

Bylaws of the
Chinese American Association Lexington, Inc.
Lexington, Massachusetts

Amended per Discussion and

Adopted by Unanimous Vote

January 10, 2014

Index

Article I	Name	Page 3
Article II	Fiscal Year	Page 3
Article III	Purposes	Page 3
Article IV	Basic Policies	Page 4
Article V	Membership	Page 5
Article VI	Executive Committee	Page 6
Article VII	Subcommittees	Page 7
Article VIII	Elections	Page 8
Article IX	Duties of Officers	Page 10
Article X	Special Committees	Page 12
Article XI	Parliamentary Authority	Page 13
Article XII	Amendments	Page 13
Article XIII	Indemnification	Page 13
	Conflict of Interest	Attachment A

By Laws

Chinese American Association Lexington

ARTICLE I: NAME

The name of this organization is Chinese American Association Lexington, Inc., and doing business as Chinese American Association of Lexington or CAAL. The Chinese American Association of Lexington is a 501(c)3 corporation located in Lexington, Massachusetts.

For convenience, the organization shall be referred to in these bylaws as the Chinese American Association Lexington, "CAAL" or as the "Association."

ARTICLE II: FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE III: PURPOSES

Section 1:

The purposes of CAAL are found in our Mission Statement:

- To represent Chinese-American interests in important town-wide activities especially, but not limited to, cultural and public school education, local politics, and diversity.
- To provide members with opportunities for involvement in the Lexington community through volunteerism, networking, and social events.

Section 2:

The purposes of CAAL are promoted through advocacy, cultural awareness, and educational programs directed toward town residents, officials, and the general public; developed through designated projects and programs; and governed and qualified by the basic policies set forth in Article IV below.

ARTICLE IV: BASIC POLICIES

The following are the basic policies of the CAAL:

- a. The organization shall be nonsectarian, and nonpartisan.
- b. The organization shall work with town officials, residents, and groups as needed, consistent with achievement of the Association mission statement. CAAL shall seek to participate in decision making process(es), where possible, to achieve the goals of the Association and/or specific CAAL programs.
- c. The organization shall work to promote the CAAL mission and specific program objectives. The Association shall seek to promote collaboration between individuals and groups, as needed, and the community at large.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III herein.
- e. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to the organizations that previously received financial support from the CAAL, and the Town of Lexington or its designee, as approved by the Executive Committee.
- f. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for statewide or Federal public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- g. CAAL may cooperate with other organizations and agencies as deemed supportive of the respective groups mutually beneficial objectives, but CAAL representatives shall make no commitments that bind the group they represent.
- h. CAAL is authorized to raise funds for the benefit of its mission and its programs and any other projects or efforts deemed necessary and appropriate by CAAL and which have been approved by its Executive Committee.
- i. CAAL shall consist of the Executive Committee and its Officers, Chairs and members of the respective Subcommittees, and members of the Association.

ARTICLE V: MEMBERSHIP

Section 1:

Participation in the Association and CAAL-sponsored programs shall be made available without regard to gender, ethnicity, religious beliefs, or sexual orientation.

Section 2:

Members must provide a valid e-mail address, phone number(s), and a residential Lexington address. All valid e-mail addresses will be added to the listserv/ mailing list in order to receive timely information and notices provided by CAAL.

A membership application form is posted to our website and must be completed for consideration, including agreement to abide by these bylaws. CAAL does not charge a membership fee, but as a 501(c)3 corporation, we strongly encourage making an annual donation in support of CAAL's charitable programs and efforts.

Membership in CAAL is pending review and approval of the completed application form by the CAAL Executive Committee. Granting of membership is at the sole discretion of the CAAL Executive Committee.

Section 3:

Duly registered and approved members are eligible to participate in all CAAL activities. Members are especially encouraged to participate in CAAL subcommittees, sponsored and town-wide activities, as well as nomination for Executive Committee offices, subcommittee leadership, and voting in elections.

Section 4:

Prevailing industry-standard list management activities must be conducted at least once per year to ensure an accurate mailing list for Association communications.

Storage and back up procedures for electronic membership records must be reviewed at least once per year and implemented at periodic intervals each year.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1:

The CAAL Executive Committee shall consist of the Officers of the Association and respective Subcommittee Chairs.

Its duties shall be:

- (a) To transact necessary business during and between Association meetings and such other business as may be referred to it by the Association;
- (b) Set the overall direction of the Association;
- (c) To create and staff subcommittees to carry on the specific business of the association, and to approve their plans and work;
- (d) To create and staff standing or special committees to carry on the business of the association and to approve their plans and work;
- (e) To draft, approve, and track an annual budget for the current year and also projected forward two years;
- (f) To expend funds of the Association and to see that a minimum of \$1000 remains at the end of the fiscal year, except for extraordinary circumstances approved by the Executive Committee and the dissolution of the organization;
- (g) To consider and act on, within a reasonable time, any proposal or matter presented.
- (h) To approve routine bills within the limits of the budget;
- (i) To present a report at the annual meeting of the Association.

Section 2:

The CAAL Executive Committee shall meet at least once per quarter, and more frequently as the volume of business and the timeliness of resolving such business issues dictate. The number of Executive Committee members needed to achieve quorum, and therefore to conduct official business, in an Executive Committee meeting shall be at least 50% of the Executive Committee members, plus one. Attendance will be taken and noted in the meeting minutes.

Section 3:

A financial report should be prepared and presented for review by the Executive Committee at each of their meetings. A financial report must also be prepared and presented at the annual meeting of the Association.

Section 4:

Regular meetings of the Executive Committee shall be held during the year, traditionally the second Friday of the month. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the Executive Committee, with at least three business days notice being given.

ARTICLE VII: SUBCOMMITTEES

Section 1:

Regular meetings of each CAAL Subcommittee shall be held during the year, ideally no less than four per year, more frequently as issues and business dictates. Dates of the meetings shall be determined by the respective Subcommittee Chair and announced to both the Executive Committee and the Subcommittee members at least one week before the meeting.

At least 24 hours notice shall be given to subcommittee members, by e-mail and phone, of any change of date, where applicable.

Section 2:

At least 50% of Subcommittee members, plus one, shall be in attendance to constitute a quorum for the transaction of business in any properly called subcommittee meeting. Subcommittee meetings are open to all members, but the privileges of making motions and voting at CAAL Subcommittee meetings shall be limited to members of the CAAL Subcommittee who are present.

Section 3:

Each Subcommittee Chair, or designee, shall provide a verbal report at Executive Committee meetings. Such reports should include, but not be limited to, status and progress of the projects being handled; results of votes taken; next steps and action required by the Executive Committee and/or general membership.

Section 4:

Standing Subcommittees include those listed below and may be amended by the Executive Committee:

- a. Outreach / Community Task Force (CTF)
- b. Marketing / PR & Activities
- c. Grants
- d. Website
- e. Membership

ARTICLE VIII: ELECTIONS

Section 1:

The officers of the CAAL Executive Committee shall be a President or Co-Presidents, one Vice President(s), a Secretary, and a Treasurer.

Section 2:

Elections for Officer positions should be held at the annual meeting. Vacancies can be appointed by the President of the Executive Committee, where possible, to fill the remaining term. Alternatively, vacancies can be filled by majority vote of the Executive Committee.

Officers shall be elected by voice vote, or standing vote if needed, at the annual meeting regularly scheduled in August. In a contested race, the candidate receiving the majority of votes cast will be declared the winner.

To be eligible for re-election as an Executive Committee officer, he or she must actively attend at least 75% of the CAAL Executive Committee meetings held during their term.

Section 3:

A slate of candidates for election should be offered by an ad hoc Nominating Committee comprised of members selected by the President (or Co-Presidents). Each candidate will be introduced and given a brief opportunity to speak, if desired. Nominations for each officer will be taken from the floor and each nominated candidate will also have a brief opportunity to speak. Uncontested races will be voted as a single motion; contested races voted individually.

Section 4:

The following provisions shall govern the qualifications and eligibility of individuals to be CAAL officers:

- a. Each officer must be a member of the Association.
- b. The Treasurer is not eligible to serve more than one two-year term, except in that situation where a qualified officer has agreed to extend their term in the absence of a qualified successor and as approved by a majority vote of the CAAL Executive Committee.
- c. In the event that there are two vacancies for co-president in any year, an interim President will be elected to fill a one-year term.

Section 5:

Officers shall assume their official duties following the close of the CAAL annual meeting and shall serve for a term of 2 years or until their successors are elected or appointed. Transitions to newly elected officers should be completed before the next meeting of the Executive Committee.

ARTICLE VIII: ELECTIONS, *continued*

Section 6:

A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the Vice President. A vacancy in any other office other than the President shall be filled by the Executive Committee.

Section 7:

When an Officer is not fulfilling the responsibilities of the office as prescribed in the bylaws, or engages in conduct which the Executive Committee determines to be injurious to the organization or its purposes, the Executive Committee may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the officer; (2) making a formal recommendation that the officer be removed from office following a hearing conducted in accordance with due process outlined below.

Due Process: A “no confidence” hearing must be conducted following a two-thirds (2/3) affirmative vote recommending that the officer be removed from office.

- The officer must be given written notice no less than fourteen (14) calendar days in advance of said hearing;
- The written notice shall contain the reasons for the proposed removal, and shall be mailed certified mail, return receipt requested, to the last address of the officer shown on the Association’s records;
- The officer must be given an opportunity to address the Executive Committee, either orally or in writing;
- Not more than five (5) days following the hearing, the Executive Committee shall convene again to vote whether the officer will be removed from office;
- A two-thirds (2/3) vote of the Executive Committee shall be sufficient to remove the officer from office;
- The removal vote shall be recorded in the Executive Committee’s hearing minutes and shall specify the number of voting in favor of and against such removal.

ARTICLE IX: DUTIES OF OFFICERS

Section 1:

The President(s) shall:

- a. Preside at all meetings of this association;
- b. Serve as an ex-officio member of select committees except the nominating committee;
- c. Act as one of the signatories for Association financial accounts;
- d. Coordinate the work of the officers and committees of this Association;
- e. Assist with the duties of the officers and committees if needed and to the extent possible;
- f. Perform such other duties as may be directed by the Executive Committee.

Section 2:

The Vice-President shall:

- a. Act as aide to the President;
- b. In instances of the President's absence or inability to serve as determined by the Executive Committee, perform the duties of the President;
- c. Serve as an ex-officio member of select committees except the nominating committee;
- d. Perform such other duties as may be directed by the President, or the Executive Committee.

Section 3:

The Secretary shall:

- a. Record the summary actions of all Executive Committee meetings, including attendance;
- b. Be prepared to read the records of any previous meetings;
- c. File and retain all records;
- d. Have a current copy of bylaws;
- e. Maintain a membership mailing list, in conjunction with Website Subcommittee;
- f. Perform such duties as may be directed by the President, or Executive Committee.

ARTICLE IX: DUTIES OF OFFICERS, *continued*

Section 4:

The Treasurer shall:

- a. Have responsibility for all Association funds, including signatory for Association financial accounts, per direction of the Executive Committee;
- b. Prepare a budget, approved by the Executive Committee, for presentation to the membership at the Annual meeting;
- c. Maintain a full and accurate account of receipts and expenditures of this Association;
- d. Make disbursements as authorized by the President(s) or the Executive Committee in accordance with the adopted budget;
- e. Have all expenditures not included in the original budget approved by the Executive Committee;
- f. Present a financial statement at every meeting of this Association and at other times when requested by the Executive Board;
- g. Present an annual Treasurer's report of this Association at the annual meeting;
- h. Have the accounts audited internally when a person who has signature authority leaves the Executive Committee. This is to be completed by an internal audit committee, selected by the Executive Committee, at least two weeks before the meeting at which the successor assumes their duties;
- i. Perform such other duties as may be directed by the President(s) or the Executive Board.

Section 5:

Accounts and records of the Association shall at all reasonable times be open to inspection by the Executive Committee.

Section 6:

All officers shall deliver to their successors all official materials not later than 30 days following the election of their successor, or upon resignation.

ARTICLE X: SPECIAL COMMITTEES

Section 1:

Only members of the Association shall be eligible to serve in any elective or appointive positions on the CAAL Executive Committee, Subcommittee, or Special Committee. The Vice President and/or one Co-President will oversee the activities of each committee by acting as an ex-officio member on each committee.

Section 2:

The Executive Committee may create and disband such special committees as it may deem necessary to promote the purposes of the CAAL; to satisfy certain and specifically defined needs in extenuating circumstances; and to carry on the work of the CAAL. The Chairperson of any such committees shall be appointed by the Executive Committee.

Section 3:

The term of each Committee Chair shall be one year, or until the selection of a successor.

Section 4:

The Chair of each special committee shall present a plan of work to the Executive Committee for approval. This plan will include a proposed budget. No committee work shall be undertaken without the consent of the Executive Committee. Any change in the original approved plan that requires an expenditure of more than \$250 must be approved by the Executive Committee, unless included in the original budget, in which case, it is subject to approval by the Executive Committee.

Section 5:

When a Committee Chair is not fulfilling the responsibilities of the office as prescribed in the bylaws, or engages in conduct which the Executive Committee determines to be injurious to the organization or its purposes, the Executive Committee may by two-thirds affirmative vote, take such action as it determines may be appropriate, which may include:

- a. Asking for the resignation of the Committee Chair, or
- b. Making a formal recommendation that the Committee Chair be removed from office.

Section 6:

Upon the expiration of the term of office or in the case of the resignation or termination, each chairperson shall turn over to the president, without delay, all records, books, or other material pertaining to the chairpersonship, and shall return to the treasurer, without delay, all funds belonging to the Association.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern CAAL and in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XII: AMENDMENTS

These bylaws may be amended at any regular Executive Committee meeting by two thirds vote, as long as notice of the proposed amendments have been provided to the Executive Committee at least two weeks prior to the meeting and, provided further, that the Executive Committee has made a recommendation with respect to such amendment.

ARTICLE XIII: INDEMNIFICATION

CAAL and the Association leadership are volunteers working to further the Association objectives and it's mission as stated in Article III above. Except in cases of obvious malfeasance, there is no intent to harm or otherwise injure any individual, group, or organization through or by the actions of the Association and it's leadership.

All CAAL Officers, Executive Committee members, Chairs and members of Subcommittees and Special Committees shall be indemnified and held harmless from liability in the course of conducting official Association business.

All CAAL Executive Committee members, Directors, or Subcommittee Chairs, who are involved in litigation by reason of his or her position as an Officer or Director of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or may subsequently be amended. In the case of amendments, indemnification is only to the extent that such amendment(s) permit the Association to provide broader indemnification rights.

These Bylaws were unanimously adopted by the Executive Committee during a meeting properly called on May 10, 2013, and shall take effect immediately.

Two amendments (to Article X concerning "extenuating circumstances" and for the addition of *Attachment A: Conflict of Interest Policy*) were discussed and unanimously approved at an Executive Committee meeting on January 10, 2014.

Attachment "A" to CAAL By-Laws: Conflict of Interest Policy

FEIN: 46-2998909

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization, or CAAL) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess of benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person had, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III. Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

Attachment "A" to CAAL By-Laws: Conflict of Interest Policy

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after that presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or agreement.

Article III: Procedures, Continued

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or

Attachment "A" to CAAL By-Laws: Conflict of Interest Policy

possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee, whose jurisdiction includes compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement with affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Attachment "A" to CAAL By-Laws: Conflict of Interest Policy

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.