

*Amended Bylaws*

# AMENDED BYLAWS

of

## Lao Global Heritage Alliance

APRIL 18, 2021



LAO GLOBAL  
HERITAGE ALLIANCE

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### PREAMBLE

**T**hese Bylaws of the *Lao Global Heritage Alliance (LGHA or the Organization)* define the roles, responsibilities, and membership of the LGHA. These Bylaws also define the respective roles and responsibilities of Directors, Officers, and several committees of the Organization, provide for the appointment of officers, and authorize other acts and functions to promote the responsible and efficient governance and operation of LGHA.

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## ARTICLE I

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### NAME, PURPOSES, ACTIVITIES, OWNERSHIP, MEMBERSHIP

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#### 1. NAME, PURPOSES, ACTIVITIES, OWNERSHIP, MEMBERSHIP

##### 1.1 NAME

The name of this Organization shall be the **Lao Global Heritage Alliance**, also known as **LGHA** or **LGH Alliance**, hereinafter referred to as "the **Organization**", and shall operate in a manner not inconsistent with the LGHA Bylaws. No person, group or Organization may use the name of the Organization, the seal or any symbol of the Organization without the prior written approval of the President of the Organization or the Director of the Organization, or his or her designee.

##### 1.2 PURPOSES

LGHA is organized exclusively for charitable, religious, and educational purposes. The vision is to “**ambitiously strive to preserve Lao traditional and customary practices, heritage, and promote Buddhism and inclusiveness.**” The mission and goals of this Organization shall be:

1. Promote Lao community cohesiveness, social and educational advancement.
2. Prevent and combat the corruption activities in non-profit 501(c)(3) charitable organization to include the Lao Buddhist Temples.
3. Encourage the transparency of financial management, organizational management, Board of Directors’ elections in non-profit 501(c)(3) charitable organization to include the Lao Buddhist Temples.
4. Provide assistance to the poor, needy, and affirm.

##### 1.3 ACTIVITIES

The Organization shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. No part of the earnings of the Organization shall inure to the benefit of any individual, except as permitted under Article One (Purposes of the Organization). The Organization shall not discriminate in any manner against any person on the basis of religion, race, creed, color, national origin or gender.

##### 1.4 OWNERSHIP

All property acquired by the Organization will be held, owned, and titled in the name of the Organization. The Organization’s real property will not be purchased, disposed of, or encumbered in any manner except as approved by a majority vote of a quorum of the voting disciples present and voting at a Voter's Assembly. The Organization will not issue any shares. All shares issued by the Organization are null and void.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be

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authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **1.5 MEMBERSHIP**

There will be four classes of membership: 1) Active; 2) Regular; 3) Honorary; and 4) Affiliate. The Board of Directors may revoke membership, for cause, provided the member is allowed a hearing with the Board in a regular meeting.

### **1.5.1 ACTIVE MEMBERS**

Active members may vote, hold elected or appointed positions, and must annually pay the full current dues amount.

### **1.5.2 REGULAR MEMBERS**

Regular members may not vote, hold elected or appointed positions. Regular Members carry no dues.

## **1.6 MEMBERSHIP DUES**

The annual membership dues shall be set by the LGHA Board of Directors, collectible for each calendar year by the Treasurer on or before the date of the preceding annual business meeting. Membership shall be revoked for failure to pay membership dues prior to March 1. Regular, Honorary, and Affiliate members shall not pay annual dues to the Organization.

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## **ARTICLE II**

### **GOVERNING BODY, OFFICERS & DIRECTORS**

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## **2. GOVERNING BODY, OFFICERS & DIRECTORS**

### **2.1 GOVERNNING BODY**

The Board of Directors shall be the governing body of the Organization.

### **2.2 BOARD OF DIRECTORS**

The Board is responsible for overall polity and direction of the Organization and delegate responsibility for day-to-day operations to the Organization's Executive Director and committees. The Board shall have up to twelve but no fewer than three members.

The Officers and three (3) non-Officer Directors elected by the membership of the Organization shall constitute the Board of Directors, which shall have authority to act for the Organization.

### **2.3 EXECUTIVE COMMITTEE**

The Executive Committee is a standing committee that generally meets on a regular basis. The Executive Committee consists of the Board of Directors, Officers and Chairperson from each of permanent committee. The Executive Committee fill the gaps in many areas that are difficult for the full board to address.

The roles and responsibilities of the Executive Committee are:

1. Acts on the behalf of the full board with the power and authority to act and make decisions on behalf of the full board. This power extends to speaking with donors, the media, and the general public.
2. Acts as a steering committee by providing direction for the board, steering them toward the most important issues, and helping to prioritize board meeting agendas.
3. Serves as an advisory capacity to the board.
4. Conduct research to assist in strategic planning as necessary on various issues, including governance issues.
5. Evaluate the Organization's progress towards strategic goals and initiatives.
6. Provides an oversight for the entire Organization to include overseeing board policies and ensuring good governance practices.
7. Establishing and sunsetting committee and task force by ensuring that all board members serve on at least one committee.
8. Ensuring that task forces and committees are necessary and productive.
9. Addressing high-level issues that are serious in nature by hearing the matter first and makes the decision about the next best steps.
10. Taking the lead on board member education and development to ensure effectiveness leadership in governance practices. Taking the lead on ensuring the board members learn

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about their responsibilities and the committee takes responsibility for following through with annual board self-evaluations.

## **2.4 OFFICERS**

The officers shall be President, Vice President, Secretary, and Treasurer. Each shall hold office for a one-year term or until a successor is elected and installed.

### **2.4.1 DUTIES OF OFFICERS**

Unless otherwise directed by resolution, or Bylaws, the duties of officers shall be governed by the latest edition of Roberts Rules of Order ([robertsrules.com](http://robertsrules.com)).

#### **2.4.2 DUTIES OF THE PRESIDENT**

1. The President shall serve as the Executive Officer or Executive Director of the Organization; preside at all Board of Directors, Executive Committee and General Membership meetings; and appoint all standing and all select committees unless otherwise directed by the motion creating the committee.
2. The President and the Secretary or any other Officer of the Organization authorized by the Board of Directors, shall sign any contract or other instrument, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board of Directors.
3. The President shall perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Board of Directors.

#### **2.4.3 DUTIES OF THE VICE PRESIDENT**

1. The Vice President shall serve as President in the absence of that official and shall become President in the event that official cannot continue as President for any reason.
2. The Vice President shall not be authorized to sign documents unless the Board of Directors specifically gives written authorization to do so.
3. The Vice President shall assist the President in the performance of the President's duties and shall have such other duties and authority as is granted from time to time by resolution of the Board of Directors.
4. The Vice President shall be responsible for scheduling the Annual Meeting and notifying the membership of that meeting. The Vice President may choose to work with an Annual Meeting Committee to develop the Annual Meeting program.

#### **2.4.4 DUTIES OF THE TREASURER**

1. The Treasurer shall collect the annual dues, receive other funds accruing to the Organization and shall disburse funds as directed by resolution or an order of the Board of Directors.



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2. The Treasurer shall prepare a statement for submission at the Annual Meeting showing receipts and disbursements.
3. The Treasurer shall prepare for approval of the Executive Committee and distribution to the membership, guidelines for the reimbursement of expenses. All expense payments will be approved by the Treasurer in accordance with these guidelines. Anticipated expenses shall be pre-approved by the Treasurer to ensure sufficient funds.
4. The Treasurer shall have charge and custody for or appoint the President to have charge and custody for receipts for money due and payable to the Organization from any source whatsoever and assure deposit of all moneys in the name of the Organization, in such bank or other financial institution as shall be selected by the Executive Committee and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.
5. The duties of the Treasurer shall be completed upon the submission of all financial accounts, funds and records pertaining to the office to the newly elected Treasurer. The new Treasurer may request a formal audit by the Audit Committee of the financial records of the Organization covering the fiscal year ending December 31.

#### **2.4.5 DUTIES OF THE SECRETARY**

1. The Secretary shall take, prepare, and keep records of all meetings of the general membership, Board of Directors and Executive Committee of the Organization, or shall be responsible for such action.
2. He/she shall be responsible for distributing minutes of general membership meetings to all Organization members.
3. The Secretary shall also see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the Organization records; keep a register of the name and address of each member; and tally election results.
4. The duties of the Secretary will include completing the processing and distribution of the official business conducted at the Annual Meeting (i.e., resolutions, motions, directives, etc.), and shall be completed before the incoming secretary assumes total responsibilities.

#### **2.5 DIRECTORS**

##### **2.5.1 GENERAL POWERS**

The Organization's business affairs shall be managed and controlled by the Board of Directors subject to Virginia State Law, the Organization's Articles of Incorporation and Bylaws. The Board shall perform all acts it deems necessary, expedient or advisable to carry out the Organization's purposes.

##### **2.5.2 NUMBER OF DIRECTORS**

The Board shall be composed of not less than Three (3) and not more than Eleven (11) individuals. All Directors shall be either Founding or Active members. In addition, the chair of the Board ("Chairman") shall serve as a voting Board member.

### **2.5.3 DIRECTOR TERMS**

Elected Directors shall serve 2-year terms (“regular terms”). A director shall not serve as a director for more than four (4) consecutive years. In order to set up staggered director terms, the initially elected Directors will have the following terms:

1. One (1) Director has a regular 2-year term and may serve a second regular term;
2. One (1) Director has a 4-year term and must wait at least one (1) year before serving a regular term.

### **2.5.4 CHAIRMAN**

The Chairman of the Board shall be the Abbot of the Wat (temple) who shall call all special meetings of the Board and shall preside at all meetings of the Board. The special meeting can be called by a majority of the Board Members.

### **2.5.5 NOMINATION AND ELECTION**

The Board shall make nominations. Nominees shall complete the Board of Directors Application. Directors shall be elected by a simple majority of the voting membership at the Annual Meeting.

### **2.5.6 RESIGNATION**

Any director may resign at any time by giving written notice to the Chairman of the Board.

### **2.5.7 REMOVAL**

Any director may be removed from the Board by a 60% affirmative vote of the Board at a Board Meeting or Special Board Meeting.

### **2.5.8 VACANCIES**

Board vacancies shall be filled by appointment with a 60% affirmative vote of the current Directors. The term of an appointed director shall continue until the next Annual Meeting.

### **2.5.9 ACTION BY UNANIMOUS WRITTEN AGREEMENT**

In the event the Directors unanimously agree in writing to any of the Organization action, the action shall be valid as though it had been authorized at a Board Meeting.

### **2.5.10 AUTHORITY TO AMEND BYLAWS**

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The Board may amend these bylaws, including altering of the number of the Directors. The Board shall not amend these bylaws if such amendment would alter the qualifications, classifications, or term of office of any current Board member.

#### **2.5.11 OFFICERS AND AGENTS**

1. **Authority to Select Officers.** The Board may appoint a Secretary, Treasurer, Executive Director, President and Vice President. All Officers shall be either a Founding or an Active member during their term of office. No Officer shall be a Board member at the same time. Although the Secretary and Treasurer are Board appointed; those Officers are *not* the voting members of the Board.
2. **Authority to Appoint Other Officers and Agents.** The Board may appoint other Chairpersons, Officers and Agents as the Board may deem necessary.
3. **Removal of Officers and Agents.** The Board may remove any Officer or Agent by a 60% affirmative vote whenever, in the Board's judgment, the Organization's interests will be served by such action.
4. **Staff.** The President shall appoint and supervise such staff as the Board may authorize.

#### **2.5.12 DELEGATION OF POWERS**

The Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director. However, no Officer or Director shall execute, acknowledge or verify an instrument in more than its own capacity. The Board may delegate powers and duties for any reason it deems sufficient.

#### **2.5.13 PRESUMPTION OF ASSENT**

A Director who is present at a Board Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director: records his/her dissent in the meeting's minutes, files his/her written dissent to such action with the meeting's secretary before the meeting adjourns or forwards his/her dissent by registered mail to the Secretary immediately after the meeting's adjournment. Such a right of dissent shall not apply to a Director who voted in favor of such action.

#### **2.5.14 COMPENSATION**

All Directors or Officers shall serve without compensation.

#### **2.5.15 GIFT AND TRANSFERS**

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or device for the general purpose, or for any special purpose, of the Organization. Furthermore, no gift or other transfer shall be made by this Organization to any person or entity other than a person or entity devoted to purpose and objectives, which are consonant with those of the Organization as, described in its Articles of incorporation and these Bylaws.

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## **ARTICLE III**

### **MEETINGS**

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### **3. MEETING**

#### **3.1 ANNUAL MEETING**

There shall be an annual business meeting of the Organization, held at a time and place selected by the Board of Directors, and upon thirty (30) days written or electronic notice to all members of record.

Attendance at annual meetings shall be limited to the following: (1) Active, Regular, Affiliate and Honorary members of the Organization; (2) Such persons engaged in work relevant to LGHA's mission and goals, or professionals as the Organization's members may invite; and (3) Such other persons as may be invited by the President with the approval of the Executive Committee.

The business meeting is that part of the Annual Meeting held to conduct the Organization's business.

#### **3.2 SPECIAL MEETINGS**

Special Meetings of the general membership, other than the annual business meeting, may be held at the call of the Executive Committee for purposes designated by the Board of Directors, at the call of the Board of Directors, or at the call of the President on the written request of ten (10) Active members.

Special Meetings shall be held at a time and place as determined by the Executive Committee. The Secretary shall notify the membership of any Special Meeting of the Organization at least fifteen (15) and preferably thirty (30) days prior to the meeting. Notice shall include an agenda of the meeting.

Conducting Special Meetings via e-mail, conference call or other telecommunications is acceptable when feasible and applicable.

#### **3.3 MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall meet at least three (3) times during the year, at the call of the Chairman of the Board or the President of the Organization. Conducting such meetings via telecommunications is acceptable when feasible and applicable.

#### **3.4 MEETING MINUTES**

The Secretary shall record and keep minutes of all Annual Meetings, Special Meetings, and Meetings of the Board of Directors and Executive Committee. The Secretary shall forward a

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copy of the minutes of the annual meeting to the membership within thirty (30) days after the meeting.

### **3.5 QUORUM**

One-fourth of the membership of Active Members shall constitute a quorum at any Organization Annual, Special or Business meeting. A quorum for meetings of the Board of Directors shall consist of a majority of the members of the board. Two-thirds of the Executive Committee shall constitute a quorum at any Executive Committee meeting. Two-thirds of the members of any standing or select committee shall constitute a quorum at that committee meeting.

### **3.6 VOTING**

Voting at Annual, Business and Special Meetings shall be limited to Active members of the Organization in good standing (paid-up dues) with one vote for each member. Any question or issue other than an amendment to the Bylaws shall be determined by a simple majority vote of the quorum present. The Board of Directors may elect to submit any question by mail or e-mail. Except for amendments to the Bylaws or policy statements, votes on such questions shall be returned within thirty (30) days of the submission of the question to the entire membership.

### **3.7 ORDER OF BUSINESS**

The order of this Organization's annual Business Meeting shall be:

Call to Order by Presiding Officer

- (1) Invocation
- (2) Reading and Disposal of Minutes of Previous Meeting
- (3) Reports of Officers and Committees
- (4) Unfinished Business
- (5) New Business
- (6) Program
- (7) Adjournment

### **3.8 GOVERNANCE**

Unless otherwise directed by resolution, or Bylaws, the conduct of meetings shall be governed by the latest edition of Roberts Rules of Order ([robertsrules.com](http://robertsrules.com)).

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## **ARTICLE IV**

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### **LIAISON WITH OTHER ORGANIZATIONS**

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#### **4. LIAISON WITH OTHER ORGANIZATIONS**

##### **4.1 DELEGATES TO LGHA**

The Organization shall send delegates to meetings of the officers and state chapter representatives of LGHA. The President shall designate delegates in a manner prescribed by LGHA policy. The President shall be, or shall appoint, the chair of the delegation.

##### **4.2 LIAISON WITH FEDERAL, STATE, AND LOCAL, AND OTHER ORGANIZATIONS**

If accepted as a member organization of the Federal, State, Local, and other Organizations, the Organization shall participate in planning and hosting the annual meeting and administrative conference. The President shall be, or shall appoint, the Organization representative to meetings of the LGHA Organization. The President shall designate a representative in a manner prescribed by the Federal, State, Local, or other Organization policy.

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## **ARTICLE V**

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### **NOMINATION AND ELECTION OF OFFICERS, VACANCIES**

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#### **5. NOMINATION AND ELECTION OF OFFICERS, VACANCIES**

##### **5.1 NOMINATION PROCEDURE FOR OFFICERS**

The President shall appoint a Nominating and Election Committee, to nominate candidates for the elected officers of the Organization. The Nominating and Election Committee shall select a slate of candidates, at least one for each office to be filled, after soliciting nominations from the membership.

The Nominating and Election Committee shall report a slate of candidates at least thirty (30) days prior to the annual business meeting to the Secretary. Persons nominated for election must be members of the Organization. The Committee shall certify that all nominations presented are valid, and that all nominees are willing to accept the office if elected.

Nominations shall be called for and accepted from the floor following the report of the Nominating and Election Committee. Following the close of nominations, the Committee shall certify that all nominations received from the floor are valid, and that all nominees are willing to accept the office if elected. A nominee may be placed on the ballot for only one office. If nominated for more than one office, the nominee will be allowed to select the office for which he/she will stand for election.

## **5.2 NOMINATION PROCEDURE FOR DIRECTORS**

Directors whose term is up shall meet with LGHA members prior to the annual business meeting to nominate at least one candidate for Director. The out-going Directors shall report nominations to the Nominating and Election Committee Chair, who shall report them to the Organization membership at the annual business meeting. Additional nominations will be called for from the floor and certified in the same manner as for Organization offices.

## **5.3 ELECTIONS**

Election of Officers and Directors shall be by vote of the entire membership (with voting rights) during the annual business meeting, unless an annual business meeting is not held. In the event that no annual business meeting of the Organization is held, then nomination and election of Officers and Directors may take place by the voting of ballots distributed by the Nominating and Election Committee via mail or e-mail.

The Committee in such instances shall present a slate of candidates, at least one for each elective Office or Director position, having solicited and received nominations from the Organization membership. Each member shall be privileged to cast one vote for each elective Office and Director position.

## **5.4 METHOD OF VOTING**

Voting shall be by voice, show of hands, or by written or electronic ballot. Election of Officers and Directors shall require a simple majority.

## **5.5 INSTALLATION**

Officers and newly elected Directors shall be installed in office at the close of the annual business meeting, or upon posted notice to the membership if elected by means of balloting conducted by mail or e-mail.

## **5.6 TERMS**

The term of office for all members of the Executive Committee shall commence upon installation and continue until replaced.

## **5.7 VACANCIES**

The Vice President shall serve in the absence or disability of the President. In the event of a vacancy in the office of President, the Vice President shall assume the duties of the President and the office of the Vice President shall be filled by appointment of the Executive Committee. Both shall hold their respective offices until the installation of officers at the next election.

Vacancies in any other Office or Director position shall be filled by appointment of the Executive Committee. Such appointees shall hold office until the next election, or in the case of Directors, until expiration of the current term of office. The appointed replacement shall be

eligible to run for a full term in that office or position at the time of the next regular election for it.

## **5.8 RE-ELECTION**

Directors may be re-elected to succeed themselves once, and the Secretary and Treasurer may be re-elected to succeed himself/herself twice. Members serving in these offices may be elected to an unlimited number of non-successive terms in the same office. A member may serve a maximum of two non-successive terms in the offices of President and Vice President, however.

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# **ARTICLE VI COMMITTEES**

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## **6. COMMITTEES**

LGHA follows a simple three-committee structure consisting of Internal Affairs Committees, External Affairs Committees, and Governance Committee.

### **6.1 PURPOSE OF COMMITTEES**

Committees and the nature and extent of their duties shall be such as the Board of Directors deems necessary to further the purpose of the Organization. The objectives, activities and organization of committees shall be defined by their individual charters.

### **6.2 TYPES OF COMMITTEES**

The following types of committees will be utilized by the Organization in conducting its affairs.

- (1) **Standing Committees.** The Board of Directors may establish Standing Committees to provide functions of a continuous or recurring nature. Otherwise, functions which may be delegated to Standing Committees are performed by the Board of Directors.

Standing Committees may include an Audit Committee, a Nominations and Election Committee, Membership Committee, and any other committees approved by the Board of Directors. Once established, Standing Committees are deemed permanent until abolished by the Board of Directors. Standing committees may have subcommittees when the topic makes such delegation appropriate.

- (2) **Select Committees.** The Board of Directors may establish Select Committees to consider topics on an ad hoc basis. The life of each committee shall continue until the specific assignments are completed. The topic area covered is usually not one covered by a standing committee.



### **6.3 INTERNAL AFFAIRS COMMITTEES**

Internal Affairs Committee deals with all internal and operational issues. The committee consists of the following:

1. Finance Committee. The President may appoint a Financial Committee subject to Board approval.
2. Legal Support Committee. The President may appoint a Legal Support Committee subject to Board approval.
3. Nominating and Election Committee. The President may appoint a Nominating and Election Committee subject to Board approval
4. Membership Committee. The President may appoint a Membership Committee subject to Board approval
5. Regional Expansion Committee. The President may appoint a Regional Expansion Committee subject to Board approval
6. Music, Literature & Art Committee. The President may appoint a Music, Literature & Art Committee subject to Board approval.
7. Religious & Cultural Affairs Committee. The President may appoint a Music, Literature & Art Committee subject to Board approval.

### **6.4 EXTERNAL AFFAIRS COMMITTEES**

External Affairs Committee deals with all external affairs issues. The committee consists of the following:

1. Audit Committee. The President may appoint an Audit Committee subject to Board approval.
2. Fundraising Committee. The President may appoint a Fundraising Committee subject to Board approval.
3. Marketing Committee. The President may appoint a Marketing Committee subject to Board approval.
4. Public Relation Committee. The President may appoint a Fundraising Committee subject to Board approval.

### **6.5 OTHER COMMITTEES**

Standing or ad hoc committees may be appointed by the President subject to Board approval. The Board may invest such committees with powers as the Board sees fit to do, subject to such conditions prescribed by the Board.

### **6.6 RECORDS KEEPING**

All committees shall keep detailed written records of their meetings and send copies of the records to the Organization's office or the secretary. Each committee shall report in writing to the Board through the President.

## **6.7 COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS**

Any committee that exercises any Board function shall include at least one (1) director, elected by a majority vote of the Directors fixed by these Bylaws.

## **6.8 LIMITATIONS OF COMMITTEE POWERS**

No committee may: (a) authorize payment of a dividend or any part of the Organization's income or profit to its Directors or Officers; (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Organization's assets; (c) elect, appoint or remove Directors or fill Board or committee vacancies; nor (d) adopt, amend or repeal the Articles, these Bylaws or any Board resolution.

## **6.9 COMMITTEE ESTABLISHMENT**

Each Standing and Select Committee shall be established or abolished by the Board of Directors. The membership can request new committees. Members requesting a new committee be created must submit to the President a petition outlining the proposed need and mission for the committee, and containing the signatures of at least four (4) members in good standing. The Board of Directors must vote on the proposal at its next regular meeting following submission of the petition.

## **6.10 COMMITTEE MEMBERSHIP AND LEADERSHIP**

The President shall appoint all committee chairs and members. Using forms prepared and distributed by the Secretary, Organization members will indicate each year the committees on which they have an interest in serving. The Secretary will supply a potential membership list for each committee, as compiled from this information, to the President.

The number of persons appointed to each committee, unless otherwise prescribed in these Bylaws, shall be at the discretion of the President. Every attempt will be made to attain geographic distribution.

All committee members shall be appointed for a one-year term, but may be re-appointed annually with no restrictions on number of terms served.

Committee chairs shall be appointed for a one-year term. Committee chairs can be reappointed to non-successive terms without limit or restriction, but can be re-appointed only once to a successive second term. Subcommittees and subcommittee chairs shall be appointed by the committee chairs as needed.

## **6.11 COMMITTEE CHARTERS**

Charters for Standing and Select Committees shall be developed by the Board of Directors. Each charter shall provide as a minimum: 1) the need for and mission of the committee; 2) the primary contacts and liaison; and 3) general goals. Committee chairs shall review charters annually to determine whether changes are needed.

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The President and/or Board of Directors shall provide specific charges to committees annually, consistent with committee charters.

**6.12 COMMITTEE ANNUAL PLANS OF WORK**

Each committee chair shall prepare an annual work plan including a budget for his/her committee. The annual work plans shall detail specific short-term objectives and planned activities to meet those objectives. Work plans are to be submitted to the President and approved by the Board of Directors.

**6.13 COMMITTEE REPORTS**

Each committee chair shall submit a written annual report on committee activities and accomplishments to the President for presentation at the annual meeting. Interim reports may be requested by the Board of Directors or Executive Committee.

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**ARTICLE VII**  
**FINANCIAL AFFAIRS**

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**7. FINANCIAL AFFAIRS**

**7.1 DEPOSITORIES**

The Treasurer shall deposit all funds of the Organization in a bank or banks designated by the Board of Directors as depositories for the funds of the Organization.

**7.2 WITHDRAWAL OF FUNDS**

The President and the Treasurer must approve the withdrawal of any funds from the Organization's account.

**7.3 PAYMENT OF EXPENSE ACCOUNTS**

The Board of Directors may refuse to pay any expense accounts by any person or committee until all required expense accounts are properly presented to and filed with the Treasurer and have been approved by the Board of Directors.

The Board of Directors may elect to delegate to the Executive Committee the task of approving disbursements according to Board guidelines.

**7.4 FISCAL YEAR**

The fiscal year of the Organization shall begin on January 1, and end on December 31.

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## **ARTICLE VIII**

### **CONFLICT OF INTEREST POLICY**

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#### **8. CONFLICT OF INTEREST POLICY**

##### **8.2 PURPOSE**

The purpose of the Conflict-of-Interest policy is to protect LGHA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **8.2 DEFINITION**

###### **8.2.1 INTEREST PERSON**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

###### **8.2.2 FINANCIAL INTEREST**

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
2. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
3. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

##### **8.3 PROCEDURES**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **8.3.1 DUTIES TO DISCLOSE**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **8.3.2 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **8.4.2 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **8.5 RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present,

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and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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## **ARTICLE IX**

### **POLICY STATEMENTS**

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#### **9. POLICY STATEMENTS**

##### **9.1 DEFINITION**

Policy statements are those motions or resolutions passed by the Organization that express the attitude and wishes of the Organization, legislation or other political activities.

Policy statements shall supplement the Bylaws and shall serve as Directives to the officers in conducting the affairs and expressing the official stand or opinion of the Organization.

##### **9.2 PROCEDURES**

Policy statements may be proposed at any time and submitted to the President in writing.

The President shall present each proposed policy statement to the Board of Directors. Upon receipt of the proposal, the affirmative vote of at least two-thirds of the Board of Directors, the policy statement shall be declared adopted, and the membership so notified.

For policy statements received within sixty (60) days prior to the Annual Meeting, the Board may elect to discuss the statements during the Annual Meeting, prior to distributing the ballot for adoption or rejection.

##### **9.3 POLICY STATEMENTS ORIGINATED BY THE BOARD OF DIRECTORS**

The Board of Directors shall annually review existing policy statements and may themselves develop and present new policy statements for consideration at the Annual Meeting. New and/or proposed policy statements will normally be in the form of resolutions and will be documented in the minutes.

##### **9.4 POLICY STATEMENT PRESENTERS**

Policy statements shall in no way bind an individual member when expressing the opinion of the Organization.

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**ARTICLE X**

**BYLAWS ADOPTION AND AMENDMENT**

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**10. BYLAWS ADOPTION AND AMENDMENT**

**10.1 ADOPTION OF BYLAWS**

The initial adoption of these Bylaws shall be by majority vote via e-mail on January 5, 2020. Proposed LGHA Bylaws will be presented electronically on January 18, 2020, with e-mail notice given to all current LGHA Active members.

Those who meet the requirements for Active Membership as defined in the Bylaws, and who pledge in good faith to join LGHA by January 25, 2020, will be eligible to cast a vote.

The ballot considering Bylaw's adoption will be prepared and distributed via e-mail by the Executive Committee.

**10.2 AMENDMENT OF BYLAWS**

Once adopted, the Bylaws of this Organization shall be amended by a two-thirds majority vote of members in attendance at the annual meeting when a quorum is present.

Alternatively, the Bylaws of this Organization shall be amended by a two-thirds majority vote of members submitting a ballot distributed by mail, e-mail or FAX.

This ballot shall include a copy of the proposed amendment and the portion of the Bylaws that are affected. Ballots must be mailed, e-mailed or faxed to all members at least thirty (30) days in advance of the close of balloting.

**10.3 NOTIFICATION OF MEMBERSHIP**

The Secretary shall notify the Active members of any proposed amendments of the Bylaws at least thirty (30) days prior to consideration for adoption. No amendments shall be adopted without such prior notification.

**10.4 EFFECTIVE DATE**

All amendments shall include an effective date.

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**ARTICLE XI**

**BOOKS AND RECORDS**

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The Organization shall keep correct and complete records account and shall also keep minutes of the proceedings of its Board of Directors and its committees, and shall keep at the office record giving the names and addresses of the Board of Directors. All books and records of the Organization may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

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## ARTICLE XII

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### INDEMNIFICATIONS OF DIRECTORS AND OFFICERS

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Each Director and Officer (and his/her heirs, executors and administrators) *shall* be indemnified by the Organization against reasonable costs and expenses incurred by him/her in connection with any claim, action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or Officer of the Organization, except in relation to any actions, suits or proceedings, in which he/she has been adjudged liable because of willful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his/her office.

In the absence of an adjudication which expressly absolves the Director or Officer of liability to the Organization for willful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his/her office, or in event of settlement, each Director and Officer (and his/her heirs, executors and administrators) *shall* be indemnified by the Organization against payments made, including reasonable cost and expenses, if two-thirds of those action, suit or proceeding have resolved that the Director or Officer has no liability by reason of willful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his/her office or if a majority of members of the Board of Directors of the Organization are involved in the controversy action, suitor proceeding, such exculpatory determination *shall* have been made a written opinion of independent counsel.

This article *shall* be construed as requiring that in the absence of an exculpatory adjudication, either: And exculpatory resolution *shall* be proposed for the vote of the aforesaid Director, or the question *shall* be submitted to an independent counsel for an opinion. Amounts paid in settlement *shall* not exceed costs, fees and expenses that would have reasonably been incurred if the action, suit or proceeding had been litigated to a conclusion. The foregoing right and indemnification *shall* not be exclusive of any other rights to which the Directors and Officers may be entitled according to law.

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## ARTICLE XIII

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### DISSOLUTION OF THE ORGANIZATION

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Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Organization 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.



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**CERTIFICATION**

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It is hereby certified that the above Amended Bylaws were duly adopted by Lao Global Heritage Alliance' s Board of Directors on 04/18/2021.

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*Director*

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*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*President*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*Secretary*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*