Council of Delegates meeting.

#### Section IV-5. Good Standing

A member organization is in good standing when its dues are paid for the current calendar year, it attends meetings, it continues to qualify under Section 1 or Section 3 of this article, it has informed the Executive Committee of its current delegate or other contact person or persons, and its membership has not been terminated, limited, conditioned or suspended under these By-laws.

#### Section IV-6. Representation in the Council of Delegates

Each Regular Member organization must name, in a writing filed with the Executive Committee, its delegate to the Council of Delegates. The Executive Committee must be informed of every delegate's contact information including telephone number and email address.

#### Section IV-7. Communication

Each Regular Member organization and each Affiliate Member organization must name, in a writing filed with the Executive Committee, at least one officer or other contact person in the organization, and must inform the Executive Committee of the contact person or persons' contact information including telephone number and email address. The contact person or persons must (1) timely receive the Executive Committee's electronic communications, (2) immediately pass the information to those in a position to act for the member organization, and (3) timely communicate to the Executive Committee the member organization's responses. A Regular Member organization's delegate to the Council of Delegates is its contact person unless it names someone else. Notice under these By-laws from CAPITAL to the member organization shall be sufficient when notice is sent to the member organization's contact person or persons.

#### Section IV-8. Diminution or Termination of Membership Privileges

For nonpayment of dues or for excessive absences, the CAPITAL Executive Committee, subject to ratification by the Council of Delegates, may downgrade a Regular Member to Affiliate membership, or may suspend, limit, condition or terminate the membership privileges of any Regular Member or Affiliate Member. For any good cause, upon report of the Executive Committee, the members may downgrade a Regular Member to Affiliate Member, or may suspend, limit, condition or terminate the membership privileges of any Regular Member or Affiliate Member (a) by electronic communication by a three-quarters vote of the officers and Regular Members in good standing, or (b) by a three-quarters vote of the officers and Regular Member organizations present and voting at a regularly scheduled CAPITAL Council of Delegates meeting. The Council of Delegates may adopt procedures and standards to carry out this Section.

#### Section IV-9. Friends of CAPITAL

An individual may apply to the Executive Committee for individual membership as a Friend of CAPITAL under requirements and criteria set by the Executive Committee.

### Article V. Council of Delegates

#### Section V-1. Composition

The Council of Delegates consists of the CAPITAL officers and one delegate representing each of CAPITAL's Regular Member organizations in good standing. The delegate is the Regular Member

organization's president or the president's designee. The Regular Member organization must give its delegate full authority to speak on its behalf. At a Council of Delegates meeting, an individual may be the delegate for at most two Regular Member organizations. An officer may be the delegate for at most one Regular Member organization. Guests may be seated in a non-voting role with the Council of Delegates at the discretion of the Chair.

#### Section V-2. Delegate Vacancies

If death, incapacity, resignation, expiration of term of office, removal or other loss of a delegate results in a delegate vacancy in the Council of Delegates, the Regular Member organization must fill the vacancy by designating a new delegate in a writing filed with the Executive Committee.

#### Section V-3. Notice of Council Meetings

The Chair or the Executive Committee must give two weeks' notice before a regular or special meeting of the Council of Delegates.

#### Section V-4. Regular meetings

Regular Council of Delegates meetings shall take place at least quarterly at a place designated by the Chair. At least annually, the Parliamentarian shall distribute these By-laws and other information appropriate for incoming delegates.

#### Section V-5. Special Meetings

Special Council of Delegates Meetings may be called by the Executive Committee, at a time and place designated by the Executive Committee.

### Article VI. Conduct of Council of Delegates Business

#### Section VI-1. Quorum

A quorum for a meeting of the Council of Delegates exists when one-third or more of the CAPITAL Regular Member organizations in good standing are represented.

#### Section VI-2. Votes Needed for Action

Except as otherwise provided in these By-laws, decisions of the Council of Delegates at any meeting shall be by majority vote.

#### Section VI-3. Action Items

Action items must appear on the agenda distributed at or before the beginning of the meeting.

#### Section VI-4. Positions on Public Issues

CAPITAL may not take a public position on an issue of public concern without concurrence or ratification by two-thirds of those present and voting in a Council of Delegates meeting. On this type of question, a CAPITAL officer or a Regular Member may call for a roll call vote. When practicable, notice of the proposed action or ratification shall be distributed at least two weeks before the meeting by email or other expeditious means. When the question arises too late for two weeks' notice, prompt notice must be given to the member

organizations' contact persons. When the Council of Delegates will not meet promptly and the Executive Committee must act in its stead and subject to ratification by it, the Executive Committee must give prompt updates to the member organizations' contact persons.

#### Section VI-5. Rules of Order

Council of Delegates meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

#### Section VI-6. Prompt Action Without Meeting

Where a matter requires prompt action by delegates before a meeting can be called, the Chair or Executive Committee may poll the officers and delegates with a proposal and give a deadline that is reasonable under the circumstances for communicating a response. If no response is received from a Regular Member organization and the Chair has good reason to believe that the officer or a delegate or contact person for the organization received the proposal, the Chair may presume that the Regular Member organization chooses not to vote on the proposed action.

#### Section VI-7. Committee Reports

Regular Council of Delegates meetings shall include reports on actions by CAPITAL's committees.

### Article VII. Executive Committee

#### Section VII-1. Composition of the Executive Committee

The Executive Committee consists of the elected and appointed officers of CAPITAL.

#### Section VII-2. Powers of the Executive Committee

The Executive Committee shall exercise general management and control of CAPITAL's business and affairs, and shall exercise oversight of CAPITAL's committees. The Executive Committee may exercise all of the powers of the Council of Delegates between meetings of the Council whenever a poll is impractical, but each such action is conditioned upon ratification by the Council of Delegates at its next meeting. Decisions of the Executive Committee shall be made by a majority vote.

#### Section VII-3. Executive Committee Meetings

The Executive Committee shall hold regular meetings. The Chair or any three members of the Executive Committee may call an Executive Committee meeting.

### Article VIII. Elected and Appointed Officers

#### Section VIII-1. Eligibility; Voting Right

An individual who is a member in good standing of at least one CAPITAL Regular or Affiliate Member organization is eligible to run for and serve in elected officer positions, and to be appointed to and serve in appointed officer positions, in CAPITAL. Each elected or appointed officer has one vote in the Council of Delegates as an officer.

#### Section VIII-2. Elected Officer Positions; Terms

The elected officers of CAPITAL shall be a Chair, a First Vice Chair, a Second Vice Chair, a Secretary, and a Treasurer. The individual, not the member organization, serves the term as CAPITAL officer. CAPITAL shall elect officers according to the procedures in Article XI, for two-year terms.

#### Section VIII-3. Vacancies

A vacancy in any office may occur because of death, resignation, removal, disqualification, or other causes. Vacancies in elected officer positions shall be filled by majority vote of the Council of Delegates.

#### Section VIII-4. Chair

The Chair shall preside over meetings of the Executive Committee and the Council of Delegates, and shall exercise supervision, direction and control of the Executive Committee.

#### Section VIII-5. First Vice Chair

In the absence or disability of the Chair, the First Vice Chair shall perform all of the duties of the Chair and shall have all the Chair's powers. The First Vice Chair shall assist the Chair in the performance of the Chair's duties and shall have powers to perform other duties that the Executive Committee may from time to time prescribe.

#### Section VIII-6. Second Vice Chair and Parliamentarian

In the absence or disability of the Chair and the First Vice Chair, the Second Vice Chair shall perform all of the duties of the Chair and shall have all the Chair's powers. The Second Vice Chair shall be CAPITAL's parliamentarian. As parliamentarian, the Second Vice Chair is responsible for a copy of these By-laws and the Rules of Order being available at every Council of Delegates meeting, and for interpreting them. In the Second Vice Chair's absence, the First Vice Chair and in that officer's absence the Chair shall act as parliamentarian. The Second Vice Chair shall assist the Chair in the performance of the Chair's duties and shall have powers to perform other duties that the Executive Committee may from time to time prescribe.

#### Section VIII-7. Secretary

The Secretary shall keep a full and complete record of the meetings of the Council of Delegates and of the Executive Committee of the Council, shall make and distribute notices prescribed by these By-laws or as needed, and shall discharge other duties pertaining to the office that the Chair may prescribe.

#### Section VIII-8. Treasurer

The Treasurer shall receive and safely keep all CAPITAL funds, depositing them in a bank or banks approved by the Executive Committee. Such funds shall be paid out only on the check or order of CAPITAL, signed by any two of the following: the Chair or a Vice Chair or the Secretary or the Treasurer. The Treasurer shall keep financial records, propose budgets, make all filings required by law, and report on CAPITAL's financial condition at each regular meeting.

#### Section VIII-9. Executive Committee Members at Large; Terms

Three Executive Committee Members at Large shall, as appointed officers, serve a two-year term and discharge such duties as the Executive Committee may prescribe. Within 30 days after election of officers, the Chair shall appoint the Members at Large, subject to confirmation by the Executive Committee and the Council of Delegates. The appointments shall be made with an eye toward promoting ethnic, gender and organizational diversity in the CAPITAL leadership.

## Section VIII-10. Legal Counsel

The Legal Counsel, and an Alternate Legal Counsel, who shall serve in the event the Legal Counsel is disqualified from or is unable to advise on a particular matter, shall be appointed by the Chair, subject to confirmation by the Executive Committee. Either the Legal Counsel or the Alternate Legal Counsel, but not both, may vote on a matter. The Legal Counsel shall be responsible for advising CAPITAL, keeping CAPITAL aware of any pertinent law, reviewing legally significant documents, and performing other duties that the Chair or the Executive Committee may from time to time prescribe. Legal Counsel shall serve a two-year term.

## Section VIII-11. Use of Titles

Officers may not employ their CAPITAL titles for endorsement purposes without concurrence or ratification by the Executive Committee or other authority under these By-laws. The use of an officer's title "for identification only" is prohibited.

## Section VIII-12. Removal of Officers

Upon the petition of twelve or more Regular Member organizations, at a regular or special meeting, with 30 days' written notice to the membership, an elected or appointed officer may be removed immediately from office, with or without cause, by two-thirds vote, excluding from any count the officer or officers proposed for removal. An appointed officer may be removed by the Executive Committee.

## Article IX. Committees

### Section IX-1. Standing Committees

The Executive Committee, subject to ratification by the Council of Delegates, may create standing committees, and shall specify the committee's duties. The Chair of CAPITAL shall appoint committee chairs, subject to ratification by the Executive Committee, and shall appoint committee members.

### Section IX-2. Ad Hoc Committees

The Chair of CAPITAL may create and fill ad hoc committees.

## Article X. Dues

Each CAPITAL member organization shall be assessed dues for the calendar year, in amounts set by the Council of Delegates. The Council of Delegates may reduce or waive dues for particular member organizations.

## Article XI. Elections

### Section XI-1. Time

CAPITAL shall hold a biennial election of officers. The third Saturday in November of each even numbered year from 2000 on shall be the election day. In the event of vacancy of an elected officer position, the Executive Committee may fill the vacancy or may call a special election to fill the vacancy.

### Section XI-2. Nomination and Election Committee

The Executive Committee shall select a chair and members of the Nomination and Election Committee. The Nomination and Election Committee shall meet upon call of its chair by September 25th. The Nomination and Election Committee shall nominate one or more eligible individuals for each elective officer position to be filled at the biennial election; it shall make its nominations with an eye toward promoting ethnic, gender and organizational diversity in CAPITAL's leadership. The Nomination and Election Committee shall secure prior consent and a candidate's statement from each nominee. Not later than October 15th, it shall mail the list of its nominees, with candidate's statements and an invitation to submit additional nominations, to all Regular Members of CAPITAL.

#### Section XI-3. Additional Nominations

Additional nominations for any office to be filled at the annual election may be made by filing with the Nomination and Election Committee at any time on or before October 25th a written nomination signed by at least five (5) delegates on the Council of Delegates and accompanied by written consent and a candidate's statement from the nominee.

#### Section XI-4. Ballots

Not later than October 30th, the Nomination and Election Committee shall mail a ballot to each officer or Regular Member entitled to vote. Ballots shall contain the names of the candidates for each office, candidate's statements, a blank "write in" space after each office, and instructions for turning in the ballot. The Nomination and Election Committee may assemble biographical information about the candidates to accompany the ballots.

#### Section XI-5. Voting

Each organization that is a Regular Member of CAPITAL shall be entitled to vote for a candidate named on the ballot, or for any other individual member in good standing of at least one Regular Member of CAPITAL, for each office to be filled at the election, by writing the individual's name in the proper "write in" space on the ballot. Ballots must be received by the Nomination and Election Committee in accordance with the instructions written on or furnished with the ballot, not later than 12:00 o'clock noon on the election day, and at that time the voting shall cease and the polls shall close. Immediately upon the close of the balloting, the Nomination and Election Committee shall count the votes and report the results to the Chair of CAPITAL in writing.

#### Section XI-6. Votes to Elect

If there are two candidates for an office, the candidate receiving a majority of the votes cast shall be elected. If there are more than two candidates for an office, the candidate receiving a plurality of more than thirty-three (33) percent of the votes cast shall be declared elected. In the event of a tie, or where no candidate receives the necessary plurality, a run-off election between the tied candidates or the two candidates receiving the most votes shall be held on or before the first Saturday in December according to the procedures in Section 5.

#### Article XII. Adoption; Amendments

By-laws may be adopted, or these By-laws may be amended or repealed, by a two-thirds vote of those present and voting at a regular meeting of the Council of Delegates after 30 days' written notice of a proposal for amendment, or by a two-thirds vote by written ballot after 14 days' written notice of the proposed amendment. At a Council of Delegates meeting, a particular By-law may be suspended, for the purpose of a single action, by a three-quarters vote of those present and voting.