

AMENDED AND RESTATED December 28, 2006

**By-laws  
of  
The Chinese School Association in the United States**

In accordance with ARTICLE XII, the By-laws are hereby amended and restated in their entirety as follows:

**Article I  
Name**

**Section 1.** The name of the Association shall be the Chinese School Association in the United States (CSAUS), hereinafter referred to as the Association.

**Article II  
Purpose**

**Section 1.** The purpose of the Association shall be to strengthen the cooperation among Chinese schools, promote Chinese language and culture education in the United States, and enhance the cultural cooperation and exchange between China and the United States.

**Article III  
Membership**

**Section 1. Authority.** The ultimate authority of the Association shall be vested in the membership and expressed through the biannual membership meeting or through mail polls of the membership.

**Section 2. Eligibility.** The Association shall consist of organization memberships only. Any Chinese school or organization in the United States with an enrollment of at least ten students shall be eligible for membership upon payment of annual dues. Other affiliated organizations shall apply to the Board for special membership and shall become special members after the approval of the Board and payment of annual dues. Special members shall enjoy all membership privileges except that of electing and being elected.

**Section 3. Member Representation.** Each member school shall designate a principal representative who will be its primary channel of communication to and from the Association and who will be responsible for facilitating participation in Association activities by other personnel from the member school. The principal representative shall, either in person or by designated alternate from the same school, cast the member school's vote on all matters on which the organization is entitled to vote.

**Section 4. Voting right.** Only Active Members shall have the privilege of voting. Each school that is an Active Member shall be entitled to one vote.

**Section 5. Dues.** Dues shall be set or changed with the approval of the Board of Directors and a majority vote of the membership. Memberships run from January 1 to December 31. Membership dues are due and payable on January 1 of each year. Membership becomes active upon payment of annual dues. Members whose dues are unpaid upon the expiration date shall lose membership privileges.

#### **Article IV Meetings of the Association**

**Section 1. Biannual Meetings.** There shall be a biannual meeting of the Association at such time and place as may be determined by the Board of Directors. For all persons attending the Biannual Meeting there may be a registration fee as fixed by the Board of Directors.

**Section 2. Special Meetings.** The Board of Directors may call special meetings of the Association at such times and places for such purposes as the Board may designate or as otherwise prescribed by law.

**Section 3. Notice of Meetings.** Notice of each meeting of the Association, specifically the time and place and purpose of the meeting shall be given by the President or Secretary not less than sixty (60) days in the case of a Biannual Meeting, and thirty (30) days in the case of a special meeting, before the proposed meeting.

#### **Section 4. Votes by Electronic Mail.**

4.1 The Board of Directors may authorize votes by electronic mail of the Association between meetings.

4.2 For votes by electronic mail by the Association, twenty-five percent of the active membership shall constitute a quorum and a majority of those voting shall be required to carry.

4.3 The Board of Directors shall have authority to set the time limit during which votes will be recorded.

**Section 5. Quorum.** At any meeting of the Association, the members present at the meeting (whether present in person or duly represented) shall constitute a quorum; and when a quorum is present at any meeting, a majority of the Active Members represented thereat shall decide any question brought before such meeting.

#### **Article V Board of Directors**

#### **Section 1. Power and Responsibilities.**

1.1 The governing body of the Association shall be the Board of Directors (hereinafter the "Board").

1.2 The Board of Directors shall conduct the business of the Association between biannual meetings of the Association and shall have all powers of the Association except such as are specifically reserved to the members of the Association by law or by these By-laws.

1.3 The Board of Directors shall have such measures as may be deemed advisable to acquaint member schools with significant developments in the activities of the Association in the intervals between biannual meetings. As soon as practical after each Biannual Meeting, the Board of Directors shall cause to be published and distributed to the members the Biannual Report, which shall include the minutes of the Meeting, a report of the Treasurer, and the roster of Officers and Directors.

## **Section 2. Number and Eligibility.**

2.1 The Board shall consist of nine (9) persons, including President and Vice President (being the two Officers).

2.2 The President shall nominate a Secretary and a Treasurer amongst the Directors for approval by the Board. Such nomination shall be approved by a majority vote of the Board.

2.3 Members of the Board shall be principal representatives designated by active member schools of the Association. An officer or other member of the Board of Directors becomes ineligible to serve upon ceasing to be a principal representative of a member school and a replacement may be appointed by his or her member school.

2.4 No two people from the same school shall serve on the Board of Directors at the same time, although a member of the Board of Directors who moves from one school to another shall not thereby be disqualified from completing a term of service.

## **Section 3. Nomination.**

3.1 The Board shall solicit nominations for Officers and Directors from the membership at least four weeks before the period for such nominations is closed.

3.2 One nomination shall be allowed per member school.

3.3 Each of the nominees shall complete an application providing the pertinent information as seen necessary by the Board. The applications of nominees shall be made public to the membership by email or mail at least 14 days prior to the election date.

3.4 The offices of President and Vice President shall run as a ticket. Each President candidate shall have a Vice President running mate.

**Section 4. Election.**

4.1 Election of new Officers and Directors or election of current directors to a consecutive term shall occur at the Biannual Meeting of the Association. Only Active Members who register for the Biannual Meeting may vote thereat either in person or by proxy in writing. Such proxy shall be filed with the Secretary of the Association before being voted and shall entitle the proxy named therein to vote in the election.

4.2 The President shall preside the election (or The Board of Directors shall appoint a Committee on Election that shall have charge of the conduct of the regular elections of the Association and the counting and tabulation of all votes cast.)

4.3 Election is by majority of the votes cast. If there are two or more than two candidates for one or more positions on the Board of Directors and no one receives a majority of the votes cast on the first ballot, there shall be a second ballot between the candidates receiving the greater number of votes on the first ballot. The candidate receiving the greater number of votes in the run-off is elected.

**Section 5. Term of Officers.**

5.1 The President and Vice President shall serve for a single term of two years and until the close of the Biannual Meeting of the Board and Membership at which time their successors are elected and announced. The President and Vice President are not eligible for consecutive re-election.

5.2 If a person is elected as an Officer to fill a vacancy and serves for the unexpired term, such service shall not be counted in determining eligibility for re-election.

5.3 A retiring president is ineligible for immediate election to the Board of Directors. However, a retiring vice president may be elected president or director and a retiring or continuing director may be elected president or vice president.

5.4 Newly elected Officers shall take office on the adjournment of the Biannual Meeting of the Board and Membership.

**Section 6. Term of Directors.**

6.1 Each Director shall serve for a term of two years and until the close of the Biannual Meeting at which a successor is elected and installed.

6.2 A Director who has served a two-year term may be elected to a maximum of one additional consecutive two-year term. However, a retiring director may be elected president or vice president once. The term of president or vice-president shall be counted as that of a director.

6.3 If a person is elected as a Director to fill a vacancy and serves for an unexpired term, such service shall not be counted in determining eligibility for re-election.

6.4 Newly elected Directors shall take office on the adjournment of the Biannual Meeting of the Board and Membership.

## **Section 7. Resignations, Removals, Vacancies, and Replacement.**

7.1 Any Director or Officer may resign at any time by delivering a letter of resignation to the President or the Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some other time but will not affect any outstanding obligations.

7.2 By affirmative vote of two-thirds of the remaining Board members, the Board may make a motion to the Membership to remove a Director or Director-Officer elected by the Membership from the position as Director or Director-Officer. Affirmative vote of two-thirds of the active members who vote on such a motion shall remove, with or without cause, such Director or Director-Officer. Such removal shall be effective at the time specified in such motion.

7.3 In the event of the office of the President or Vice President becomes vacant, a successor to fill the unexpired portion of the term shall be elected by a majority vote of the Directors.

7.4 In the event that the office of a Director becomes vacant, a successor to fill the unexpired portion of the term shall be appointed by his or her member school within thirty (30) days and ratified by the Board of Directors. In the absence of Active Membership action to fill such vacancy, the candidate received the highest vote in the past election or a new candidate nominated by his or her member school shall be approved by the Board to fill the vacancy.

## **Section 8. Duties of Officers.**

### **8.1 President.**

- 1) The President is the Chief Executive Officer and shall prepare the agenda for each Board and Association meeting and shall preside over the meetings.
- 2) The President shall appoint members to the committees of the Association and appoint chairs of said committees with approval by the Board.
- 3) The President shall forward all official correspondence to the Secretary.
- 4) The President shall serve as the Association's liaison to all affiliated organizations.

**8.2 Vice-President.**

- 1) The Vice President shall assist the President, whenever called upon, to perform her/his duties as the executive officer of the Association.
- 2) In case of the President's absence or inability to act at a meeting, the Vice-President shall preside over the meeting.
- 3) The Vice President shall actively support the President's agenda.
- 4) The Vice President shall conduct any other duties delegated by the president.

**8.3 Secretary.**

- 1) The Secretary shall have charge of all the records of the Association, including a copy of the Constitution and Bylaws, the Minute Books, Report of Committees, Communications belonging to the Association.
- 2) The Secretary shall maintain the present and past membership records, election results and the terms of all elected Directors.
- 3) The Secretary shall attend and keep the minutes of all meetings of the Board; to issue proper notices of all meetings; and to perform such other duties as may be assigned by the Boar.

**8.4 Treasurer.**

- 1) The Treasurer shall be responsible for stewardship of the Association's financial resources.
- 2) The Treasurer shall regularly review the accounting books and files of the Association and shall submit to the Board regular reports of all receipts and disbursements and reports of the financial condition of the Association in a timely fashion.
- 3) The Treasurer shall make a report to the membership at the Biannual Meeting, detailing receipts and expenditures and explaining the Association's fiscal status.
- 4) The Treasurer shall assist the Board in developing the Association's fundraising plans.

**Section 9. Transition.** All officers shall turn all the files, and other Association properties to their successors within thirty (30) days of their departure of office.

**Section 10. Board meetings.**

10.1 The Board of Directors shall meet at the time of the biannual meeting of the Association. Special meetings may be held at the call of the President. Notice of all meetings shall be sent to the Directors at least fourteen days in advance. A majority of the members of the Board of Directors at the time shall constitute a quorum at any meeting. When a quorum exists the regular basis of the Board shall be determined by a simple majority of the members present; public positions shall be determined by a two-thirds majority of the members present. Board meetings shall be open to all members, who may attend without vote.

10.2 Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing by any means, including, but not limited to electronic mail or facsimile, and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at the meeting.

## **Article VI Executive Staff**

**Section 1.** The President shall be the chief executive officer and shall organize and administer the central office of the Association subject to the approval and under the direction of the Board.

**Section 2.** The President shall appoint such staff members, as the Board of Directors may deem necessary and appropriate.

## **Article VII Committees**

**Section 1. Appointment.** The Board of Directors may appoint, or authorize the President to appoint committees and task forces, as it deems necessary to carry out the purpose and carry on the activities of the Association.

**Section 2. Duties and Powers.** The Board of Directors shall define the duties and powers of all committees and task forces.

## **Article VIII Advisory Council**

**Section 1. Composition.** The Advisory Council shall consist of the Past Presidents of the Association and unlimited number of members at large.

**Section 2. Appointment.** The members at large of the Council shall be nominated by the President or membership and appointed by the Board. The member at large shall be appointed for a four-year term. Reappointments are permitted.

**Section 3. Duties.** The Advisory Council is purely an advisory body. This Council shall provide continuity in the activities of the Association, and provide such consulting and advisory services as may be requested by the Board from time to time. The members of Advisory Committee shall have no legal responsibilities for their recommendation and advice and shall have no right to vote on any matters before the Board.

### **Article IX Honorary President**

**Section 1.** Members who have held office as President may be elected as Honorary President. The Honorary President is a ceremonial position and carries no functional responsibilities or attendance requirements. Honorary Presidents shall be entitled to attend meetings of the Board, but shall not have the right to vote at Board and Association meetings.

### **Article X. Finances**

**Section 1.** A report shall be made annually to the membership, by Treasurer of the Board of Directors, detailing receipts and expenditures and explaining the Association's fiscal status.

### **Article XI Parliamentary Authority**

**Section 1. Parliamentary Authority.** *Sturgis Standard Code of Parliamentary Procedure*, in the latest edition, shall govern the Association in all cases to which it can be applied and in which it is not inconsistent with these Bylaws or special rules of order of the Association.

### **Article XII Amendments and Versions**

#### **Section 1. Amendments.**

1.1 All proposals for amending these Bylaws shall originate in the Board. Members shall present proposals for altering, amending or repealing these Bylaws in writing to the Secretary for discussion and approval by the majority of the Board.

1.2 The Board, on approving a proposed amendment, shall present the amendments for ratification at a membership meeting. Text of such proposed alteration, amendment, repeal or adoption of new By-Laws shall be published on the Association's web site thirty (30) days in advance of the vote.

1.3 All amendment proposals approved by the Board shall be ratified by affirmative vote of two-thirds of the active members who vote at a membership meeting of the Association.

1.4 An amendment ratified at a membership meeting shall go into effect after the close of the meeting.

**Section 2. Versions.** The Association Bylaws shall be issued in Chinese together with an official English version. The English version of the bylaws is the sole document that shall become legally effective upon the approval by the membership.