

# **The Bylaws of the Chinese Association of West Michigan**

## **Article One: Founding Principles**

### **Section 1:** Name and Nature of the Organization

The name of this organization is The Chinese Association of West Michigan.

The Chinese Association of West Michigan is a 501 (C) (3) non-profit organization legally registered in the State of Michigan. Its official name in English is The Chinese Association of West Michigan (Hereafter known as CAWM).

### **Section 2:** Mission Statement

- 1) To promote fellowship, mutual understanding and support among the Chinese community;
- 2) To promote the understanding of Chinese culture and heritage within the Chinese community;
- 3) To encourage the Chinese community to participate in various local community activities;
- 4) To promote mutual understanding between the Chinese community and other ethnic groups;
- 5) To protect the just and legal rights and benefits of the Chinese community.

### **Section 3:** CAWM is headquartered in Grand Rapids, Michigan.

## **Article Two: Membership and Membership Dues**

### **Section 4:** Membership

The membership consists of individuals, families, and corporate entities who agree with the mission statement, follow the Bylaws, pay

membership dues, and are interested in furthering the goals and objectives of CAWM.

**Section 5:** The amount of membership due is determined with consensus by the President, Vice President and Executive Director, with final approval of the Board of Directors.

**Section 6:** CAWM members enjoy rights and privileges as established by the CAWM, including, but are not limited to the following:

- 1) The right for members 18 or older to be elected and/or to elect other members for office, and the right to vote at the General Assembly of CAWM;
- 2) All other benefits and privileges solely and exclusively established for members in CAWM-sponsored activities.

**Section 7:** CAWM Sources of Revenue and Expenditure

Sources of Revenue:

- 1) Membership dues;
- 2) Donations and the income from other sources.

Outlays:

- 1) Routine operating expenses;
- 2) Subsidies to affiliated groups;
- 3) Assistance to special needs of members and the community at large in special circumstances.

### **Article Three: Organizational Structure**

**Section 8:** CAWM consists of all its members.

**Section 9:** The General Assembly of CAWM.

- 1) All members have the right to participate in the General Assembly;
- 2) The General Assembly holds the ultimate decision-making authority for CAWM;
- 3) The General Assembly convenes each year by the President (See Section 12). Where necessary and/or under special circumstances, the President may call for meetings with the current leadership to resolve emergent issues and notify the membership, via electronic means, of resolutions resulting thereafter.

- 4) Any member, with endorsement of at least one thirds of the membership, may request a special session of the General Assembly after notifying the membership in writing. The President, upon receiving such request, shall call for the same between seven (7) and fourteen (14) calendar days.
- 5) A quorum is defined by at least one half of the membership present at the General Assembly for voting purposes. Absent of a quorum, the Board of Directors shall adjudicate the validity of a voting procedure. Unless stipulated otherwise in the Bylaws, for a resolution to take effect, it must be approved by at least one half of the members present at the General Assembly.

**Section 10:** The Board of Directors of CAWM

- 1) Responsibilities of the Board:
  - To establish long-term goals and directions for CAWM;
  - To provide general guidance and oversight for CAWM;
  - To review and approve the annual report of CAWM.
- 2) The Board consists of seven (7) directors. Each director serves a term of three (3) years with a possibility of extending to a second term. The incumbent President of CAWM is the concurrent member of the Board, with a term limit of one (1) year.

Notes: The initial Board directors shall be elected by the General Assembly per the following stipulations:

The first and the second highest vote winners serve a term of three (3) years. The third and the forth highest vote winners serve a term of two (2) years, and the fifth and the sixth highest vote winners serve a term of one (1) year. In subsequent years, two (2) replacement directors are elected by the annual General Assembly each year to fill the vacancies of the Board.

- 3) The Chair of the Board is elected with the majority votes of the Board members.
- 4) Any director may resign with prior written notice to the Chair of the Board. The vacancy shall be filled via voting at the next annual General Assembly.
- 5) In principle, the Board of Directors holds a meeting at least once a year, to be called by the Chair of the Board himself/herself or a director designated by the Chair. The Board may hold special meetings as called for by emergent and important topics. Any Board meeting

must have at least one half of the Board members present to be considered to form a quorum. Any resolution must have endorsement of at least one half of the Board members present to be deemed passed.

**Section 11:** The annual General Assembly elects the CAWM leadership team and all leadership team members must be the members of CAWM.

**Section 12:** The leadership team of CAWM shall consist of the following members:

- 1) President;
- 2) Vice President;
- 3) Executive Director;
- 4) CAWM Chinese Language School Principal;
- 5) Adopt-A-Highway Coordinator;
- 6) Art Festival Committee Managers;
- 7) Showbiz Team Leaders;
- 8) CAWM Newsletter Editor(s).

**Section 13:** The term limit for the CAWM leadership positions is one (1) year. After the President's term expires, the Vice President assumes the presidency and the Executive Director becomes the Vice President. A new Executive Director then is elected by the General Assembly. The other CAWM leaders (with the exception of the ShowBiz Team Leaders as stipulated in Section 17) and the CAWM Board members are elected by the General Assembly via simple majority votes.

**Section 14:** Responsibilities of the President, Vice President, and Executive Director:

- 1) To implement the decisions and resolutions of the General Assembly and receive guidance from the CAWM Board;
- 2) To plan work as stipulated in the CAWM Bylaws;
- 3) To manage CAWM's finances, with clear division of responsibility: The President in charge of accounts payable, and the Vice President in charge of bookkeeping and aggregating CAWM's annual financial report.
- 4) Other matters of relevance delegated to The Executive Director.

**Section 15:** The CAWM President has full power to represent CAWM in dealing with external parties. In the event of the President's incapacity to discharge his/her duties, the Vice President shall substitute for the President. And if/when neither the President nor the Vice President, for whatever reason, is able to perform his/her duty, the Executive Director shall act on behalf of the President and the Vice President. Petition to recall the President, the

Vice President and/or the Executive Director can be made collectively by a minimum of one half of the members and submitted to the General Assembly for a recall vote. Two thirds of the vote in favor of the recall shall render the recall valid and the recall becomes effective immediately.

#### **Article Four: CAWM Affiliates**

##### **Section 16: CAWM Chinese Language School**

The Composition and Responsibilities of the Board of Directors of the Chinese Language School.

- 1) CAWM Board of Directors appoints two of its members to serve as concurrent members of the Board of Directors of the Chinese Language School, with one of them being Chair of the Board.
- 2) The Board of Directors of the Chinese Language School is responsible for establishing its bylaws, with approval by the CAWM Board of Directors;
- 3) The Board of Directors of the Chinese Language School provides general guidance to the Chinese Language School;

The Chinese Language School leadership team shall consist of the Principal, Assistant Principal and Dean of School Affairs, with a term of one (1) year for each. When the Principal's term expires, the Assistant Principal shall assume the position of the Principal and the Dean will become the Assistant Principal. A new Dean then shall be elected by the General Assembly. The Principal, with the help of the Assistant Principal and the Dean, is responsible for the planning and daily operation of the school.

##### **Section 17: ShowBiz Team**

The ShowBiz Team Leaders are appointed by the CAWM administration, with no term limit, and are responsible for organizing all types of cultural and artistic performances and programs sponsored by CAWM.

##### **Section 18: Art Festival Committee**

The Art Festival Committee consists of the Manager and the Assistant Manager, with a term of one (1) year. When the Manager's term expires, the Assistant Manager assumes the position of the Manager. A new Assistant Manager then is elected by the General Assembly. The

Committee Manager, assisted by the Assistant Manager, is responsible for planning and organizing all work related to the CAWM food booth operation during the annual Grand Rapids Art Festival.

**Section 19: Adopt-A-Highway Committee**

The Coordinator of the Adopt-A-Highway Committee is elected by the General Assembly, with a term of one (1) year. The Coordinator is responsible for organizing volunteers for the year-round Adopt-A-Highway cleaning operations.

**Article Five: Others**

**Section 20:** All decisions, resolutions or meeting notices are communicated by the CAWM leadership to the members in a timely manner, via letters, phone calls, or emails.

**Section 21:** The CAWM Newsletter is the official newsletter of CAWM, compiled and edited by the Newsletter Editor, and published electronically to the community at least four times a year.

**Section 22:** CAWM maintains a website. The web address is: [www.wmchineseassociation.org](http://www.wmchineseassociation.org).

**Section 23:** CAWM members or the Board of Directors may amend or repeal these Bylaws or adopt new bylaws, unless the articles of incorporation provide that the power to adopt new bylaws is reserved exclusively to CAWM members or that the board may not alter or repeal these Bylaws or any particular bylaw. Amendment of these Bylaws by the board require the vote at least three-fourths of the directors then in office. Amendments of these Bylaws by CAWM members requires the vote of at least a majority of CAWM members entitled to vote.

**Section 24:** These Bylaws shall be effective immediately upon approval of the General Assembly.