

Bylaws of the Chinese-American Association of Sudbury (CAAS)

Sudbury, Massachusetts

August 3, 2016

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Bylaws

Chinese-American Association of Sudbury, Inc

ARTICLE I: NAME

The name of this organization is Chinese-American Association of Sudbury, Inc. The Chinese-American Association of Sudbury, Inc is registered in the Town of Sudbury, Massachusetts.

For convenience, the organization shall be referred to in these bylaws as the Chinese American

Association of Sudbury, “CAAS” or as the “Association.”

ARTICLE II: FISCAL YEAR

The fiscal year of the Association shall begin on February 1st and end on January 31st.

ARTICLE III: PURPOSES

Section 1:

The purposes of CAAS are as follows:

1. Promote public awareness of Chinese culture and heritage.
2. Celebrate traditional Chinese holidays.
3. Promote multicultural communication in the community, and act as bridge between Chinese community and the mainstream society.
4. Enhance the well-being and social standing of Chinese Americans
5. Provide an environment and resource for people to help out those with difficult times.

Section 2:

The purposes of CAAS are promoted through advocacy, cultural awareness, and educational programs directed toward town residents, officials, and the general public; developed through designated projects and programs; and governed and qualified by the basic policies set forth in Article IV below.

ARTICLE IV: BASIC POLICIES

The following are the basic policies of the CAAS:

1. The organization shall be nonprofit, nonpartisan and nonsectarian.
2. The organization shall consist of Board of Directors and members of the Association
3. The organization shall work to achieve the mission of CAAS and specific program objectives.
4. The organization is authorized to raise fund for the benefit of its mission and programs and any other projects or efforts deemed necessary and appropriate by CAAS which have been approved by the Board of Directors.
5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers or other private individuals except that the organization 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 III herein.
6. The organization 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 statewide or Federal public office; or devote more than an insubstantial part of its activities to attempting

- to influence legislation by propaganda or otherwise.
7. CAAS may cooperate with other organizations and agencies as deemed supportive of the respective groups mutually beneficial objectives, but CAAS representatives shall make no commitments that bind the group they represent.
 8. Upon the dissolution of the organization the net assets shall be distributed to the organizations that previously received financial support from the CAAS, or the Town of Sudbury or its designee, as approved by Board of Directors.

ARTICLE V: MEMBERSHIP

1. Membership is open to all residents in Sudbury regardless of gender, sexual orientation, ethnicity or religious beliefs.
2. Member registration is required. A membership application form is posted to the CAAS website and must be completed for consideration, including agreement to abide by the bylaws. Membership in CAAS is pending review and approval of the completed application form by the Board of Directors. Granting of membership is at the sole discretion of the CAAS Board of Directors. Applicants must be at least 18 years old, register on CAAS website with a valid email address, phone number and a residential address evidencing Sudbury residency. All valid email address will be added to the membership group mailing list in order to receive notices and information provided by CAAS. No membership fee is required, but members are encouraged to make an annual donation in support of CAAS community activities.
3. Duly registered and approved members are eligible to participate in all CAAS activities, make commitment to CAAS mission and exercise their voting rights.
4. Prevailing industry-standard list management activities must be conducted at least once per year to ensure an accurate mailing list for Association communications.
5. Storage and back up procedures for electronic membership records must be reviewed at least once a year and implemented at periodic intervals each year.

ARTICLE VI: BOARD OF DIRECTORS

Section 1:

The CAAS Board of Directors (The Board) shall have three officers: Chair of the Board, Secretary and Treasurer.

The CAAS Board of Directors shall be comprised of no less than five (5), but no more than nine (9) directors. Each elected Director shall serve for a two-year term. A Board Director is eligible for a maximum of two additional two-year terms, from October 1st to the second September 30th. However, a Chair or Treasurer may not serve as Chair or Treasure after two years in that position. Under extenuating circumstances, the Board may consider allowing the retiring Chair to be re-nominated to

serve one additional term if his/her tenure is over, in order to ensure the continuity of leadership.

Duties of the Board shall include:

1. Set the agenda with appropriate notice for meetings.
2. Conduct the business of the association during and between meetings.
3. Set the main goal for the Association.
4. Organize volunteers or create special committees to carry out specific tasks, and approve plans and work.
5. Draft, approve, and track annual budget for current fiscal year and propose budget for the fiscal year that follows.
6. Expend funds and to see that a minimum of \$200 remains at the end of the fiscal year, except for extraordinary circumstances approved by the Board of Directors and the dissolution of the organization;
7. Consider and act on, within a reasonable time, any proposal or matter presented.
8. Respond to inquiries from the media.
9. Regularly recruit members and encourage maintenance of membership.
10. Present a report at the annual meeting of the Association or on the CAAS website.

Section 2:

The CAAS Board of Directors shall meet at least once a quarter, and more frequently as needed. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board members, with at least **Five** business days' notice. At least half of the Board members plus one should be present at each Board meeting. Any Board members may so suggest, but the Chair shall decide whether to invite non-Board members, who have no voting power, to attend Board meetings, if deemed necessary.

The majority of the Board of Directors shall constitute a quorum for conduct of business of the Board. The Board of Directors shall assume responsibility for the association's continuing effective presence, keeping all positions on the Board of Directors filled as any vacancies occur.

Section 3:

A financial report should be prepared and presented for review at regular meetings & the annual

meeting of the Association. It should also be posted on CAAS's website.

ARTICLE VII: ELECTIONS

Section 1:

The members of the Board of Directors shall be elected by registered members of the CAAS at the annual CAAS meeting. In a contested race, the candidate receiving the larger of votes cast will be declared the winner.

Elections for the Board should be held every two years in September.

All registered CAAS members are eligible to be nominated as candidates for the Board by self, other CAAS members or the Board. Candidates for Board election should submit a brief bio or statement to CAAS prior to the election by designated deadline.

To be eligible for re-election as an existing Board of Directors member, he or she must actively attend at least 75% of the CAAS Board of Directors meetings held during his or her term.

The Officers of the Board are elected by a majority vote of the Board of Directors.

Section 2:

Members of the Board shall assume their official duties following the close of the CAAS annual meeting (Need to decide if a meeting with happen and determine a start date) and shall serve for a term of two years or until their successors are elected or appointed. Transitions to newly elected members should be completed before the next meeting of the Board of Directors.

Section 3:

A vacancy occurring in the Chair position during a term shall be filled for the remainder of the unexpired term by another Board member selected by the Board through a majority vote.

A vacancy in any other office other than the Chair shall be appointed by Chair with majority vote by the Board of Directors.

Section 4:

When a Board member is not fulfilling the responsibilities as prescribed in the bylaws, or engages in serious misconduct, the Board of Directors may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the Board member; (2) making a formal recommendation that the Board member be removed from office following a

hearing conducted in accordance with due process outlined below.

Due Process: A “no confidence” hearing must be conducted following a two-thirds (2/3) affirmative vote recommending that the Board member be removed from office.

- The Board member must be given written notice no less than fourteen (14) calendar days in advance of said hearing;
- The written notice shall contain the reasons for the proposed removal, and shall be mailed certified mail, return receipt requested, to the last address of the Board member shown on the Association’s records;
- The Board member must be given an opportunity to address the Board of Directors, either orally or in writing;
- Not more than five (5) days following the hearing, the Board of Directors shall convene again to vote whether the Board member will be removed from office;
- A two-thirds (2/3) vote of the Board of Directors shall be sufficient to remove the Board member from office;
- The removal vote shall be recorded in the Board of Directors’ hearing minutes and shall

specify the number of voting in favor of and against such removal.

ARTICLE VIII: DUTIES OF OFFICERS OF THE BOARD

Section 1:

The Chair shall:

1. Preside at all meetings of this association when he/she is in the meeting;
2. Serve as an ex-officio member of special committees except the nominating committee;
3. Act as one of the signatories for Association financial accounts;
4. Coordinate the work of the officers and committees of this Association;
5. Assist with the duties of the officers and committees if needed and to the extent possible;
6. Perform such other duties as may be directed by the Board of Directors.

Section 2:

The Secretary shall:

1. Record the summary actions of all Board of Directors meetings, including attendance.
2. Be prepared to read the records of any previous meetings.
3. File and retain all records.
4. Have a current copy of bylaws.
5. Maintain a membership mailing list.
6. Perform such duties as may be directed by the Chair, or Board of Directors.

Section 3:

The Treasurer shall:

1. Have responsibility for all Association funds, including signatory for Association financial accounts, per direction of the Board of Directors;
2. Prepare a budget, approved by the Board of Directors, for presentation to the membership at the Annual meeting;
3. Maintain a full and accurate account of receipts and expenditures of this Association;
4. Make disbursements as authorized by the Chair or the Board of Directors in accordance with the adopted budget;
5. Have all expenditures not included in the original budget approved by the Board of Directors;
6. Present a financial statement at every meeting of this Association and at other times when requested by the Board;
7. Present an annual Treasurer's report of this Association at the annual meeting;
8. Have the accounts audited internally when a person who has signature authority leaves the

Board of Directors. This is to be completed by an internal audit committee, selected by the Board of Directors, at least two weeks before the meeting at which the successor assumes their duties;

9. Perform such other duties as may be directed by the Chair or the Board.

Section 4:

Accounts and records of the Association shall at all reasonable times be open to inspection by the Board of Directors.

Section 5:

All officers shall deliver to their successors all official materials not later than 30 days following the election of their successor, or upon resignation.

ARTICLE IX: INDEMNIFICATION

CAAS and the Association leadership are volunteers working to further the Association's objectives and its mission as stated in Article III above. Except in cases of obvious malfeasance, there is no intent to harm or otherwise injure any individual, group, or organization through or by the actions of the Association and its leadership.

All CAAS Officers, Board of Directors members, Chairs and members of Subcommittees and Special Committees shall be indemnified and held harmless from liability in the course of conducting official Association business.

All CAAS Board of Directors members, Directors, or Subcommittee Chairs, who are involved in litigation by reason of his or her position as an Officer or Director of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or may subsequently be amended. In the case of amendments, indemnification is only to the extent that such amendment(s) permit the Association to provide broader indemnification rights.

ARTICLE X: PERIODIC REVIEW AND AMENDMENT

To ensure the Association operates in a manner consistent with its stated purposes, and does not engage in activities that could jeopardize its non-profit status, periodic revision of the Association's bylaws

and reviews of its programs and activities shall be conducted. Any revision of the bylaws must have open discussion with the members and approved by at least two thirds of the Board of Directors.

APPENDIX: CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (CAAS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess of benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person had, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III. Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclosure

In connection with any actual or possible conflict of interest, an interested person must disclose that existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed

transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after that presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonable possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, or its own benefit, and whether it is fair and reasonable. In conformity with above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflict of Interest Policy:

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee, whose jurisdiction includes compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement with affirms such person:

- a. Has receive a copy of the conflict of interest policy,
- b. Has read and understand the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of the arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in

inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.