

**BYLAWS
OF
ASSOCIATION FOR PRESERVING HISTORICAL ACCURACY OF
FOREIGN INVASIONS IN CHINA (APHAFIC)**

Adopted June 3, 2002

ARTICLE I - ORGANIZATION.

Section 1.1 Name. The name of this organization is the Association for Preserving Historical Accuracy of Foreign Invasions in China (APHAFIC).

Section 1.2 Purpose. The general purposes set forth in the article of said *Association* are as follows:

- (1) To preserve the true history of the period of foreign invasions in China from the 19th century *through the end of* World War II.
- (2) To advocate the identification of Chinese art works looted by non-Chinese nationals during this period and the return of looted Chinese art works to their rightful owners.
- (3) To commemorate the victims of World War II in Asia by Japanese Imperial Army.
- (4) To promote, through educational and civil actions consistent with the laws of the United States, that the deplorable wars shall not occur again and that world peace shall be maintained.
- (5) To work toward the elimination of any act of inhumanity through promotion of the understanding of historical lessons.

Section 1.3 Organization. The *Association* shall be non-profit, non-sectarian and non-partisan. It shall not promote a specific doctrine of any political party, whether foreign or domestic. It shall develop programs to promote said purpose of APHAFIC, to coordinate activities and to establish a network with *other* member organizations *of GA* around the world.

ARTICLE II - MEMBERSHIP

Section 2.1 Member. Any interested individual, regardless of race, *ethnicity, nationality* or *gender*, who contributes a membership fee determined by the Board or more to APHAFIC and abide its Bylaws, shall be admitted as a Member.

ARTICLE III - BOARD OF DIRECTORS AND OFFICERS

Section 3.1 Function and authority. The policies of said *Association* shall be conducted by the Board of Directors (Board).

Section 3.2 Number and Qualification of Board

- (a) Major Contributors. Any Member, who has made a donation to APHAFIC in an amount determined by the Board, a contribution of 50 hours of service, or special services to be certified by the Board, shall be regarded as a major contributor.

- (b) Board of Directors (Board). The Board shall consist of at least 5, but not more than 15 *directors*. One person shall be *nominated* and elected among the Board members as the President to *represent the organization*. Other Board members shall be elected as Vice President, Secretary, or Treasurer. The remaining Board members shall be designated as Directors At Large.

The term of each Board member shall be three years, *and* may be re-nominated and re-elected *for a second term*.

Section 3.3 Officers. The officers of APHAFIC shall consist of the President, the Vice President, the Treasurer and the Secretary. The term of each officer shall be three years.

Section 3.4 Nomination and Election Procedure for Board Members

- (a) Board. All major contributors are qualified to nominate and *to be* nominated as Board Member. Initially all major contributors vote for the formation of the Board. The President shall solicit nominations of new members of the Board from the major contributors for election or re-election. The admission of a new Board Member shall be voted by the Board with a majority of votes. Nominations shall be sent to the President. The Board shall vote in the next Board meeting. All Board members shall be major contributors.
- (b) Officers. Besides the President, there *is* one Vice President (VP). The VP shall be nominated by the President. All Officers shall be elected by the Board by a majority of votes. Former officers may be re-nominated and re-elected *for a second term*. Each current Officer shall hold office for a term of three years or until his/her successor is elected at the meeting of the Board.

Section 3.5 Duties of Officers and Directors At Large.

The Officers shall have the duty to conduct the business of the *Association*. Each has the following duties:

- (a) President. The President shall execute the general and active management of the affairs of the *Association* under the directions of the Board.
- (b) Vice President. The VP shall be responsible for the specific assignment of that office *and shall act as President in the event of the latter's absence or inability to serve*.
- (c) Secretary. The Secretary shall have the custody of and maintain all the *Association* records except the financial records and shall perform duties customary of that office.
- (d) Treasurer. The Treasurer shall have the custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursement and render accounts thereof and whenever else required by the President, and shall perform his/her duties as may be prescribed by the President.
- (e) The Directors at Large, along with other Directors, shall vote on election of Officers and on important issues presented to the Board by the President.

Section 3.6 No compensation. All members of the Board and Officers shall serve the *Association* without compensation.

Section 3.7 Meeting of the Board. Meeting of the Board shall be held *annually* or, when directed by the President, at the principal place of the business of the *Association* or at such other place as may be designated by the President.

Section 3.8 Rules of order. A Rules of Order, as contained in Robert's Rules of Order, Newly Revised, when not inconsistent with these Bylaws, shall govern the meeting of the Board.

Section 3.9 Notice of Meeting. The call for a meeting shall be issued by the Secretary or the President through e-mail, phone *or writing*.

Section 3.10 Voting. Each Board Member shall have one vote. The voting may be conducted by e-mail, proxy *or writing* unless a majority vote has been received during that meeting.

ARTICLE IV - COMMITTEES

Section 4.1 Various standing and ad-hoc committees may be established to carry out functions and activities approved by the Board.

Section 4.2 Each committee shall be headed by a chairperson nominated by the President and approved by the Board. Committee members will be appointed by the President and their terms, no longer than three years, will be determined by the President.

ARTICLE V - STAFF

The Officers may from time to time employ staff, as such person may deem advisable for the prompt and orderly transition of the business of the *Association* and shall define the duties of such person.

ARTICLE VI - FINANCE, BOOKS AND RECORDS

Section 6.1 Bank Account. The Board shall authorize the opening of general and/or special bank/mutual fund account at financial institutions.

Section 6.2 Financial Administration. The Board shall issue, and update a policy on financial administration as needed.

Section 6.3 Books and Records. This *Association* shall keep correct and complete books and records of the account and shall keep minutes of the proceedings of meetings of the Board and Executive Committee.

Section 6.4 Loans. No loans shall be contracted on behalf of the *Association* and no negotiable paper shall be issued in its name, unless authorized by the Board.

Section 6.5 Execution of Contracts and other Instruments. No officers, agents or employees shall have any power or authority to bind the *Association* by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount, except as so authorized by the Board.

Section 6.6 Annual Report. No later than six (6) months after the close of each fiscal year, the *Association* shall prepare an annual report that shall include a financial report.

ARTICLES VII - AMENDMENTS

Amendments. The Bylaws of the APHAFIC may be altered, amended or repealed in whole or in part through the general or special meetings of the Board *subject to the approval by a simple majority of the membership present at the meeting.*

ARTICLE VIII - NO CONFLICT

No Conflict. If, and any time, there is an inconsistency or conflict between this Bylaws and the provisions of the Code of California, as the same may be amended from time to time, the contrary provisions of the Code of California shall take precedent over and govern of the *Association*. Wherever these Bylaws do not cover a particular situation, the applicable provisions of the Code of California shall apply with the same force and effect and set forth herein.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of the APHAFIC, the assets of APHAFIC shall be donated to similar organizations or charitable institutions as determined by the Board.

(End)

We, the undersigned, officers of the Board of Directors of the Association, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set our hands this 21st day of September, 2002.

_____ Nancy C. H. Lo, Chair Claudia Ma, Secretary

_____ Jack H. Meng, Vice-Chair Lucia Yau,
Treasure