

BY-LAWS
OF



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**HMONG CULTURAL CENTER
MISSION STATEMENT, GOALS AND BYLAWS**

Mission Statement

The mission of Hmong Cultural Center Inc. (HCC) is to enhance the personal development of children, youth, and adults through Hmong Cultural education while providing resources that contribute to cross-cultural understanding between Hmong and non-Hmong people.

LONG-TERM GOALS:

- 1-) To teach traditional Hmong culture and knowledge;
- 2-) To expand community awareness and understanding of Hmong people and their culture;
- 3-) To provide Hmong people with community resources necessary for their success in a multi-cultural society;
- 4-) To assist Hmong and non-Hmong people in creating opportunities that promote Hmong traditional medicine, religion, language, art, and music;
- 5-) To provide community gatherings that strengthen family and clan unity within the Hmong community;
- 6-) To provide community between Hmong children and elders for the purpose of reaffirming self-esteem and mutual respect.

THE HMONG CULTURAL CENTER INC.
BY LAWS

ARTICLE I: NAME

The organization is called the Hmong Cultural Center Inc.

ARTICLE II: OFFICE

The principal office of the Hmong Cultural Center Inc. shall be located in the state of Minnesota as indicated by the Board of Directors. The Board of Directors may designate other offices as necessary.

ARTICLE III: PURPOSES

The Hmong Cultural Center is hereby established for the purpose of promoting and preserving Hmong cultural heritage and teaching about the Hmong people and their culture. Educational activities include: Hmong cultural education, moral philosophy, traditions, and values. The Hmong Cultural Center Inc. also serves as a cultural and educational institution for anyone who is interested in doing academic research on the Hmong history, traditional medicine, religion, language, art, and music.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. In accordance with Minnesota State Statute 317A.201 which regulates non-profits in the State, the Hmong Cultural Center's Board of Directors shall have sole final management authority over the governance, financial and property affairs of the Hmong Cultural Center Inc. The Hmong Cultural Center's Board of Directors shall have nine (9) members.

Section 2. The general duties of the Board of Directors include:

[A] Recruit and hire the Executive Director. The board regularly reviews and evaluates the Executive Director's job performance on the basis of a specific job description, leadership, policy implementation, and program planning and general job management. The length of service of the Executive Director is at will, and the Board of Directors has the authority to dismiss the Executive Director anytime for any reason.

[B] Govern the HCC in accordance with the By-Laws and policies formulated by the Board of Directors.

[C] Assist Hmong Cultural Center Inc. in acquiring sufficient resources to finance and operate the organization's programs.

[D] Approve each fiscal year's budget and assuring that an annual financial audit is completed.

[E] Accept responsibility to oversee Hmong Cultural Center Inc.'s strategies and policy matters. The board may at times consult with cultural experts (i.e. cultural specialists in Hmong cultural ceremonies and music) if the situation warrants.

[F] In addition to the power conferred upon them by the By-Laws, the Board of Directors shall have the power to take all lawful actions necessary, and to expediently fulfill the organization's mission.

Section 3. Members of the Board of Directors may serve up to *five* 2-year terms. They may resign at the end of their term, or in writing at anytime, with notice to the Chair of the Board of Directors. New members of the Board of Directors are nominated by the Board Chair and must be elected by a 2/3 vote of the Board of Directors.

Section 4. Members of the Boards can be subject to removal on the grounds that their continuance on the Board of Directors would be detrimental to Hmong Cultural Center Inc. A removal requires a 2/3 vote by the Board of Directors.

Section 5. Special Committees chaired by members of the Board of Directors:

[A] The Board Chair may appoint special committees when deemed necessary. These special committees shall exist until their objectives are accomplished

[B] Committee members can be either board members, staff or persons not formally affiliated with Hmong Cultural Center Inc. Each committee shall have two or more members.

Section 6. Advisory Council

The Board of Directors of the Hmong Cultural Center by resolution adopted by a majority of the entire Board, shall designate members of an Advisory Council. Such Advisory Council members shall consist of persons who are interested in the mission and programs of Hmong Cultural Center. The Advisory Council and each member thereof shall serve at the pleasure of the Board. The Advisory Council shall advise the Board as to any matters that may be of benefit to Hmong Cultural Center and its clients. These may include but are not limited to fundraising and marketing assistance, networking to the broader community and advice on Hmong culture and other matters pertaining to the center's programming and future directions. Advisory Council members may be asked to attend occasional meetings and/or provide advice and feedback via phone or written communication. The Advisory Council shall not have or purport to exercise any powers of the Board.

ARTICLE V: ELECTIONS AND OFFICERS

Section 1. The Board of Directors elects the officers of the organization.

Section 2. The officers consist of:

[A] One Chair who will set agendas, call meetings to order, preside over all meetings, appoint committees, and present the organization to outside groups.

[B] One Vice-Chair who will assist and advise the Chair on all matters related to HCC, and will fulfill the Chair's duties when the Chair is absent.

[C] One Treasurer, who shall keep financial records, analyze financial needs of the organization, prepare adequate minutes of a budget, and coordinate fundraising.

[D] One secretary, who shall inform members of upcoming meetings, take notes and prepare adequate minutes of each Board meeting.

[E] One Executive Director who is hired by the Chair and approved by the Board of Directors.

Section 3. In the event that the office of the Chair becomes vacant, the line of the succession shall be as follows: Vice-Chair, Secretary, and Treasurer until the Board of Directors elects another chair.

Section 4: The length of term for an Executive Officer position is 2 years and the Chair will serve no more than 2 terms and no more than 4 years.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. The Executive Director as chief executive officer administering Hmong Cultural Center Inc. will conduct the business of the organization, as per the directives of the Board of Directors. The Executive Director will immediately report to the Board of Directors on the hiring or firing of employees. The Executive Director will hire or fire and supervise all employees following the guidelines established by the Board of Directors, and will act as a liaison between the Board and Staff.

Section 2. The Executive Director serves as a nonvoting officer of the Board of Directors, as provided for in Article V.

ARTICLE VII:

MEETINGS

Section 1. All nine members of the Board of Directors are required to attend the board meetings and special meetings called by the Board Chair. Members may be terminated if they are absent from Board meetings excessively without reasonable excuse. A quorum for all meetings is a majority of the Board of Directors then in office.

Section 2. The Board of Directors or a Board Committee must conduct all votes at a meeting or by telephone conference call. Voting by mail, email or individual telephone calls is permissible, upon prior notice and arrangements.

Section 3. Notices of all meetings of the Board of Directors shall be communicated by email or phone to each director no less than three (3) working days prior to the day of the meeting.

Section 4. A quorum of the Board of Directors at the meeting is required to make decisions.

Section 5. Proxy votes, by email or phone call, shall be allowed, granted prior notice was given and arrangements were made.

ARTICLE VIII:

FUNDING AUTHORITY

Section 1. Hmong Cultural Center Inc. will be supported by private individual donations, membership donations, contributions, and fundraising efforts, as well as donations from Business Corporations, foundations and government agencies.

Section 2. All checks must bear the signature of the Treasurer. Any major expenditure over \$2,000 must be authorized by the Board of Directors.

ARTICLE IX:

GENERAL REGULATIONS

Section 1. Every employee, officer, and member of the Board of Directors will agree by their participation in this organization to abide by the rules, regulations and decisions of the organization.

Section 2. No member or officer of the Hmong Cultural Center Inc. shall be liable to the organization or shall be subject to any legal action for performing within the scope of their duties, unless they voluntarily consent to liability in writing.

Section 3. The use of Hmong Cultural Center's materials or equipment by staff members shall be reserved for the purpose of this organization only. No other use of Hmong Cultural Center's materials or equipment shall be allowed unless approved by the Board of Directors or Executive Director. Any use of Hmong Cultural Center's materials or equipment by staff or officers for personal purposes are prohibited by this provision.

Section 4. General services of Hmong Cultural Center Inc. shall be provided on a non-political and non-partisan basis.

ARTICLE X :

EQUAL OPPORTUNITY POLICY

The Hmong Cultural Center Inc. organization is open to anyone regardless of gender, race, age, creed, social status, political affiliation, sexual preference, disability, religion, nation or ethnic origin. Also, the organization will not discriminate in the administration of its policies, programs, or activities.

ARTICLE XI:

EMBLEMS

As a cultural organization, the Hmong Cultural Center Inc. will claim the use of these symbols to represent the Hmong people.

[1] Qeej-- A wind instrument which is often used for religious rituals and social entertainment.

[2] Paj Ntaub-- Hmong embroidery showing the artistic side of Hmong culture.

[3] Lub Kaus-- an umbrella tied with a stripped cloth (siv ceeb) symbolizing eternal spiritual protection at weddings.

ARTICLE XII:

FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall begin on the first day of January and shall end on the 31st day of December each year.

Section 2. Financial policies

The Board will convey to the Executive Director the Financial Expressions and Limitations and will monitor the financial policies as to compliance. This includes defining the role of the Executive Director Board in the areas of loans, contracts, investment accounts, and other financial management.

Section 3. Conflicts of interest

The Hmong Cultural Center Inc. shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization, or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts of the Director's relation or interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the directors (without counting the vote of the interested Director, who will abstain from voting), at a meeting at which there is a quorum, without counting the interested Director to reach the quorum. Failure to comply with the provision of this section shall invalidate a contract or transaction to which the Hmong Cultural Center Inc is a party.

Section 4. Protection

A board member is protected from liability as long as the by-laws are followed.

Section 5. Solicitation

Hmong Cultural Center does not allow any outside solicitation on its premises.

ARTICLE XIII: DISPOSITION OF ASSETS

Section 1. In the event that the Hmong Cultural Center Inc. closes its doors, the Board of Directors must give all the assets to another Non-profit organization, which will be selected at that time.

Section 2. The Board of Directors may borrow money on behalf of the organization, and will be diligent in ensuring the organizational debt is paid back. However, the Board of Directors will not be individually and personally liable for the debt.

ARTICLE XIV: AMENDMENTS

In Accordance with Minnesota State Statutes, any amendment of this charter must be proposed in written form to the Board of Directors and must be approved by 2/3 of the Board members.

End of By-laws