



The Commonwealth of Massachusetts

Asian American Commission

COMMISSIONERS

Chair

Paul W. Lee

Vice Chair

Geoffrey G. Why

Treasurer

Karen Tseng

Secretary

Kenneth An

Joel Buenaventura

Yan Jennifer Cao

Chun-Fai Chan

Chris Chanyasulkit

Kajal Chattopadhyay

Kay Dong

Kenneth Fong

Om Ganda

Gilbert Ho

Grace Lee

WingKay Leung

Vesna Nuon

Priti Rao

Evelyn Tang

Sophy Theam

Larry Wong

Executive Director

Jason Chou

One Ashburton Place

12th Floor

Boston, MA 02108

T: 617-367-9333 x662

www.aacommission.org

Meeting Agenda

Tuesday, December 4th, 2012
One Ashburton Place, 21st Floor

1. Review of 11/8 minutes.
2. Provide updates on meetings with the appointing authorities.
3. Review the conflict of interest form.
4. Review the election procedures for the post swearing-in meeting.
5. Review the 2013 draft calendar of events.
6. Review the annual report.
7. 2013 Unity Dinner
Theme: Healthcare
Keynote Speaker
Co-chairs
8. Subcommittee updates & has the chairperson been decided?
Admin / Finance
PR / Legislation
Program - Unity Dinner
Program - Young Leaders Symposium
Program - Healthcare
Program - Economic Development
9. Paul Lee & Geoffrey Why's last Commission meeting. They are the longest-serving Commissioners (6 years or two terms).
10. Old business
New Business
11. Next Commission meeting: **TBD for swearing-in ceremony**



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Meeting Minutes

Thursday, November 8th, 2012
One Ashburton Place, 21st Floor

Absent Commissioners are highlighted on left.
Remote Participants are indicated by an asterisk*.

1. Vote to accept the new bylaws and use of the state's conflict of interest form for the 501(c)3 application. Below are the changes:
Updated Article VI on how funds are received
Updated Article on ED's compensation
Added Article XVII a dissolution clause if AAC cease to operate
 - Grace Lee proposed to rephrase the last sentence to Article V.
 - Geoffrey Why motioned to accept bylaws, seconded by Grace Lee. Motion carried by an unanimous vote.
 - There were concerns that the state's conflict of interest form is specifically for state employees. The vote would take place on the condition that the form only applies to special state employees.
 - Geoffrey Why motioned to accept conflict of interest form for special state employees, seconded by Kajal Chattopadhyay. Motion carried by an unanimous vote.
2. Review of 10/2 minutes.
 - correction: Chris has a student who is helping to identify activities in the State House that may be of interest to the Asian American community.
 - Om Ganda motioned to accept minutes, seconded by Kenneth An. Motion carried by an unanimous vote.
3. New Commissioners: Gilbert Ho & WingKay Leung appointed by the Secretary.
4. 2013 Unity Dinner
Theme: Healthcare
Keynote Speaker
Co-chairs
 - Kenneth An said that he would need more basic information before approaching funders. Requested information: sponsorship levels, past templates, etc. Do we want to have special pricing for young professionals? Chunfai Chan commented that Viet-Aid just had their event at Boston College High and it was nice.
5. Subcommittee updates & has the chairperson been decided?
Admin / Finance
PR / Legislation
 - Not everyone has submitted the ED evaluation to Geoffrey Why.Program - Unity Dinner
Program - Young Leaders Symposium
Program - Healthcare
 - Possible health forum in springProgram - Economic Development
6. January's meeting will not be on a regularly scheduled date & time. We will be

hosting a swearing-in ceremony and saying farewell to a few of our Commissioners.

7. New business

- Meetings with appointing authorities are being scheduled. Jason will inform respective appointees of the meetings.

Old Business

8. Next Commission meeting: **December 4 at One Ashburton Place, 21 Floor**

DRAFT

Changes to the Bylaws:

Addition to the end

Article V

5. Appointments

The members of the Commission shall meet with the appointing authorities before appointments are announced.

Update

Article VI

2. Accounts

These funds shall be deposited in a separate account with a financial institution of the Commission's choosing and be expended by the Commission in accordance with law.

Addition to the end

Article XIV

1. Executive Director

Add the following to end:

The Executive Director shall be entitled to compensation for services rendered on behalf of the Commission. Such compensation shall be approved by the Executive Board before it is paid and the amount of such compensation shall be based on information about compensation paid by similarly situated tax-exempt organizations, current compensation surveys compiled by independent firms or actual written offers from similarly situated organizations. The date and terms of any approved compensation arrangement shall be recorded in writing, including the decisions of each of the members of the Executive Board who voted on the compensation arrangement and the information and source of information on which the decision to approve the compensation arrangement was made. Any members of the Executive Board who vote to approve a compensation arrangement shall follow the conflict of interest policy of the Commission in effect at the time.

New additional Article

Article XVII -- Dissolution

In the event that the Commission is officially dissolved for any reason, any monies then remaining in the accounts of the Commission after any outstanding debts have been paid in full shall be distributed equally to the five largest organizations in the Commonwealth dedicated to the advancement of Asian Americans. Any monies so distributed shall be exclusively used for exempt purposes, including charitable, religious, educational and/or scientific purposes. If there is a state law governing the distribution of assets at the time of dissolution of the Commission, the provisions of such state law shall supersede any provisions of this Article.

Election Procedure

1. Officers shall be elected annually, at the first meeting of the fiscal year. Should extenuating circumstances occur, the Commission may move the elections of officers to another day as a "Special Election."
2. The elected officers shall serve for a term of one year. The elected officers shall not serve more than two successive terms in any particular office. However, under extenuating circumstances, the Chairperson may serve a third consecutive one-year term.
3. The officers shall be elected by written ballot or method chosen by the Commissioners. If there is only one nominee for each, the ballot may be dispensed with and a voice vote may be taken.
4. All candidates shall provide a speech (under 3 minutes) to demonstrate their interest to serve. The election shall begin after all candidates are heard from. The order of speech by candidates is: Chairperson, Vice-Chairperson, Treasurer, and Secretary.
5. Candidates with the majority of the votes take the respective officer position. In the event of a tie, the position is given to the candidate with the longest service on the Commission.

Officer Descriptions

1. Chairperson: is responsible for working with the Executive Director in coordinating the overall operations of the Commission, working with fellow executive officers and other leaders and advisors to define and implement strategy, serves as the primary liaison between the Commission and the public, and clarifies the actions and decisions of the Commission. The Chairperson will also work closely with the Vice-Chairperson to organize recruitment efforts.
2. Vice-Chairperson: is responsible for working with the Executive Director in organizing and fundraising efforts, and works with the Chairperson in coordinating with all committees to ensure that day-to-day organizations run smoothly. The Vice-Chairperson will also work closely with the Chairperson to organize recruitment efforts.
3. Treasurer: is responsible for working with the Executive Director in keeping track of bank accounts and all receipts, develop an annual budget, and makes sure proper financial records are available upon request.
4. Secretary: is responsible for working with the Executive Director in keeping Commissioners informed about the operations of the Commission, record minutes at meetings, organize key organizational documents, keep track of membership, and keep track of meeting attendance.