



# The Commonwealth of Massachusetts Asian American Commission

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## **ASIAN AMERICAN COMMISSION BYLAWS**

[revised on January 9, 2019]

### **Preamble**

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The Commonwealth of Massachusetts Asian American Commission ("the Commission") is created by and exercises powers and responsibilities in accordance with the provisions of Massachusetts General Laws c. 3, §68 ("the Enabling Act"). These bylaws have been adopted for the purpose of regulating the affairs of the Commission and the conduct of its business pursuant to the Enabling Act.

### **ARTICLE 1 - NAME**

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The name of this Commission shall be the Commonwealth of Massachusetts Asian American Commission. For the purpose of this document all terms referring to the "Commission" shall mean the "Commonwealth of Massachusetts Asian American Commission".

### **ARTICLE II - PURPOSE**

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The Commission shall be a permanent commission on the status of citizens of Asian descent, established to serve as a resource to the commonwealth on issues affecting Asian-American communities. In furtherance of that responsibility, the commission shall:

- (1) promote research and be a clearinghouse and source of information on issues pertaining to Asian Americans in the commonwealth;
- (2) inform the public and leaders of business, education, human services, health care, state and local governments and the communications media of the unique cultural, social, ethnic, economic and educational issues affecting Asian Americans in the commonwealth;
- (3) foster unity among Asian-American communities and organizations in the commonwealth by promoting cooperation and sharing of information and encouraging collaboration and joint activities;
- (4) serve as a liaison between government and private interest groups with regard to matters of unique interest and concern to Asian Americans in the commonwealth;
- (5) identify opportunities to expand and improve commercial and cultural ties with Asian nations;
- (6) identify and recommend qualified Asian Americans for appointive positions at all levels of government, including boards and commissions, as the commission considers necessary and appropriate;
- (7) assess programs and practices in all state agencies as they affect Asian Americans, as the commission considers necessary and appropriate;

(8) advise executive and legislative bodies on the potential effect on Asian Americans of proposed legislation, as the commission considers necessary and appropriate; and

(9) generally undertake activities designed to enable the commonwealth to realize the full benefit of the skills, talents and cultural heritage of Asian Americans in the commonwealth.

### **ARTICLE III - REPORTING REQUIREMENTS**

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The Commission shall annually, on or before June 2, report the results of its findings and activities of the preceding year and its recommendations to the Governor and to the clerks of the Senate and House of Representatives.

### **ARTICLE IV - POWERS OF THE COMMISSION**

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The powers of the Commission shall include, but not be limited, to: (1) to use the voluntary and uncompensated services of private individuals, agencies and organizations that may from time to time be offered and needed, including provision of meeting places and refreshments; (2) to hold regular, public meetings and to hold fact-finding hearings and other public forums as it considers necessary; (3) to direct a staff to perform its duties; (4) to establish and maintain offices that it considers necessary, subject to appropriation; (5) to enact and change by-laws for its own governance that are not inconsistent with any general or special law; (6) to recommend policies and make recommendations to agencies and officers of the state and local subdivisions of government to effectuate the purposes and meet the responsibilities of the Commission; and (7) to pursue matters of interest regarding the Asian-American community on behalf of the Commonwealth of Massachusetts.

The commission may request from all state agencies whatever information and assistance the commission requires.

### **ARTICLE V - MEMBERS**

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#### **1. Members**

Notwithstanding section 68 of chapter 3 of the General Laws, the members of the Commission shall be appointed to the following terms:

(a) The Treasurer shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(b) The Governor shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(c) The Speaker of the House of Representatives shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(d) The President of the Senate shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(e) The State Secretary shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(f) The Attorney General shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

(g) The State Auditor shall appoint, on or before October 1, 2006, 1 member for a term of one year, 1 member for a term of two years, and one member for a term of 3 years.

Members of the Commission shall be drawn from citizens of the Commonwealth who have demonstrated a commitment to the Asian-American community.

## **2. Honorary Members**

Actively serving elected public officials of Asian American ancestry, may serve as honorary members of the Commission ("Honorary Commissioners") and shall do so at the discretion of the Commission. Honorary Commissioners shall have the same rights and privileges as established by the Commission; provided that, the Honorary Commissioners shall not be:

1. counted for purposes of establishing a quorum;
2. shall not have any voting rights;
3. and shall not attend executive sessions of the Commission.

## **3. Massachusetts General Laws**

Members shall be subject to the provisions of chapter 268A as they apply to special state employees.

## **4. Vacancies**

Vacancies in the membership of the Commission shall be filled by the original appointing authority for the balance of the unexpired term.

## **5. Appointments**

Appointments shall be made in consultation with Asian-American organizations in the commonwealth. Nominations for members shall be solicited by the appointing authorities between August 1 and September 16 of each year through an open application process using a uniform application that is widely distributed throughout the state. The members of the Commission shall meet with the appointing authorities before appointments are announced.

## **6. Reappointment of Commissioners and Term Limits**

No Commissioner shall serve more than two consecutive three-year terms, except if any Commissioner is appointed for an initial term of less than 3 years, then such Commissioner may serve the remainder of their initial term followed by up to two consecutive successive terms, but not to exceed a total term of service duration of 2 consecutive 3 year terms, or 6 years. Commissioners shall apply for reappointment via the application process detailed in Article V of the By-Laws. Commissioners who leave the Commission for any reason may be eligible for reappointment to the Commission after two years.

# **ARTICLE VI - FINANCES**

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## **1. Funding**

The Commission may accept and solicit funds, including any gifts, donations, grants, or bequests, or any federal funds for any of the purposes of this section.

## **2. Accounts**

These funds shall be deposited in a separate account with a financial institution of the Commission's choosing and be expended by the Commission in accordance with law.

## **3. Expenditure of Accounts**

The Commission shall establish procedures and rules for the distribution of funds from said accounts.

#### **4. Fiscal Year**

The Commission's fiscal year begins on July 1st and end on June 30th of each year.

### **ARTICLE VII—COMPENSATION AND LIABILITY**

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#### **1. Compensation**

The members of the Commission shall receive no compensation for their services, but shall be reimbursed for any usual and customary expenses incurred in the performance of their duties.

#### **2. Liability**

No person who is now or who later becomes a member of this Commission shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Commission shall look to the assets of this Commission for payment.

### **ARTICLE VIII - OFFICERS**

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#### **1. Officers**

The Commission shall elect from among its members a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary, and any other officers it deems necessary. Only members of the Commission shall be eligible for nomination and election as officers of the Commission. If an officer of this Commission shall, during his or her term of office, no longer be a member of the Commission, he or she shall automatically cease to be an officer of the Commission.

#### **2. Election of Officers**

Officers shall be elected annually, at the December meeting to begin service the following calendar year. The officers shall be elected by written ballot or method chosen by the members. If there is only one nominee for each, the ballot may be dispensed with and a voice vote may be taken. Should extenuating circumstances occur, the Commission may move the elections of officers to another day as a "Special Election."

#### **3. Officers Term of Office**

The elected officers shall serve for a term of one year. The elected officers shall not serve more than two successive terms in any particular office. However, under extenuating circumstances, the Commission's Chairperson may serve a third consecutive one-year term.

#### **4. Officer Vacancies**

A vacancy in the Chairperson's office shall be filled until the next annual election by the Vice-Chairperson. All other vacancies shall be filled by a majority vote of the members of the Commission. In the event that the Chairperson and the Vice-Chairperson are both unable to preside, a quorum of the Commission shall elect a temporary chair.

### **ARTICLE X - EXECUTIVE BOARD**

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#### **1. Composition**

The Executive Board shall consist of the elected officers of the Executive Committee and the Executive Director.

#### **2. Executive Board Quorum**

Between Commission meetings and whenever deemed necessary and immediate, the Executive Board shall act as the governing body on behalf of the full Commission. A majority of the Executive Board shall constitute a quorum. The decisions of the Executive Board shall be decided by majority vote of those members present. All business shall be presented to the full Commission for ratification at its next regularly scheduled meeting.

### **3. Meetings**

The Executive Board shall meet at the call of the Chairperson or of two members of the Executive Board for transaction of necessary business and act in emergencies reporting in writing all business transacted to the Commission.

“Emergencies” as stated above should be defined as business that may arise between meetings and which, by reason of action delayed until the regular meeting of the Commission, may cause the loss of an opportunity to promote the best interest of the Commission.

### **4. Powers of the Executive Board**

The Executive Board shall, subject to ratification of the Commission, decide such matters as may come before it between meetings. The Executive Board is empowered to approve expenditures to defray necessary expenses that are incurred between the regular meetings of the Commission. All such expenditures, if not exceeding \$500, can be approved solely by the Executive Board; otherwise, expenditures exceeding \$500 shall be subject to the approval of the Commissioners at the next meeting of the Commission. It shall also deal with all matters referred to it by the Commission.

A written record of all business transacted by the Executive Board shall be distributed to the Commissioners at the next Commission meeting.

## **ARTICLE XI - COMMITTEES**

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### **1. Organization**

The Commission may create such committees and shall not be limited to the number of committee it desires to create as it deems necessary to carry out the work of the Commission.

### **2. Committees**

The Commission in its discretion may deliberate on the affairs of the Board through Subcommittees and Advisory Committees of its members.

#### **A. Subcommittee**

The sub-committees shall include but not be limited to the following:

- a) Administration/Finance
- b) Economic Development
- c) Fundraising/Unity Dinner
- d) Health and Human Services
- e) Leadership Development/Young Leaders Symposium
- f) Public Relations
- g) Legislation

Committees shall regularly report on their activities to the Commission as a whole. All members of the Commission shall be entitled to attend the meeting of any committee. Each subcommittee shall establish its own rules of operation provided that they are not inconsistent with the laws, these by-laws, and direction and instruction set by the Commission.

The Chairperson and other members of the Subcommittees and Advisory Committees of the Commission shall be appointed by the Chairman after consultation with the Executive Director of the Commission and shall be ratified by a vote of the Commission. Such Committees may include, at the option of the Commission, members who are not members of the Commission. After consultation with the Committee chairpersons, the Executive Director shall determine the time and place of committee meetings.

## **B. Advisory Committees**

The Commission is empowered to appoint advisory committees, sub-committees, task forces, councils, or other appropriate bodies to study specialized areas of concern and report their findings to the Commission; disseminate information on issues relating to Asian Americans in the Commonwealth, develop and promote programs and services to Asian Americans and advocate for equality of Asian Americans. Each Advisory Commission shall establish its own rules of operation provided that they are not inconsistent with the laws, these by-laws, and direction and instruction set by the Commission.

Membership on such committees shall not be limited to the Commissioners. Special representatives other than Commission members may be appointed by the Chairman to serve on such bodies for the period of time designated by the Commission and would submit interim reports on their special assignments as the Commission requests.

## **ARTICLE XII - MEETINGS**

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### **1. Regular Meetings**

Regular meetings of the Commission shall be held at such times as the members of the Commission shall, from time to time, determine; provided that there shall be at least 4 regular meetings of the Commission each year.

### **2. Special Meetings**

Special Meetings of the Commission may be held at any time and at any place within the Commonwealth when called by the Chairperson (or the Vice Chairperson if the Chairperson is absent or incapacitated) for the purpose of transacting any business. Reasonable notice shall be given to each Member by the Executive Director, or Secretary, in the event of the failure or refusal of the Chairman to call a Meeting as provided below, by the Members calling the Meeting.

In any case, notice to a Member shall be deemed sufficient if sent by mail at least 72 hours or by telegram, telecopy or electronic mail at least 24 hours before the time fixed for the meeting, addressed to the Member at his or her usual or last known business or residence address, or if given to the Member in person, either by telephone or by handing the Member a written notice at least 24 hours before the Meeting. Notice of a Special Meeting shall include a general summary of the business expected to come before the Meeting.

Special Meetings may also occur without call or formal notice, provided all Members are present or those not present shall have waived notice thereof in a writing filed with the records of the Meeting either before or within five days after the meeting.

In the event of the failure or refusal of the Chairperson or the Vice Chairperson to call a Meeting within three business days after written request therefor by six Members of the Commission directed to the Chairman by mail or by telegram telecopy or electronic, a Meeting may be called by said six Members. A meeting called by said six members shall certify as to said request of the Chairman and of his failure or refusal to issue the meeting call.

### **3. Annual Meetings**

The Regular Meeting of the Commission scheduled to be held in the month of December in each year shall be the Annual Meeting of the Board of Trustees for all intents and purposes, including the election of a Chairperson, Vice-Chairperson, and Executive Committee of the Trust and such other officers and agents as may be elected or appointed for an annual term. If no Annual Meeting is

held, a Special Meeting may be held in lieu thereof, and any action taken at such Special Meeting shall have the same effect as if taken at the Annual Meeting.

**4. Public Notice**

Public notice of Meetings of Commission shall be given in accordance with M.G.L. C.30A, §11A 1/2. Except in emergencies, the Commission will file a notice with the Secretary of State and a copy thereof in the public office of the Executive Office for Administration and Finance at least 48 hours (including Saturdays but not Sundays and legal holidays) prior to the Meeting. The notice will include the date, time, and place of the Meeting.

**5. Conduct of Meetings**

All Meetings shall be open to the public and any person shall be permitted to attend any Meeting except as otherwise provided in accordance with M.G.L. C.30A, §11A 1/2.

**6. Transaction of Business**

At all Meetings of the Commission the following order of business shall be observed so far as is consistent with the purpose or purposes of the Meeting, unless waived by the affirmative vote of a majority of Commission members:

- (a) call to order
- (b) approval of the minutes
- (c) report of the Executive Director
- (d) Committee reports
- (e) old business
- (f) new business
- (g) adjournment

However, failure to observe the foregoing order of business shall not affect the validity of any action taken out of such order, unless a Member present at the Meeting shall object to departure therefrom.

**7. Quorum**

A one-third of the Commissioners currently holding office shall constitute a quorum for the transaction of Commission business.

**8. Attendance**

All Commissioners are expected to maintain regular attendance at meetings of the full Commission, and to participate fully and effectively in such committees as are necessary and appropriate to conduct the business of the Commission. The Secretary of the Commission shall retain an attendance record at each Commission meeting.

**9. Telecommunication attendance**

The majority of Commissioners holding office may allow Commission members to attend a meeting or executive session through the use of any in person telecommunication medium, including but not limited to telephone, Internet or wireless device. Meeting conducted in this matter shall constitute a meeting, attendance and quorum under the by-laws and all voting and other member privileges apply.

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**ARTICLE XIII - VOTING PRIVILEGES**

At any Commission meeting or committee meeting, each member of the Commission shall be entitled to one vote.

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**ARTICLE XIV - COMMISSION STAFFING**

## **1. Executive Director**

Notwithstanding any general or special law to the contrary, the Executive Director of the Asian American Commission, established by G.L. c.3, §67 shall initially be appointed by the State Treasurer for a term of three years.

For successive appointments of the Executive Director, the Commission shall appoint the Executive Director for a term of three years.

The Executive Director shall be responsible for the implementation of policies, recommendations, and for all aspects of the Commission's daily operations.

The Executive Director shall be entitled to compensation for services rendered on behalf of the Commission. Such compensation shall be approved by the Executive Board before it is paid and the amount of such compensation shall be based on information about compensation paid by similarly situated tax-exempt organizations, current compensation surveys compiled by independent firms or actual written offers from similarly situated organizations. The date and terms of any approved compensation arrangement shall be recorded in writing, including the decisions of each of the members of the Executive Board who voted on the compensation arrangement and the information and source of information on which the decision to approve the compensation arrangement was made. Any members of the Executive Board who vote to approve a compensation arrangement shall follow the conflict of interest policy of the Commission in effect at the time.

## **2. Staff**

The Commission staff shall consist of an Executive Director, employees and volunteers who assist the Commission in effecting its statutory duties.

## **ARTICLE XV - AMENDMENTS TO THE BYLAWS**

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These bylaws may be amended at any regular Commission meeting by a majority vote of the members of the Commission, provided that the proposed amendment has been submitted at the previous meeting.

## **ARTICLE XVI - POLICY ADOPTION AND AMENDMENTS**

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The Commission shall, as needed, adopt policies. Policies may be adopted, amended, or repealed by majority of all votes cast by the Commissioners present and voting, provided that the proposed material has been submitted at the previous meeting.

## **ARTICLE XVII - DISSOLUTION**

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In the event that the Commission is officially dissolved for any reason, any monies then remaining in the accounts of the Commission after any outstanding debts have been paid in full shall be distributed equally to the five largest organizations in the Commonwealth dedicated to the advancement of Asian Americans. Any monies so distributed shall be exclusively used for exempt purposes, including charitable, religious, educational and/or scientific purposes. If there is a state law governing the distribution of assets at the time of dissolution of the Commission, the provisions of such state law shall supersede any provisions of this Article.