

RESOLUTION
ON THE ESTABLISHMENT OF
THE LEGAL ASSISTANCE FOR VIETNAMESE ASYLUM SEEKERS (LAVAS)
PROJECT

BY
THE BOARD OF DIRECTORS
OF BOAT PEOPLE S.O.S.

ARLINGTON, VIRGINIA

DECEMBER 8, 1991

RESOLUTION

WHEREAS, almost one hundred thousand Vietnamese asylum seekers, now in camps in Southeast Asia, are being required to undergo status determination proceedings to determine their refugee or non-refugee status, and

WHEREAS, those found not to be refugee are refused resettlement, held in camps indefinitely and, ultimately, expected to return to Vietnam, and

WHEREAS, few of these asylum seekers are granted adequate legal assistance or counseling either at the pre-hearing or hearing stage or on appeal to the national authority or to the United Nations High Commissioner for Refugees (UNHCR) for mandate, and

WHEREAS, competent outside observers have noted numerous procedural failings in the status determination procedures of the various first asylum countries of Southeast Asia, and

WHEREAS, many competent observers have also reported many cases in which asylum seeker have been denied refugee status despite the fact that they appeared to have extremely strong cases to support their appeal for asylum, and

WHEREAS, a wide variety of refugee and migration agencies, members of INTERACTION, and a strong coalition of Vietnamese American community based organizations have expressed strong support for the concept of the Project, Legal

Assistance for Vietnamese Asylum Seekers (LAVAS),

Now, therefore, be it resolved that:

1. Boat People S.O.S., Inc. hereby establishes LAVAS as a semi-autonomous project of Boat People S.O.S., Inc.
2. An Executive Committee (hereafter the Committee) is, hereby, established to manage the LAVAS Project, operationally, and to provide the Board of Directors of Boat People S.O.S., Inc. (hereinafter the Board) with policy advice and support.
3. The LAVAS Project shall seek to:
 - provide legal assistance and counseling to Vietnamese asylum seekers in the camps of Southeast Asia, within its resources, at the pre-screening, appeal and mandate stages, with emphasis on the appeal and mandate stages where such activity is permitted by the national authority,
 - provide training on asylum procedures, refugee law and Vietnam country information to asylum committees formed from within the camp refugee populations, as well as, to national authority, UNHCR or volunteer agency personnel, as appropriate,
 - seek, through representations to the UNHCR, United States government and other member governments of the Comprehensive Plan of Action (CPA), to broaden access to Vietnamese asylum seekers, and
 - to take whatever other actions may be deemed appropriate

to improve the protection of the legal rights of the Vietnamese asylum seekers,

4. In seeking these goals, LAVAS will proceed, in the first instance, as described in the attached Appendix A to this Resolution, and the Committee is authorized to implement the LAVAS Project operationally within the approved guidelines. If the Committee desires to initiate efforts, included in LAVAS' overall guidelines in Paragraph 3 above, but not included in Appendix A, the Committee shall notify the Board of its intentions. If not disapproved within 21 calendar days, by a majority vote of the Board, such new initiatives shall be deemed to be approved. If the Committee wishes to initiate activities not within those described in Paragraph 3 above, it shall submit a proposal for such activities to the Board and will not initiate such activities until approval by a majority vote of the Board.
5. The Executive Committee:
 - a. General Powers. The business and affairs of the LAVAS Project, within the guidelines approved by the Board, shall be managed by the Committee
 - b. Committee Member's Number; Qualifications; Election; Term. The number of members of the Committee shall be no less than seven (7) and no more than eleven (11), to be determined by the Members at their monthly meetings, none of whom need be a resident of any particular state.

The Members shall be elected into or removed from the Committee at the monthly meetings or other proper meeting of the Committee. Members shall be elected and/or removed by a majority vote of the entire Committee. Each member shall hold office until his/her successor shall have been elected and qualified, unless removed by a majority vote of the entire Committee. All actions by the Committee affecting its membership shall be notified immediately to the Board which shall have the option of disapproving such action by a two-thirds vote.

- c. In determining membership, priority shall be given to representatives of membership organizations, namely Boat People S.O.S., Inc., National Congress of Vietnamese in America (NCVA), Interfaith Committee for Refugee and Human Rights Concern, Project Ngoc, Committee for the Relief of Vietnamese Refugees (CRVR), and Vietnamese Refugee Sponsorship Coordinating Council of Canada, and to providing Committee membership to operational sub-committee chairpersons.
- d. The Sub-committee structure shall be determined by the Committee but, initially, shall be as follows:
 - Finance. Chaired by the Treasurer, the Finance Sub-Committee shall oversee the keeping of proper financial records and procedures for Project LAVAS, as well as, for the development of Project budget

projections.

- Fund Raising. The Committee is authorized by the Board to undertake its own fund raising activities. All funds received, designated for the LAVAS Project, shall be initially received by or turned over to the Boat People S.O.S., Inc. Treasurer for record keeping purposes. However, a separate bank account shall be maintained by Boat People S.O.S., Inc. in which all funds designated for the LAVAS Project shall be segregated, to be used exclusively for LAVAS. Funds received for the LAVAS Project by the Boat People S.O.S., Inc. Treasurer shall not be held longer than one week before being deposited in the LAVAS designated account.
- Recruitment and Training. This Sub-Committee shall be responsible for recruitment activities and training of paralegal staff. It will also undertake projects to provide training materials and background country information for UNHCR and others engaged in the status determination process.
- Legal Support. The General Counsel will chair the Legal Support Sub-Committee, which will provide legal support to LAVAS field teams.
- Project Personnel Selection Sub-Committee. This Sub-Committee, chaired by the LAVAS Chair, will make a final selection of LAVAS field personnel. Its

membership will include the Chair, Vice Chair, General Counsel, and Chair of the Recruitment and Training Sub-Committee and others designated by the Committee.

- Logistics. This Sub-Committee's primary mission will be logistics support to LAVAS field teams.
- Promotion and Public Relations Sub-Committee. Responsible for a Project Newsletter, articles, and other public relations activities.

e. The initial membership of the Committee shall be:

- Nguyen Dinh Thang: Chair
- Shep Lowman: Vice Chair
- (vacant) Secretary
- Arif Ali: Treasurer, Chair Finance Sub-Committee
- Daniel Wolf: General Counsel, Chair Legal Support Sub-Committee
- Elizabeth J. Leresche: Chair, Recruitment and Training Sub-Committee
- Nguyen Tu Cuong: Chair, Promotion Sub-Committee and Representative of Inter-Faith Committee
- Bui Vu Duc: Chair, Fund Raising Sub-Committee and Representative of Committee for

the Relief of Vietnamese
Refugees

- (vacant) Chair, Logistics Sub-Committee
- Nguyen Ngoc Bich: Representative, Boat People SOS
- (vacant) Representative, National Congress of Vietnamese in America

- f. The Chair of the Logistics Sub-Committee shall receive a stipend that will be shared 50% from LAVAS Project.
- g. Members Duties: It shall be the duty of the Members to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of Boat People S.O.S., Inc. or its' Bylaws, or by the terms of this Resolution; (b) Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of LAVAS Project; (c) Supervise all officers, agents, and employees of the LAVAS Project to assure that their duties are performed properly; (d) Meet at such times and places as required by this Resolution; (e) Register their addresses with the Secretary of the LAVAS Project and

notices of meeting mailed or telegraphed to them at such addresses shall be valid notices thereof.

h. Compensation. Members shall serve without compensation except that they shall be allowed and paid, if so authorized by the Committee, their actual and necessary expenses incurred in attending Committee meetings (or stated other provisions allowing reasonable compensation for attending meetings). In addition, if specifically authorized by the Committee, they shall be allowed reasonable advancement or reimbursement for expenses to be justified by proper receipts no later than two weeks after completion of task which may be incurred in the performance of their regular duties as specified in Section g of this Article. LAVAS Project Executive Committee Members may not be compensated for rendering services to the LAVAS Project in any capacity other than Member unless such other compensation is reasonable and is allowable under the provisions of this Resolution.

i. Restriction regarding Interested Members. Notwithstanding any other provision in these bylaws, not more than forty-nine percent (49%) of the persons serving on the Committee may be interested persons. For purpose of this Section, "interested persons" means either any persons currently being compensated by either Project LAVAS or Boat People SOS, Inc. for

services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Member as Member; or (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, daughter-in-law, or father-in-law of any such person.

- j. Regular Meetings. A general assembly meeting of all LAVAS Project members shall be called by the Committee and shall be held on the first Wednesday of April of each year. A regular meeting of the Committee shall be held each month on a day fixed by the Committee by resolution as to time and place.
- k. Place of Meetings. The Committee may designate any place, either within or without the State of Virginia unless otherwise prescribed by statute, as the place of meeting for any annual meeting. Any other regular or any special meeting called by the Committee will be held in Virginia, Maryland, or the District of Columbia.
- l. Notice of Meeting. Notice of meeting, stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than two (2) nor more than ten (10) days before the date of the meeting,

either personally, by mail, by FAX, or by telephone, by or at the direction of the Chairman, or the Secretary, or the persons calling the meeting, to each member of the Committee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address or, if FAXed, when sent to the FAX number registered with the Secretary.

m. Special Meetings. Special meetings of the Committee may be called by or at the request of the Chairman or any two Members. The person or persons authorized to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Committee called by them but such meeting shall not be held other than in the States of Maryland or Virginia or in the District of Columbia.

n. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each director at this business address, by telegram, or by FAX message. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If FAXed, the message should be

deemed delivered when sent to the FAX number of the Member, registered with the Secretary. Any Member may waive notice of any meeting. The attendance of a Member meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called convened.

- o. Quorum. A majority of the number of Members shall constitute a quorum for the transaction of business at any meeting of the Committee but in no event shall a quorum consist of less than four Members.
- p. Manner of Acting. The act of the majority of the present at a meeting at which a quorum is present shall be the act of the Executive Committee.
- q. Action Without a Meeting. Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Members.
- r. Vacancies. Any vacancy occurring in the Executive Committee may be filled by the affirmative vote of a majority of the remaining Members though less than a quorum of the Committee. Any membership be filled by reason of an increase in the number of Members may be filled by election by the Committee.

s. Presumption of Assent. A Member of the Committee who is present at a meeting at which action on any Project matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Committee immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

6. Reporting Structure and Deliverables. As a major project of Boat People S.O.S. -- for which the Board is responsible in the eye of the law and IRS -- LAVAS is expected to show at all time a high level of professionalism, financial integrity and accountability. Specifically, it must provide:

- a. Quarterly reports. Submit in writing quarterly reports (in April, July, October and January of each year) of its activities to the Executive Board of the Boat People S.O.S., Inc. for transmittal to the Board of Directors.
- b. Financial reports. Accompanying the quarterly report, there must be attached a relatively detailed financial report, also for transmittal to the Board of Directors.

- c. Notification of meetings and major activities. Notify the Board of all LAVAS meetings, if held in town, and of any major and out-of-the-ordinary activity and/or expenditure proposed by LAVAS personnel, though once a LAVAS project is notified to the Board with a proposed budget, disbursements can be made without further notification except where they depart in significant measure from the proposed budget.
 - d. Annual report and projections. Submit, within 20 days following the end of each calendar year, an annual report covering the progress made by the project and difficulties encountered as well as projecting activities for the following year.
7. Chairman's Council of Advisors. A Council of Advisors (hereinafter the Council) shall be established to provide advise and support to the Chairman in the implementation of Project LAVAS.
- a. Qualification. Considered to be an advisor is any one who is selected by the Executive Committee and is willing to be an advisor to Project LAVAS.
 - b. Meetings. Meetings of the members of the Council may be held at a time selected by the Committee. At the meeting, the Council may make recommendations on any business properly brought to such meeting by the Executive Committee.
 - c. Compensation. There shall be no compensation for

members of the Council.

- d. Rights of Council. Each advisor is entitled to: (a) Make recommendations at the Council meetings; (b) be notified of activities carried out by Project LAVAS; (c) receive financial report quarterly; (d) receive newsletters put out by the corporation.

8. Members of Project LAVAS

- a. Determination. Is considered a member any person who is willing to be a member of Project LAVAS and support the Project through financial or personal efforts and pay membership dues. Memberships requirements in the form determined by the Committee are authorized.
- b. Issuance. Membership certificates may be issued for such consideration and to such persons as the Committee may determine from time to time.
- c. Payment for Membership. (a) Kind. The consideration for the issuance of membership certificates shall consist of money paid, labor done (including services actually performed for Project LAVAS) or property (tangible or intangible) actually received. (b) Valuation. In the absence of fraud in the transaction, the judgement of the Committee as to the value of consideration received shall be conclusive.
- d. Rights of Members. Each Project LAVAS active member is entitled to: (a) being notified of activities carried out by the corporation; (b) receiving financial report

annually; (c) receiving newsletters put out by the corporation.

9. Officers

- a. Number. The officers of Project LAVAS shall be a Chair, a Vice Chair, a General Counsel, a Secretary, and a Treasurer, each of whom shall be elected by the Committee. In addition, the Committee may designate any number of officers as Project LAVAS may need to carry out its functions effectively. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as Chair of the Executive Committee.
- b. Election and Term of Office. The officers of Project LAVAS shall be elected by and serve at the pleasure of the Executive Committee, to be reviewed annually by the Board following the general assembly meeting of Boat People S.O.S., Inc. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.
- c. Removal. Any officer may be removed by the Committee whenever in its judgment, the best interests of Project LAVAS will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an

officer or agent shall not of itself create contract rights.

- d. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Committee for the unexpired portion of the term.
- e. Chair of the Executive Committee. The Chair of the Executive Committee is the principal person in charge of policy-making for Project LAVAS after consultation with the other members of the Committee. He/She will also be the main person responsible for all oversight functions devolving on the Committee.
- f. Vice-Chair. In the absence of the Chair or in event of his/her death, inability, absence, or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to them by the Chair or by the Committee. In the absence of both the Chair and the Vice Chair, the General Counsel and, in his absence, the Member representing Boat People S.O.S. Committee shall assume the Chair.
- g. The Chair. The Chair shall also be the principal executive officer of the corporation and, subject to the control of the Executive Committee, shall, in

general supervise and control all of the business and affairs of Project LAVAS. He shall, when present, preside at all meetings of the Committee. He may sign, with the Secretary or any other proper officer of Project LAVAS thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the corporation By-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The Chair shall submit, a financial statement and a statement of business and condition of Project LAVAS to the Committee on a monthly basis and to the Board and the Council and LAVAS membership at least annually.

- h. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of this Resolution or as required by law; (c) be custodian of the Project LAVAS records and arrange that the seal of the corporation is affixed to

all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) 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 by the Chair of the Committee.

- i. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of Project LAVAS; (b) receive and give receipts for moneys due and payable to Project LAVAS from any source whatsoever, deposit all such moneys in the name of Project LAVAS in the bank account established by the Board for use by Project LAVAS and make payment for authorized LAVAS obligations; and (c) 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 by the Chair or by the Committee. If required by the Committee, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Committee shall determine.

10. Contracts, Loans, Checks, and Deposits.

- a. Contracts. The Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Project LAVAS for purposes specifically authorized by the Board and such authority

may be general or confined to specific instances.

- b. 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.
 - c. Check, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Project LAVAS shall be signed by such officer or officers, agent or agents of Project LAVAS and in such manner as described herein or as shall from time to time be determined by resolution of the Board.
 - d. Deposits. All funds of Project LAVAS not otherwise employed shall be deposited from time to time to the credit of Project LAVAS in the bank account established by the Board for use by Project LAVAS. This bank account shall be controlled by the Committee and disbursements therefrom shall be by signature of one approved Member, if under four hundred dollars (\$400.00), or by two approved Members, if over four hundred dollars. Approved Members shall be the Chair, Vice Chair, Treasurer, or Acting Chair, or Acting Treasurer.
11. Fiscal Year. The fiscal of Project LAVAS shall begin on the 1st day of January and end of the 31st day of

December in each year.

12. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Member of the Committee under the provisions of this Resolution or otherwise a waiver thereof in writing, signed by 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.
13. Dissolution of Project LAVAS. In case of the dissolution of Project LAVAS, all the remaining assets of the Project shall be returned to the general fund of the corporation to be used insofar as practicable for similar goals as those of Project LAVAS.
14. Amendments. The provisions of this Resolution may be altered, amended or repealed and new Provisions may be adopted by the Board at any regular or special meeting of the Board.



Truong Anh Thuy
President
December 17, 1991

APPENDIX A

Legal Assistance to Vietnamese Asylum Seekers (LAVAS) will, within its resources, undertake activities in all four types of activities approved in Paragraph 3 of the Resolution of the Board of Directors of Boat People S.O.S. Committee, establishing LAVAS.

However, the extent of LAVAS activities other than the provision of legal assistance directly to asylum seekers will be determined by the availability of resources, with the provision of limited resources going first to such direct counseling and assistance so long as LAVAS is able to provide reasonable access for its teams to the asylum seekers. Geographically, the LAVAS Project will be limited, for the present, insofar as the provision of direct assistance is concerned, to the Philippines and Hong Kong.

The ability of LAVAS to render legal assistance directly to asylum seeker is, of course, dependent on access by LAVAS to the asylum seekers and to their records; in other words, on the cooperation of the UNHCR and the national authority.

LAVAS has completed arrangements to send a team to the Philippines to provide legal assistance to asylum seekers in Palawan camp. It is planned that such a team depart in October 1991. The first team will consist of three paralegals and one supervising attorney. Other teams or LAVAS personnel may be sent to the Philippines, depending on available resources and competing priorities.

Substantial progress has been made in gaining access to asylum

seekers in Hong Kong and LAVAS expects a final approval shortly. Assuming such approval is granted and resources are available, LAVAS plans to send a team of up to seven personnel, five paralegals, and two attorneys, to Hong Kong.

Though the need is great in all other locations (Indonesia/Galang, Malaysia/Sungei Besi, and Thailand/Phanat Nikhom), LAVAS does not have access to work in those locations. LAVAS will continue to make representations to these governments but before personnel are sent on assignments to any location other than Palawan and Hong Kong, the Board of Directors of Boat People S.O.S., Inc. will be notified and given the opportunity to approve or disapprove such expanded activities.