

ASIAN JADE SOCIETY INC.



CONSTITUTION & BYLAWS

Revised - October 2013

ARTICLE I – OFFICES

The principal office of the Corporation shall be in the City of New York; County of New York; State of New York. The corporation may also have offices at such other places within or without of the State as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSES

The organization was formed for the following purposes:

1. To support and aid other charitable organizations;
2. To provide assistance to the families of law enforcement professionals in times of great stress or financial need due to accident, illness, floods, natural disasters, unforeseen medical expenses, and other similar needs;
3. To support charitable organizations whose goal is to support and enhance the field of law enforcement;
4. To support and aid programs that enhance the law enforcement field;
5. To provide scholarships, or grants to worthy individuals seeking higher education to pursue careers in law enforcement.

The organization will limit distributions and use of its funds or assistance for those purposes which are exclusively, charitable, religious, public safety related, educational or literary in nature as described in IRC Section 501(c)3

ARTICLE III – MEMBERSHIP

SECTION 1 – CLASSES OF MEMBERSHIP AND RIGHTS

The Corporation shall have two classes of memberships known as Regular Membership and Associate Membership, and the Board of Directors may from time to time create other class or classes of membership as may be required. No member shall have any interest or property right in the assets of the Corporation and no member shall hold more than one membership in the Corporation.

SECTION 2 – QUALIFICATIONS

REGULAR MEMBERSHIP

Open to all duly sworn, full time members of local, state and federal law enforcement agencies serving in the geographical area known as the New York Metropolitan area, and to those individuals who retired from such agencies under honorable conditions.

ASSOCIATE MEMBERSHIP

Associate membership is reserved for all other applicants for membership in the Corporation who do not fulfill the requirements for regular membership. Members of this category shall have received nomination of a Regular Member and approval of the Board of Directors.

VOTING PRIVILEGES

Only those regular members of the corporation who have met the requirements for admission to the corporation in good standing for two consecutive calendar years will have the privilege to vote in matter dealing the corporation. Open enrollment of membership will be made during the months of January through October of the calendar year. Any membership dues collected during the moths of November or December will be credited for the next calendar year.

SECTION 3 – ADMISSION

Applications for membership, regular or associate shall be admitted upon recommendation of the Board of Directors and by a majority vote of the voting members at the next general membership meeting following the Board of Directors recommendation and after payment of the first annual dues or pro-rated on a quarterly basis.

SECTION 4 – MEMBERSHIP FILE

The Corporation shall keep a membership file containing the name and address of each member. Termination of the membership of any member shall be recorded in the membership files together with the date on which such membership is closed. It shall be the duty of the secretary to upkeep and maintain the membership file. Only members of the Board of Directors are authorized access to the membership information. No member of the Board of Directors or the Corporation shall use the personal information of members for any purpose other than official corporate business. No information such as home address, telephone number and personal data of members shall appear in any roster or list without the express consent of the Board of Directors. With the approval of the Board, a roster of members indicating their affiliation with their respective agencies, their office address, their office telephone numbers and other information of an innocuous nature may be published and disseminated.

SECTION 5 – CERTIFCATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation.

SECTION 6 – TRANFERABILITY OF MEMBERSHIP

Membership in the Corporation is nontransferable and not assignable.

SECTION 7 – TERMINATION OF MEMBERSHIP AND REINSTATEMENT

Membership Shall Terminate

1. On receipt by the Board of Directors of written or typed resignation of a member
2. On the death of a member
3. On the failure of a member to pay his annual dues in a timely manner and notification has been provided by the Corporation.
4. Any member, whose membership is terminated as provided in this section other than by death, may be readmitted to membership by meeting the provisions applicable herein to the admission of a new member.

SECTION 8 – SUSPENSION AND EXPULSION GROUND FOR SUSPENSION

Any member can be suspended or expelled from this Corporation for good cause provided he is given notice of the proceeding against him and an opportunity to be heard in his own defense, and only after such hearing before the Board of Directors or voting members present at the meeting at which a quorum, as herein after defined, is present and the matter heard and not otherwise. Each director or voting member present shall have one (1) vote on the question of suspension or expulsion.

INITIATION OF SUSPENSION

Proceeding under this section shall be initiated by resolution of the Board of Directors or on the failure of the Board to act, by petition signed by at least twenty percent of the voting members of the Corporation and this petition must be presented to the President or Secretary of the Corporation. On adoption of the resolution or receipt of the petition, as the case may be, the President or Secretary shall schedule the matter to be heard at the first regular or special meeting of the Board of Directors or members held not less than twenty (20) nor more than forty (40) days after the date of adoption of the resolution or receipt of the petition. The Secretary, or other person appointed by the President for the purpose, shall deliver, at least ten (10) days prior to the date of the hearing, a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject matter whether in person or by U.S. Mail addressed to him at this address as it appears on file with the Corporation. If quorum fails to attend such a special meeting, the matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the member shall be dismissed on the ground that failure to secure a quorum at either of the two meetings constitute a tacit vote on the Directors or members against imposition of discipline. Such dismissal of the matter shall be automatic and final, except that the alleged conduct giving rise to the proceeding may be considered in any subsequent proceeding under this Section base on future alleged misconduct by the member.

NOTICE OF MEETING

Notwithstanding any other provision of these Bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled must be given to all Directors or voting members as required by these Bylaws for special meetings of Directors or members.

HEARINGS

The hearing shall be informal and shall be presided over by the President of the Corporation who shall:

1. Read the charges against the subject member
2. Require that the charges be verified by the testimony of the person or persons making them
3. Hear any other witnesses against the subject member
4. Allow the subject to cross-examine each witness following the testimony of that witness
5. Allow the subject member to call witnesses on his own behalf
6. Allow the subject member to make a statement on his own behalf
7. Allow the Directors or members present, when and as recognized by the Chair and subject to control of the Chair, to question the witnesses after that have been question by the subject member.

DISCIPLINE

If a majority of the Directors or members present at the hearing vote to impose discipline but cannot agree on the nature or extent thereof, the discipline imposed shall be reprovod in a letter form, signed by the President of the Corporation. The original letter shall be filed with the minutes of the meeting at which the hearing was held and a copy thereof sent by Registered or Certified Mail, Return Receipt requested, which receipt shall be filed with the original letter, addressed to the members at his address as it appears on the books of the Corporation. The vote imposing discipline or dismissing the matter shall in either event be final.

REINSTATEMENT

An expelled member shall not be eligible for reinstatement or readmission to the Corporation prior to expiration of one (1) year from the date of expulsion and after review by the Board.

GOOD CAUSE

"Good cause" as used herein requires that the member have failed and continues to fail to abide by the Articles of Incorporation or Bylaws of the Corporation or with the rules and regulations of the Board of Directors; or have committed or is in the course of committing some act prejudicial to the purposes of the Corporation.

TERMINATION OF RIGHTS

All rights of a member in the Corporation or in its property shall cease on his expulsion.

ARTICLE IV – MEETINGS

SECTION 1 – PLACE

Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2 – ANNUAL MEETING

The annual membership meeting of the Corporation shall be held on the second Tuesday of January each year except that if such day be a legal holiday then in that event the Directors shall fix a day not more than two weeks from the date fixed by these bylaws. The Secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership files of the Corporation a notice stating the time and place of the annual meeting.

SECTION 3 – GENERAL MEMBERSHIP MEETINGS

General membership meeting will be held on the second Tuesday of the months of January, March, May, July, September and November. A notice of the meetings will be sent to each member by the Secretary at the address as listed in the roll book of the Corporation. Such notice will state time and place of the general membership meeting. Such notices will be sent to the membership no later than two weeks before the scheduled meeting.

SECTION 4 – QUORUM

The presence at any membership meeting of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the bylaws and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

SECTION 5 – SPECIAL MEETINGS

Special meetings of the Corporation may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notices shall state the date, time, place and purpose of the meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meetings.

SECTION 6 – FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members of any adjournment thereof, or to express consent to or dissent from any proposal or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

SECTION 7 – ACTION BY MEMBERS WITH A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

SECTION 8 – ORDER OF BUSINESS

1. Roll call
2. Reading of the minutes of preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

SECTION 9 – MEMBERSHIP DUES

A fee may be charged for making application for membership in the Corporation. The annual dues payable to the Corporation by members shall be in such amount and shall be payable at such time as may be determined from time to time by resolution of the Board of Directors. Memberships shall not be assessable.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1

The Board of Directors shall meet the first Tuesday of each month.

SECTION 2

- (a) The Board of Directors shall be composed of the President, First and Second Vice Presidents, Secretary, Treasurer, Recording Secretary, Correspondence Secretary, Financial Secretary, Sergeant at Arms, Past Presidents, and others as directed by the Board.
- (b) Any member nominated for a position on the Board of Directors shall have completed three consecutive years in good standing as a qualified Regular Member.
- (c) The positions of President, First Vice President or Second Vice President shall come from any other member of the Board in good standing for one full term.
- (d) Additionally, the members of the Board will have required active participation in the events sponsored by the Society. Attendance and participation will be required at more than one-third (1/3) of the following events: Any of the Board Meetings, General Membership Meetings, Dinner Dance, Children's Christmas Party or Summer Picnic.
- (e) The Past Presidents shall serve as permanent members of the Board.

SECTION 3 – DUTIES AND RESPONSIBILITIES

The Board of Directors shall manage the Corporation. This shall be by deciding overall policy with the approval of the membership. Each Director shall also serve as a Borough Trustee responsible to the members of the borough to which he/she is responsible for. Each Director shall immediately name an alternate from the borough to which he/she is a trustee.

SECTION 4 – QUORUM

A quorum of the Board of Directors shall be formed with presence of two of the three Presidents (President, First Vice President, Second Vice President), two of the four Secretaries (regular, financial, recording or corresponding) and requires more than one-half (1/2) of the voting members.

- All elected Board Members shall always have one vote at any quorum.
- Past Presidents shall have one vote collectively.
- Any person having dual roles shall only be permitted to cast one vote.

QUORUMS

- (a) No member shall speak for more than five (5) minutes upon being recognized, on any one item of business, provided, however, such limitation of debate has been waived by the presiding officer, at his sole discretion for additional time, not to exceed (5) minutes.
- (b) Any Member desiring to be recognized shall first rise, and be recognized, state his name and assignment, and then address himself/herself to the presiding officer.
- (c) Every proposition or motion shall be reduced to writing, if required by the presiding officer.

SECTION 5

The Board of Directors meeting will be chaired by the Chairman of the Board. President as the Chairperson of the Board, in the event that the President is unavailable the First Vice President or Second Vice President shall run the quorum

SECTION 6

Voting by the Board of Directors shall be by open vote only and recorded as such. Results of the voting shall be presented at the next general membership meeting and published in the next newsletter. In any quorum the Chairperson shall have the opportunity to postpone a general vote. In that event the matter shall be immediately adjourned until the next meeting at which time the item will be debated/decided.

SECTION 7 – INCREASE OR DECREASE IN NUMBER OF TRUSTEES

The number of Trustees may be increased or decreased by vote of the members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

SECTION 8 – NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause will be filled from the group of alternate Trustees named during the January meeting by a majority vote by the members of the Board.

SECTION 9 – ORDER OF BUSINESS

The order of business shall be the same as at general meetings.

SECTION 10 – LINE OF SUCCESSION IN THE EVENT OF VACANCIES

SUCCESSION AND VACANCIES

- (a) In the event the President dies, suffers such disability that he can not perform his duties as determined by the Executive Board and the Board of Trustees sitting jointly to make such determination, or reigns, or is removed from office, the First Vice President shall become the President for the balance of the unexpired term.
- (b) In the event that the First Vice President dies, suffers such disability that he can not perform his duties as determined by the Executive Board and the Board of Trustees sitting jointly to make such determination, or reigns, or is removed from office, the Second Vice President shall become the President for the balance of the unexpired term.
- (c) In the event that the Second Vice President dies, suffers such disability that he can not perform his duties as determined by the Executive Board and the Board of Trustees sitting jointly to make such determination, or reigns, or is removed from office, a Board the vacancy shall be filled by appointment by the President, from the Executive Board, subject to confirmation by a majority of the Executive Board of the Association.

REMOVAL OF AN OFFICER

An officer may be removed from office by Full Executive Board of the Society, sitting jointly, after a two-thirds (2/3) vote, for serious misconduct which is detrimental to the best interests of the Association, as defined by one-half (1/2) of the Executive Board. The vote

will be conducted with all Board Members receiving one vote and the retired Presidents shall collectively cast a single vote.

SECTION 11 – ROBERTS RULES OF PROCEDURE (as revised).

All questions of order not provided for herein shall be decided in accordance with “Roberts Rules of Parliamentary Procedure” (as revised)

ARTICLE VI – OFFICERS AND DUTIES

SECTION 1

- All officers shall be members of the Board of Directors.

SECTION 2 – PRESIDENT’S RESPONSIBILITIES

- Acts as Chief Spokesman for the Corporation.
- Implement the policies as set forth by the Board of Directors.
- Represent the Corporation in dealing with persons or group from without the Corporation.
- Oversee the operations of the permanent committees.
- Report to the Board any and all actions taken to implement the policies set forth by the Board.
- Maintain position as President for a limit of two terms.

SECTION 3 – FIRST VICE PRESIDENT AND SECOND VICE PRESIDENT

- Shall take over the duties of the President in his absence, inability or as directed by the Board.
- Oversee the operations of special committees.

SECTION 4 – TREASURER

- Shall oversee all financial dealings of the Corporation.
- Be a co-signer of all instruments uttered by the Corporation.
- Prepare a financial report for presentation at each Board of Directors and General Membership meetings.
- Have prepared and published an annual financial report for the membership.

SECTION 5 – SECRETARY

- Shall keep and maintain a list off all members, active and inactive, of the Corporation.
- Send notices to members of all business dealing with the corporation.
- Issue membership certificates to paid up members.
- Oversee all records, other than financial, of the Corporation.
- Assume duties as directed by the Board.
- Oversee preparation of newsletter.

SECTION 6 – RECORDING SECRETARY

- Shall record all the minutes of meetings of the Corporation.
- Maintain such records.
- Assume those other duties as directed by the Board.

SECTION 7 – CORRESPONDING SECRETARY

- Shall maintain a record of all incoming and outgoing correspondence of the corporation
- Prepare newsletter
- Maintain mailing list
- Assume other duties as directed by the board

SECTION 8 – FINANCIAL SECRETARY SHALL

- Shall maintain all financial records of the Corporation.
- Perform those additional duties as directed by the Board.
- Collect and disburse all obligations of the corporation.

SECTION 9 – SERGEANT AT ARMS

- Shall maintain a positioned by the entrance of the meeting places to permit entry to:
 - (a) all members in good standing; and
 - (b) guests invited with permission of the President of the Association.
- The Sergeant at Arms will also list the names of all persons in attendance at such meetings and deliver such list to the Secretary, who shall append the list to the minutes of the meeting.

ARTICLE VII – COMMITTEES

SECTION 1 – PERMANANT COMMITTEE

1. Membership
2. Entertainment
3. Scholarship
4. Community Relations

SECTION 2 - SPECIAL COMMITTEE

The Board can, by a vote, create a Special Committee. The Special Committee shall have a term of one (1) year and require a vote by the Board to extend its term, prior to expiration.

SECTION 3

Chairperson of Permanent Committees are members of the Board of Directors with the same rights and privileges as other Board members when dealing with matters concerning his/her Permanent Committee. All Permanent Committee Chairpersons serve at the direction of the Board.

SECTION 4

Chairpersons of Special Committees shall be members of the Board, but shall have no voting rights on the Board. All Special Committee Chairpersons serve at the direction of the Board.

ARTICLE VIII – SELECTION OF OFFICERS

- The selection of Officers shall take place every two (2) years.
- The term shall commence on January 1st of the following year after the election.
- Nominations shall be held no later than the 3rd week of September of the election year.
- The election committee will receive the nominations and determine the eligibility of the nominee to the position of President, First Vice President and Second Vice President.
- The nomination to this position shall be extended only to those members in good standing and have filled an active position on the Executive Board for one full term.
- The Secretary shall cause to be delivered to every regular member in good standing at his address as it appears in the membership files of the corporation a numbered ballot stating the nominees and positions to be filled. These ballots are instructed to be returned via U.S. Mail within thirty (30) days.