

BY-LAWS

June 2010 v3.6

ARTICLE I — NAME

- 1.01 The name of the organization is the Chinese American Parents and Students Association of Montgomery County, Maryland, abbreviated as CAPSA (hereinafter referred to as “the Association”).

ARTICLE II — NATURE OF ORGANIZATION

- 2.01 The Association is a non-profit, non-political, and non-religious organization.
- 2.02 The Missions of the Association are:
- a. To present educational issues and needs to Montgomery County Public Schools, Maryland (hereinafter referred to as “MCPS”)
 - b. To promote cross-cultural understanding in Montgomery County, Maryland
 - c. To mobilize and utilize resources to enhance the multi-cultural environment in MCPS and Montgomery County
 - d. To provide assistance to new immigrant and needy families in adjusting their lives to the Montgomery County educational system.

ARTICLE III — MEMBERSHIP

- 3.01 The Association is a membership organization. Membership is not transferable and may be revoked, if any privilege of membership is abused.
- 3.02 Membership classes, dues and activity registration fees shall be established by the Advisory Board (hereinafter referred to as the “Board”). Dues and fees shall be reviewed annually and adjusted as appropriate by the Board in accordance with anticipated expenditures of the Association for the upcoming fiscal year. The fiscal year begins on July 1 and ends June 30 of the following year.
- 3.03 The Association shall not discriminate against any person on the basis of age, race, gender, religion, disability, national origin, or sexual orientation.

Article IV --- EXECUTIVE BRANCH

- 4.01 The Officers of the Executive Branch consist of the President, Vice Presidents and Treasurer. Each position must be held by a different individual unless specifically approved by the Board. Each Officer serves a term of one year between July 1 and June 30 of the following year. The maximum term limit for each Officer position is four consecutive years.
- 4.02 The Officers are the executive management of the Association and are responsible for general operations, management and administration.
- 4.03 The Board is responsible for annual Officer appointment. Board Members, Officers and staff may nominate candidates to the Board for review in the April Board meeting.

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- 4.04 President — The President is also the Secretary of the Association. He/she oversees and is responsible for the entire operation of CAPSA.
- 4.05 Secretary of the Association — The President may appoint a person to be the Secretary of the Association who will be responsible for the newsletter of the Association and management of website of the Association.
- 4.06 Treasurer — The Treasurer has full responsibility for all cash and financial management for the Association. The Treasurer is responsible for:
- a. Operating bank account management
 - b. Review and approval of expenses
 - c. Management of income and reimbursement of approved expenses
 - d. Preparation of income statement covering May 1 through April 30 across two fiscal years and annual budget for the following fiscal year (from July 1 through June 30) to be included in annual newsletter which is usually published in May
 - e. Preparation of financial statements (income statement, chronological financial journal(s) and/or balance sheet) for the April and October Board meetings at least 48 hours before meeting time
 - f. Providing financial journal and financial statements to the Chairperson, Vice Chairperson and Treasurer-elect for the entire fiscal year (July 1 through June 30) at the end of the fiscal year
 - g. Interfacing with cashiers and registrars at the individual program level who assist in member admission and membership collection.
- 4.07 Vice President/Director of Tutoring Program — The Vice President/Director of Tutoring Program oversees and is responsible for the entire operation of the Association’s tutoring program. He/she is also responsible for appointing a committee for tutoring program coordinator selection for the following academic year. Unless approved by the Board, the following staff should be appointed by the Director of Tutoring Program before the beginning of each academic year to support the tutoring program:
- a. Deputy Director, K-12 Operations — This Deputy Director is responsible for grade school tutoring operations. He/she manages volunteer mentors, coordinators and monitors during normal tutoring program administration and operations.
 - b. Deputy Director, Adult Class Operations — This Deputy Director is responsible for all adult class operations. He/she conducts interviews of applicants and incoming teachers, class match-ups, and preparation of teaching material and associated training.
 - c. Deputy Director, Registration — This Deputy Director is responsible for program registration. At the program level, he/she
 - i. Oversees cashiers and registrars for the program
 - ii. Manages program membership record
 - iii. Manages petty cash for small items expenses
 - iv. Provides Treasurer with periodic deposit/expense summary.
- 4.08 Vice President of Community Affairs — The Vice President of Community Affairs is responsible for all community and public relations. He/she may recruit Association

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- members to join committees to conduct planning and implementation of community/public activities. He/she also represents CAPSA at public events.
- 4.09 The President may propose to the Board additional Officer, Director or Deputy Director position with defined roles and responsibilities. Upon Board approval of the new position, the President may appoint a person to fill the position. Unless the Board amends the By-Laws to add such position, such position will be eliminated at the end of the fiscal year.
- 4.10 The Board may appoint other person to assume unfinished term of the President.
- 4.11 The President may appoint other person(s) to assume unfinished term(s) of other Officer(s) or staff.
- 4.12 If an Officer abuses his/her privilege, such Officer may be removed from the position, upon valid balloting, either in person, by postal mail or by electronic mail of three fourth (3/4) of the voting Board Members.
- 4.13 The Officers shall return all Association properties within ten (10) days after the end of their terms.

ARTICLE V --- ADVISORY BOARD

- 5.01 The Board is the advisory and monitoring body of the Association. The Board also:
- a. Approves or disapproves the Missions set forth in Article II and amendments to the By-Laws
 - b. Reviews and approves major organizational changes and the Association's future directions
 - c. Conducts annual Officer appointment.
- 5.02 The Board should include persons who have made significant contribution to the Association as well as those who share the Association's vision and who are in a position through their achievement to help advise the Association's operations and directions.
- 5.03 Voting Board Member (hereinafter referred to as Board Member) is elected by nomination. Each candidate to the Board requires nomination(s) by at least two individuals, each either a current Board Member or an Officer of the Association. Written nominations should be given to the Chairperson and Vice Chairperson of the Board at least 48 hours before the starting time of the Board meeting in which such nomination is to be reviewed by the Board. Only voting Board Members should join the nomination discussion. A candidate who receives majority approval at the meeting will be invited to join the Board.
- 5.04 A Lifetime Board Member is a non-voting member of the Board. An active Board member may nominate any current or previous Board member, who has been an active member of CAPSA for at least fifteen (15) years, to be a Lifetime Board Member. Lifetime Board Membership requires Board approval and is an honor for life. A Lifetime Board Member may request to become an active voting board member without a nomination. Such active voting board membership requires Board approval, is subject to regular board member terms and responsibilities, and does not change the person's Lifetime Board Member status.

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- 5.05 There is no limit on the number of Members on the Board.
- 5.06 Officers are non-voting member of the Board. If a Board Member with voting rights is appointed as an Officer, he/she will become a non-voting member of the Board while he/she is an Officer. His/her original terms as a Board Member remain unchanged.
- 5.07 All Board Members are volunteers and shall not be compensated.
- 5.08 Each Board Member serves a term of three years. There is no term limit on a Board Member.
- 5.09 If a Board Member abuses his/her privileges, the Board Member may be removed from the Board upon valid balloting, either in person, by postal mail or by electronic mail collected by both the Chairperson and Vice Chairperson, of three fourth (3/4) of the rest of the Board Members. If the Chairperson or the Vice Chairperson is the abusive Board Member, another Board Member may be designated by the majority of the rest of the Board Members to act in place of the abusive Board Member in collecting ballots.
- 5.10 The Chairperson of the Board presides and facilitates all Board meetings.
- 5.11 Any Board Member is eligible to be elected as Chairperson or Vice Chairperson. The positions of Chairperson and Vice Chairperson must be held by different individuals. The Chairperson and Vice Chairperson are elected by all voting Board Members and absentee proxies in the Board meeting in or around April. Elected Chairperson and Vice Chairperson will assume their positions in the beginning of the next fiscal year. The maximum term limit is four consecutive years for the position of Chairperson and Vice Chairperson.
- 5.12 Vice Chairperson will assume the duty of the Chairperson in the case that the Chairperson is unavailable.
- 5.13 In the case that the positions of Chairperson and the Vice Chairperson are vacant, majority of Board Members may elect a new Chairperson and Vice Chairperson for the rest of the fiscal year.
- 5.14 The Board meets at least twice a year, one in or around October and one in or around April.
 - a. The October meeting will include but not be limited to:
 - i. Review of the Association's operations
 - ii. Review of financial statements (income statement, chronological financial journal(s) and/or balance sheet) and/or budget
 - iii. Discussion on the Association's future directions.
 - iv. Review of new Board Member nomination(s).
 - b. The April meeting will include but not be limited to:
 - i. Review of the Association's operations
 - ii. Review of financial statements
 - iii. Review of budgets for the upcoming fiscal year and financial statements
 - iv. Discussion on the Association's future directions
 - v. Review of Officer candidates and appointment of Officers for the following fiscal year.
 - vi. Election of Board Chairperson and Vice Chairperson
 - vii. Review of new Board Member nomination(s).

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- 5.15 The Chairperson, Vice Chairperson, President, or any two of the Officers (Vice Presidents and Treasurer) may call additional Board meeting(s) whenever necessary.
- 5.16 There is no quorum for the Board meetings. Notice of Board meeting should be sent to all Board Members at least 48 hours before meeting time.
- 5.17 Except for Board Member and Officer election, appointment, or removal and access to reserve fund, a majority of all Officers may overrule board decisions/suggestions. However, the President needs to provide well-justified explanation to the Chairperson and Vice Chairperson of the Board within 48 hours after majority of the officers decides to overrule Board decisions/suggestions.

ARTICLE IV — REGULATIONS

- 6.01 The Association shall not be liable for any accidents that may occur. Members are required to sign a waiver of liability.
- 6.02 No part of the net earning of the Association shall inure to the benefit of, or be distributed to, any private individual except those that the Board authorizes and empowers to pay reasonable compensation for service rendered, and to make payments or distributions in furtherance of the Missions set forth in Article II.
- 6.03 Operating bank account(s) should be used to manage normal Association operational incomes and expenses. The President and no more than two Vice Presidents will have access to the operating bank account(s), including check signing. The Treasurer of the Association cannot be one of the authorized signatory for any bank accounts.
 - a. Any check or withdrawal in the amount of over \$1,000 requires two signatures.
 - b. The Treasurer reviews and approves expenses submitted by any Officer within the Officer's responsibility and identified in the Board approved annual budget, including a discretionary approval authority of up to 15% over the approved annual budget within his/her area of responsibility for the fiscal year.
 - c. Any discretionary expense beyond this 15% annual allowance on the total annual budget requires Board approval.
 - d. To ensure efficiency, any Deputy Director may make purchases up to \$100 per occurrence for items identified in the Board approved budget.
 - e. Officers would be allowed to accept monetary donation designated for and incur expenses above the budgeted amount for item(s) on the Board approved budget.
- 6.04 Separate bank account(s) may be used to manage the reserve (non-operating) fund. Access to reserve fund account(s) requires Board approval. At least two Board Members shall be listed as co-signers of the reserve fund account(s). Withdrawal from reserve fund account requires two signatures.
- 6.05 The Board Member, Officers and staff of the Association shall conduct business with high ethical standard and in full compliance with all local, state and federal laws, rules, and regulations including Internal Revenue Code of 1954, Section 501(c)(3), as amended.
- 6.06 No substantial part of the Association activities shall carry on political propaganda or otherwise attempt to influence legislation. The Association shall not participate or

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intervene in any political campaign on behalf of or in opposition to any candidate for the public office.

- 6.07 The Association shall not promote any religion and religious beliefs or sponsor religious activities.
- 6.08 Upon the dissolution of the Association, the Board shall, after paying off or making provision for the payment of all the liabilities of the Association, dispose all the remaining assets to a tax-exempt organization or organizations qualified under Internal Revenue Code of 1954, Section 501(c)(3), as amended.

ARTICLE VII — LIABILITIES

- 7.01 The Board Members, Officers, Directors, Deputy Directors and staff shall not be personally liable for actions taken in their official capacities on behalf of the Association or for the debts, liabilities, or obligations of the Association.

ARTICLE VIII — AMENDMENTS

- 8.01 Written notice and proposals to amend the By-Laws shall be distributed to all Board Members at least two (2) weeks before the balloting in which such amendment is to be approved or disapproved.
- 8.02 The valid balloting, either in person, by postal mail or by electronic mail of three fourth (3/4) of the Board Members are required for approval of any amendments to these By-Laws.