



**ARTICLES OF INCORPORATION
OF
VIETNAMESE AMERICAN COMMUNITY in IOWA (VACI)**

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**ARTICLE OF INCORPORATION
OF
VIETNAMESE AMERICAN COMMUNITY in IOWA**

(An Iowa Non-Profit Corporation)
(Hereinafter referred to as "Corporation")

ARTICLE I

NAME AND LOCATION OF THE CORPORATION

The name of the corporation shall be VIETNAMESE AMERICAN COMMUNITY in IOWA (VACI).
The corporation shall be headquartered in Des Moines, Iowa.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent is Cang Pham and the address of the initial registered office of the corporation is 1328 MLK Parkway, Des Moines, Iowa 50314.

ARTICLE III

PRINCIPAL OFFICE

The mailing address of the corporation is P.O. Box 41274, Des Moines, Iowa 50311, and will be identified in the Corporation's annual report filed with the Iowa Secretary of State.

ARTICLE IV

PERIOD OF DURATION

The corporation shall have perpetual duration.

ARTICLE V

PURPOSE OF CORPORATION

The corporation is organized exclusively for charitable, educational, and cultural purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and to promote and advance such purposes by any activity for the Vietnamese American in Iowa in which a nonprofit corporation organized under Iowa Non Profit Corporation Act may engage, exclusively, either directly or by engaging in activities that

support or benefit one or more supported organizations as permitted under section 509 (a) (3) of the code.

Without limiting the generality of the foregoing, the principal purpose of the Corporation shall be to engage in activities to promote and support of Vietnamese American in Iowa.

ARTICLE VI
PROPERTY OF INCORPORATION

All properties including but not limited to building, office supplies were purchased or donated to the Vietnamese American Community in Iowa belong to the incorporation. All transactions of properties of the incorporation should be documented.

ARTICLE VII
MEETINGS

Section 7.1 Annual Meeting.

The annual meeting including annual reports of all officers and committee directors shall be held each year. The meeting shall be at such place, time and date as the board of directors shall each year fix.

Section 7.2 Committee Meetings

- A. The committee directors and their deputies shall meet at the request of the President. Committee members will be notified of the meeting no less than one week prior to the scheduled date.

Section 7.3 Special Meetings.

- A. Special or emergency meetings may be called by the President or by request of fifty percent plus one members of the Board.
- B. The Secretary, upon receipt of the formal request from the required number of members of the Board, shall notify all members regarding a special meeting of the Board. Notice of all special meetings of the Board shall be given in the same manner as in the case of a regular meeting. The scope of the meeting will be limited to the stated emergency, unless a majority (fifty percent plus one) requests discussion and action of additional matters.

Section 7.4 Quorum

At any board or executive meeting, fifty percent plus one of the votes entitled to be cast on the matter by the Board constitutes a quorum of that voting group for action on that matter, unless the representation of a different number is required by law, and in that case, the representation of the number so required shall constitute a quorum.

Section 7.5 Organization of Meeting

- A. The President, or in his or her absence, the vice-president or a person designated by the holders of a majority of the votes present at the meeting, shall act as chairperson of such meeting.
- B. The chairperson of any meeting determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order.
- C. The Secretary of the Corporation shall act as secretary at all meetings, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.1 General Powers.

The Duty of the Board is to provide directions to the Executive Committee and to ensure that the Executive Committee performs its required functions.

Section 8.2 Number of Directors; Tenure

The Board shall consist of at least nine (9) and no more than fifteen (13) elected members and honorary members. It shall include representatives from different Vietnamese Community associations in Des Moines and surrounding area. The tenure of the Board of Directors shall be two (2) years. One person may hold the offices and perform the duties of any two or more of said officers.

ARTICLE IX
OFFICERS

Section 9.1 Executive Officers.

- A. All executive officers shall be members of the Board of Directors.
- B. The executive officers of the Corporation shall be a President, Vice-President of Internal Affairs, Vice-President of External Affairs, Secretary, Treasurer. The committee directors and their deputies and such other officers as may from time to time be appointed by the president of the incorporation. One person may hold the offices and perform the duties of any two or more of said officers.

Section 9.2 Election of Officers

- A. Nominations for office of presidency shall be made by the Nomination Committee or self-nomination.

- B. The President shall be elected by a fifty percent plus one approval at the annual meeting held in the Month of February of the election year. The vote can be by oral or by written ballot.
- C. Anyone at the meeting is eligible to vote.
- D. New elected president has 30 days from the day of the election to select his/her officers. Officers will begin their terms in office in March of the year following the election.

Section 9.3 Tenure of Office

All officers of the corporation shall serve two (2) consecutive years. Incumbent officers shall be eligible for re-election.

Section 9.4 Resignation and Removal

An officer may resign at any time by delivering notice to the Executive Committee or the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

If any officer fails to serve his or her duties in a manner that will uphold the standards set by the corporation, or fails to perform the duties required by the position, he or she shall be removed from office by a two-thirds (2/3) vote of the members of the Board. This includes the following activities:

- a) Willful or habitable neglecting of duties.
- b) Any personal disability preventing proper discharge of duties.
- c) Willful misconduct or maladministration of duties.

Section 9.5 Vacancies

- A. A vacancy shall occur by resignation, dismissal, incapacity, or death of the person who is an officer or director.
- B. A vacancy shall be filled within thirty (30) days. If said person shall be willing to assume the vacant office, the President shall then officially designate the person to assume the duties of the office for the remainder of the term. If no such person exists, the President shall appoint another person to assume the duties for the remainder of the term.

Section 9.6 Powers and Duties of the President.

The President represents and promotes the Vietnamese American Community in Des Moines and surrounding areas. The president shall preside at all meetings. It shall be his or her duty to draw up the agenda for each meeting. The President shall create special and standing committees as the needs arise, and appoint the chairperson and members. The President shall submit the annual report that includes activities and finance in writing to the board. The President shall also

perform all such other duties as from time to time may be assigned by the Board of Directors.

Section 9.7 Powers and Duties of the Vice-Presidents.

The Vice-Presidents shall assist the President to perform his or her duties. The Internal-Affairs Vice-President will perform the duties of President in the event of absence, death, disability, dismissal, or resignation.

Section 9.8 Powers and Duties of the Secretary.

The duties of the Secretary shall be to maintain an accurate record of the proceedings of all meetings and elections of the corporation, all official communications, and other relevant historical documents and reports. The Secretary may appoint a member as the Assistant to the Secretary to assist in any and all duties.

Section 9.9 Powers and Duties of the Treasurer.

The treasurer shall:

- A. have custody of and be responsible for all monies and securities of the Corporation, shall keep full and accurate records and accounts in books belonging to the Corporation, showing the transactions of the Corporation, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers;
- B. deposit in the name of the Corporation in such depository or depositories as is approved by the Executive Committee;
- C. render an account of the financial condition of the Corporation annually, or by the request of the Executive Committee; and
- D. in general, performs such duties as may from time to time be assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE X

MEMBERSHIP

All Vietnamese American or Vietnamese descents are eligible to be member of the Vietnamese American Community in Iowa.

ARTICLE XI

STRUCTURE AND FINANCES

Section 10.1 Structure

The Vietnamese American Community in Iowa shall be a non-partisan, non-sectarian and non-profit organization whose members have the sole right to govern through the elected officers, and participate in all activities.

Section 10.2 Finances

- A. The activities of the corporation shall be financed through dues, grants, fund raising activities, and voluntary donations.
- B. Expenditures of VACI over \$300.00 shall be authorized by a majority of the Executive Committee present at any called meeting.
- C. Checks in the amount less than \$300.00 drawn against the account are to be signed either by the Treasurer or President. The Secretary may sign if it is impractical to secure the signatures of the Treasurer or the President.

Section 10.3 Fiscal Year

The fiscal year of the Corporation shall be from the first day of March through the last day of February each year.

Section 10.4 Compensation

No director, officer, volunteer or member of the Corporation shall receive any compensation for their work.

ARTICLE XII
CONDUCT OF BUSINESS

Section 11.2 Application of Iowa Law

These Bylaws, and the application or interpretation hereof, shall be governed exclusively by its terms and by the laws of the State of Iowa.

Section 11.3 Entire Agreement

The Articles of Incorporation, these Bylaws, and all other exhibits and schedules hereto constitute the entire agreement among the shareholders hereto pertaining to the subject matters hereof and supersede all negotiations, preliminary agreements and all prior or contemporaneous discussions and understandings of the shareholders or any of them in connection with the subject matters hereof. All exhibits and schedules hereto are incorporated into this Agreement as if set forth in their entirety and constitute a part hereof.

ARTICLE XIII
NONLIABILITY

No director, officer, volunteer or member of the Corporation shall as such, be liable on its debts or obligations.

ARTICLE XIV
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the remaining assets of the Corporation to organizations in the Vietnamese community that qualify for tax exempt status under Section 501 (c) (3).

ARTICLE XV
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed at any regular or special meeting, by fifty percent plus one vote of those present, provided that notice of the proposed amendment shall be sent to all members not less than thirty (30) days prior to the meeting.

IN WITNESS WHEREOF, each member of the Board of Directors has entered into this Agreement as of the date first above written.

VIETNAMESE AMERICAN COMMUNITY in IOWA

INITIAL DIRECTORS

President: Cang Pham

Vice-President (Internal Affairs) Gieng Phuoc Ho

Vice-President (External-Affairs) Vinh Nguyen

Secretary Viet Hoang Nguyen

Treasurer _____

Ngoa Nguyen
President,
Vietnamese Buddhist Association

Doc Van Nguyen
President,
Vietnamese Catholic Association

Bao Cam Lo
President,
Vietnamese Lutheran Church

Nguyen Thien Nguyen
President,
South Vietnamese Veteran Incorporated
Association

Dated at Des Moines, Iowa this _____ day of July, 2006.