



## Chinese American Cooperation Council

A California Nonprofit Public Benefit Organization under Section 501(c) (3), FEIN: 01-0783081

# BYLAWS OF CACC

## ARTICLE I. NAME AND NATURE

The name of the organization is Chinese American Cooperation Council (hereinafter “CACC,” or “the organization”), a California Nonprofit Public Benefit Organization under Section 501(c) (3) of the Internal Revenue Code and the regulations issued thereunder, FEIN: 01-0783081.

CACC is a non-political, non-religious, and non-governmental organization.

## ARTICLE II. PRINCIPAL OFFICE

The principal office of the organization is located in Pleasanton, California.

## ARTICLE III. PURPOSE

The primary objectives and purposes of the organization are to promote healthy cultural heritage and enhance friendship in the Chinese American community and to facilitate the healthy cultural and business exchanges and cooperation between the peoples of the United States and Greater China.

## ARTICLE IV. EXECUTIVE MEMBERS

### Section 1. Executive Memberships

Executive Members (EMs) shall consist of Retired Board Directors (RBDs) and current Board Directors (BDs).

Upon BDs’ completion of their first two-year term they will be awarded life-time Executive Memberships automatically.

### Section 2. Suspension of Executive Membership During Paid Employment

In the event an EM is or becomes a paid employee of CACC, such EM shall not vote or have any input upon a vote on or impacting such EM’s salary, duties, suspension, termination or any other action in which such EM has an interest.

### Section 3. Obligation

All EMs shall:

1. abide by the BYLAWS OF CACC and all other rules and regulations of CACC;
2. come to this organization with the primary objective and intention to give to, not to take from, the community and the organization;



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3. attend EM meetings and events called and/or organized by the CACC Board of Directors (the Board) in person or via proxy method in writing through other EMs;
4. notify the Board when unable to attend CACC meetings and/or events;
5. agree to promote friendly and active cooperation among all Chinese and people of other ethics groups regardless of their political and religious background, and not to engage in divisive activities that are incompatible with the cooperative spirit and purposes of the organization;
6. agree to provide any volunteer work as required from time to time to assist the organization in delivering its services;
7. relinquish EM membership if operating a business that has a conflict of interest with CACC.

### Section 4. Rights

EMs shall have the right to:

1. participate in organizing or attending the various activities organized or sponsored by the organization free of charge or at a discount rate;
2. receive membership bulletin;
3. elect the BDs;
4. be elected as BDs;
5. be selected as the EM Oversight Committee member;
6. provide input to improve the services of the organization on the premises that he or she shall agree to accept the decisions approved by a quorum of the Board;
7. relinquish membership in the organization.

### Section 5. EM Oversight Committee

EMs shall form EM Oversight Committee (the Committee) with the following:

1. The Committee shall be formed or renewed during annual EM Meeting;
2. The Committee's function is to oversight and ensure that the Board manages CACC in a correct direction in general that in compliance with Bylaws of CACC and applicable federal and state laws, makes effective and appropriate use of CACC revenue and funding, and other major issues that EMs are interested in;
3. The Oversight Committee should consist of five (5) retired board directors who have valid



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EM memberships;

4. The Lead of the Committee should be served by the retired presidents or vice presidents of CACC Board of Directors. The time sequence of the presidents or vice presidents served determines the order of when to serve. The term of this lead position is one (1) year. If one retired president requests a waive to be the lead, the vice president of same term of the Board shall serve; if one vice president requests a waive to be the lead, the president of next term of the Board shall serve, and so on;
5. The other four (4) Oversight Committee members shall be nominated by the Nomination Group which is consisting of CACC retired presidents excluding the current Committee Lead. The committee members should be selected from different term(s) that the Committee Lead served;
6. The Board shall provide the Committee the documents and explanation in detail upon the request from the Committee;
7. The Committee shall have CACC status hearing quarterly. The president and the treasurer of the Board shall attend the hearing and answering questions. A special hearing may be called by the Committee at any time;
8. The Committee should prepare and submit its summary report to EMs at least one month before annual EM meeting showing its oversight results including findings, problems and recommendations for the Board to change or act upon;
9. The Committee follows the Board expense policies for reimbursement;
10. When recommended by the Board with a desire of dismiss either the Committee or the individual committee member(s), an approval from the super majority of EMs (2/3) is needed.

## ARTICLE V. GOVERNING BODY

### Section 1. Board of Directors

The Board has all executive and administrative powers and authorization of the organization, including all affairs, activities and CACC Chinese School.

### Section 2. Number of Directors

The Board shall not have less than three (3) or more than eleven (11) BDs with the exact number to be fixed within these limits by approvals of the Board in the manner provided in these Bylaws. The numbers of BDs may be changed by amendment of this Bylaw or adoption of a new Bylaw, as provided in these Bylaws.

In the event the Board determines that there are less than three (3) BDs serving the Board or the Board determines to form a new Board, the Board shall notify the EMs immediately and call for a Special EM Meeting to select or elect EMs to serve as interim BDs until new BDs are elected.

### Section 3. Duties and Rights of BDs



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The BDs shall:

1. perform any and all duties imposed collectively or individually by law, by the Articles of Incorporation of the organization, or by the BYLAWS of CACC;
2. organize various activities to promote the organization's objectives;
3. facilitate communication within the organization through various media such as email, website or organization bulletin;
4. work with other community and professional organizations for the sake of the community;
5. manage the finance of the organization;
6. attend at least two thirds (2/3) of the regular Board meetings; and
7. become a life-time EM automatically after serving a full 2-year term.

### Section 4. Leadership and Sequence Of Authority:

The Board shall elect the President, the Vice President, the Treasurer, and the Secretary General. The Board may appoint additional officers in charge of specific areas or responsibilities from time to time as deemed necessary by the Board.

The President shall be the Chairperson of the Board, and shall preside over conducting the business of the organization and other duties as may be required by law, by the Articles of Incorporation, or by the Bylaws, or which may be prescribed from time to time by the Board.

The Vice President shall assist the President to perform the President's duties, and in the absence of the President, or in the event of the President's inability to act, the Vice President shall perform all the duties of the President or such other duties as may be prescribed by law, by the Articles of Incorporation, or by these BYLAWS, or as may be prescribed from time to time by the Board, and shall comply with CACC's reimbursement policy and budget as approved by the Board.

The Treasurer, subject to the provisions of these BYLAWS relating to the "**ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITES, FUNDS AND GIFTS**" shall have charge and custody of, and be responsible for all funds of the organization and deposit all funds in the name of the organization in such banks or other depositories as shall be selected by the Board; disburse or cause to be dispersed the funds of the organization as may be directed by the Board; and keep and maintain adequate and correct accounts of the organization properties and business transactions, including but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of accounts and financial records to any BD or Officer of the organization; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and such other duties incident to the office of Treasurer as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board.

The Secretary General shall: be the custodian of a copy of these Bylaws, a book of meeting minutes of all meetings of the Board and of the EMs, and all other organization records in such a place as the Board may determine; see that all notices are duly given in accordance with the provisions of these BYLAWS or as required by law; and perform all duties incident to the office of Corporate Secretary



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and such other duties as may be prescribed by law, by the Articles of Incorporation, or by these BYLAWS, or as may be prescribed from time to time by the Board.

The sequence of the authority of the four (4) leadership positions, in the event automatic replacement is identified by the Board, is: (1) the President, (2) the Vice President, (3) the Treasurer, and (4) the Secretary General.

### Section 5. Terms of Office

Each BD shall hold office for a two-year term beginning July 1 of the fiscal year following the election date in which he/she is elected, or until his or her successor is elected and qualifies. There is no term limit for re-election of a BD.

The President will be elected by current BDs with a one-year term and shall not serve more than two consecutive terms. There shall be no term limitations on other Officer positions of the Board.

### Section 6. Election of Board Directors:

The BDs shall be elected by the EMs as provided in Section 9, subparagraph 4 of this Article V.

To be eligible to become a BD candidate, an individual must:

1. be an adult whose age is or above twenty one (21) years-old;
2. be: (a) an EM including a current BD seeking a new term and/or a RBD seeking a return to the Board, (b) a parent of current student(s) of CACC CS, (c) a current adult student of CACC CS, or (d) an active volunteer on CACC duties as assigned by the Board or CACC CS for two consecutive years as acknowledged and recognized by the Board or three current BDs; and
3. obtain recommendations from three (3) current BDs.

CACC paid employees are not eligible to become BD candidates.

### Section 7. Compensation

BDs shall serve without compensation.

### Section 8. Reimbursement and Accommodation

BDs shall be provided reasonable accommodation necessary for, or be reimbursed their actual and necessary expenses incurred in connection with, attending Board meetings, performing the duties assigned or conducting assignments as directed by the Board.

### Section 9. Regular Board Meetings and Annual EM Meetings

Regular Board meetings shall be held once a month chaired by the President or the Vice President. The Secretary General shall prepare a meeting agenda covering the major items and/or issues to be discussed and resolved.

Annual EM meetings shall be held in the first weekend of May by the Board. The Annual EM



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meetings shall concern, but is not limited to, the following items:

1. presentation of the annual report by the President of the Board;
2. presentation of the general financial status of CACC by the Treasurer of the Board;
3. Board proposed amendment(s) to the BYLAWS of CACC (if any);
4. election of BDs (receiving the highest number of EM votes, provided the votes constitute more than one-half of the attending EMs) to fill the number of vacancies the Board determines shall be elected;
5. discussion of EM issues as determined by the EMs.

The Board may, at its discretion, reimburse and/or accommodate reasonable expenses incurred by EMs who attend EM Meetings.

### Section 10. Special Board Meetings and Special EM Meetings

Special Board Meetings may be called by the President, the Vice President, the Treasurer, and the Secretary General, or by any two BDs with the approval of a majority of the Board, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in such absence of such designation, at the principal office of the organization.

Special EM Meeting may be called by the Board when such needs are identified and approved by the majority of the Board.

### Section 11. Notice of Meetings

The Board or EM meetings shall be held when the majority of BDs or EMs are able to attend the meeting. The notices may be delivered by email or mail to the addresses of the BDs as recorded/stored at CACC database.

### Section 12. Quorum and Voting

A quorum is present as long as two thirds (2/3) of current BDs or EMs (a super majority) are present at the meeting.

A resolution is approved when fifty-one (51) percent of attendants of the meeting vote "Yes".

In a Board meeting, a tie vote is broken by the vote of the President's, i.e., the President's side wins when the vote is tied.

### Section 13. Vacancies of the Board Seats

Vacancies in the Board shall exist on the retire, resignation, removal, or death of any BD, and whenever the number of authorized BDs is increased.

The Board may declare the vacancy of a BD seat or several BD seats of those BDs who have been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or



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judgment of any court to have breached any duty under the relevant California Nonprofit Mutual Benefit Corporation Law or other nonprofit laws.

Any BD may retire and/or resign upon giving oral notice at a Board meeting or written notice to the Board and the retirement or resignation being accepted by the Board.

Upon approval by a super majority of the Board, the Board may change the Board's leadership, or remove or ask a BD to leave the Board.

Such vacancies in the Board (by retirement, resignation, removal, or death, but not impeachment) may be filled by approval of the super majority of the Board. The person filling the vacancy will serve the remaining of the term until the next election of the BDs is held at the next Annual EM Meeting.

### Section 14. Indemnification by and Non-Liability of Directors, Officers, Employees and Other Agents

The BDs, officers, employees and volunteers of the organization shall not be personally liable for the debts, liabilities or other obligations of the organization and shall be indemnified against any expenses, judgments, fines, settlements and other amounts in connection with any civil, criminal, administrative or investigative proceedings associated with the organization.

### Section 15. Impeachment

EMs may impeach individual BDs or the Board in accordance with the following steps and rules:

1. The wet-ink signatures from at least twenty percent (20%) EMs are required to initiate the impeachment process;
2. The EMs who plan to participate the impeachment should elect a lead EM of the impeachment and notify the Board in writing of the intended impeachment;
3. The EMs may, but are not required to, present the Board with the facts and/or reasons of the intended impeachment;
4. The impeachment shall be approved by the wet-ink signatures of a super majority of all EMs;
5. The Board shall call a special EM Meeting to confirm and validate the wet-ink signatures collected within two (2) weeks receipt of such signatures;
6. When all signatures are confirmed and the impeachment is against an individual BD, the impeached BD shall immediately resign. The replacement BD may be elected by the EMs or appointed by the Super Majority of the Board, at the discretion of the EMs;
7. When all signatures are confirmed and the impeachment is against the Board, the Board shall refrain from taking any further Board action until a new Board is elected by the EMs. The EMs shall elect the new Board within one (1) calendar week of the confirmed impeachment. The impeachment shall be invalid and the then current Board shall automatically resume its authority if the EMs fail to elect a new Board within such one calendar (1) week;
8. The current Board shall provide all necessary measures to the EMs on collecting the



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signatures from all EMs. The current Board, current BDs or EMs who are not in favor of the impeachment shall have no right or authority to direct, obstruct or stop any EMs' impeachment effort. However, no EM shall be allowed to use CACC's website for his or her communication and coordination needs in connection with an intended impeachment;

9. Upon the impeachment of a Board and the election of a new Board, the new Board shall inform the CACC Community of such election of the new Board.

During the period of the impeachment, all current BDs, officials and CACC paid employees shall remain neutral pending the results of the impeachment All CACC personnel with previously assigned duties shall continue to perform their duties without disruption.

### Section 16. Work with EM Oversight Committee

Work with EM Oversight Committee on its oversight in terms of CACC general directions, financial status, etc.

When requested, provide the Committee the documents or explanations to a level that mutually satisfied by the Board and the Committee.

Be responsible and responsive to the Committee's requests.

## **ARTICLE VI. CACC CHINESE SCHOOL**

### Section 1. Mission, Management and Hiring

1. The Board is responsible on determining the mission of CS.
2. The CS Principal (the Principal)'s employment is to be managed by the Board.
3. The Principal reports to the Board and is responsible for the daily management and operation of CS in accordance with the general guidance and supervision of the Board.
4. The CS Vice Principal's employment is to be managed by both the Board and the Principal.
5. The CS Vice Principal reports to the Principal.

### Section 2. Terms

1. The Principal's job is offered at term basis.
2. One (1) term is defined as two (2) consecutive school years beginning July 1 of the year following in which this individual is hired.
3. The Principal's position shall be released at end of each term. The Board shall decide how to release the position and start a hiring process for selecting a qualified professional to be the new Principal.
4. An individual shall not serve as the Principal for more than two (2) consecutive terms.





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### Section 3. Transition

The outgoing Principal shall provide a smooth and comprehensive transition of entire CS management and operation to the newly selected/hired Principal.

## **ARTICLE VII. FUNDING**

### Section 1. Executive Membership Fee

There is no monetary charge to any EM for Executive Membership.

### Section 2. Use of Funding

The organization or the Board plans to use a reasonable amount of CACC savings from various sources, including CS operation and fund raising events to raise funds, to pay for the organization's expenditures in connection with sponsoring various events, activities and purchasing real estate properties to promote the objectives of the organization.

## **ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITES, FUNDS AND GIFTS**

### Section 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution, authorize any officer of the organization to enter into any contract or execute and deliver any instrument in the name and on behalf of the organization, and such authority may be general or confined to special instances. Unless so authorized, no BD, officer, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purposes or in any amount.

### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the President, the Vice President, or the Secretary General of the organization.

### Section 3. Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks or other depositories as the Board may select.

### Section 4. Gifts

The Board may accept, on behalf of the organization, any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.

Individual BDs, officers, and employees who have been awarded any honors, contributions, bequests, devises or other gifts for the charitable or public purposes of the organization shall report and tender all such honors, contributions, bequests, devises or other gifts to the Board.



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### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of July and end on the last day of June, in sync with the term of the office.

### **ARTICLE X . PROHIBITION AGAINST SHARING ORGANIZATION PROFITS AND ASSETS**

No EM, BD, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws or fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the organization assets on dissolution of the organization.

All members of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the organization and by the relevant California laws governing this type of organization and not otherwise.

### **ARTICLE XI. AMENDMENTS AND INTERPRETATIONS**

#### Section 1. Amendments

These Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted provided they are proposed by the Board through a majority (fifty-one percent or more) of current BDs and approved by a majority (fifty-one percent or more) of the of EMs who cast their votes via attendance at the meeting or proxy through other EMs who are attending the meeting. EMs who fail to attend the meeting or fail to use proxies shall be considered to have forfeited their votes.

#### Section 2. Interpretations

In the event interpretation of the Bylaws is required and/or different interpretations occur, the Board's interpretation shall govern.

**(End of BYLAWS of CACC)**