

Chinese Culture Association of Southern California (CCASC)

BYLAWS

October 30, 1997 adopted
October 29, 1999 amended
May 6, 2000 amended
May 31, 2009 amended
Jan. 10, 2013 amended
June 5, 2014 amended

Article I. General Provisions

1. The name of the organization is the Chinese Culture Association of Southern California (CCASC), also known as the "Cultural Association."
2. The objectives of the CCASC are to provide teaching of the Chinese language to the community children, to promote the Chinese culture, and to facilitate the harmonious atmosphere in the communities. The CCASC is established as a non-profit and non-political association for the general purpose of education.
3. The CCASC is located at the address of the Culture and Education Center, 18908 Norwalk Boulevard, Artesia, California 90701.
4. The subsidiary organizations of the CCASC shall be established as Executive Bureaus to further accomplish the objectives stated in Article I, Section 2.
5. In accordance with Article I, Section 4, the Cerritos Chinese School of the Chinese Culture Association of Southern California, a subsidiary of CCASC, is hereinafter referred to as the "Cerritos Chinese School."
6. The bylaws and regulations of the Cerritos Chinese School shall be drafted separately.

Article II. Activities

1. The scope of the activities includes:
 - A. Provide teaching and promote learning of the Chinese language and culture;
 - B. Organize and sponsor cultural exchange activities;
 - C. Encourage and strengthen the communications among the Chinese organizations, communities, and families;
 - D. Coordinate and participate in events that enhance community harmony.
 - E. Manage and facilitate the appropriate use of the CCASC properties.

Article III. Membership

1. Regular Members:

- A. Everyone who agrees with the objectives of the CCASC,
 - (a) Regardless of gender, race, creed, and nationality, can apply for regular membership; or
 - (b) Serving as an employee of the CCASC or its subsidiaries, is a regular member in fact.
- B. Membership is determined based on family unit; each member family has the right of one vote.
- C. A membership is in good standing when annual membership fee and dues are current.
- D. Membership fee and dues shall be determined and modified, when necessary, by the Board of Directors.
- E. Only the members with good standing have the rights to use the properties of the CCASC and its subsidiaries.
- F. Member's obligations:
 - (a) To promote the objectives of the CCASC and to assist in the CCASC administration or management matters;
 - (b) To follow the rules and regulations of the CCASC;
 - (c) To pay the annual membership fee and other dues on time;
- G. Member's rights:
 - (a) To vote and to be elected as a Director of the Board. Referred to Article V, Section 5 Rule A, for the eligibility of the candidacy;
 - (b) To participate in all and any activities organized or sponsored by the CCASC and its subsidiaries;
 - (c) To borrow or lease the facilities, properties, and/or equipment of the CCASC and its subsidiaries;
 - (d) To receive the publications of the CCASC and its subsidiaries.
- H. Termination of membership: Membership may be revoked for cause, other than nonpayment of dues, by a two-thirds vote by the Board of Directors. The Board shall conduct a thorough investigation to substantiate the allegation(s) against the accused member before removing the member. The member in question has a right to appeal such a decision in a hearing before the Board of Directors if the member chooses to exercise this right.

2. Permanent Members:

- A. Only a previous CCASC president who held the position for a year or longer is authorized a permanent member.

- B. The permanent members are exempted from annual membership fee, yet have the same rights and obligations as the regular members;

3. Honorary Members:

- A. Honorary members do not have the rights of regular members and do not qualify for candidacy of the Board.
- B. Anyone who holds the following eligibility and is approved by the Board shall be the honorary member:
 - (a) Donated monetary contribution to the CCASC School Establishment Foundation before 1993; or
 - (b) Donated a Board-approved contribution of land or large sum of money for the CCASC School Establishment Foundation.

Article IV. Finance, Revenue and Expenditure, and Budget

- 1. Revenue and Income include:
 - Membership fees
 - Tuitions
 - Activity fees
 - Advertisement and fundraising
 - Rental income from the Culture and Education Center
 - Interest from bank deposits
 - Donations, contributions, and other incomes
- 2. All incomes and expenses must be substantiated with the original invoices and receipts.
- 3. All expenses are subject to approval of the Board of Directors.
- 4. Supplemental budget shall be commenced only for:
 - A. New facility or subsidiary; or
 - B. Unforeseen emergent circumstances.
- 5. The annual budget or supplemental budget must be based on the balance of annual income and expenses.
- 6. The CCASC shall not carry loan(s) of any type or guarantee for other parties.

Article V. Organization

1. General Assembly Meeting

- A. The CCASC Assembly is composed of all members with good standing. The current President of the CCASC shall call the General Assembly Meeting once a year in early May for the election of Directors.

- B. The location of the General Assembly Meeting shall be decided by Board of Directors meeting.
- C. Special meetings of the General Assembly maybe called by the President when deemed necessary by the Directors.
- D. CCASC members shall re-elect Seven (7) to fifteen (15) new Directors and several filled Directors at the annual General Assembly Meeting.

2. Board of Directors Meetings and Board of Directors

- A. The location of the Board meeting shall be at the Culture and Education Center or other location that is agreed upon by the Board of Directors meeting.
- B. The Board shall announce the number of vacant seats of the Directors and a list of candidates three (3) weeks prior to the election.
- C. The Board is the governing executive body of the CCASC, chaired by the President. The President shall hold Board Meeting once a month. The president has the power to call special meetings when necessary. The time and place of the Board Meeting shall be decided by the Board.
- D. The Board Meeting shall be commenced with at least fifty percent (50%) of the current Directors present. The Board Meeting shall be rescheduled when less than fifty percent (50%) of the current Directors are present.
- E. Any motion shall be valid only when more than two thirds (2/3) of the Directors are present and a majority of the attending Directors approves. In the case for major issues required for vote, an approval of four fifths of the Directors is mandatory, followed by a written notice to all members of the General Assembly. At least one half of the General Assembly is needed to pass the motion.
- F. Major Issues mentioned in the above section are defined as:
 - (a) The new establishment, adjustment, and liquidation of the CCASC and/or its subsidiary; disposition or transfer of ownership of any CCASC property and/or its subsidiary.
 - (b) Matters that are approved as major issues by the majority of the Directors present in the Board Meeting.
- G. The actions of the Board shall ensure equity and decisions shall be based upon facts. If necessary, other related personnel may be called to present factual evidence or to offer their expertise. Board decisions shall not violate the rights of the members of the CCASC. All members shall honor the decisions approved by the Board.
- H. Board meetings may be held in closed sessions for the following purposes:
 - (a) Reviewing matters pertaining to staff;
 - (b) Handling disciplinary matters or violations by members, directors, supervisors, or staff;

- (c) Protection of the privacy or reputation of members or other individuals in relation to CCASC matters;
 - (d) Consultation with legal counsel;
 - (e) Consultation with staff, consultants, attorneys, or other persons in connection with pending or potential litigation;
 - (f) Investigative proceedings concerning possible or actual criminal misconduct;
 - (g) Complying with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure; or
 - (h) For some other exceptional reason so compelling as to override the general policy in favor of meetings open to CCASC members only.
- I. The Board shall be composed of fifteen (15) Directors. A candidate of the Directors shall be nominated by current members and elected by all the members with good standing.
 - J. The term of the Directorship shall be one (1) year, commencing on July 1st of the year immediately following the General Assembly Meeting election and ending on June 30th of the following year.
 - K. All the relieved Directors shall finish transitioning, based upon their duties and activities, before June 30th. The rules of the transition shall be drafted separately.
 - L. The Board shall form Legislation Committee, Activity Committee, Secretariat Committee, Finance Committee, Property Committee, and Fund-Raising Committee under the authority of the CCASC President. Each Committee shall include a chairperson and several unit members.
 - M. Pursuant to this Article, Section 2. L, each Committee shall establish its rules and administrative procedures. These rules and procedures shall be valid upon the approval of the Board.

3. Ad Hoc Committee

- A. The Board may set up temporary Ad Hoc Committee(s) for the discussion or implementation of specific issues. The motions from the Ad Hoc Committee shall be presented to the Board for action.
- B. The Ad Hoc Committee shall be formed by a number of the Directors who are appointed by the CCASC President.

4. Outsourcing and Staff Hiring

- A. The Board may outsource or hire staff for the operations of the CCASC business matters.
- B. Outsourcing or staff hiring shall be in the format of written contract and the contract period shall not exceed one (1) year. A renewal or new contract may be deemed after the contract

expires.

- C. A contract shall contain all the following information :
 - (a) The name(s), address(es), representative(s), and identification number(s) of all contracting parties;
 - (b) Contract date, contract period, and contract termination provisions;
 - (c) The description of the duties, cost, and payment and/or salary for the contracted work;
 - (d) Any other clauses related to the contracted matter.
- D. Authorized personnel shall present the content of the contract and the evaluation of the contractor(s) to the Board. The Board shall meet, discuss, and render the decision for the matter presented.

5. Qualification, Term of Office, Resignation, and Replacement

- A. Qualification of candidacy for Director of the Board:
 - (a) Current member with good standing; and school year membership dues current as of October 31 of the current term;
 - (b) No criminal record;
 - (c) Willing to commit time and effort to the CCASC; and
 - (d) Nominated by three (3) current CCASC members, signed an acceptance of the nomination, and approved by the Board.
- B. The Director of the Board shall be elected to the term of two (2) years and may be re-elected for another term and serve for no more than a total of four (4) consecutive years. A previous Director is eligible for candidacy and may be re-elected if he/she has left the seat for one (1) year or more.
- C. Because CCASC memberships are family-based, members of the same family unit may not be nominated at the same time or serve as a Director during the same term. After a Director has completed four (4) consecutive years of service, members of the same family unit must also wait a period of one (1) or more years before he/she becomes eligible to serve on the Board.
- D. The President, the Vice President, the Secretary, and the Treasurer, hereinafter referred to as the Executive Officers, shall be elected among the fifteen (15) Directors through an anonymous ballot in mid-May of each year. The term of the Executive Officers is one (1) year and may be re-elected for another term. Anyone who holds a paid position in the CCASC or its subsidiary shall not take the office of the Executive Officers or act as a proxy for them. The list of the Executive Officers shall be registered with the State of Secretary of the State of California.
- E. In the event that a Director seat is vacant for any reason, the seat shall be taken by the filled Director who holds the highest votes of the original election for the said term. If there is no filled Director available, the Board may temporarily change the quorum with the

- limitation of not exceeding one (1) year.
- F. The replacing Director shall fulfill the term of the replaced Director.
 - G. In the event that an Executive Officer seat is vacant for any reason, the Board shall re-elect the Officer following the procedure described in Article V, Section 5 Rule D of this Bylaw.
 - H. The candidate of the President must be a current Director who has served a full year of Directorship in the past year.
 - I. The current Director, along with his/her spouse and first degree relatives, i.e., parents, children, siblings, shall not hold any paid positions in the CCASC or its subsidiaries except for the position of teacher.
 - J. The CCASC Accounting personnel as well as their spouse, immediate family, or business partners shall not serve as the Executive Officers.
 - K. The Director shall not be paid or compensated in any fashion.
 - L. All Directors shall attend the monthly Board meetings. The Director shall notify the President when he/she is unable to attend the monthly Board Meeting or perform assigned duties. The Board may activate temporary suspension from duty upon evaluation. The following situations shall be treated as resignation from the Directorship:
 - (a) The Director has been absent in the Board meeting three (3) times in a year without excuse; or
 - (b) The Director has been absent in the Board meeting for a total of four (4) times in a year with or without excuse.
 - M. The elected Directors shall be responsible for maintaining the cohesiveness of the CCASC. The Directors shall present all proposals in the Board Meeting and obtain the Board's approval before making any public speaking on behalf of the CCASC. Any proved violation of such rule will result in removal from the seat of Director due to conduct unbecoming. The Board shall conduct thorough investigation to substantiate the allegation(s) against the accused Director before removing the Director.
 - N. The Directors shall not represent the CCASC without Board authorization.
 - O. The Director shall obtain written authorization from the President prior to attending any events not pre-approved by the Board. The attending member(s) shall present a report at the next Board Meeting regarding the event attended.
 - P. The Board of Directors, at its discretion, may remove any Director by a two-thirds (2/3) vote of the entire Board of Directors during a regularly scheduled meeting.
 - Q. The CCASC does not partake in any political activities, yet encourage members to exercise their civic rights and vote in elections in order to increase Chinese influence in the political forum.

6. Conflict of Interest Policy

It is in the best interest of CCASC and its subsidiaries to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help Director and Supervisors of the CCASC and its subsidiaries identify situations that present potential conflicts of interest and to provide CCASC and its subsidiaries with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in CCASC and its subsidiaries' operations.

This conflict of interest policy is waived for the Cerritos Chinese School Teacher Representative currently serving on the Board of Directors but only within the limited scope of such Director's employment by CCASC. If the Teacher Representative Director has other employment and/or business interests outside of CCASC and its subsidiaries, this conflict of interest policy is in full effect for those other interests.

A. Conflict of Interest Defined

In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- (a) A Director or Supervisor, or his/her family members, is a party to a contract, or involved in a transaction with CCASC and its subsidiaries for goods or services.
- (b) A Director or Supervisor, or his/her family members, has a material financial interest in a transaction between CCASC and its subsidiaries and an entity in which the Director or Supervisor, or his/her family members, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- (c) A Director or Supervisor, or his/her family members, is engaged in some capacity or has a material financial interest in a business or enterprise that competes with CCASC and its subsidiaries.

B. Gifts, Gratuities and Entertainment

Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director or Supervisor in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or

entertainment of nominal or insignificant value which are not related to any particular transaction or activity of CCASC and its subsidiaries.

C. Definitions

- (a) A "Conflict of Interest" is any circumstance described in Part A of this Policy
- (b) An "Interested Person" is any person serving as a Director or Supervisor, or his/her family members or anyone else who is in a position of control over CCASC and its subsidiaries who has a personal interest that is in conflict with the interests of CCASC and its subsidiaries.
- (c) A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- (d) A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- (e) A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to CCASC and its subsidiaries is not a Contract or Transaction.

D. Procedures

Situations may create the appearance of a conflict, or present a duality of interests in connection with a Director or Supervisor who has influence over the activities or finances of CCASC and its subsidiaries. All such circumstances should be disclosed to the Board of Directors, as appropriate, and a decision made as to what course of action Directors should take so that the best interests of the CCASC and its subsidiaries are not compromised by the personal interests of any Directors or Supervisors.

- (a) Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a Director or Supervisor having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If the Board of Directors is aware that another Director or Supervisor has a conflict of interest, relevant facts should be disclosed by the Director or Supervisor.
- (b) A Director or Supervisor who plans not to attend a board meeting at which he or she has reason to believe that the Board of Directors will act on a matter shall disclose to the President all facts material to the Conflict of Interest. The President shall report the disclosure at the board meeting and the disclosure shall be reflected in the minutes of the meeting.

- (c) A Director or Supervisor who has a Conflict of Interest shall not participate in or be permitted to hear the Board of Director's discussion of the matter except to disclose material facts and to respond to questions. Such Director or Supervisor shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- (d) The Director having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken. Such Director's ineligibility to vote shall be reflected in the minutes of the meeting.

E. Confidentiality

Each Director and Supervisor shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of CCASC and its subsidiaries. Furthermore, Directors and Supervisors shall not disclose or use information relating to the business of CCASC and its subsidiaries for their personal profit or advantage or the personal profit or advantage of their Family Member(s). A breach of confidentiality may be grounds for removal from the Board of Directors or Board of Supervisors.

F. Review of policy

- (a) Each Director and Supervisor shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- (b) Annually each Director and Supervisor shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to CCASC and its subsidiaries. Any such information regarding the business interests of a Director or Supervisor or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Executive Officers, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- (c) This policy shall be reviewed annually by each member of the Board of Directors and Board of Supervisors. Any changes to the policy shall be communicated to all Directors and Supervisors.

7. Board of Supervisors

- A. The Board of Supervisors consists of five (5) Supervisors and may be comprised of a combination of (A) former presidents of the CCASC and/or (B) former Executive Officers who finished his/her term successfully and satisfactorily from no more than three years prior. Potential candidates will be recruited and prequalified by the current Board of Supervisors. Supervisor candidates will be elected by a majority vote of the Board of Directors and Board of Supervisors present during the last Directors meeting in June of every fiscal year.
- B. The Supervisors shall serve a term of two (2) years, commenced on July 1st of every year. The Supervisors, the Board of Directors President, and the Board of Directors Treasurer shall have joint responsibility for the management of the CCASC School Establishment Foundation and other real estates. Two (2) to Five (5) of the Supervisors shall be re-elected annually and each Supervisor may be re-elected twice. One (1) Chairperson shall be elected among the Supervisors.
- C. The Supervisors shall hold at least four (4) annually meetings and report to the Board of Directors. The Supervisors shall safely and effectively manage all CCASC funds and real estate and facilitate the fundraising activities. The CCASC funds include the School Establishment Foundation, current year donations, and budget balance.
- D. The usage of the School Establishment Foundation shall be signed by three (3) Supervisors, the Board of Directors President, and the Board of Directors Treasurer and can only be utilized through the CCASC account(s) during transactions.

Article VI. Responsibilities and Obligations

- 1. The responsibilities of the General Assembly Meeting shall be:
 - A. To elect the Directors;
 - B. To determine the number of the Directors;
 - C. To approve the decision of major issues enacted by the Board, as described in Article V, Section 2, Rule E and F.
- 2. The Board shall be the decision-making and supervising body of the CCASC. The responsibilities of the Board shall be:
 - A. To elect the Executive Officers, which are the President, the Vice President, the Secretary, and the Treasurer;
 - B. To appoint or remove the Director(s);
 - C. To establish or amend the Bylaws and regulations of the CCSAC and its subsidiaries;
 - D. To adopt and interpret the Bylaws and regulations of the CCSAC and its subsidiaries;
 - E. To coordinate and supervise the daily operations of the CCSAC;
 - F. To develop and audit the business plan, budget, and revenue and expenditure of the

CCASC and its subsidiaries;

G. To supervise and assist the Principal of the Cerritos Chinese School for the school activities;

H. To appoint or remove the staffs of the CCASC and its subsidiaries; and

I. To enact all other matters approved in the Board Meeting.

3. The responsibilities of the President shall be:

A. To represent the CCASC on participating in other organization's activities, signing the contracts, or directing the general issues;

B. To direct and coordinate the operations of the CCASC;

C. To assign and modify the duties of the Directors;

D. To execute the Board-approved appointment or removal of staff;

E. To report the dedication and dereliction of the Directors; and

F. To act as the guardian and the authorized user of the Seal of the CCASC.

4. The responsibilities of the Vice President shall be:

A. To manage and supervise the Activity Committee of the CCASC and act as the Chairperson of the Committee;

B. To oversee all CCSAC events and facilitate related communications of events; and

C. To perform all the duties in the absence or disability of the President.

5. The responsibilities of the Secretary shall be:

A. To manage and supervise the Secretariat Committee of the CCASC and act as the Chairperson of the Committee;

B. To maintain CCASC files and records, prepare for meetings, and keep a book of minutes;

C. To take charge of official correspondence, newsletters, and other publication of the CCASC; and

D. To report any changes of the Executive Officers.

E. To renew and update all licenses of the CCASC.

6. The responsibilities of the Treasurer shall be:

A. To manage and supervise the Finance Committee of the CCASC and act as the Chairperson of the Committee;

B. To maintain accounting files and keep records of the revenues and expenditures of the CCASC and its subsidiaries;

C. To develop, audit, and control the annual budget and revenues and expenditures of the CCASC and its subsidiaries; and

D. To oversee the procurement procedures of the CCASC and its subsidiaries.

7. The responsibilities of the Legislation Committee shall be:

A. To establish or amend the rules and regulations of the CCASC and its subsidiaries.

8. The responsibilities of the Activity Committee shall be:
 - A. To organize various activities, such as the dinner parties, school fairs, social functions, and athletic events.
9. The responsibilities of Secretariat Committee shall be:
 - A. To assist the Secretary in secretarial matters.
10. The responsibilities of the Finance Committee shall be:
 - A. To assist the Treasurer in managing the matters defined in Article VI, Section 6;
 - B. To report monthly the CCASC accounts balance at the Board Meeting;
 - C. To maintain and audit accounts and original records of all business transactions;
 - D. To open bank accounts and to maintain the checks of such bank accounts;
 - E. To manage payroll; and
 - F. To manage the sales of all gift certificates and other fundraising tickets.
11. The responsibilities of the Property Committee shall be:
 - A. To take charge in the maintenance, renting, and management of the Culture and Education Center; and
 - B. To manage the procurement and maintenance of the office furniture, equipments, and other supplies of the CCASC and its subsidiaries.
12. The responsibilities of the Fundraising Committee shall be:
 - A. To raise funds for all the publications of the CCASC and its subsidiaries; and
 - B. To manage donations made by any individuals and/or organizations to the CCASC and its subsidiaries.

Article VII. Supplementary Provisions

1. The bylaws and other regulations of the CCASC shall be submitted to the newly elected Directors before the election of the new President each year in mid-June.
2. These bylaws may be amended or repealed and replaced by written assent of a Director and seconded by two (2) other Directors, then approved by the majority vote of the Board. The number of Directors shall be adopted by the vote of a majority of a quorum at the General Assembly Meeting.
3. The bylaws and its amendments shall be approved by the Board and be effected on the date of post.
4. There are both English and Chinese versions of the bylaws. When there are discrepancies between the two versions, the English version shall prevail over the Chinese version.

**CCASC Board of Directors
CCASC Board of Supervisors
Conflict of Interest Disclosure Form**

Name: _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between CCASC and its subsidiaries and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy as outlined in the CCASC bylaws. I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

Signature: _____ Date: _____