

# Bylaws

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# Delaware Chinese American Association

(Original: 4/6/2003. Revision 2: 08/30/2020)

### **Article I. NAME**

The name of the corporation is Delaware Chinese American Association. It is referred to as DCAA in these bylaws.

### **Article II. MISSION**

DCAA promotes the appreciation of Chinese culture for the benefit of the Chinese American community and the general public concerning the same. DCAA promotes mutual understanding and friendship between the Chinese American community and the community at large.

### **Article III. BASIC POLICIES**

1. DCAA is organized under the General Corporation Law of the State of Delaware, and under the US federal regulation for 501(c)3 organizations.
2. DCAA is non-commercial, non-sectarian, and non-political.
3. The mission of DCAA is promoted through educational, social and cultural programs.
4. DCAA is not liable for any actions of its members, unless the action is explicitly endorsed by its Board.

### **Article IV. MEMBERSHIP**

1. Any individual who subscribes to the bylaws of DCAA may

become a member, subject to approval by the Board of Directors. Membership shall be available without regard to age, gender, race, color, creed, sexual orientation, or national origin.

2. From time to time and when necessary, the Board of Directors shall establish membership fee, and policies for recruiting new members.
3. The Board of Directors shall publish a list of members in good standing at least once a year between February and May.
4. All current and former Board directors shall be life-time members in good standing by default. The termination of such a life-time member shall require a resolution by the Board of Directors and shall be effective one year after such a resolution is passed.

#### **Article V. BOARD OF DIRECTORS**

1. The Board of Directors, referred as the Board in this document, shall consist no less than seven (7), but no more than fifteen (15) directors. When the board has less than seven (7) directors, it shall not make any decision other than recruiting new directors or conducting an election for a new board.
2. DCAA shall dissolve one hundred eighty (180) days after the Board has less than seven (7) directors. After the dissolution of DCAA, its net assets shall be submitted to the State of Delaware within ninety (90) days.
3. The Board shall elect a Chair, who shall also be the President of DCAA. The term of Chair is two (2) years. The maximal number of consecutive full terms for a Chair is two (2).
4. The last Chair of the Board shall remain as a director for one term, not subject to election or term limit (Article V.5.)
5. The term of directors is two (2) years. The maximal number of consecutive full terms is two (2), except for the immediate past Chair. Such a third term director shall not qualify as the Chair.
6. The Board shall have the right to make final decisions on all DCAA related matters by a simple majority of all directors on the Board, with the exceptions provided in Article V.7
7. Election of the Chair of the Board, amendments of DCAA Bylaws, and any other matters designated as Matters of Critical Importance by a director shall require approval by the Board with a two-third (2/3) majority of all

directors.

8. The Board can be impeached by a simple majority of DCAA members. After impeachment, the only function of the Board shall be conducting an election for a new Board, within ninety (90) days. The Chair shall not be subject to impeachment by members, unless the entire Board is impeached.
9. A director (including Chair) may resign at any time, effective seven (7) days after the Board is notified in writing. Resignation of the Board Chair shall be submitted to the entire Board. The resignation shall be deemed accepted when 2/3 of the other board members vote to accept the resignation.
10. The Board may impeach its Chair or remove its directors from the Board at any time.

#### **Article VI. ELECTION**

1. The Board shall be elected every two years, between April and June, by the members on the list published earlier that year. The new board shall be in office on the first day of July. Under extraordinary circumstances (e.g. a Pandemic), the Board may decide to postpone the election for one year, but no more than one year. The quorum of election shall be one-fifth (1/5) members. The ballots may also be submitted by mail or electronic mail.
2. The President shall appoint, with approval of the Board, an Election Committee. At least two (2) members of the Committee shall be DCAA Directors. No member of the Election Committee shall be nominated as a candidate for the election.
3. At least twenty-one (21) days before the biennial election, the Election Committee shall notify DCAA members of the election. All candidates must submit a written statement to the Committee eight (8) days before the election date. Only DCAA members for more than six (6) months are qualified as candidates. The Committee may approve or reject a candidacy. Election ballots shall be sent to members at least seven (7) days before the biennial election.

#### **Article VII. OFFICERS AND DUTIES**

1. With the approval of the Board, the President shall appoint
  - a. a DCAA Director as DCAA Vice President,
  - b. a DCAA Director as DCAA Secretary,
  - c. a DCAA Director as DCAA Treasurer,

- d. up to five (5) DCAA Directors to be members of a Chinese School Council,
  - e. a DCAA Director as the Chair of the Chinese School Council,
  - f. other appropriate officers of DCAA.
2. The President shall make decisions on routine matters of regular DCAA operations solely or after consulting the Board. The President shall report frequently to the Board by electronic mails and at the Board meetings.
  3. The Vice President shall serve as Acting President in the absence of the President. The Secretary shall serve as Acting President in the absence of both the President and the Vice President.
  4. The Secretary shall keep records of the proceedings of the Board.
  5. The Treasurer shall have custody of all the funds of DCAA and keep a full and accurate account and receipts. The Treasurer shall provide a full financial report in twenty (20) days for auditing, when requested by the Board.
  6. The Chinese School Council shall be responsible for all matters of the Chun Hui Chinese School including appointing and removing of the school officers and maintaining independent accounting of funds for activities and operations of the school solely.
  7. Any officer may resign at any time, effective seven (7) days after the President is notified in writing.
  8. The Board may remove any DCAA officers at any time.

#### **Article VIII. AMENDMENTS**

1. Articles II, III.1, and V.2, shall not be amended in principle.
2. Any amendment, replacement, or alteration, in whole or in part, of the DCAA Bylaws must be proposed by a DCAA member and approved by the Board.
3. It shall take sixty (60) days, after approval, for any amendment of the bylaws to be effective.