

BY-LAWS OF THE GROUP OF UNIVERSITIES FOR THE ADVANCEMENT OF VIETNAMESE IN AMERICA (GUAVA)

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of this organization shall be the **Group of Universities for the Advancement of Vietnamese in America (GUAVA)**.

Section 2. Purpose

GUAVA is dedicated to advancing Vietnamese language education, research, and collaboration among educators and scholars. The organization promotes professional development, best practices in teaching, and networking opportunities within the field.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility

Membership is open to individuals affiliated with post-secondary or higher education institutions in the United States or abroad.

Section 2. Categories

- **Regular Membership:** Open to full-time faculty (US-based or international) teaching Vietnamese.
- **Non-Regular Membership:** Open to part-time or retired faculty, Teaching Assistants, Fulbright Language Teaching Assistants (FLTAs), or graduate students with an interest in Vietnamese language and culture.
- **Institutional Membership:** Available to academic institutions and organizations supporting Vietnamese language education.
- **Honorary Membership:** Conferred upon individuals who have made outstanding contributions to GUAVA and to the field of Vietnamese language education.

Section 3. Dues

Membership dues shall be determined by the Executive Board and reviewed periodically.

Section 4. Membership Voting Rights

Regular members shall have full voting rights. Non-regular members (including part-time

faculty, retired faculty, students, or visitors), institutional members, and honorary members do not have voting rights unless granted by the Executive Board.

Section 5. Code of Conduct

Members are expected to uphold the values of professionalism, respect, and integrity in all organizational activities.

Section 6. Termination of Membership

Membership may be terminated for non-payment of dues or for conduct deemed detrimental to the organization, upon a majority vote of the Executive Board.

ARTICLE III: GOVERNANCE

Section 1. Executive Board

The Executive Board shall consist of up to **three (3) active officer positions** at any given time, one of which must always be **President**. Additional officer roles listed in these bylaws may be activated as the organization grows, subject to approval by the membership or bylaw amendment. The organization recognizes the following officer roles:

- President
- Vice President
- Executive Manager
- Executive Secretary
- Communication Manager
- Website & Newsletter Editor

Section 2. Activation of Roles

Active roles beyond President shall be selected from the list above based on organizational capacity and priorities.

Section 3. Duties of Officers

Duties for all officer roles are described in **Appendix A**. The Executive Board may update Appendix A without requiring a formal bylaw amendment.

Section 4. Election and Term

1. Only U.S.-based regular members are eligible to run for and hold office. All officers must hold a full-time teaching or administrative position at a U.S.-based university or other accredited higher education institution located in the United States.

2. Officers shall be elected by the membership for a term of three years.
3. Additional positions beyond President must be proposed by the President and approved by a majority vote of the active officers.
4. No officer may serve more than two consecutive terms in the same position. After two consecutive terms, an officer must vacate the position at least one term before being eligible to run for the same office again, except when the Executive Board determines that continuity in a leadership position is necessary to sustain organizational operations.
5. If fewer than three officers are available, the President may temporarily assume responsibility for vacant roles or delegate tasks to other members.

Section 5. Flexibility

The listed officer roles provide a framework for organizational growth. While only three positions may be active at a time, additional roles may be activated as the organization expands, subject to approval by the membership or amendment of the bylaws.

Section 6. Officer Compensation

Officers serve without monetary compensation but shall receive complimentary membership during their term of service.

Section 7. Conflict of Interest

No officer or Executive Board member shall use their position for personal or financial gain. Any potential conflict of interest must be disclosed to the Executive Board, which will determine the appropriate course of action.

ARTICLE IV: MEETINGS

Section 1. Executive Board Meetings

The Executive Board shall meet as needed to conduct organizational planning and decision-making.

Section 2. Membership Meetings

The organization shall hold a regular membership meeting, typically every two or three years in conjunction with a professional workshop, to review activities, elect officers, and conduct organizational business. As the organization grows, annual or additional meetings may be scheduled.

Section 3. Special Meetings

Special meetings may be called by the President or by a majority of the Executive Board.

Section 4. Quorum

- Executive Board Meetings: A majority of active officers shall constitute a quorum.
- Membership Meetings: Those members present shall constitute a quorum, provided proper notice of the meeting was given in advance.

Section 5. Notices

Official notices, including election announcements and meeting invitations, shall be distributed via email and/or posted on the organization's website.

ARTICLE V: ELECTIONS

Section 1. Nominations and Voting

Nominations shall be solicited approximately one month prior to elections. Elections shall be conducted electronically, and the results shall be announced at the next membership meeting whenever possible, or otherwise announced online.

Section 2. Vacancies

Vacancies shall be filled by appointment of the President, with Executive Board ratification until the next scheduled election.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees

Standing Committees may include:

- Conference and Events Committee (with a subcommittee for proposal reviews)
- Awards and Grants Committee (with a subcommittee for proposal reviews)
- Publications and Outreach Committee

Section 2: Ad Hoc Committees

The Executive Board may establish temporary committees as needed. One such committee is the Advisory Committee, which may include past presidents, faculty members, or experts in the field.

ARTICLE VII: FINANCES

Section 1. Fiscal Year

The fiscal year shall begin on September 1.

Section 2. Financial Oversight

An annual financial report shall be prepared by an officer serving as Vice President or Executive Manager, or Executive Secretary, and reviewed by the Executive Board. All expenditures require prior approval by the Executive Board or designated officers.

ARTICLE VIII: AMENDMENTS

Section 1. Proposal

Any member may propose amendments by submitting them in writing to the Executive Board.

Section 2. Approval

Amendments shall be adopted upon approval by a two-thirds (2/3) majority of voting members.

ARTICLE IX: DISSOLUTION

In the event of dissolution, all assets of GUAVA shall be distributed to an educational or nonprofit organization with a similar purpose, as determined by the Executive Board.

APPENDIX A: OFFICER ROLE DESCRIPTIONS

1. President

- Serves as the chief executive officer of the organization.
- Provides leadership, strategic direction, and overall governance.
- Oversees implementation of decisions and policies adopted by the membership and the Board.
- Sets agendas and presides over all meetings.
- Represents the organization in official capacities.
- Must have previously served at least one full term in another officer role and be thoroughly familiar with all aspects of organizational operations.

2. Vice President

- Assists the President in carrying out their duties.
- Acts on behalf of the President in their absence.
- Supports organizational initiatives and special projects as assigned.
- Typically filled by a member with prior experience as Executive Manager or Executive Secretary.
- In the absence of a Vice President, these responsibilities are assumed by the Executive Manager.

3. Executive Manager

- Oversees the day-to-day operations and coordinates activities among officers, committees, and members.
- Ensures timely execution of projects and organizational goals.
- Typically filled or promoted from a member with prior experience as Executive Secretary.
- Assumes the duties of Vice President if that position is inactive.
- Handles secretarial duties if the Executive Secretary position is not active.
- In the absence of an Executive Manager, these responsibilities are assumed by the Vice President

4. Executive Secretary

- Maintains organizational records and archives.
- Prepares and distributes meeting minutes; ensures accurate documentation of decisions.
- Handles official correspondence and documentation and distributes official notices to members.
- Manage finances, including collecting membership dues, preparing and presenting the annual financial report, and documenting income and expenditures.
 - Coordinates with the President to oversee payment of approved expenses and ensure financial compliance.

5. Communication Manager

- Manages internal and external communications for the organization.
- Oversees social media, announcements, and promotional materials.
- Coordinates outreach strategies to engage members and stakeholders.
- May be combined with the Website & Newsletter Editor role in a small organization.

6. Website & Newsletter Editor

- Maintains and updates the organization's website.
- Edits and distributes the organization's newsletter.
- Collaborates with officers and committees to publish relevant content.

Combination of Roles

To ensure efficiency in a small organization, certain officer roles may be combined and held by one individual, as recommended by the President and approved by the Executive Board. These combinations may include:

- **Vice President, Executive Manager, and/or Executive Secretary** – any or all of these roles may be held by the same individual.
- **Communication Manager and Website & Newsletter Editor** – these roles may be combined and held by one individual.

As the organization grows, these roles may be separated and activated individually to reflect increased responsibilities.

7. Members-at-Large

- Appointed by the Executive Board; this position may be activated as the organization grows and additional member representation is needed.
- Participate in Executive Board meetings and contribute to organizational planning and policy development.
- Act as a liaison between members and leadership, providing feedback.
- Assist with committees, projects, and events as assigned by the President or Executive Board.
- Support outreach, member engagement, and recruitment efforts.

Certification and Adoption

These bylaws were primarily drafted by Thúy Tranviet, President, in collaboration with the current Executive Board of the Group of Universities for the Advancement of Vietnamese in America (GUAVA) and were adopted by the membership on August 20, 2025.

Drafting Committee (Executive Board Members)

- Thúy Tranviet, President
- Chung Nguyen, Executive Manager
- Huy Phung, Communication Manager

Approved and Certification:

GUAVA Bylaws were unanimously approved on August 20, 2025.

President: Thúy Tranviet	Date: 20/8/2025
Executive Manager: Chung Nguyen	Date: 20/8/2025
Communication Manager: Huy Phung	Date: 20/8/2025

Future Amendments

Any future amendments to these bylaws may be recorded below. Please provide a brief description of the amendment along with the date of approval.

Description of Amendment

Date of Approval