

BYLAWS
CHINESE COMMUNITY CENTER OF
CAPTIAL DISTRICT OF NEW YORK, INC.

ARTICLE 1
MEMBERSHIP

1.1 Membership of the Chinese Community Center of Capital District of New York, Inc. (“CCC”) shall be open to any individual eighteen (18) years of age or older, regardless of sex, race, religion, or political affiliation.

1.2 Applications for the CCC membership shall be submitted to the Secretary for processing on the form prescribed by the Executive Committee.

1.3 There are five (5) categories of the CCC Membership:

(i) *Family Membership*. This includes the head household and any of his/her immediate family members.

(ii) *Individual Membership*. This membership is available for one person, eighteen (18) years of age and older.

(iii) *Student Membership*. Student Membership is available to full-time students and including their non-working spouse.

(iv) *Lifetime Membership*. Lifetime membership is available to family and individual members. Lifetime Membership may be granted to an individual who, after turning sixty (60) years of age, has donated to CCC within two (2) consecutive years at least \$1,000.00, or an amount determined by the Board.

(v) *Honorary Membership*. Honorary Membership is available to an individual who has supported and contributed significantly to the mission and activities of the CCC. Honorary Members may be designated by the Board of Directors for a specified term. The benefits of Honorary Membership shall extend to the household of the Honorary Member.

1.4. A member shall be considered in good standing after payment of their applicable dues. Only members in good standing may vote and serve on the Board, the Executive Committee, as School Administrator or on the School Council.

1.5 The amounts and timing of payment of Membership Dues for each category of membership shall be determined by the Board.

1.6 Only one type of membership is allowed in each household.

ARTICLE 2
MEMBERSHIP MEETINGS AND VOTING

2.1 The Annual Meeting of the Membership shall be held within the first four (4) months of the commencement of the Fiscal Year. At the Annual Meeting of the Membership, the President shall present the CCC Annual Report, including the Financial Statement and the Annual Budget. The date and place of the Annual Meeting shall be determined by the Executive Committee in consultation with the Chairperson of the Board.

2.2 Special Meeting of the membership may be called by the Chairperson of the Board, the Executive Committee, or by a petition of at least fifteen percent (15%) of the total CCC voting members. Written notice of a Special Meeting must state the purpose of such meeting and such notice must be sent to the membership at least ten (10) days before the meeting.

2.3 Each Membership is entitled to one vote and one vote only.

2.4 A Quorum for formal transaction of business at any Membership Meeting shall consist of at least one-third (1/3) of the total Membership qualified to vote, in person or by proxy.

2.5 Except for routine matters, or as otherwise determined by motion or in accordance with other sections of the Bylaws, all voting shall be by secret balloting.

2.6 Unless otherwise specified, a favorable action at the Membership Meeting requires a majority vote of the Membership present, in person or by proxy.

2.7. Voting by the Membership on matters regarding acquisition and disposition of CCC real estate property, carrying of a mortgage, and incurring of any debt over \$10,000.00 shall require two-thirds (2/3) affirmative votes of the entire Membership.

2.8 Voting at any Membership Meeting by proxy is permitted. For special Membership Meetings, electronic voting is permitted under procedures established by the Board.

ARTICLE 3
BOARD OF DIRECTORS

3.1 The number of the Board of Directors shall not be less than seven (7) nor more than twenty-five (25), Ex-Officio Members included.

3.2 The Board of Directors shall be elected by a majority vote of the Membership and shall serve for a term of three (3) years. Approximately one-third (1/3) of the Board Members shall be elected each year. No Director shall server more than two (2) consecutive terms.

3.3 The Board shall elect the Chairperson and the Vice Chairperson at the first meeting of the Board of each fiscal year for a term of one (1) year. They shall remain in office until their successors are elected. The Chairperson and the Vice Chairperson shall serve no more than two (2) consecutive terms.

3.4 The Board's responsibilities are as follows:

(i) To manage the business of the Corporation and act on behalf of CCC on all legal and financial matters, including custody of assets, and on all short-range and long-range planning matters pertaining to the purpose of CCC as set forth in the Certificate of Incorporation.

(ii) Appoint legal counsel.

(iii) Establish operational procedures of the Corporation.

(iv) Function as the forum for coordinating the activities and programs of various Committees, the Chinese School Council and affiliates of the CCC.

3.5 Any major policy and program changes or matters of major financial concerns shall be reported to the Membership. The Board shall not incur any debt over \$10,000.00, obtain any mortgage, nor transfer any part of CCC real estate property without prior voting approval of the Membership.

3.6 The CCC Board of Directors is responsible to the entire CCC Membership of dues-paying Members. The Board is responsible to coordinate the activities of the Executive Committee, the Chinese School Council and other committees and affiliated groups of CCC. In addition, the Board may establish CCC operational procedures from time to time as it sees fit. The Board shall ensure that each committee, council or affiliate discharges its responsibilities in accordance with these Bylaws.

3.7 The Board shall meet quarterly. The Chairperson may call additional Board meeting as needed, or upon the request of the Executive Committee, or upon petition of at least one-third (1/3) of the Board Members.

3.8 The Board may fill a vacancy in the Board for the remaining term of the vacant seat. However, if the remaining term is more than two (2) years, then such vacancy shall be filled until the next Membership Meeting, at which time the Members shall fill the vacancy for the remainder of the terms.

3.9 The Board may establish Standing Committees and Ad-Hoc Committees to carry out special assignments. Member of each committee, which may be comprised of two (2) to ten (10) persons, shall be appointed annually by the Board. The Chairperson of each committee may be appointed by the Board or elected by committee members. The following are standing committees:

- (i) Executive Committee. See Article 5.
- (ii) Finance Committee. See Article 6.
- (iii) Audit Committee. See Article 7.
- (iv) Nominating Committee. See Article 8
- (v) Facility Development and Management Committee. See Article 9.
- (vi) Education Committee. See Article 10.

3.10 All Board and Committee members shall serve without compensation. Board and Committee members may request for reimbursement for actual expenses incurred for attending community functions on behalf of the CCC with prior approval of the Board. Receipts must be provided for all such expenses.

3.11 Upon the recommendation of the Board or upon the petition of at least thirty percent (30%) of the CCC total voting membership, the Board shall consider removal of a Board Member from the Board, and such removal shall be effected by the affirmative two-thirds (2/3) vote of the Board at a Regular Meeting or a Special Meeting.

3.12 A Board member who has missed three (3) consecutive meetings without excuse shall be removed from the Board.

3.13 A quorum for formal transaction of business at the meetings of the Board shall be one-half (1/2) of the total number of Directors, excluding vacancies.

3.14 Voting by proxy at the Board Meetings shall not be allowed.

ARTICLE 4 OFFICERS, CONTROLLER AND BOOKKEEPER

4.1 The officers of the CCC shall be the President, the Senior Vice President, the Vice Presidents, the Secretary and the Treasurer who shall be elected by a majority vote of the membership for one (1) year term and shall hold office until their successors are elected. The President and the Senior Vice President shall also be elected as Board members for a three-year term. The Vice Presidents, the Secretary and the Treasurer shall also serve as Ex-Officio Board members for one-year with all voting privileges. There shall not be more than two Vice Presidents.

4.2 The President shall perform the following duties:

- (i) Act as the CCC official representative;
- (ii) Preside at the meetings of the Executive Committee and the CCC membership;
- (iii) Provide general supervision of other officers;
- (iv) Sign and counter-sign all certificates and other instruments of the CCC as authorized by the Board;
- (v) Report to the Board and the CCC membership;
- (vi) Carry out other duties assigned by the Board.

4.3 The Senior Vice President and the Vice Presidents shall assist the President and perform the duties of the President in his/her absence and other duties as assigned by the President.

4.4 The Secretary shall keep the records of all Board and Membership Meetings and shall be the custodian of the seal and the CCC official records. The Secretary shall act as the certifying officer for the CCC in all matters of official action by the Board.

4.5 The Treasurer shall have the custody of all the moneys and securities of the CCC and shall be responsible for the books and account. The Treasurer shall report to the Board and the members on all financial matters pertaining to the CCC. The Treasurer shall submit to the Board the annual financial report within thirty (30) days of the closing of the fiscal year.

4.6 The Executive Treasurer shall be the custodian of the money and the securities in the Executive accounts. The School Treasurer and the School Principal shall be the co-custodian of the money and securities in the School accounts. Only the Executive and the President shall have check signing authority for the Executive Accounts. Only the School Treasurer and the School Principal shall have the signing authority for the School Accounts. For the Executive Accounts, checks with amounts higher than \$500.00 shall be countersigned by the Controller or by the President. For the School Accounts, checks with amounts higher than \$500.00 shall be countersigned by the Controller or by the School Principal.

4.7 The CCC Controller is responsible for supervising the financial reporting and accounting, monitoring internal control and countersigning on expenses and commitments.

4.8 The Board shall hire a Bookkeeper. The CCC Bookkeeper shall be responsible to coordinate with the Finance Committee to perform timely journal entries and all financial transactions in actively employed accounting software, including the Executive accounts and the School accounts, and to create trial balances and financial statements of these accounts. The Bookkeeper shall also be responsible for issuing checks, and shall be the custodian of all CCC's financial records.

4.9 Any vacancy of officer shall be filled by the Board to serve the remaining term.

ARTICLE 5 EXECUTIVE COMMITTEE

5.1 The Executive Committee shall be appointed by the Board, but shall include the Officers. The Executive Committees shall have the power to act on matters of urgency between Board Meetings. The Executive Committee shall hold regular meetings and be responsible for carrying out the daily activities of the CCC, excluding those activities of the Facility Development & Management Committee and the Chinese School Council as described in Articles 9 and 10 of the Bylaws. The Executive Committee shall execute the policies and decisions made by the Board or the CCC Membership. The Executive Committee shall report to the Board and keep the Board and membership informed on any important business of the organization.

ARTICLE 6 FINANCE COMMITTEE

6.1 The Finance Committee shall oversee the financial operations of all CCC accounts and consolidated finances in accordance with the Board's decisions. The Board shall appoint from among the Board, the Controller, the Chairperson of the Finance Committee, the Executive Treasurer and the School Treasurer to serve on the Finance Committee.

ARTICLE 7 AUDIT COMMITTEE

7.1 The Audit Committee shall consist of three (3) members appointed annually by the Board and shall be responsible for conducting annual in-house audit of all CCC financial books and accounts, or to retain outside consultants to do so, and shall assist the Board on tax matters. The CCC Controller shall be the chief auditor.

ARTICLE 8 NOMINATING COMMITTEE AND ELECTION

8.1 The Nominating Committee shall consist of three (3) members appointed annually by the Board and shall be responsible for the timely nomination of candidates for directors and officers. The Nominating Committee must seek the consent of the nominees.

8.2 The Executive Committee shall prepare and mail out the voting ballot to each Member eligible to vote no later than June 1st.

8.3 The Executive Committee shall supervise the tabulation of the returned ballots and the Nominating Committee shall certify the result of the election for announcement in the CCC Newsletter.

8.4 All duly elected new directors and Officers shall take office on July 1st and no later than thirty (30) days after the completion of the election and shall serve a term until their successors are seated.

ARTICLE 9 FACILITY DEVELOPMENT AND MANAGEMENT COMMITTEE

9.1 The Facility Development and Management Committee shall consist of three (3) to nine (9) members and shall be appointed annually by the CCC Board of Directors.

9.2 The Chairperson of the Facility Development and Management Committee and the Building Manager shall be appointed by the Board. The Chairperson and the Building Manager, if not elected as Board Members, shall become an Ex-Officio Members of the CCC Board of Directors with all voting privileges.

9.3 The Facility Development and Management Committee shall provide recommendations to the Board for approval concerning the following aspects of the CCC facility:

- (i) CCC Facility's needs analysis, survey, and long-range planning;
- (ii) Site evaluation and selection;
- (iii) Facility financing and fund raising;
- (iv) Facility design specification and cost estimation;
- (v) Contracts for property acquisition and construction; and
- (vi) Facility management and maintenance plan/policy.

9.4. The Facility Development and Management Committee may act on behalf of the Board of Directors on matters specifically authorized by the Board.

ARTICLE 10 EDUCATION COMMITTEE

10.1 The Education Committee shall consist of three (3) to five (5) members and shall be appointed annually by the Board, but shall include the School Principal, the PTA President and the School Council Chairperson.

10.2 The Education Committee shall annually recommend to the Board and subject to the approval by the Board ten (10) to fifteen (15) members to the Chinese School Council (CSC) before the beginning of the School year. At least one third (1/3) of the CSC Members shall be the parents of the students attending the Chinese School. Terms and procedures approving CSC Members shall be in accordance with the School Operation Rules, as approved by the Board.

ARTICLE 11 CHINESE SCHOOL COUNCIL

11.1 The CSC shall elect the School Council Chairperson, who shall not be the Principal, and who shall preside at all meetings of the CSC and be responsible for the overall coordination of School affairs.

11.2 The CCC Chinese School shall be operated, as the CCC Board shall direct, under the Chinese School Council ("CSC"). Subject to direction by the Board, the CSC shall determine the policy, administration and financial matters of the CCC Chinese School. All matters concerning the School welfare and functions shall operate under the School Operation Rules, which the CSC shall recommend to the Board for adoption.

11.3 The CSC shall submit the proposed School Annual Budget and the School Annual Financial Statement to the CCC Executive Committee by October 1st, in order to allow time for consideration, and to prepare the CCC Consolidated Annual Financial Statement and other financial reports as required by state and federal laws.

11.4 The CSC shall report to the CCC Board of Directors and keep the Board and the Membership informed on any important business of the School.

11.5 The School Council Chairperson, the School Principal, the School Vice Principals, the PTA President and the School Treasurer shall serve as Ex-Officio voting Board Members for terms of one year. There shall not be more than two School Vice Principals.

ARTICLE 12 FISCAL YEAR

12.1 CCC Fiscal Year shall start July 1st and end June 30th.

ARTICLE 13 AMENDMENT OF BYLAWS

13.1 Amendments of the Bylaws may be initiated by resolution of the Board of Directors with two-thirds (2/3) majority vote or upon petition by one-fifth (1/5) of the Membership.