

**BYLAWS
CHINESE COMMUNITY CENTER OF
CAPITAL 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 completed on such forms as are prescribed by the Executive Committee , and submitted for processing.

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

(i) *Family Membership.* This includes the head of 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 per year, 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 Meetings of the Members may be called by the Chairperson of the Board, the Executive Committee, or by a petition of at least ten percent (10%) 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 Members at least ten (10) days before the meeting.

2.3 Each Member is entitled to one vote and one vote only. For purposes of clarification, a Family Member has one vote, an Individual Member has one vote and a Student Member has one vote.

2.4 A Quorum for formal transaction of business at any Membership Meeting shall consist of the lesser of one hundred (100) votes or ten percent (10%) 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 expressly provided for in these Bylaws, and provided that a quorum is present, in person or by proxy, a favorable action at the Membership Meeting requires a majority vote of the Members present, in person or by proxy.

2.7. Any matters regarding the acquisition, mortgaging and/or disposition of CCC real estate property, and/or the incurring by CCC 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. Proxy forms are available from the President or Secretary of CCC.

ARTICLE 3
BOARD OF DIRECTORS

3.1 The number of the Board of Directors shall not be less than fifteen (15) nor more than seventeen (17), Ex-Officio Members included, with the number of Board members set by the Board from time to time. Board members must be CCC Members in good standing for more than nine (9) consecutive months as of the date of nomination to the Board. The following individuals shall serve as Ex-Officio Members of the Board, with voting privileges: the corporate President of CCC, the School Principal, the PTA

President, the Chairperson of the School Council, the Building Director, the Building Manager and the IT Director.

3.2 The Board of Directors shall be elected by the Membership and shall serve for a term of three (3) years or until their successor are elected and qualified. It is the intent to “stagger” the terms of the Board of Directors, and therefore, approximately one-third (1/3) of the total number of Board Members shall be elected each year. No Director shall serve more than two (2) consecutive terms.

3.3 At the first meeting of the Board during each fiscal year, the Board shall elect a Chairperson to serve for a term of one (1) year or until his or her successor is elected. The Chairperson shall serve no more than two (2) consecutive terms.

3.4 The CCC Board of Directors is responsible to the entire CCC Membership. The Board’s responsibilities are as follows:

(i) To manage the business of CCC 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 charitable purposes of CCC as set forth in the Certificate of Incorporation.

(ii) Appoint legal counsel, as determined by the Board from time to time.

(iii) Establish operational procedures of CCC.

(iv) Manage and coordinate the activities and programs of CCC.

(v) Keep the Membership informed on matters relating to the various activities of the CCC, as determined reasonably necessary in the Board’s discretion.

(vi) Undertake such other and further activities and responsibilities as provide by applicable law.

(vii) The Board shall ensure that each committee, council or affiliate discharges its responsibilities in accordance with these Bylaws.

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 first obtaining the approval of the Members.

3.6 The Board shall hold regular meetings at least quarterly. The Chairperson, Executive Committee, Chinese School Council, or one-third (1/3) of the Board of Directors by petition, may call special meetings. .

3.7 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.

3.8 The Board may appoint standing committees of the Board and ad-hoc committees of the Board or of CCC to carry out special assignments. Each committee of the Board or CCC shall be comprised of three (3) to ten (10) persons, as determined by the Board, and the members shall be appointed annually by the Board, except as otherwise provided for herein. The Chairperson of each committee may be appointed by the Board or elected by committee members. The following are standing committees of the Board:

- (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) Education Committee. See Article 9

3.9 All Board and Committee members shall serve without compensation. Board and Committee members may request 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.

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

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

3.12 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.

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

3.14 Any action of the Board that may be taken by vote may be taken without a meeting on written consent, setting forth the action(s) so taken, and signed by all members of the Board of Directors. Any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4
OFFICERS AND OTHER POSITIONS APPOINTED BY THE BOARD OF
DIRECTORS

4.1 The executive officers of the CCC shall be the President, one or more Vice Presidents (which may include a Senior Vice President), the Secretary and the Executive Treasurer who shall be appointed by the Board of Directors to serve for a one (1) year term or until their successors are elected.

4.2 The President shall perform the following duties:

- (i) Act as the CCC official representative;
- (ii) Membership drive;
- (ii) Preside at the meetings of the Executive Committee and the CCC membership;
- (iii) Lead and organize events including fundraising activities;
- (iv) Sign and counter-sign all certificates and other instruments of the CCC as authorized by the Board;
- (v) Report to the Board;
- (vi) Carry out other duties assigned by the Board.

4.3 The Vice Presidents shall assist the President and perform the duties of the President in his/her absence and such 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. Any membership records of CCC shall be made available to the Secretary upon the Secretary's request. The Secretary shall act as the certifying officer for the CCC in all matters of official action by the Board.

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

4.6 The Board shall appoint the Building Director and the Building Manager. The Building Director and the Building Manager shall be responsible for all building related matters, and for matters pertaining to clubs of the CCC.

4.7 The Board shall also appoint an IT Director, who shall be responsible for all matters relating to information technology, including without limitation, the websites and social media accounts for the CCC. The IT Director will also be responsible for electronic communications to CCC's members and non-members, the online event registration platform, the maintenance and accuracy of the membership database and the donors' database and serving as the CCC Webmaster.

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

4.9 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.

4.10 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 include the executive corporate president of CCC and such other Board members as may be appointed by the Board. The Executive Committees shall hold regular meetings. The Executive Committee shall have the power to act on matters of urgency between Board Meetings, as allowed by law, shall be responsible for carrying out the daily activities of the CCC, including the membership drive, events, fundraising and public relations, and excluding those activities of the Finance Committee, Audit Committee, Nominating Committee, the Education Committee and the School Council as described in these Bylaws. The Executive Committee shall execute the policies and decisions made by the Board or the CCC Membership, as applicable, in implementing actions within its authority. The Treasurer shall act as the treasurer for any Executive Committee matters. The Executive Committee shall report to the Board and keep the Board 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 Controller shall serve on the Finance Committee, together with such other Board Members as the Board may appoint to the Finance Committee. The Board shall appoint a chairperson of the Finance Committee.

ARTICLE 7 AUDIT COMMITTEE

7.1 The Audit Committee shall consist of three (3) Board Members appointed annually by the Board and shall assist the Board on tax matters, and be responsible for conducting an annual in-house audit of all CCC financial books and accounts, and the preparation of any tax or other required reporting returns that will be presented to the Board. The Audit Committee shall have the right to retain outside consultants to assist it as it deems reasonably necessary. The CCC Controller shall be the chief auditor.

**ARTICLE 8
NOMINATING COMMITTEE AND ELECTION**

8.1 The Nominating Committee shall consist of three (3) Board Members appointed annually by the Board and shall be responsible for the timely nomination of candidates for directors and officers of CCC; provided, however, that the Education Committee shall be responsible for the nomination and appointment of candidates to serve on the School Council. 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.

**ARTICLE 9
EDUCATION COMMITTEE**

9.1 The Education Committee shall consist of three (3) members, which shall include the School Principal, the PTA President and the School Council Chairperson.

9.2 The Education Committee shall oversee, approve and keep the Board informed of the actions of the School Council. The Education Committee shall have authority to approve the members of the School Council and the budget of the School Council, and shall keep the CCC Board informed of any actions taken in this regard. The Education Committee in coordination with the School Treasurer shall report to the Board and the members on all financial matters pertaining to the School. The Education Committee in coordination with the School Treasurer shall submit to the Board the annual financial report within thirty (30) days of the closing of the fiscal year.

ARTICLE 10 SCHOOL COUNCIL

10.1 The Education Committee shall appoint the members of the School Council and determine the number of members of the School Council that shall serve from time to time. The members of the School Council shall include: school administrators; teacher representatives; PTA representatives; and former school officers. The members of the School Council shall elect the School Council Chairperson, who shall not be the Principal, and who shall preside at all meetings of the School Council and be responsible for establishing and updating school operation rules and guidelines. The School Council shall also appoint the School Principal and other School officers, which shall include, at a minimum, a School Treasurer, who shall be the custodian of the funds and securities of the School, with authority to sign checks; provided, however, that any checks in excess of \$500 shall also be countersigned by the School Principal.

10.2 The CCC Chinese School shall be operated under the direction of the School Council. Subject to direction by the Education Committee, the School Council shall determine the policy, administration and financial matters of the CCC Chinese School, including budgetary matters. All matters concerning the School welfare and functions shall operate under the School Operation Rules, which the School Council shall prepare and present to the Education Committee for recommended adoption.

10.3 The School Principal, on behalf of the School Council, shall submit the proposed School Annual Budget and the School Annual Financial Statement to the Education Committee, sufficiently in advance 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.

10.4 The School Principal, together with the other members of the Education Committee, shall report to the CCC Board of Directors and keep the Board informed on any important business of the School. The School Principal is responsible for the overall coordination of School affairs. In the absence of the School Principal, the School Council Chairperson shall appoint a school officer to serve as Acting Principal.

10.5 The School Council Chairperson, the School Principal, and the PTA President shall serve as Ex-Officio Board Members with voting privileges

**ARTICLE 11
FISCAL YEAR**

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

**ARTICLE 12
CONTRACTS AND SIGNATORY AUTHORITY**

12.1 The Chairperson of the Board and the corporate President of CCC shall have unlimited signatory authority over any contracts, documents, obligations, funds or other matters of CCC (other than as provided for with matters relating to the School), which authority must be executed jointly through co-signatures. The Chairperson of the Board and the School Principal shall have unlimited signatory authority over any contracts, documents, obligations funds or other matters relating to the School, which authority must be executed jointly through co-signatures.

12.2 Provided that expenses over \$500 are authorized in advance by the Board, the Executive Treasurer shall be authorized to sign checks in the amount of \$500 or below, and the Executive Treasurer and the Controller shall jointly be authorized to sign check in amounts higher than \$500.

**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.

Historical references: Bylaws 2013-5-7

Adopted:

Revised: June ____, 2019