

BYLAWS

OF

WESTFIELD AREA CHINESE AMERICAN ASSOCIATION INC.
A New Jersey Non-Profit, Tax-Exempt Corporation

Adopted on February 26, 2016

Article 1: Name and Purpose

1.1 Name

The name of the organization shall be WESTFIELD AREA CHINESE AMERICAN ASSOCIATION INC. (“WACAA” or the “Corporation”).

1.2 Not-for-profit Purposes

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code for a charitable organization, including, in promoting such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

1.3 Mission Statement

The mission of the Corporation is to build a stronger greater Westfield Chinese community through leadership, collaborative efforts, and multi-cultural promotion and services. To fulfill this mission, the Corporation will:

- Serve the greater Westfield area Chinese community through efforts aimed at eliminating prejudice and discrimination against members of the Chinese community and other ethnic and cultural minorities, defending civil rights secured by law, promoting a safe community and combatting crimes and other forms of community deterioration.
- Promote Chinese culture in a multi-cultural environment, and introduce the Chinese language, arts and cultural traditions to the community, including through facilitating the offerings of Chinese language, cultural and arts programs by the local school systems.
- Foster collaborative efforts, volunteerism and leadership in an effort to lessen neighborhood tensions and government burdens.
- Promote community participation and awareness among our members.
- Represent the interests and concerns of Chinese residents in the community.

Article 2: Governance Structure and Membership

2.1 Governance Structure

The Corporation shall be governed by a board of trustees (respectively, the “Board” and the “Trustees”), headed by a chairperson of the Board (the “Chairperson”). The Board shall establish an executive committee of the Board (the “Executive Committee”) to carry out governance and administrative functions. The Executive Committee shall be headed by a president (the “President”). And books and records, including minutes for the meetings of the Corporation and resolutions passed by the Board, any committee of the Board or the senior membership, shall be kept by a secretary of the Corporation (the “Secretary”). The Board may establish additional committees or designate additional offices as set forth below.

2.2 General Membership and Senior Membership

Application for general membership shall be open to anyone who resides in the Township of Westfield or one of the neighboring towns as determined from time to time by the Board, and supports the mission of the Corporation as stated in Article 1, regardless of gender, race, ethnic background, religion, or political affiliation. Application for senior membership shall be open to anyone who, in addition to the requirements of the general membership, agrees to pay annual membership dues. Membership is granted after the completed membership application is received by the Corporation. The Board reserves the right to reject any application for cause. Senior members are entitled to vote on matters submitted to membership for votes, whereas general members do not have voting rights.

2.3 Senior Membership Annual Dues

The annual dues payable by senior members shall be fixed from time to time by the Board through resolutions passed at meetings of the Board duly convened and carried out with the appropriate quorum. Annual dues for senior membership shall be paid within thirty (30) days of the date of billing. A senior member shall be considered not in good standing when dues remain unpaid forty-five (45) days after the date of billing. Only senior members in good standing are entitled to vote and serve on the Board, the Executive Committee, or any other committee of the Board, or as officers of the Corporation.

2.4 Applications for the WACAA membership shall be submitted to the Secretary for processing on the form prescribed by the Executive Committee.

2.5 Any individual who has supported and contributed significantly to the cause and activities of the Corporation may be designated by the Board as an Honorary Member of the Corporation.

Article 3: Membership Meetings and Voting

- 3.1 Annual meeting of the membership shall be held within the first four (4) months of each fiscal year. The President of the Executive Committee shall present to membership an annual report, including information about the financial situation of the Corporation and an annual budget. The adoption of the annual budget shall be subject to a majority vote of the senior membership that constitutes a quorum of the annual meeting. The date and place of the annual meeting shall be determined by the Executive Committee in consultation with the Board.
- 3.2 Special meeting of the membership may be called by the Chairperson of the Board, the Executive Committee, or by a petition of at least 15% of the total senior members. Written notice of any special meeting shall state the purpose of such a meeting and such notice shall be given to the senior membership at least ten (10) days before the meeting.
- 3.3 Each senior member is entitled to one vote.
- 3.4 A quorum for formal transaction of business at any membership meeting shall consist of at least one-third (1/3) of the total senior membership of the Corporation.
- 3.5 Except for routine matters or otherwise specified under other sections of the Bylaws, all voting shall be by secret balloting. However, this requirement may be waived by a majority of the voting members present in person or by proxy.
- 3.6 Unless otherwise determined by the Board, all matters submitted to vote by senior membership shall be decided by a majority vote of the senior members present in person or by proxy at the relevant meetings.
- 3.7 Voting at any membership meeting by proxy shall be permitted with evidence of appointment.

Article 4: Board of Trustees

- 4.1 All corporate powers of the Corporation shall reside in the Board. The Board shall manage the business and affairs of the Corporation in a manner consistent with these Bylaws and applicable law. The Board may make appropriate delegations of authority to any one or more Trustees or officers singularly or as a group and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board committees to act on its behalf when it is not in session.
- 4.2 The number of Trustees shall not be less than four (4) and not more than twenty-five (25), any *ex-officio* members included.

- 4.3 Any Trustee other than the initial Trustees that constituted the Board at the adoption of these Bylaws shall be elected by a majority vote of the senior members constituting a quorum in a secret ballot, shall serve a term of three (3) years and may serve any number of consecutive terms. Approximately one-third of the Trustees shall be reelected each year.
- 4.4 The Board shall elect the Chairperson and a vice chairperson (the "Vice Chairperson") at the first meeting of the Board of each fiscal year for a term of one (1) year. They shall remain in office until their successors are elected. The Chairperson and Vice Chairperson may serve any number of consecutive terms.
- 4.5 The Board's responsibilities include, but are not limited to, the following:
- a. Acting on behalf of WACAA membership on all corporate, operational, legal and financial matters, and on all short-term and long-term planning pertaining to the mission of WACAA;
 - b. Establishing operational procedures for the Corporation; and
 - c. Functioning as the forum for coordinating the activities and programs of various groups affiliated or non-affiliated with WACAA.
- 4.6 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, obtain any mortgage, and/or transfer any part of WACAA real estate property without prior approval of the voting membership.
- 4.7 The Board shall meet quarterly. The Chairperson may call additional Board meeting at any time as needed, or upon the request of the Executive Committee, or upon the petition of at least one-third (1/3) of the Board members.
- 4.8 The Board may appoint any member to fill a vacancy on the Board to serve the remaining term. However, if the remaining term is more than two (2) years, the vacancy shall be filled by the membership at the next annual election.
- 4.9 The Board may establish standing committees and ad-hoc committees to carry out the business of the Corporation as it determines. Members of each committee, which shall be not less than two (2) and not more than ten (10), shall be appointed annually by the Board. The chairperson of each committee other than the Executive Committee may be appointed by the Board or elected by committee members. The following standing committees shall be of permanent nature:
- a. The Executive Committee, as set forth in Article 5.
 - b. The Election Committee, as set forth in Article 6.
 - c. The Audit Committee, which shall be responsible for conducting internal audit of all WACAA financial books and accounts or retaining outside consultants for any such audit, and shall assist the Board on tax matters.

- d. The Finance Committee, which shall oversee the financial operations of all WACAA accounts and manage the finances of the Corporation. The Finance Committee shall be headed by the Comptroller of the Corporation, who shall be a current Board member.
- 4.10. All Board and committee members shall serve without compensation. Board and committee members may request for reimbursement for actual expenses, evidenced by receipts, incurred in connection with attending community functions on behalf of the Corporation with prior approval of the Board.
- 4.11. Upon the recommendation of the Board or upon the petition of at least 30% of the total voting membership, a Board member may be removed from the Board by a two-third (2/3) majority vote of the voting membership forming a quorum at a special meeting.
- 4.12. A Board member who misses three consecutive Board meetings without good cause shall be removed from the Board.
- 4.13. A quorum for formal transaction of business at the meetings of the Board shall consist of at least one-half (1/2) of the total Trustees.
- 4.14. Voting by proxy at the Board meetings shall not be permitted.

Article 5: Officers and Executive Committee

- 5.1. The officers of the Corporation shall include, among others, the President of the Executive Committee, any Vice President, the Comptroller, the Secretary and the Treasurer, each of whom shall be elected by the voting membership for a one (1) year term and shall hold office until their successors are elected; *provided that* each officer of the Corporation may serve any number of consecutive terms. The President, the Vice President and the Comptroller, at the time of appointment, shall be current Trustees serving a three-year term. The Secretary and the Treasurer, during their term in office, shall also serve as *ex-officio* Board members with all voting privileges.
- 5.2. The President shall perform the following duties:
 - a. Act as WACAA official representative;
 - b. Preside at the meetings of the Executive Committee and the membership;
 - c. Provide general supervision of other officers;
 - d. Sign and counter-sign all certificates and other instruments of the Corporation as authorized by the Board;
 - e. Report to the Board and the WACAA membership; and
 - f. Carry out other duties as assigned by the Board.

- 5.3. The Vice President shall assist the President and perform the duties of the President in his/her absence and other duties as assigned by the President.
- 5.4. The Comptroller shall oversee all matters relating to the finance and accounting of the Corporation, including countersigning on expenses and commitments, and monitor internal controls.
- 5.5. The Secretary shall keep records of all Board and membership meetings and shall be the custodian of the seal and the official records. The Secretary shall act as the certifying officer for the Corporation in all official action of the Board.
- 5.6. The Treasurer shall have the custody of all the moneys and securities of the Corporation and shall be responsible for the books and accounts of the Corporation. The Treasurer shall report to the Board and the membership on all financial matters pertaining to the Corporation. The Treasurer shall submit to the Board an annual financial report within thirty (30) days of the close of each fiscal year.
- 5.7. Any vacancy of officer shall be filled by the Board to serve the remaining term.
- 5.8. The Executive Committee shall hold regular meetings and be responsible for carrying out the daily activities of the Corporation.
- 5.9. The Executive Committee shall execute the policies and decisions made by the Board or the WACAA membership. The Executive Committee shall report to the Board and keep the Board and membership informed on any important business of the Corporation.

Article 6: Election Committee and Election

- 6.1. The Election Committee shall consist of three (3) members appointed by the Board and be responsible for the timely nomination of candidates for Trustees and officers. The Election Committee must seek the consent of the nominees.
- 6.2. The Election Committee shall be responsible for preparing the ballots for each election.
- 6.3. The Election Committee shall supervise the tabulation of the returned ballots and certify the result of each election for announcement in the WACAA newsletter.
- 6.4. All duly elected new Trustees and officers shall take office on June 1st and shall serve until their successors are elected and take office.

Article 7: Indemnification and Insurance

- 7.1 Indemnification

The Corporation shall indemnify any person who has been, or is threatened to be, made a named defendant or respondent in a suit or proceeding (other than an action by or in the right of the Corporation) because the person is or was a Trustee or officer of the Corporation, to the fullest extent permitted under the New Jersey Not-for-Profit Corporation Law.

7.2 Insurance for Corporate Agents

Except as may be otherwise provided by law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including any Trustee, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or the New Jersey Not-for-Profit Corporation Law.

Article 8: IRS 501(c)(3) Tax Exemption Provisions

8.1 Limitations on Activities

No substantial part of the activities of the Corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempted from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

8.2: Prohibition against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

8.3 Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a

public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of New Jersey.

Article 9: Fiscal Year

9.1. The fiscal year of the Corporation shall start May 1st and end April 30th.

Article 10: Amendment of Bylaws

10.1. Amendments of the Bylaws may be initiated by resolution of the Board of Trustees with two-third (2/3) majority vote or upon petition by one-fifth (1/5) of the membership.

10.2. Actions on amendments of the Bylaws shall be made by two-third (2/3) majority vote of the Board of Trustees.

ARTICLE 11: Dissolution of the Corporation

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code (or the corresponding provision of any such future federal law), as the Board of Trustees shall determine.

All records of the Corporation shall be kept for ten (10) years after dissolution of the Corporation at a bank depository by the last Board of Trustees.

ARTICLE 12: Saving Clause

Nothing herein contained shall limit the corporate powers of the Corporation as provided by the law of the State of New Jersey.