

BYLAWS
OF
American-Vietnamese War Memorial Alliance

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CONTENTS

ARTICLE 1. OFFICES	1
ARTICLE 2. MEMBERSHIP	1
2.1 No Members	1
2.2 Membership.....	1
ARTICLE 3. BOARD OF DIRECTORS	1
3.1 General Powers.....	1
3.2 Number	1
3.3 Qualifications	1
3.4 Election of Directors	2
3.4.1 Initial Directors	2
3.4.2 Additional and Successor Directors	2
3.4.3 Alternate Directors	2
3.5 Term of Office.....	2
3.6 Annual Meeting.....	2
3.7 Regular Meetings	2
3.8 Special Meetings	3
3.9 Meetings by Telephone	3
3.10 Place of Meetings	3
3.11 Notice of Special Meetings	3
3.11.1 In Writing	3
3.11.2 Personal Communication	3
3.11.3 Electronic Transmission.....	3
3.11.4 Posting Electronic Notice.....	4
3.12 Waiver of Notice	4
3.12.1 Record	4

3.12.2	By Attendance	4
3.13	Quorum.....	4
3.14	Manner of Acting	4
3.15	Presumption of Assent.....	4
3.16	Action by Board without a Meeting	5
3.17	Resignation	5
3.18	Removal.....	5
3.19	Vacancies.....	5
3.20	Board Committees	5
3.20.1	Standing or Temporary Committees	5
3.20.2	Quorum; Manner of Acting.....	6
3.20.3	Resignation.....	6
3.20.4	Removal of Committee Member.....	6
3.21	Compensation.....	6
ARTICLE 4.	OFFICERS.....	7
4.1	Number and Qualifications	7
4.2	Election and Term of Office.....	7
4.3	Resignation	7
4.4	Removal.....	7
4.5	Vacancies.....	7
4.6	Co-Presidents.....	8
4.7	Secretary	8
4.8	Treasurer.....	8
4.9	Compensation.....	8
ARTICLE 5.	VOLUNTEER MEMBERS.....	8
5.1	Professional Advisors.....	9

5.2 Organizational Liaisons Members.....	9
5.3 Committee Members	9
ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS	9
6.1 Compensation.....	9
6.2 Conflict of Interest.....	10
6.3 Review of Certain Transactions	10
ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS	10
7.1 Loans	10
7.2 Loans or Extensions of Credit to Officers and Directors	10
7.3 Checks, Drafts, Etc.....	10
7.4 Deposits	10
7.5 Books and Records.....	10
7.6 Corporate Seal	11
7.7 Accounting Year.....	11
7.8 Rules of Procedure	11
7.9 Authority for Actions	11
ARTICLE 8. AMENDMENTS	11

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ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 No Members

The corporation shall initially have no members.

2.2 Membership

Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members are established by these Bylaws as amended.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than eight or more than twelve Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be individuals committed to the ideals and goals of the corporation and individuals representing other organizations that support the ideals and goals of the corporation.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the annual meeting of the Board in 2015.

3.4.2 Additional and Successor Directors

When the Board increases the number of directors, the additional directors may be added at any meeting of the Board by a vote of two-thirds or more of the Directors then in office. When the Board replaces existing directors at the end of their term, successor Directors shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

3.4.3 Alternate Directors

For each Director elected by the Board, the Board may, with the consent of the Director, name an Alternate Director. With the consent of the Director, the Alternate Director may attend and act in place of the Director with all of the powers and responsibilities of the Director. If both the Director and Alternate attend Board a meeting, both shall have the rights of a Board member, provided that they shall have only one vote on matters coming before the Board. An Alternate Director's term of office shall be co-terminus with the Director they represent.

3.5 Term of Office

Unless a Director or Alternate Director dies, resigns or is removed, he or she shall hold office for four-year terms, except for the initial Directors and Directors named at the first annual meeting, whose terms shall be set to stagger the expiration of terms.

3.6 Annual Meeting

The annual meeting of the Board shall be held during the month of June on a date chosen by the Co-Presidents or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Co-Presidents or a majority of Directors. Meetings of a committee may be called by the chair or co-chairs of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

3.11.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.11.2 Personal Communication

Notice may be by personal communication with the Director not less than 10 days before the meeting.

3.11.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11.4 Posting Electronic Notice

Notice may be provided to Directors posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

3.12 Waiver of Notice

3.12.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the corporation 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 his or her dissent or abstention is entered in the minutes of the meeting, or unless such

Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be initiated by mutual agreement of the Co-Presidents and be taken without a meeting if consent in the form of a record clearly setting forth the action to be taken is approved by two-thirds of the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

One or more Directors may be removed from office, with or without cause, by the Board with the affirmative vote of two-thirds of the Directors fixed by or in the manner provided by these Bylaws.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least two Directors and volunteer members appointed by the Board. Such committees shall have and exercise the authority assigned by the Directors in carrying out the work of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law. No committee shall have the authority to: (a) amend,

alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors and Board-appointed volunteer members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Co-Presidents, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove any member of any committee elected or appointed by it.

3.21 Compensation

The Directors, Alternate Directors, and volunteer members shall receive no compensation for their service but may receive reimbursement for reasonable expenditures allowed by the Board and incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be Co-Presidents, one each representing the American and Vietnamese communities, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of Co-President and Secretary. All officers must be Directors of the corporation except the Secretary. If the Board selects a Secretary who is not a Director, the Secretary shall serve as an ex-officio, non-voting member of the Board, except that the Secretary may vote to break a tie vote of the Board.

4.2 Election and Term of Office

The officers of the corporation shall be elected for two-year terms by the Board at annual meetings of the Board beginning in 2016. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Co-Presidents, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least two-thirds of all Board members whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Co-Presidents

The Co-Presidents shall be the chief executive officers of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Co-Presidents shall alternate in presiding over meetings of the Board. The Co-Presidents may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Co-Presidents shall perform all duties incident to the office of Co-President and such other duties as are assigned by the Board from time to time.

4.7 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Co-Presidents or the Board.

4.8 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Co-Presidents or the Board.

4.9 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation. Reimbursement shall be requested in writing and approved by the Co-Presidents prior to payment.

ARTICLE 5. VOLUNTEER MEMBERS

The Board of Directors may appoint individuals to assist the Board and officers in carrying out the work of the corporation. In appointing volunteer members the Board

shall strive to maintain a balance of American and Vietnamese representation. Volunteer members may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, volunteer members shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern volunteer members. Volunteer members may be removed at any time, with or without cause, by the Board. The term of membership of volunteer members shall be determined by the Board. Volunteer members shall act only within the scope of their assigned responsibilities and shall report directly to and take direction from the Co-Presidents. Categories of volunteer members and the responsibilities of each category are as shown below.

5.1 Professional Advisors

The Board may name individuals to provide professional guidance and advice to the corporation. Professional advisors may include: legal advisor, financial advisor, architectural/engineering advisor, and other advisory positions created by resolution of the Board.

5.2 Organizational Liaisons Members

The Board may name individuals affiliated with other organizations as liaison members if the individual agrees to serve as a liaison with the other organization. The function of liaisons is to share the point of view of their organization and to serve as a communication link between organizations.

5.3 Committee Members

The Board may create committees and name individuals to serve on committees at the Board's discretion as provided in section 3.20 of these Bylaws. The committee may select a committee chair or co-chairs from among its members. The purpose of committees is to carry out specific functions or work of the corporation as determined in Board resolutions or action plans. Between meetings of the Board, committee chairs shall report directly to and take direction from the Co-Presidents.

ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS

6.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

6.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

6.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers, Directors, Alternate Directors or volunteer members.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

7.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

7.5 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be

maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

7.6 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

7.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31 of each year.

7.8 Rules of Procedure

The rules of procedure at meetings shall be as proposed by the presiding officers as long as there is general agreement of at least ninety percent of the members present. If ten percent or more of the members present object, the rules of procedure shall be discussed and decided by an affirmative vote of at least ninety percent of members present. If agreement cannot be reached by ninety percent, Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, shall apply when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

7.9 Authority for Actions

No action by any director, officer, committee, member, volunteer, or employee shall be binding upon or constitute an expression of the policy of the Board or direction of the Board unless approved or ratified by the Board of Directors. Members shall act within authority granted by the Board and consistent with Board policies and plans. Questions of Board policy shall be referred to the Board for their clarification and action.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.