

Bylaws of United Chinese Americans

(Approved and Adopted on August 23, 2017)

1. **Name**: The name of the organization is United Chinese Americans, Inc. (“UCA”).
 - 1.1 **Status**: UCA is a not-for-profit corporation under the laws of Washington, D.C., as amended, and a publicly supported charitable organization under the Internal Revenue Code of 1986, as amended. No action of the Board of Directors (“the Board”) or the officers of the corporation shall interfere with, impair, or jeopardize either the status as a not-for-profit corporation or the status as a publicly supported charitable organization.
 - 1.2 **Purpose**: UCA is dedicated to empowering Chinese American communities thru civic participation, heritage sharing, and youth development for the benefits of all ethnic groups in the U.S. UCA is organized solely for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. **Membership**
 - 2.1. **Non-membership Organization**: UCA is a non-membership organization, and as such shall have no members as that term may be defined by applicable state or federal laws.
 - 2.2. **Supporters and “Membership”**: UCA may, at the discretion of the Board, offer participatory programs or methods by which individuals and organizations can support UCA. The Board or others may refer to such individuals or organizations as “members” and their participation may appear as a form of membership in the UCA, but such “membership” will not guarantee voting or any other rights in UCA.
3. **Board of Directors**: UCA shall be governed by the Board, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Nonprofit Corporation Act of the District of Columbia. The Board shall establish policies and directives governing UCA business and programs and shall delegate to the Chair of the Board and officers, subject to the provisions of these Bylaws, authority and responsibility to oversee that the policies and directives are appropriately followed.
 - 3.1. **Duties**: To fulfill the duties in these Bylaws is required to maintain good standing on the Board and to vote on Board resolutions.
 - 3.1.1. Pay Board of Directors annual membership dues;
 - 3.1.2. Attend Board of Directors annual meeting;
 - 3.1.3. Review and approve bylaws, policy, budget, annual plan, and annual report;
 - 3.1.4. Represent UCA at the state or local level;
 - 3.1.5. Represent UCA at other national organizations with the prior approval of the President.
 - 3.2. **Number and Terms**
 - 3.2.1. The total number of Directors shall consist of no less than seven (7) and no more than one hundred and fifty (150) members.
 - 3.2.2. A Director may serve a staggered term of three years and up to two complete consecutive terms.

3.2.3. Executive Director and Secretary shall serve as ex officio members of the Board with no voting rights.

3.2.4. The President may also invite other appointed officers to serve as ex officio members of the Board with no voting rights.

3.3. Chair of the Board

3.3.1. The Chair of the Board shall be elected on the first Saturday of December by the new Board of Directors.

3.3.2. The Chair of the Board shall take office on January 1 for a one-year term.

3.3.3. The Chair of the Board shall chair all Board meetings.

3.4. Executive Board

3.4.1. When the size of the Board is in excess of 25 Directors, an Executive Board shall be established with at least 5, but no more than 11 voting members.

3.4.2. The Executive Board may exercise all of the powers of the Board during the period between Board meetings, except for those powers for which these Bylaws expressly require more than a simple majority vote of the Board. In such instances, the Executive Board shall refer such matter to the Board.

3.4.3. The Executive Board shall consist of, but not be limited to, the Chair of the Board, President, Treasurer, and several standing committee chairs as voting members.

3.4.4. Executive Director and Secretary shall serve as ex officio members of the Executive Board with no voting rights.

3.4.5. The President may also invite other appointed officers to serve as ex officio members of the Executive Board with no voting rights.

4. **Meetings:** Except as herein provided, all meetings shall be governed by the current edition of Robert's Rules of Order Revised.

4.1. General Meeting

4.1.1. The general meeting of UCA supporters and "members" shall be held during the national convention. At the annual meeting, the president and Treasurer shall report on the activities and financial condition of UCA and the attendees shall consider and act upon such other matters as may be raised consistent with these Bylaws.

4.2. Board Meetings

4.2.1. The Board shall meet at least once a year.

4.2.2. Unless these Bylaws provide otherwise, a general meeting of all Directors shall be held immediately after, and at the same place as, the national convention.

4.2.3. The Chair of the Board or the President may also call general meetings of all Directors between the national conventions.

4.2.4. A dossier with the location, schedule, agenda and proposed resolutions shall be sent by email or USPS certified mail, or delivered personally to all voting and non-voting members of the Board, not less than 15 days nor more than 30 days before the date of such meeting. The dossier or purposes for which the meeting is called shall be stated in the notice.

4.2.5. At any Board meeting, a Director entitled to vote may vote by proxy executed in writing by the Director. No proxy shall be valid after one month from its date of execution unless otherwise provided in the proxy.

4.2.6. On behalf of the Executive Board, the Chair of the Board may ask all directors to vote on resolutions by electronic ballots between General Meetings of the Board. The Chair of the Board must prepare dossiers explaining the motion and rationales in concert with the Executive Board and email dossiers to all Directors at least two weeks before the deadline of voting by electronic ballots.

4.2.7. A resolution must receive affirmative votes from a majority of the quorum to pass unless otherwise specified by applicable law, or these Bylaws expressly require more than a simple majority vote of the Board. In such instances, the Executive Board shall refer such matter to the Board.

4.2.8. The quorum is one half of the Board.

4.3. Executive Board Meeting

4.3.1. The President shall chair the Executive Board meetings.

4.3.2. At the request of the Chair of the Board, or 20% of the Executive Committee voting members, the President shall call a meeting within five business days. If the President is not available, then the Chair of the Board shall chair the meeting. If both the President and Chair of the Board are not available, then the members who requested the meeting shall appoint an Executive Board member to chair the meeting.

4.3.3. A quorum of one-half of the voting members of the Executive Board shall be required.

4.3.4. A resolution must receive affirmative votes from a majority of the quorum to pass unless specified otherwise by applicable law, or these Bylaws require the vote of a greater number of Directors.

4.4. **Vacancies:** Vacancies created during a Director's normal term may be filled by the affirmative vote of a majority of the Directors in good standing from a list of candidates provided by the Nomination Committee. The newly elected Director shall complete the term of the vacant position. The new Director shall be eligible to serve two more consecutive terms if the initial term is less than one year. If the initial term is more than one year, the new Director shall be eligible to serve only one additional consecutive term.

5. **Committees:** The President may create or eliminate standing or ad hoc committees upon approval of the Board.

5.1 Nomination Committee: The Nomination Committee shall consist of five present or past Board members elected by the Board of Directors. No members of the Nomination Committee shall be a candidate of the subject election. Members of the Committee shall serve no more than one year from the time of their approval and confirmation by the Board. Members of the Nomination Committee shall elect a current Board member to chair the committee. The Nomination Committee shall

5.1.1. Identify potential candidates of the Chair of the Board, Board Directors, President, Treasurer and other positions identified by the Board.

5.1.2. Confirm the candidate acceptance of nomination.

5.1.3. Prepare dossiers in concert with the candidates.

5.1.4. Circulate dossiers of candidates a month before the December elections, or two weeks before any ad hoc elections.

5.2. Finance Committee: The Treasurer shall chair the Finance Committee. Other members include Directors elected by the Board, and the Executive Director as a non-voting ex officio member. The Finance Committee shall

5.2.1. Establish, update, and oversee UCA's financial rules and procedures, subject to the Board's approval.

- 5.2.2. Make an annual report to the Board on the state of finance before the end of January;
- 5.2.3. Propose a budget of the next year to the Board for approval before the end of January;
- 5.2.4. Have an audit by a reputable firm within three (3) months after the Executive Committee or the Board of Directors requests it;
- 5.2.5. Assist the President in preparing an annual budget;
- 5.2.6. Advise the Board on consultation fees for external consultants;
- 5.2.7. Form a Subcommittee on Compensation to advise the Board on matters where the Treasurer has an official or personal conflict of interest, including recommendations on consultation fees and other compensation for elected officers.
- 5.2.8. Recommend to the Board the payment of consultation fees and other compensation to elected officers on an individual basis and in compliance with UCA's Conflict of Interest Policy, provided the deliberation and decision occur in a meeting without the presence of the Treasurer.
- 5.2.9. Oversee/collaborate with the Fundraising Committee in preparation and revision of the budget.

5.3 Communications Committee

5.4 Development Committee

5.5 Fundraising Committee

5.6 Membership Committee

5.7 Outreach Committee

5.8 Planning Committee

5.9 Program Committee

5.10 Public Affairs Committee

5.11 Ad Hoc Committees

6. **Officers:** There are two categories of officers: elected officers and appointed officers. The elected officers include the President and Treasurer and the appointed officers include, but are not limited to, Executive Director, General Counsel, and Secretary.

6.1. Elected Officers

- 6.1.1. **President:** May serve up to 2 complete consecutive 2 year terms and may serve additional terms by the affirmative vote of a three-quarters majority of the then serving Board of Directors. The President shall
 - 6.1.1.1. Represent UCA externally;
 - 6.1.1.2. Preside over all meetings of the Executive Committee, the Extended Executive Committee, and the Membership;
 - 6.1.1.3. Make public statements on behalf of UCA;

- 6.1.1.4. Approve in advance all public statements from UCA including all press releases;
- 6.1.1.5. Supervise the affairs of the organization in accordance with the policies and programs of the Board;
- 6.1.1.6. Raise funds for UCA; present an annual budget for the review by the Finance Committee and approval by the Board;
- 6.1.1.7. Present an annual report to the Board;
- 6.1.1.8. Make an annual written evaluation on the performance of the Executive Director;
- 6.1.1.9. Participate in deliberations with and among board members by email or teleconference as long as a record is kept and sent to the Secretary;
- 6.1.1.10. Appoint ad hoc committee with a one-year term unless otherwise specified;
- 6.1.1.11. The President may be appointed by the Board to serve as the Acting Executive Director for a specified period of time during the person's Presidency when the position of Executive Director becomes vacant. The President shall not serve as the Executive Director.

6.1.2. **Treasurer:** May serve two consecutive full terms of two years each. The treasurer shall

- 6.1.2.1. Chair the Finance Committee;
- 6.1.2.2. Be responsible for filing UCA's registration forms, depositing receipts, authorizing expenditures, monitoring contributions, keeping records, signing all reports and statements to the IRS, and filing them on time with the IRS;
- 6.1.2.3. Be responsible for fulfilling the duties of the Treasurer of an entity incorporated in the District of Columbia;
- 6.1.2.4. Oversee the financial operations of UCA jointly with the Executive Director;
- 6.1.2.5. Work with the President and Chair of Membership Committee on coordinating participatory programs and the involvement of supporters, including collecting dues.
- 6.1.2.6. When a vacancy of Treasurer or Acting Treasurer occurs, a new Acting Treasurer shall be appointed by the Board of Directors. This Acting Treasurer shall serve the remaining term of the vacated Treasurer or Acting Treasurer. The appointment of this Acting Treasurer shall terminate upon the completion of this said remaining term and a new Treasurer is elected by the Board.

6.2. **Appointed Officers:** The President may appoint a General Counsel, an Executive Director, and a Secretary. The appointment of an elected officer shall be made after the nomination by the President is confirmed by the Board. The term of appointed officers ends when a new President is elected, or the appointment is terminated by the President.

6.2.1. **General Counsel:** The Chief Legal Officer who shall be appointed by the President after the nomination is confirmed by the Board.

6.2.2. **Executive Director:** Shall be nominated by the President and confirmed by the Board of Directors. The Executive Director shall

- 6.2.2.1. Report to the President;
- 6.2.2.2. Be the chief operating officer of UCA and execute the policies of the Board;
- 6.2.2.3. Oversee the financial operations of UCA jointly with the Treasurer;
- 6.2.2.4. Assist in the external audit of the organization.
- 6.2.2.5. Employ other paid personnel as circumstances demand, upon the approval of the Board;

6.2.3. **Secretary:** Appointed by the President and shall

- 6.2.3.1. Keep records of elections, meetings, and decisions of the Board, the Executive Board and other gatherings;
- 6.2.3.2. Provide support of the logistics of ballot voting of the Chair of the Board, directors, officers and the resolutions to the Board and Executive Board;
- 6.2.3.3. Serve as the Custodian of Records in compliance with federal and local law and regulations;
- 6.2.3.4. Publish a list of Directors in good standing and eligible to vote in the last week of September annually;
- 6.2.3.5. Be the official historian and keep records of outstanding service rendered by officers, Directors, donors and other supporters of UCA.

7. General Elections of Directors, Officers and Standing Committee Chairs

- 7.1. Nomination Committee shall be actively searching for potential director candidates since taking office on January 1.
- 7.2. Any dues-paying supporter as determined by the policies of the Board may also recommend potential Director candidates by submitting supporting documents to the Nomination Committee no later than September 31st.
- 7.3. Nomination Committee shall examine the available information of potential Director candidates; select the more qualified candidates; confirm the candidate acceptance of the nomination; prepare dossiers in concert with the candidates; and circulate a slate of candidates to all Directors in good standing by email before the last Sunday in October.
- 7.4. An ad hoc Election Committee appointed by the Board shall issue the electronic ballots and hold the election on the first Saturday of November for the Director seats that will be vacated on December 31 of that year, or the number of seats decided by the Board.
- 7.5. Each Director in good standing (other than ex officio Directors or as otherwise specified by these Bylaws) shall have the right to cast one vote for each vacant seat on the Board. No other person shall have the right to vote in elections for Directors.
- 7.6. The Election Committee shall certify and report the results of the election to the Board of Directors within one week after the election.
- 7.7. The Nomination Committee shall consult members of the new Board to identify a list of qualified candidates for the Chair of the Board, Chairs of Standing Committees, and opening(s) of elected officers; confirm the candidate acceptance of the nomination; prepare dossiers in concert with the candidates; and circulate dossiers of candidates by October 31, or two weeks before any ad hoc elections to fill vacated seats.
- 7.8. Elections of new Chair of the Board, Elected Officers and Committee Chairs shall take place on the second Saturday of December from a slate of candidates prepared by the Nomination Committee and administered by the Election Committee. Members of the incoming Board will each have one vote for each open position. No others will have voting rights for these positions. The candidate for a single elective office receiving the most votes shall have been elected to the office.

7.9. The elected Chair and Directors shall take office on January 1 each year.

8. Chapters

8.1. **Chapter Names:** The name of a chapter shall be UCA XX (abbreviation of the state), or UCA Xxxxx (name of the city or region) unless special permission is granted by the Board.

8.2. Chapter Privileges

8.2.1. Every chapter shall be assigned a territory defined by a set of ZIP codes.

8.2.2. Members or supporters joining or becoming affiliated with UCA by way of paying dues or fulfilling other obligations as determined by the Board will automatically become chapter members if the member resides in one of the designated ZIP codes.

8.2.3. 60% of the dues collected by a chapter will be returned to the chapter.

8.2.4. A chapter with 30 or more dues-paying members shall be entitled to have one or more Directors serving on the UCA Board as voting members.

8.2.5. President of a chapter with 10 or more, but less than 30 dues-paying members shall serve on the UCA Board as an ex officio member with no voting rights.

8.3. Chapter Obligations

8.3.1. Support all actions adopted by the President or the Board of Directors.

8.3.2. Adopt bylaws that are not in conflict with UCA's bylaws.

8.3.3. Have at least 10 members paying dues.

8.3.4. Submit names and email addresses of a chapter's officers annually to the UCA Secretary by January 15.

8.3.5. Submit names and email addresses of a chapter's members annually to UCA by July 15.

8.4. **Chapter Charter Approval:** UCA's Board shall officially grant chapter recognition after approving a prospective chapter's proposed bylaws and membership list.

8.5 **Loss of Chapter Recognition:** A chapter shall be deemed to have forfeited its right to continue as a chapter for any of the following reasons:

8.5.1. Has fewer than 10 dues-paying members by June 30th

8.5.2. Has violated the purpose of UCA or the provisions of these Bylaws

8.5.3. Has not supported Board or Executive Committee actions

9. Impeachment and Removal of Elected Officers or Directors

9.1. Should the need of impeaching an Elected Officer or Director arise due to grossly improper conduct, a two-thirds (2/3) majority of the votes cast by Board members is required to impeach an Elected Officer or Director.

9.2. The affected Elected Officer or Director must be informed by written notice not less than thirty (thirty) days prior to the date of the scheduled vote on expulsion, suspension, or termination. The written notice shall be sent by email or USPS Certified Mail to the last email address or US mailing address on UCA's records provided by the affected Elected Officer or Director. The affected Elected Officer or Director may appeal orally or

in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination. The Board shall decide whether the proposed impeachment shall take place after reviewing the appeal. Any proceeding challenging an impeachment, including a proceeding in which defective notice is alleged, must be commenced within three months after the effective date of the expulsion, suspension or termination.

- 9.3. Should the need arise of removing a Director due to failing to meet minimum requirements to serve on the Board, the deficiency shall be communicated to the affected Director with a deadline to correct the deficiency in the form of email or USPS Certified Mail to the last email address or US mailing address on UCA's records provided by the affected Director.

10. **Amendment**

10.1. Before December 31, 2018, amendments to these Bylaws shall be adopted by a simple majority of the Board and shall become effective within thirty (30) days after the approval by the Board unless a longer or shorter time frame is approved by the Board.

10.2. After January 1, 2019, amendments to these Bylaws shall be adopted by two-thirds (2/3) of the Directors in good standing at the annual board meeting and shall become effective within ninety (90) days after the approval by the Board.

11. **Indemnification**: If a Director, officer, employee or agent of the organization, or any testate or intestate successor thereof, is made, or threatened to be made, a party to any civil or criminal action or proceeding in any matter arising from his or her status in the organization or from the performance of his or her duties for or on behalf of the organization, then, to the fullest extent now or hereafter permitted by law, upon affirmative vote of the Board of Directors, a quorum of Directors being present at the time of the vote who are not parties to the action or proceeding, UCA shall:

11.1. advance to such Director, officer, employee, agent or successor thereof all sums found by the Board, so voting, to be necessary and appropriate to enable the Director, officer, employee, agent or successor thereof to conduct his or her defense, or appeal, in the action or proceeding; and

11.2. indemnify such Director, officer, employee, agent or successor thereof for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal thereon, subject to the proper application of credit for any sums advanced to the Director, officer, employee, agent or successor thereof pursuant to cause (a) of this Article, unless prohibited by applicable law.

12. **Dissolution**: Upon dissolution of UCA, the Board of Directors shall make provisions to pay off all liabilities of UCA and to dispose of any remaining assets to organizations chosen by majority votes of the Board in accordance with all applicable laws and the charitable purpose of UCA.