

ARTICLES OF INCORPORATION

I

The name of this corporation is The Viet Apostolate of Divine Mercy.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Corporation Law for public and charitable purposes.

III

The specific purpose of this corporation is (1) to promote special devotion to Divine Mercy within Vietnamese communities in U.S as well as in Viet Nam and over the world; (2) to provide spiritual retreats and specially religious events on Divine Mercy free of charge; (3) to help the population who is poor spiritually, physically and mentally, homeless, and victims of natural calamities, in the cities as well as in the peripheries of the modern societies; (4) to seek and acquire necessary funds and support for the accomplishment of the above purposes.

IV

The name and address in the State of California of this corporation's initial agent for service of process is Mr. Tinh Tan Cao, 12173 Highgate Court – Rancho Cucamonga, CA 91739.

V

This corporation is organized and operated exclusively for nonprofit public benefit purposes within the meaning of IRC Section 501 (c) (3).

VI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

VII

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

VIII

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Tinh Tan Cao, incorporator

THE VIET APOSTOLATE OF DIVINE MERCY, INC.

NHÓM TÔNG ĐỒ CHÚA TÌNH THƯƠNG

12173 Highgate Court – Rancho Cucamonga, CA 91739 - (909) 974-9520

B Y L A W S

ARTICLE I: NAME

Section 1: An organization is formed by a group of good will persons under the name of **THE VIET APOSTOLATE OF DIVINE MERCY**, a name that is translated from the Vietnamese title, **NHÓM TÔNG ĐỒ CHÚA TÌNH THƯƠNG**, hereinafter “the Association”.

ARTICLE II: PURPOSE

Section 2.1 This organization, a non-profit organization, shall be non-partisan and shall not participate directly or indirectly in any political activities.

Section 2.2 The principal objectives and purposes for which the Association is formed are as follows:

- a. - To promote special devotion to Divine Mercy within Vietnamese communities in U.S as well as in Viet Nam and over the world;
- b. - To provide spiritual retreats and specially religious events on Divine Mercy free of charge;
- c. - To help the population who is poor spiritually, physically and mentally, homeless, and victims of natural calamities, in the cities as well as in the peripheries of the modern societies;
- d. - To seek and acquire necessary funds and support for the accomplishment of the above purposes.

ARTICLE III: MEMBERSHIP

Section 3.1

a. - **Classification**

- 1) Founding members: Those who helped establish the Association, and their association successors in place of them upon their absence or death.
- 2) Official members: Those who actively or directly cooperate with founding members in promoting, consolidating and developing the Association.
- 3) Active members: Those who constantly participate in activities and services of the Association.
- 4) Supportive members: Those who are sick or handicapped not being able to participate in activities and services of the group like active members, but still be able to support the group by their suffering and prayer spiritually.

b. - **Rights**

Active and support members are invited to attend all Annual and Special meetings, activities and services, and to participate in the discussion.

ARTICLE IV: MEETINGS

Section 4.1 Semi-Annual and Special Meetings

a. **Date**

- 1) Semi-Annual Meetings, at the call of the Board of Directors, will be held twice each year, one on the occasion of the Association's Feast Day, 5th day of October, and another on initiative day of the Association on 4th of April.
- 2) Special Meetings will be held at the call of the President or at the request of the majority of at least 1/3 of the official members.

b. **Composition**

Participants in Annual and Special Meetings shall consist of founding members, official members, active members and supportive members.

c. **Voting Rights**

These rights are reserved for only founding members and official members.

d. **Quorum**

- 1) A quorum shall consist of 1/2 of the officers of the Board of Directors and 1/3 of the official members.

- 2) A second meeting, in case the meeting can not reach the designated quorum, shall be called within seven (7) to fourteen (14) days if it is an Annual Meeting, and within three (3) to seven (7) days if it is a Special Meeting.
- 3) At these second meetings, the above mentioned quorum is not required and all decisions will be effective notwithstanding the number of participants.

Section 4.2 Board Meetings

- a. - Regular Meetings
The Board of Directors will meet monthly, at the time and place determined by the Board and at the call of the President.
- b. - Special Meetings
May be held at the call of the President or at the request of 1/3 of the officers of the Board.
- c. - Quorum
Shall constitute of the majority of the officers of the Board.

ARTICLE V: VOTING

- Section 5.1** Voting is performed by secret ballot in formal meetings when:
- a. - The Board of Directors to be selected due to term.
 - b. - The amendment needs to be done.
 - c. - The important organizational issues need to be decided.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1 Composition

- The Board of Directors shall consist of elected officers and those appointed by the President to fill unexpired term and shall compose of:
- a. - 1 President,
 - b. - 1 to 2 Vice President(s), if one or both needed,
 - c. - 1 Secretary,
 - d. - 1 Treasurer,
 - e. - 1 to 5 Officers, if needed.

Section 6.2 Elections

- a. - The Board of Directors shall be elected every three years at the Annual Meeting.

- b. - The voting body shall consist of all official members.
- c. - Qualification for Directors of the Board requires candidates:
 - 1) To be one of founding members, or
 - 2) To be one of official members, or
 - 3) To be recommended by the Nominating Committee.

Section 6.3 Term of Office

- a. - All Directors shall serve for a term of three years or until their respective successor is elected and installed.
- b. - Installation shall be within thirty (30) days from the time of election.
- c. - No officer shall serve more than three (3) consecutive full terms in the same office unless no successor can be found and the Annual Meeting agrees to reelect him for another term.
- d. - No officer will be compensated for his or her services.

Section 6.4 Vacancies

- a. - Vacancies in the Board of Directors shall exist on death, resignation or removal of any Directors.
- b. - The rest of members of the Board of Directors will perform Appointment of replacement.

Section 6.5 Powers

The Directors shall exercise the powers of the Association, control its property, and conduct its affairs, as well as appoint a Nominating Committee for new election of Board of Directors, excepted as otherwise provided by law, the Articles of Incorporation or Bylaws.

Section 6.6: Duties

- a. - **President:**
 - 1) Shall govern the Association in accordance with plans determined by the Board of Directors and be accountable to membership for the activities of the Board.
 - 2) Shall preside at meetings of the Board of Directors and shall be chairman at all meetings.
 - 3) Shall call special meeting when needed.
 - 4) Shall represent the Association at all public and private functions.
 - 5) Shall participate, represent or appoint officers of the Board to participate in local, national and universal religious agencies.
 - 6) Shall make decision on financial matters in accordance with approved budgets.
- b. - **Secretary:**
 - 1) Shall assist the President in internal and external affairs.
 - 2) Shall assume all duties of the President in the event of his absence.
 - 3) Shall succeed the President to fill the vacancy of that office.

- 4) Shall oversee administrative business, take care of all necessary correspondence, conserve files, keep records and minutes of every meeting, forward invitations for meeting, disseminate information to members.
- 5) Shall call for special meeting within thirty (30) days for the purpose of electing a new Board in the event that the President is unable to serve. During the period elapsing between the notice and the election by the Special Meeting, shall serve as President Pro. Tem.

c. - **Treasurer**

- 1) Shall have general responsibility for the Association funds and accounts, subjects to the order of the Board.
- 2) Shall develop a plan for the Association budget.
- 3) Keep books of accounts as prescribed by Law.
- 4) Shall report on financial business of the Association at the Annual Meeting.
- 5) Shall open books of accounts to examination of any officer of the Board.
- 6) Shall sign all checks of the Association with the President or with the Secretary.

Section 6.7 Disqualification

An officer of the Board of Directors may be removed from office in the following conditions:

- a. - If (s)he fails to attend three consecutive Board meetings without reasonable justification as determined by the majority of the Board, and shall be notified.
- b. - If proposed in the form of petition signed by twenty-five percent of the membership and approved by the majority of the total membership.

ARTICLE VII: ADVISORY BOARD

Section 7.1 Composition

Members of Advisory Board shall consist of professionals who support the purposes of the Association and whom the Board of Directors invites.

Section 7.2 Term of service

The term of service of Advisory Board Members shall be the same as the Board of Directors

Section 7.3 Voting rights

Advisors who attend annual/special meetings or meetings of the Board of Directors will participate in the discussion but have no voting rights.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 8.1 Appointment

The Board of Directors shall select and appoint the Executive Director.

Section 8.2 Composition

The Executive Committee shall consists of:

- a. - 1 Executive Director appointed by the Board
- b. - 1 to 5 members elected by the Board

Section 8.3 Duties

- a. - The Executive Committee shall administer the Association in accordance with responsibility delegated by the Board.
- b. - The Executive Committee shall meet monthly or more frequently at the call of the President who will preside the meetings.
- c. - Minutes of the Executive Committee meetings shall be forwarded to the officers of the Board and to all members.

Section 8.4 Salaries

Will not be paid to any Executive Committee member according to their positions due to their commitment as volunteers.

Section 8.5 Quorum

A simple majority of the officers of the Executive Committee shall constitute a quorum.

Section 8.6 Vacancy

- a. - In the event a vacancy shall occur on the Executive Committee, the Board of Director shall appoint a successor to fill unexpired term.
- b. - During the two first terms, in the event no staff is available the Board of Directors may assume the functions of the Executive Committee.

ARTICLE IX: FINANCE

Section 9.1

- a. - **Source of funding**
 - 1) Aid from charitable organizations, social agencies or business enterprises.
 - 2) Contributions from individuals, especially from internal members as well as their relatives and friends.
 - 3) Funding from government for public programs/services.
 - 4) Income from funding raising activities.
- b. - **Funding raising activities**

- 1) Sending letters monthly or quarterly to especially Vietnamese Community to ask for contribution.
- 2) Selling publishing books, educational tapes and CD's to individuals, bookstores and libraries.
- 3) Selling properly goods on occasions of festivals especially in Vietnamese community.
- 4) Submit proposal to public authority to acquire funding for a specific program or service, which may respond to the public need assessment.

c. - **Financial policy**

- 1) All money received by this corporation shall constitute a general fund and as soon as may be practical after receipt, shall be deposit in the bank, within twenty-four (24) hours. If the bank is closed because of a three of four-day holiday, the money will be deposited in the next working day. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of corporation for all debts of the corporation shall be signed by the Treasurer and countersigned be the President or the Secretary in place of the President.
- 2) All bank withdrawals need to have authorized signatures of the Treasurer and two of the Board of Directors' members.

d. - **Records and inspection**

- 1) The corporation shall maintain adequate and correct accounts, books, records and accounts of its business and properties. The outgoing administration shall turn over all the records of the corporation to the incoming administration no later than thirty (30) days after term of office. Complete inventories shall be taken of all properties and equipment of the corporation same period as above.
- 2) All books and records maintain by this corporation shall be open to inspection to the Board of Directors and regular membership of the corporation.

ARTICLE X: ACTIVITIES

Section 10 The activities, which the Association will conduct to accomplish its principal purposes or specific objectives as follows:

- a. - Broadcasting through mass media such as internet, radio, television etc.
- b. - Publishing and distributing religious books, tapes or CD etc.
- c. - Conducting spiritual retreats and celebrating religious special events.
- d. - Administrating Divine Mercy Center or agency.
- e. - Giving relief to the miserable poor and to victims of natural disasters.
- f.- Going mission to peripheries.

ARTICLE XI: OFFICE AND AREA OF SERVICE

Section 11.1 The principal office of the Association shall be at such place as the Board of Directors shall determine.

Section 11.2 The activities of the Association will be mainly in the entire State of California and also in anywhere Vietnamese Community exists in the United States and in the world.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 12.1 Amendment, deletion or addition to these Bylaws will be effective only if:

- a. - One half (1/2) of the officers of the Board of Directors or one third (1/3) of the official members requests such changes.
- b. - The Board of Directors gives fifteen (15) days written notice to all members with a draft of proposed amendments.
- c. - The Board of Directors adopts the proposed amendments by a two-third (2/3) vote of the officers.

ARTICLE XIII: EFFECTIVE DATE

Section 13 These Bylaws shall become effective only upon their adoption by the Board of Directors and at the day of becoming a legal entity.

February 2/2019

Mrs. Thuy-Nga Cao-Bui, President

Mrs. Tammie Vu Nguyen, Secretary

Mrs. Rosalie Xuan-Hong Bui, Treasurer