



Inspiring Inclusion

International Network of Asian Public Administrators BYLAWS

Amended March 2021

ARTICLE I: NAME, PURPOSE AND OBJECTIVES

Section 1. Name

The name of the organization shall be known as the International Network of Asian Public Administrators hereinafter referred to as “I-NAPA.”

Section 2. Purpose and Objectives

The purpose of this association is to encourage professional excellence among Asian government administrators and those government officials working in communities with significant Asian populations, to improve the management of government, to provide unique resources to Asian government executives and public managers, and to advance the goals of professional, effective and ethical government administration.

The objectives of the I-NAPA will be:

- a. Developing leadership of emerging leaders of Asian Heritage;
- b. Supporting public administrators of Asian heritage as leaders;
- c. Providing networking opportunities;
- d. Providing unique resources to Asian public administrators.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. Categories of Membership

I-NAPA shall consist of three categories of membership: Full Members, Associate Members, and Corporate Members. All members are required, as a condition of membership, to subscribe to the goals and objectives of I-NAPA, meet any qualifications adopted by the Board of Directors, and help promote I-NAPA's overall goals and objectives.

Section 2. Full Members

- a. Individual Membership. All active and retired government professionals are eligible to become members of I-NAPA.
- b. Legacy Membership. I-NAPA founding members are designated Legacy members of I-NAPA. The founding members are (in alphabetical order):
 - Reyna Farrales
 - Charles OzakiLegacy members receive lifetime membership and do not pay membership dues.
- c. I-NAPA Chapter Networks. All active members of an approved Chapter Network.

Section 3. Associate Members

- a. Honorary Membership. The Board shall acknowledge individuals who have committed an extraordinary effort to further the mission, objectives and goals of I-NAPA with a non-voting honorary membership.
- b. Nonprofit Membership. All active and retired education professionals of schools of public administration and active and retired nonprofit professionals of government professional associations are eligible to become members of I-NAPA.
- c. Affiliates - Government professional members of affiliates and associations such as the National Forum of Black Public Administrators (NFBPA), the Local Government Hispanic Network (LGHN), Women Leading Government (WLG), Engaging Local Government Leaders (ELGL); and other similar public sector advocacy and/or members associations. For groups not listed here, eligibility for I-NAPA membership will be determined by the I-NAPA Board of Directors on a case-by-case basis
- d. Student Membership. Students at the undergraduate and graduate levels are eligible to become members of I-NAPA. To be considered for Student Membership, a member must be a full-time student at an accredited college or university and not in a paid, full-time position. The member must be a student in public administration, public affairs, non-profit service or similar area and who intends to follow a career in public service, or any full or part-time intern, fellow or equivalent working in public service who is not eligible or more appropriately classified in another membership category may become a member.

Section 4. Corporate Members

- a. Individual Corporate Membership. Private sector/for profit individuals who have an interest in working with government agencies.
- b. Small Business Membership. Businesses with 200 or fewer employees who have an interest in working with government agencies. Each Small Business Member may designate up to 5 employees as Individual Corporate Members of I-NAPA.
- c. Large Business Membership. Businesses with more than 200 employees who have an interest in working with government agencies. Each Small Business Member may designate up to 10 employees as Individual Corporate Members of I-NAPA.

Section 5. Eligibility for Membership

The Board of Directors may specify procedures governing applications for membership and action thereon and requirements of eligibility for membership or renewal consistent with these Bylaws. The Board of Directors shall have final authority to determine the qualifications and eligibility of an applicant for membership and to approve or disapprove any membership of an applicant.

Section 6. Voting Rights and Office Holding

The privilege of voting is limited to Full Members, as defined in Article II, Section 2. The privilege of holding office is limited to Full Members who are actively employed as government professionals and current in I-NAPA membership dues. Each Full Member shall be entitled to one (1) vote, specific to each subject properly submitted to vote, by voting procedures as set forth by the Board of Directors. Voting methods will include: in-person, electronic, and mail ballots. No proxy voting shall be permitted. I-NAPA recognizes that members may be "in transition" for a period of time not to exceed one year from one government position to another. Such "in transition" status will in no way affect the membership, voting status, or office holding status of an Individual member. Office holders who otherwise leave the government profession or retire from service may serve out their term of office.

Section 7. Termination of Membership

The Executive Committee shall review all requests to consider termination of membership status and, if there is a finding that such membership status is detrimental to the best interest of I-NAPA, the membership of a member may be terminated by a two-thirds (2/3) vote of the members of the Board of Directors present at any duly called meeting of the Board of Directors; provided that the member in question shall have had the opportunity after notice of at least thirty (30) days to show cause why membership should not be terminated as provided in this section.

Section 8. Annual Dues

The Board of Directors shall review and determine the membership dues for each member or class of membership on an annual basis. Upon application, annual dues shall be payable to I-NAPA and annually thereafter on that date or on a date as may be determined for greater operational efficiency. An addendum to the Bylaws with the current dues structure approved by the Board of Directors shall be updated annually.

Section 9. Failure to Pay Annual Dues

If a member of I-NAPA shall fail or refuse to pay annual dues within a period of ninety (90) days after the same are due and payable, the membership of such member shall then stand suspended and may be terminated without regard to the provisions of Article II, Section 6.

ARTICLE III: MEETINGS

Section 1. Authority to Call Meetings

All meetings of I-NAPA membership and/or the Board of Directors shall be at the call of the President or a majority of the members of the Board of Directors. The venue shall be designated by the President, including electronic communications.

Section 2. Quorum

For the purpose of transacting official business, a quorum of the Board of Directors shall consist of a majority of the eligible voting members of the Board.

Section 3. Annual Meeting

The Annual Meeting of the Membership shall be held in conjunction with the International City/County Management Association's annual conference. The date and location of the Annual Meeting shall be approved by the Board at the first meeting of the calendar year to coincide with a planned mid-year event. Notice of such meeting shall be provided at least thirty (30) days in advance of such meeting.

Section 4. Meetings of the Board of Directors

The Board of Directors shall meet at least two (2) times each year at a time, the manner, and venue designated by the President.

Section 5. Executive Sessions of Board of Directors

All executive sessions of the Board of Directors shall be closed to anyone who is not a member of the Board of Directors, unless otherwise requested by a majority of the Board of Directors.

Section 6. Special Meetings of the Board of Directors

Special meetings of I-NAPA may be held at such times and places as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or a majority of the members of the Board of Directors. Written notice (including electronic notification) of the time, place, and purpose of such meeting shall be communicated, at least three (3) days prior to the date of the special meeting of the Board of Directors, to each member entitled to vote at such meeting. In the absence of any objection, the presiding officer may vary the order of business or add thereto at his/her discretion.

Any meeting of the Board of Directors or the Executive Committee of the Board of Directors may be held by telephone and action may be taken electronically. Such meetings may be called upon notification by the President, or by a majority of the Board of Directors by written notice of the date, time, place, and purpose of such meeting, shall be mailed or e-mailed to each member entitled to vote at such meeting, at least

three (3) days prior to the date of the special meeting of the Board of Directors. In the absence of any objection, at the presiding officer's discretion, the order of business may vary or be added thereto.

Section 7. Order of Business

Procedures followed at annual or special meetings shall be in accordance with the Robert's Rules of Order when not inconsistent with the constitution, Bylaws or rules of I-NAPA.

ARTICLE IV: OFFICERS AND DUTIES

Section 1. Board of Directors

I-NAPA shall be governed by a Board of Directors that shall consist of the President, President--Elect, the Immediate Past President, Vice President for Membership, Secretary, Treasurer and five (5) to ten (10) At-Large Directors. The Board may appoint ex officio members as advisors to the Board of Directors.

Section 2. Duties of Board of Directors

- a. Sets overall policy direction for I-NAPA. Shall be empowered to decide upon all questions that may arise during the interval between meetings of the membership for I-NAPA, except as otherwise provided in the Bylaws.
- b. Shall be responsible for developing and approving revisions to rules and Bylaws subject to objection by the membership as provided in Article VII, Section 1.
- c. Shall approve the annual plan and budget as developed and submitted by the President. As part of the budget process, shall set membership dues. The Board shall also provide on-going guidance to assure the successful fulfillment of I-NAPA's goals and objectives.
- d. Demonstrates a strong commitment in work pertaining to I-NAPA through a number of activities, such as, but not limited to: attending and being fully prepared to participate in board meetings, leading and/or contributing in subcommittee work, and assisting in fundraising efforts.
- e. Works in cooperation with Board members and I-NAPA members to support and foster the larger organizational strategic mission.

Section 3. Executive Committee

The President, President-Elect, the Immediate Past President, Vice President for Membership, Secretary, and Treasurer shall constitute the Executive Committee of the I-NAPA.

Section 4. Duties of Executive Committee

- a. Publicly represents positions of I-NAPA and shall be empowered to determine positions of I-NAPA on issues requiring timely responses.
- b. Communicates and interprets policy.

- c. Acts on behalf of the I-NAPA Board of Directors on issues of an emergency nature.
- d. Implements I-NAPA annual strategic plan as developed and approved by the I-NAPA Board of Directors.
- e. A majority of the Executive Committee shall constitute a quorum.

Section 5. Officers and Duties of Officers

President

- a. Presides at all meetings of I-NAPA and serves as Chairperson of the Board of Directors and Executive Committee.
- b. Appoints members to committees, task forces, affiliates, or other bodies as necessary. Appoints ex-officio members as deemed necessary.
- c. Assists in developing the draft annual budget to accomplish objectives for I-NAPA, which are considered, modified, and approved by the Board of Directors.
- d. Performs other duties usually incumbent upon that officer.
- e. Serves as a link between other members on matters of policy.
- f. Serves as ex-officio member of all committees.

President-Elect

- a. Exercises Presidential functions if the President is absent or unable to serve.
- b. Develops and maintains a professional association with Affiliated Groups and Partners in order to assist I-NAPA to achieve its overall goals and objectives.
- c. Fulfills other duties as may be delegated by the President.
- d. Monitors efforts to achieve goals set by the Board of Directors.
- e. Succeeds the President following their terms.

Vice President for Membership

- a. Develops annual strategy for membership development.
- b. Assists with membership efforts in the regions with the assistance of the regional chapters and local representatives.
- c. Assists with membership efforts including, but not limited to regional outreach and communication to increase I-NAPA membership.

Secretary

- a. Responsible for record keeping of all Board of Directors actions including oversight of minutes, agenda, and announcements.
- b. Responsible for setting monthly meetings and provide agendas at least one (1) business day prior to the meeting and minutes within five (5) business days from conclusion of the meeting.

Treasurer

- a. Develops an annual budget for the Board of Directors.
- b. Ensures development and Board of Directors review of financial policies and procedures.

At-Large Directors

- a. Communicates and promotes the objectives of I-NAPA.
- b. Promotes networking among Asian government officials and those government officials working in communities with significant Asian populations.
- c. Actively participates in I-NAPA meetings, events, and activities.
- d. Participates in established and special committees.

Immediate Past President

- a. Serves on the Nominations Committee.
- b. Serves on the Fund Development Committee.
- c. Provides organizational continuity with past operations and programs.
- d. Fulfills other duties that may be assigned.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1. Composition, Ratification and Terms of Office of Board Members

The officers of I-NAPA shall be a President, President-Elect, Immediate Past President, Vice President for Membership, Secretary, Treasurer, and no less than five (5) and no more than ten (10) At-Large Directors.

The elections of officers shall be ratified at the Annual Meeting of the Membership.

- a. The President shall serve a one-year term or as otherwise provided for in Article V, Section 7.
- b. The outgoing President shall automatically succeed as Immediate Past President and shall serve a one-year term as Immediate Past President.
- c. The President-Elect shall serve a one-year term or as otherwise provided for in Article V, Section 7, and shall automatically succeed as President following their terms.
- d. The Vice President for Membership shall serve a one-year term. The Vice President for Membership may be nominated to serve additional terms.
- e. The Secretary shall serve a one-year term. The Secretary may be nominated to serve additional terms.
- f. The Treasurer shall serve a one-year term. The Treasurer may be nominated to serve additional terms.
- g. The At-Large Directors shall serve terms of two years. The terms of At-Large Directors shall be staggered to result in roughly one-half elected in odd-numbered years and the remaining At-Large Directors elected in even-numbered years. At-Large Directors may be nominated to serve additional two-

year terms.

Section 2. Tenure of Officers and Effective Date of Terms

A vacancy in any elective office may be filled as prescribed in Article V, Section 7 for the balance of the term thereof through election by the Board of Directors at any meeting.

The term of office of each elective officer shall begin at the annual meeting following the election, and shall serve for the office's designated term and until the elective officer's successor is duly elected and ratified as provided for in Article V, Section 3.

Section 3. Elections.

Prior to each Annual Meeting of the Membership, I-NAPA shall elect the officers who meet the requirements contained in Article II, Section 5. Any candidate receiving the highest number of all votes cast for any office shall be declared elected.

Section 4. Nominations.

Nominations for the elected officers of I-NAPA shall be made by a Nominating Committee appointed by the President with the consent of the Board of Directors. The Chair of the Nominating Committee shall be the Immediate Past President. If the Immediate Past President is unwilling or unable to serve, the President may appoint an active member (ideally a past Board of Directors member) to serve as Chair of the Nominating Committee. The President may delegate responsibility for committee appointments to the committee chair. The Nominating Committee shall be responsible for initiating a nomination and election process prior to the Annual Meeting of the Membership, and preparing and submitting a slate of officers to the Board of Directors for ratification at the Annual Meeting of the Membership. Nominations may be submitted at any time during the year in accordance with the process established by the Nominating Committee.

Section 5. Duties of the Nominating Committee

The Nominating Committee shall invite all I-NAPA members to submit recommendations of personal interest for nominations accompanied by a minimum of two (2) references and inform them that names may be placed in nomination by the Nominating Committee following review of qualifications and references. The Nominating Committee shall establish a schedule for receiving nominations to be submitted to the Board of Directors for approval. The schedule shall be publicized to the membership and allow for a minimum of thirty (30) days to submit recommendations or letters of interest. The Nominating Committee shall be responsible for conducting the election and counting the ballots.

Section 6. Ballots.

The Nominating Committee shall provide a ballot including the candidates for each office together with biographical information on each candidate to each Full Member. The ballot shall be provided not less than thirty (30) calendar days prior to the Annual Meeting of the Membership. Space shall be provided on the ballot for writing in the names of additional candidates. The ballot shall specify the deadline date for submitting the ballot to be counted in the election, but in no case shall that deadline be set less than fifteen (15) calendar days after the distribution of the ballots.

Section 7. Vacancies.

- a. Executive Committee Vacancies. Except as otherwise may be provided in this section, vacancies of officers (Executive Committee) shall be filled by the Board of Directors to complete the unexpired terms of said officers. Vacancies for any Executive Committee position(s) shall be filled in the order of succession as follows: President-Elect, Vice President for Membership, Secretary, followed by Treasurer. Should the person in the line of succession be unable or unwilling to serve, the Board may appoint an At-Large Director. Should no current Board of Directors member(s) be nominated to fill an Executive Committee vacancy, the Nominations Committee shall be convened to request nominations from the membership for the vacant position(s). The appointment shall be submitted for approval at the next scheduled election.
- b. At-Large Director Vacancies: Except as otherwise may be provided in this section, vacancies of At-Large Directors shall be filled by the Board of Directors. The Nominations Committee shall be convened to request nominations from the membership for the vacant position(s). The appointment shall be submitted for approval at the next scheduled election.

Section 8. Resignation.

Any member of the Board of Directors may resign at any time by giving written notice to the President of the Board of Directors, with copies to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 9. Termination.

The Executive Committee shall review all requests to consider termination of office of a member of I-NAPA Board of Directors. Board of Directors members are expected to attend a minimum of nine (9) of twelve (12) meetings in a calendar year. Any member of the Board of Directors may be terminated after three (3) unexcused absences from duly called meetings of the Board of Directors or if there is a finding of conflict of interest or issues related to professional conduct. An unexcused absence is defined as failure to notify the President and Secretary of inability to attend prior to the scheduled meeting. The Executive Committee shall make this determination for termination based on a majority vote of the Executive Committee, and shall have final authority for this decision.

ARTICLE VI: CHAPTERS, & SPECIAL COMMITTEES

Section 1. Chapters

I-NAPA recognizes the value of the desire to form chapters of members and/or interested parties. The Board of Directors shall specify a process for affiliating with chapters under the guidance of the Vice President for Membership. A model chapter affiliation agreement shall be maintained by the Vice President for Membership. All agreements shall be brought forth to the Board of Directors for adoption.

Section 2. Special Committees

The President may appoint such special committees as may be necessary for the proper transactions of the business of I-NAPA.

Section 3. Quorum

A majority of each special committee shall constitute a quorum thereof and any question may be decided by a majority of those in attendance.

ARTICLE VII: AMENDMENTS

Section 1. Amendment of Bylaws

Except as may otherwise be provided in these Bylaws, the Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. Amendments, if approved, shall become effective immediately following a thirty-day (30-day) notice to the membership providing no objections are submitted. If objections are submitted, the Board of Directors shall discuss the issue with the objecting party(ies) and either modify and resubmit the amendment to the membership or make a determination that the amendment is in the best interest of I-NAPA. Members shall be notified of final action as provided for in the Bylaws.

Section 2. Proposed Amendments

Proposed amendments may be initiated either by petition signed by fifteen (15) Full Members or by the Executive Committee. A Bylaws amendment submitted by a valid petition shall be submitted for approval as provided in Article VII, Section 1.

ARTICLE VIII: NOTICES

Section 1. Required Notice

Whenever official notice is required to be given to the membership, unless otherwise specified, such notice shall be deemed as sent when sent by an officer of the I-NAPA to the latest known address (mail or e-mail) of the person to be notified. In addition, the

inclusion of a notice of a meeting of I-NAPA on the I-NAPA website, and e-mail to all members in good standing, shall constitute sufficient notice.