

BYLAWS OF CHINESE SERVICE CENTER USA

ARTICLE I: ORGANIZATION

Section 1 – Name: The corporation shall be called “Chinese Service Center USA.” and also can be identified as “CSC”.

Section 2 – Purpose: The purpose of the CSC is exclusively for charitable purposes. This corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(3). The corporation is not formed for pecuniary profit or financial gain, and no part of its net earnings, income or assets shall inure to the benefit of any private member or individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986, as amended). The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office."

The activities of this organization are:

1. to promote community participation, education, and leadership,
2. to foster cultural exchange and awareness, and
3. to promote strength in diversity and heritage values through educational, cultural and community programs.

ARTICLE II: MEMBERSHIP

Section 1 – Nondiscriminatory policy: Membership in CSC will be open to the public regardless of gender, race or creed.

Section 2 – Associate Members: Associate membership is open to any person who is interested in Chinese culture, language and supportive of CSC's purpose. Associate members include all the parents of children currently enrolled in the school sponsored by CSC. All associate members are entitled to participating in any program or activity sponsored by CSC. Associate members have no voting privileges.

Section 3 – General Members: General members are the due paying members of the CSC. They include all present board members and officers and school administrative and teaching staff members from various schools and programs sponsored by CSC. Past board members may be invited as active members at

the discretion of the Board of Directors. Other general members may nominate associate members and others to be a general member. The nomination must be approved by a majority vote during a Board Meeting or a General meeting with a voting quorum present. All general members are eligible to vote in the elections and general meetings and to be elected as officer or to the board of directors. General members have full voting privileges.

Section 4 – Honorary members: Anyone with the same objectives as CSC and contributes to the community in an active and positive manner may become an honorary member through the nominating and voting procedures. Honorary members shall have the same privileges as associate members.

ARTICLE III: BOARD OF DIRECTORS

Section 1 – Board role, size and term: As the governing body, the Board is responsible for defining the organization’s mission, and developing its goals, policies and operating guidelines. The Board should also set priorities and assess program activities against the mission and purposes of the organization. The board shall be made up of seven to twenty-five active members. The exact number shall be determined at the spring plenary meeting.

Section 2 – Election: Board members are nominated during the annual meeting by General Members and elected by the General Members. The election of the upcoming chair and vice-chair terms will be during a Board meeting. Board members may be nominated to be chair or vice-chair. The nomination will be approved by the majority vote by the board at a board meeting with a voting quorum. The chair and the vice-chair will have one-year terms, and shall be limited to three consecutive terms. The treasurer and the secretary will be appointed by the chair with the majority approval by the board at a board meeting with a voting quorum.

Section 3 – Terms: All board members shall serve two-year terms, but are eligible for reelection for up to 5 consecutive terms.

Section 4 – Meetings and notices: The board shall meet at least four times a year, at an agreed upon time and place or via conference calls. An official board meeting requires that each board member have written or email notice at least two weeks in advance.

Section 5 – Quorum – A quorum must be attended by at least a majority of board members for business transactions to take place and motions to pass.

Section 6 – Officers and duties: The Executive Committee shall consist of the chair, vice-chair, secretary and treasurer.

The chair shall preside at all meetings of the association and of the executive committee.

The vice-chair shall perform the duties of the president in his or her absence.

The secretary shall record the minutes of all meetings; and keep a directory of all active members.

The treasurer shall keep an accurate account of receipts and expenditures, present a written semiannual financial report and file the required tax returns.

Section 7 – Committees: The finance committee shall consist of the treasurer and two directors. The nominating committee shall consist of at least three directors. Any additional committee can be formed whenever needed.

ARTICLE IV: MEETING

Section 1 – Annual meetings: An annual meeting of the members shall take place on a date, time and location designated by the Chair. At the annual meeting the members shall elect Directors and Officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2 – Regular meetings: Regular meetings of the members shall be held at least once a year at a time and place designated by the Chair.

Section 3 – Written and/or email notices shall be sent to the membership of all general meetings not less than four weeks prior to the meeting.

Section 4 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. A member may represent a maximum of three proxy votes in addition to his own. A member who wishes to grant voting proxy to another member must notify the Chair or a member of the Board in writing, at least 3 days before the meeting date.

ARTICLE V: RESIGNATION AND REMOVAL OF MEMBERS

Section 1 – Resignation: General and associate members may resign after notifying the chair or the secretary. Directors may resign after notifying the chair and the secretary.

Section 2 – Removal of members: Any Directors who fail to attend three consecutive meeting without adequate excuse will be cause to be removed as a Director. Any general members and associate members can be removed without cause by two thirds of vote by the Board of Directors.

Section 3 – Vacancies: If the chair cannot complete his or her term, then the vice-chair will serve as chair until the end of term. In the case of the resignation of the secretary or the treasurer, the chair will appoint someone to take over the officer's term.

ARTICLE VI: AMENDMENTS AND REPEALS

Section 1 – Proposal: The proposed changes may be proposed by the Executive Council on its own initiative or upon the application of any 20 general members of CSC.

Section 2 – Publication: The Proposed amendment shall be sent to each member at least 20 days prior to the date of the meeting at which they are to be voted upon.

Section 3 – Approval: Amendments to the bylaws shall require approval of two-third vote of the voting members who are present at a meeting at which a quorum is present.

ARTICLE VIII: DISSOLUTION

Section 1 – Dissolution by Directors and Members: The association may be dissolved upon the affirmative vote of at least two-thirds (2/3) of the all Directors.

Section 2 – Distribution of Assets upon dissolution: Upon the dissolution of the association, assets shall be distributed as determined by the Board of Directors, provided, however, that the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or a state or local government, for a public purpose, or a person that is recognized as exempt under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.