

**BYLAWS OF
CHINESE AMERICAN PARENTS ASSOCIATION OF
MONTGOMERY COUNTY**

ARTICLE I NAME

Section 1: The legal name of this organization shall be "Chinese American Parents Association of Montgomery County", abbreviated as "CAPA-MC".

ARTICLE II MISSION

Section 1: The mission of CAPA-MC is to advocate for every Chinese American child by engaging and empowering families and communities.

ARTICLE III BASIC POLICIES

Section 1: The CAPA-MC shall be noncommercial, nonsectarian, and nonpartisan.

Section 2: The CAPA-MC shall seek to participate in the decision-making processes on establishing school policies to provide quality education for all children. The CAPA-MC shall seek to work with schools, communities and authoritative officials, with the recognition that the legal responsibility to make decisions has been delegated by the people to the board of education, the state and local education authorities.

Section 3: The CAPA-MC shall work to promote the health and welfare of children and youth through collaborations among parents, schools, and the community at large.

Section 4: No part of the net earnings of CAPA-MC shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that CAPA-MC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 5: Notwithstanding any other provision of these articles, CAPA-MC shall not carry on any activities not permitted to be carried on

- 1) by an association exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or
- 2) by an association, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.
- 3) both a and b are subject to Internal Revenue Service approval.

Section 6: Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 7: CAPA-MC or members in their official capacities shall not, directly or indirectly, participate or intervene, in any way, including the publishing or distribution of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempt to influence legislation by propaganda or otherwise.

ARTICLE IV MEMBERSHIP AND DUES

Section 1: Definition of membership

- 1) There are three (3) types of membership in CAPA-MC: general membership, voting membership, and founding membership.
- 2) General membership
 - a) General membership in CAPA-MC shall be open, without discrimination, to anyone who
 - i) believes in and supports the mission of CAPA-MC, and
 - ii) is an adult who is at least 18 years old and who resides in Montgomery County, Maryland, the United States, or resides in the counties be bound by Montgomery County, Maryland, the United States, regardless the state.
 - b) General members are NOT eligible to vote or run for an elective position.
 - c) CAPA-MC shall admit the individuals defined in Section 1 and 2).a) of Article IV to general membership at any time.
- 3) Voting membership
 - a) Voting membership in CAPA-MC shall be open to any general members who satisfy the following two conditions
 - i) reside in Montgomery County, Maryland, the United States, and
 - ii) have paid voting membership dues for at least 60 days.
 - b) Voting members are eligible to vote and run for an elective officer or a member of Board of Directors with the exemption of the first election.
 - c) Voting membership shall be effective on the sixty-first day after the date when the dues are received by the treasurer of CAPA-MC.
 - d) Voting membership shall expire in two years from the date when membership is effective.
- 4) Founding membership
 - a) Founding membership in CAPA-MC is an honorary membership bestowed to the individual who joined CAPA-MC before it is formally registered with the state of Maryland.

- b) Founding membership earns this title by having played a historic role in forming CAPA-MC, including the first election, and having shared the initial fees to establish CAPA-MC.
- c) The privileges and obligations of founding membership are identical to voting membership. The founding membership is expired and transferred into voting membership automatically when the first term of executive committee is established.
- d) The right for founding membership to vote and run for an elective officer or a member of Board of Directors will become invalid on the 30th day of June, 2018.

Section 2: Dues

- 1) Both general membership and voting membership dues shall be determined by the Board of Directors.
- 2) Membership dues shall be non-refundable after thirty (30) days after the due is received.

ARTICLE V BOARD OF DIRECTORS

Section 1: Board of Directors is referred to as "the Board" in these Bylaws.

Section 2: Each Board member shall be a voting member of CAPA-MC.

Section 3: The Board shall be one (1) chair and even number of Board members. No hierarchical relationship shall exist between the chair of the Board and other Board members, and between Board members.

Section 4: The president shall be a member of the Board and shall not be the chair of the Board.

Section 5: The total number of Board members, including the chair, shall be an odd number between 6 and 14.

Section 6: A CAPA-MC member shall not serve as a Board member, while serving as a paid employee of, or under contract to, the CAPA-MC.

Section 7: The duties of the chair of the Board shall include:

- 1) to represent the Board in CAPA-MC meetings and activities as needed; and
- 2) to preside the Board meetings.

Section 8: The duties of the Board members shall be:

- 1) to transact necessary business in the intervals between voting membership meetings and such other business as may be referred to it by CAPA-MC;
- 2) to create standing and special committees;
- 3) to define the scope of the work of the standing committee;
- 4) to approve the plans of work of the standing committees;
- 5) to present a report at the voting membership meetings of CAPA-MC;

- 6) to select an auditor or an auditing committee to audit the treasurer's accounts as needed;
- 7) to approve an annual budget submitted by the president, and present the same to CAPA-MC's voting membership meeting for review;
- 8) to approve bills submitted by the President on behalf of the executive committee; and
- 9) to fill vacancies.

Section 9: Definition of Majority

- 1) Majority of the board shall mean more than fifty percent (50%) of all of the board members.
- 2) Majority vote of Board of Directors or Majority vote of the Board shall mean the affirmative vote of the members of the Board representing Consortium Members who in the aggregate hold Consortium Percentage Interests greater than fifty percent (50%) of all of the Consortium Percentage Interests of all Consortium Members represented on the Board.

Section 10: Board meeting

- 1) Regular meetings of the board of directors shall be held during the year. The date(s) shall be fixed by the board of directors at its first meeting of the fiscal year.
- 2) Special meetings of the board of directors may be called by the chair of the Board, or by a majority of the Board members, by given a written notice of at least seven (7) days in advance.
- 3) A majority of the Board members shall constitute a quorum.

Section 11: Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE VI OFFICERS

Section 1: Each officer shall be a voting member of CAPA-MC.

Section 2: The officers of CAPA-MC shall be one (1) president, two (2) vice president, one (1) secretary, and one (1) treasurer.

Section 3: The president shall:

- 1) preside at all meetings of CAPA-MC and the executive committees;
- 2) coordinate the work of the officers and committees of CAPA-MC in order that the purposes may be promoted;
- 3) be a member ex officio of all committees except the nominating committee;
- 4) perform such other duties as may be prescribed in these bylaws or assigned by CAPA-MC or by the Board;
- 5) review bank statements monthly and initial; and

6) represent the CAPA-MC at all activities or send an alternate.

Section 4: The vice president shall:

- 1) act as aides to the president;
- 2) perform in their designated order the duties of the president in the absence or inability of that officer to serve; and
- 3) perform such other duties as may be prescribed in these bylaws or assigned by the Board.

Section 5: The secretary shall:

- 1) record the minutes of all meetings of CAPA-MC, and the board of directors;
- 2) be prepared to read the minutes of the previous meeting;
- 3) file all records;
- 4) have a current copy of the bylaws;
- 5) maintain a current membership list; and
- 6) perform such other duties as may be prescribed in these bylaws or assigned by CAPA-MC or by the Board.

Section 6: The treasurer shall:

- 1) have custody of all funds of CAPA-MC;
- 2) keep a full and accurate account of receipts and expenditures including reconciliation of the bank statement each month;
- 3) make disbursements as authorized by the president or board of directors of CAPA-MC in accordance with the budget adopted by CAPA-MC;
- 4) present a written financial statement at every meeting of the board of directors, the voting membership and at other times when requested by the Board;
- 5) make a full report before the newly elected officers officially assume their duties;
- 6) CAPA-MC shall keep permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of its members.
- 7) be responsible for preparing and filing all necessary tax forms and submitting a copy to the Board within thirty (30) days of filing;
- 8) have the accounts examined at the close of the fiscal year and upon change of treasurer by an auditor or an auditing committee of not less than three (3) persons who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. An auditor or an auditing committee shall be selected by the Board at least thirty (30) days before the end of the fiscal year or the new officers assume their duties; and
- 9) perform such other duties as may be prescribed in these bylaws or assigned by CAPA-MC or by the Board.

ARTICLE VII EXECUTIVE COMMITTEE

- Section 1:** An executive committee member shall be a voting member of CAPA-MC.
- Section 2:** The executive committee consists of president, vice presidents, and chairs of working committees.
- Section 3:** Meetings of the executive committee shall be held as needed. Meetings shall be called by the president or by a majority of the committee members with at least three (3) days' notice.
- Section 4:** At all meetings of the executive committee, a majority of the members of the committee shall constitute a quorum for the transaction of business.
- Section 5:** Duties of the executive committee shall be:
- 1) to transact business referred to it by the Board;
 - 2) to approve working plans created by working committees;
 - 3) to approve standing and special committee chairs who are nominated by the president;
 - 4) to act in emergencies between meetings of the Board; and
 - 5) to submit a report at each Board meeting.
- Section 6:** The executive committee shall take no action in conflict with any action taken by the board of directors.

ARTICLE VIII WORKING COMMITTEES

- Section 1:** A chair of working committee shall be a voting member of CAPA-MC.
- Section 2:** The chair of each standing committee shall present a plan of work to the executive committee for approval. No committee work shall be undertaken without the consent of the executive committee.

ARTICLE IX ELECTION AND APPOINTMENT

- Section 1:** Nominating committee :
- 1) There shall be a nominating committee composed of seven (7) members who shall be elected by the board of directors with the exception of the first election, in which all elected positions shall be elected by founding members directly.
 - 2) The committee shall elect its own chair.
 - 3) The nominating committee shall be elected at least two (2) months prior to the election.
 - 4) The nominating committee shall nominate eligible persons for each office to be filled and report its nominees to the voting members at least ten (10) days prior to the voting

membership meeting in the election year, at which time additional nominations may be made from the floor.

- 5) Only those individuals who are current voting members and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 2: All officers and the board members shall be elected by voting members of CAPA-MC.

Section 3: The chair of the Board shall be elected by the Board of Directors.

Section 4: The chairs of working committees shall be nominated by the president and approved by the board of directors.

Section 5: The elected positions shall be elected every two years by voting members at voting member meeting in the month of June of the election year (even year).

Section 6: A majority vote shall be required for election.

Section 7: Voting for election by proxy is prohibited.

Section 8: Absentee ballot is accepted, provided that the ballot is signed, is submitted in a sealed envelope, and is present at the election at the time of the actual vote. The absentee ballot shall declare, in writing, exactly and unambiguously the intended vote. In case where multiple rounds of voting are required, the vote in the absentee ballot shall be counted only one time during the first round of voting.

Section 9: Removal of a position-holder

- 1) The position-holder may be removed from position due to
 - a) failure to perform designated duties as outlined in these bylaws, the current policies, procedures and/or job descriptions;
 - b) failure to attend three consecutive meetings without being excused;
 - c) violation to the laws or policies, and be arrested, sentenced or under restriction of movement; or
 - d) misrepresentation of the positions of CAPA-MC, or actions in any other way which is detrimental to the philosophy and purposes of CAPA-MC.
- 2) Elected position holder
 - a) The elected position holder may be removed from position by a two-thirds (2/3) vote of the board members present and voting.
 - b) When removal action to an elected position holder is contemplated, the removed position holder shall be advised by Email at least seven (7) days prior to the meeting determination of his/her right to appear before the board of directors at that meeting.
- 3) Non-elected position holder
 - a) Removal of a non-elected position holder may be proposed by the president and approved by the board of directors.

- b) When removal action to a non-elected position holder is contemplated, the removed position holder shall be advised by Email and the position is terminated immediately.
- 4) Such removal constitutes a vacancy in that office.

ARTICLE X TERM

Section 1: The elected position holders shall assume their official duties on the first day of July in the election year

Section 2: The elected position holders shall serve for a term of two (2) years or until their successors assume their official duties.

Section 3: Officers

- 1) An officer shall not be eligible to serve more than one (1) consecutive term in the same office.
- 2) An officer who has served in an office for more than half a full term shall be deemed to have served a full term in such office.

Section 4: Board members

- 1) Board members, including the chair, shall not be eligible to serve more than two (2) consecutive terms.
- 2) A board member who has served in an office for a half of a full term or more than a half of a full term shall be deemed to have served one (1) full term.
- 3) A board member who has served in an office for less than a half of a full term shall not be deemed to have served one (1) full term.
- 4) The term when a president serves as a board member shall count into one (1) of two (2) consecutive terms aforementioned in 1).

Section 5: The term of the executive committees and working committees is concurrent with the president. No limitation exists on the number of terms a person may serve on one or multiple committees. No limitation exists on the number of committees a person may server concurrently or consecutively in CAPA-MC.

Section 6: Vacancies

- 1) Upon acceptance of a letter of resignation from any position holder, notice shall be given to the voting members of the vacancy within fifteen (15) days.
- 2) The vacancy of elected position, except for the president, shall be filled for the unexpired term by a person elected by a majority vote of the board.
- 3) A vacancy occurring in the office of president shall be filled for the remainder of the unexpired term by the first vice president. In the event the first vice president chooses not to assume the office of president, the second vice president shall take place the office of the president.

- 4) The vacancy of non-elected position shall be filled for the unexpired term by a person nominated by the president and approved by the board.

ARTICLE XI ELECTRONIC MEETINGS AND COMMUNICATION

- Section 1:** Board of directors, chairs of committees, committee members, and voting members may meet by telephone conference or through other electronic communication media, as long as all the members can simultaneously and clearly communicate, electronically stream each other, and participate during the meeting.
- Section 2:** Unless members indicate otherwise to the cognizant board of directors, all communication required by these bylaws, including meeting notices, may be sent electronically unless otherwise specified in these bylaws.
- Section 3:** All meetings shall be documented and the meeting minutes shall be approved by all meeting attendants.
- Section 4:** The official language of CAPA-MC shall be English and Chinese.

ARTICLE XII FINANCE

- Section 1:** The fiscal year of CAPA-MC shall begin on January 1st and end on December 31st of a year.
- Section 2:** CAPA-MC shall have checks and vouchers signed by two (2) persons, the treasurer and the president.
- Section 3:** Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, within fourteen (14) days, all records, books, and other materials pertaining to the office, and shall return to the treasurer, immediately, all funds pertaining to the office.

ARTICLE XIII PARLIAMENTARY AUTHORITY

- Section 1:** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CAPA-MC in all cases in which they are applicable and in which they are not in conflict with these bylaws.
- Section 2:** At least one (1) voting membership meetings of CAPA-MC shall be held during the school year. Dates of meetings shall be the first Saturday of June of each calendar year. A change of date notice shall be given by a written notice at least seven (7) days in advance.
- Section 3:** Special voting membership meetings of CAPA-MC may be called by the president or by a majority of the board, given a written notice at least seven (7) days in advance.
- Section 4:** One fifth (1/5) members shall constitute a quorum for the transaction of business in any voting membership meeting of CAPA-MC with the exception of creation, amendment, or revision of Bylaws. To create, amend, and revise the Bylaws, at least fifty (50) percent of all

voting members present and voting at the voting meeting shall be required in order to constitute a quorum.

Section 5: These bylaws may be amended at any voting membership meeting of CAPA-MC by a two-thirds (2/3) vote of those members present and voting, a quorum being present, provided notice of the proposed amendment, has been given to the voting membership at least thirty (30) days prior to the meeting at which the amendment is to be voted upon.

Section 6: A decision to totally revise the bylaws as a substitute for the existing bylaws requires a two-thirds (2/3) vote of those voting members present and voting at a voting membership meeting of CAPA-MC. A committee to carry out this task shall be appointed by the Board. The requirement for adoption of a revised set of bylaws shall be the same as in the case of the amendment, including thirty (30) days prior notification to the voting membership.

These Bylaws were submitted by Bylaws Committee and were approved at a founding member meeting of Chinese American Parent Association of Montgomery County on the 16th day of October, 2016.

These Bylaws are effective immediately after ratification on the 31st day of October, 2016.