

Bylaws

of

Fort Wayne Chinese Families and Friends Association, Co.

An Indiana Nonprofit Corporation

Amended January, 2014

Bylaws Amendment Pages

Fort Wayne Chinese Families and Friends Association (the Association) was founded in 1983. The Association was incorporated in 2007. The first version of bylaws was drafted and approved in 2008. The current amendment was initiated to include the implementation of the Board in addition to few other enhancements. Upon the approval of the amendment, the President then shall still remain as the President of the Association with additional duty of the Chair of the newly formed Board. The initial number of the Non-officer Board Directors shall be determined by the President then.

Special Instruction

The Board of the Association shall reserve the authority for final interpretation of the Bylaws.

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BYLAWS
of
FORT WAYNE CHINESE FAMILIES AND FRIENDS ASSOCIATION CO.
January, 2014

Article I: Name and Purposes

Section 1.1: Name

The name of this corporation shall be Fort Wayne Chinese Families and Friends Association, henceforth referred to as FWCFFA or the Association.

Section 1.2: Purposes

FWCFFA is a public benefit nonprofit corporation. The purposes for which the Association is formed are exclusively charitable and educational. The specific purposes of this Association shall consist of the following:

1. To promote and cultivate the understanding and appreciation of Chinese language, literature, and culture in the Greater Fort Wayne area.
2. To provide cultural and educational experiences to the Chinese and local community.
3. To enrich the Fort Wayne society with Chinese-American contributions.
4. To foster constructive citizenship and improve the overall well-being of Chinese Americans in the Greater Fort Wayne area.

Section 1.3: Compliance with Internal Revenue Code

FWCFFA is organized and operated exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Association shall have members and shall be managed collectively by the Board Directors and Officers.

Section 1.3.1: Limitations upon Powers

FWCFFA is a non-profit corporation with no political affiliations and with no involvement in promoting any religious belief directly or indirectly. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.3.2: Restriction upon Inurement of Net Earnings

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No members, directors, officers, or other private individuals shall be entitled to share in the distribution of any of the Association asset upon dissolution of the Association.

Section 1.3.3: Dissolution

Upon the dissolution of the Association, all of its assets remaining after payment and discharge of its obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Allen County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II: Members

The Association shall have members.

Section 2.1: Membership Eligibility

Membership is open to any interested individual or family residing in the Greater Fort Wayne area.

Section 2.2: Membership Types

There are two types of membership: individual and family.

Section 2.3: Adult Members

Adult Members are members who are at least eighteen years of age.

Section 2.4: Membership Term

Membership is on a calendar year basis and is renewed early every year, typically around the first annual event. New members can join FWCFFA any time throughout a year.

Section 2.5: Annual Membership Dues

Annual membership dues shall be paid by continuing individual and family members early each year.

2.5.1: Amount of Annual Dues

The amount of annual dues may be adjusted from time to time if it is deemed necessary by the Board.

2.5.2: Proration

Dues for members joining the Association in July or later shall be reduced to half of the amount of dues for the whole year.

Section 2.6: Membership Establishment

Membership is established by registration accompanied by non-forfeitable current year's dues.

Section 2.7: Members Rights

Adult Members are entitled to vote, to be elected as the President or a Board Director, and to be appointed as an officer of the Association. All Adult Members in a member family are entitled to vote; the vote of each Adult Member from the same family member equally counts as an individual vote at any members meeting. Adult Members are also entitled to review financial reports of the Association and inquire about Association affairs from the Board.

Section 2.8: Other Members Benefits and Members Responsibilities

Other member benefits include receiving updated membership directories, newsletters of the Association, and discounted fees for events (when applicable). Members agree to use membership directory information appropriately and will not use it for commercial or other inappropriate purposes. No members shall speak on behalf of the Association without proper authorization from the President or the Board.

Section 2.9: Termination of Membership

A member's membership may be revoked for cause, other than nonpayment of dues, by two thirds (2/3) of the Board Directors at a Board Meeting at which a quorum is present.

Article III: Board Directors and Officers

Section 3.1: General Powers

The affairs of FWCFFA shall be managed collectively by the Board of Directors, henceforth referred to as the Board.

Section 3.2: Types of Board Directors

There are two types of Board Directors: Officer Directors and Non-officer Directors. These two types of Directors differ in their terms and whether they are appointed by the President or elected by the eligible members. All Directors are non-compensated volunteers. The Board shall have a chairperson, henceforth referred to as the Chair.

Section 3.2.1: The Chair

The Chair of the Board shall be the President of the Association. The President of the Association shall be elected annually by eligible members.

Section 3.2.2: Officer Board Directors

Officer Board Directors shall consist of the President of the Association and other officers appointed by the President. The duty of an Officer Director (other than the President) shall end when the officer appointment ends.

Section 3.2.3: Non-officer Board Directors

Non-officer Board Directors shall be elected by eligible members when there are vacancies. Former President(s) shall be granted the option to serve as a Non-officer Director without election immediately after the presidency is complete.

Section 3.2.4: Dual Role

A Non-officer Board Director may be appointed by the President to be an Officer Board Director for the period of the incumbent President's presidency. The dual role does not double the vote of the Director in any Board Meetings.

Section 3.3: Composition of the Board

The Board shall consist of a Chair, at least three (3) Non-officer Board Directors, and a reasonable number of Officer Board Directors appointed by the President. The total number of Board Directors including the President shall be an odd number and shall not exceed fifteen (15).

The Board may increase the number of Non-officer Board Directors when the number of members increases. The process of increasing number of Non-officer Board Directors shall be the same as that of bylaws amendment.

Section 3.4: Duty of Board Directors

Board Directors shall ensure the following:

1. The Association has up-to-date purposes of existence.
2. The Association has adequate resources and effective planning to achieve the purpose.
3. The Association implements as planned successfully.

Section 3.5: Additional Duty of Officer Board Directors

FWCFFA shall have the following officers to execute daily business: an elected president, an appointed secretary, an appointed treasurer, and other appointed officers deemed necessary by the President.

Section 3.5.1: Duty of the President

The President, also the Chair, shall lead the Board to manage FWCFFA affairs and ensure the effective implementation of all resolutions approved by the Board. The President shall also certify the annual FWCFFA financial statements prepared by the Treasurer. When needed and possible, the President shall communicate with leaders in the Greater Fort Wayne area, including but not limited to leaders of local businesses, governmental agencies, and political groups to promote FWCFFA affairs.

Section 3.5.2: Duty of the Secretary

The Secretary shall be a director appointed by the President. The secretary shall keep records of the Association's activities, assist in communication with members, and perform other duties assigned by the President or the Board. The records the Secretary keeps shall include but not limited to: membership data, directorship data, meeting minutes, and legal documents of the Association.

Section 3.5.3: Duty of the Treasurer

The Treasurer shall be a director appointed by the President. The Treasurer shall receive membership dues and deposit funds to FWCFFA bank account, process disbursements, prepare Treasurer's reports for Board meetings and financial statements of the Association, file annual Indian Business Entity Report and both Indiana and federal tax return, and perform other duties assigned by the President or the Board. The Treasurer shall keep records of all FWCFFA financial transactions according to the IRS regulations.

Section 3.6: Terms of Board Directors

The beginning and end of service terms shall coincide with the beginning and end of the Association fiscal years unless the position is filled for an unfinished term in which case, the Director may assume the position in the middle of the fiscal year.

Section 3.6.1: Term of the Chair

The term of the Chair shall follow the term of the President defined in Section 3.6.3.

Section 3.6.2: Term of Non-officer Directors

The term of Non-officer Directors shall be three years. The term shall always finish at the end of the third fiscal year if a Non-officer Director assumes the duty in the middle of the fiscal year. For former Presidents who assume the duty of Non-officer Directors without election, the three-year term shall include the term of presidency. Eligible members may be elected to serve for multiple terms.

Section 3.6.3: Term of Officer Directors

There shall not be specified terms for the Officer Directors other than the President. The position and length of position for an Officer Director other than the President shall be fully determined by the President while in charge. The appointment shall be annulled when the President's term completes.

The term of the President shall be one year. Eligible members may be elected to serve for multiple terms provided that no period of continuous service exceeds two years.

Section 3.6.4: Handover

All records, properties, and unfinished affairs of the Association shall be handed over to the care of the new Board.

Section 3.7: Vacancies in Directors

Vacancies in Directors may occur when any Director's term is finished; or by reason of death, resignation, or removal of any Director; or by reason of an increase in the number of Non-officer Directors.

Section 3.7.1: Resignation of Directors

A Director may resign by delivery of a written notice to the President or by terminating FWCFFA membership.

Section 3.7.2: Removal of Directors without Cause

Any or all Directors can be removed without cause by the process the same as that of bylaws amendment described in Article VI. The removal shall not disqualify the former Director(s) from future appointment or election of Directors.

Section 3.7.3: Removal of Directors with Cause

If a Director becomes ineligible or if the Director's conduct or habits are such as to reflect discredit upon the Association or if other good cause exists, the Director may be removed from the Board by an affirmative vote of two-thirds (2/3) of the Board Directors at any regular Board meeting or at any special meeting called for that purpose at which a quorum is present.

No such vote upon removal of a Director shall be taken until the Director has been advised of the reasons therefor and has had opportunity to submit to the Board a written statement relative thereto. The Directors affected shall leave the meeting place when the vote proceeds.

The removal shall not disqualify the former Director from future appointment or election of Directors if the cause deems absent upon future appointment or election.

Section 3.7.4: Filling Vacancies

When a vacancy occurs for an Officer Director, the President shall determine whether this vacancy needs to be filled or not. When a vacancy occurs for the President or a Non-officer Director, the Board may choose to leave the vacancy unfilled or filled with an acting President or a Non-officer Director until the next election if the vacancy occurs within six (6) months before the end of the fiscal year. A special election to fill the vacancy shall be held within sixty (60) days if there are more than six (6) months of the term left. The President so elected shall serve only until the end of the unfinished term unless otherwise stated in the Call for Nomination; while the Non-officer Directors so elected shall start a new term.

Section 3.8: Election of the President and Non-officer Board Directors

The President and Non-officer Board Directors shall be elected by eligible members when there are vacancies. A synchronized Presidential and Non-officer Director's election typically occurs in the members event of Mid-Autumn Festival right before the end of the Association fiscal year.

Section 3.8.1: Call for Nominations

A Call for Nominations shall be distributed to all Adult Members at least three (3) weeks before the election-day. The Call for Nominations shall include the title (President or Non-officer Director), the term, the number, and requirements of the positions called for nominations as well as the election procedure and schedule.

Section 3.8.2: Qualification of Nominees

Any nominee is required to have been a member of the Association in good standing for a minimum of one year and is preferred to have served on the Board for a minimum of one year prior to the nomination. Exception may be granted upon Board approval.

Section 3.8.3: Nomination Process

Adult Members of the Association are eligible to self-nominate or nominate other Adult Members for positions listed in the Call for Nomination. All nominations shall be in writing and submitted to the incumbent President via email, regular mail, hand-delivery, or in person prior to the deadline for receipt of nominations. The incumbent President shall obtain written acceptance of nomination from each of the nominees if not self-nominated to confirm the willingness to serve if elected. The incumbent President shall then bring the nominees list before the Board for a final qualification check. The Board shall present all qualified nominees to members for election at least one (1) week prior to the election day.

Section 3.8.4: Election

New FWCFFA Directors shall be elected in a meeting convened for that purpose with at least a quorum present or via an email poll that has more than half of the Adult Members that respond. The nominee receiving a simple majority vote shall assume the position for the term specified in the Call for Nomination. No proxy voting shall be permitted. In cases of less than a quorum present in an election meeting or less than half of the Adult Members that respond in an email poll, the Board shall have the authority to decide the election result.

The result of the election shall be made known to all members within ten (10) days.

Section 3.9: Appointment of Officer Board Directors

The president of the Association shall appoint a reasonable number of Officer Board Directors to execute daily business of the Association. No specific qualification is set forth for Officer Board Directors except the skill set needed for the position determined by the President.

Article IV: Meetings

Section 4.1: Meetings of Members

Section 4.1.1: Business Meetings

Annual business meetings of members shall be held at least once each year. Business meetings may be held in an annual event described below.

Section 4.1.2: Events

Annual events typically take place around traditional Chinese festivals such as the Spring Festival and Mid-Autumn Festival. Other events are optional.

Section 4.1.3: Notice of Meetings

Notice of meetings shall be distributed to members at least three (3) weeks in advance except for extenuating circumstances.

Section 4.2: Quorum of Members Meetings

The presence of one half (1/2) of the total number of the Adult Members of the Association shall constitute a quorum at any member meetings for election, bylaws amendments, or for any other issues that require members to vote.

Section 4.3: Board Meetings

Board meetings shall be held at least twice a year. One meeting shall be held prior to the annual business meeting of the Association; another one shall be held after the formation of the new Board.

Announcements of Board meetings shall be delivered to all Adult Members at least two (2) weeks before the meetings. Adult Members shall forward any requests in a written format to the President if there are items wished to be included in the Board meeting agenda.

Section 4.4: Quorum of Board Meetings

One half (1/2) of the total number of Board Directors present shall constitute a quorum at any Board meetings that require Directors to vote.

Section 4.5: Meeting Minutes

Minutes of members and Board meetings shall be published in the form of a newsletter and shall be distributed to each member of the Association. Detailed financial reports may be omitted in the newsletter but shall be made available to Adult Members upon request.

Article V: Fiscal Year

The fiscal year of the Association shall start on November 1 of each year and end on October 31 of the following year. This definition corresponds to the one-year term of the President. For Non-officer Directors, the three-year terms end on the third October 31.

Article VI: Amendment Procedures

Section 6.1: Proposal of Amendment

Amendment to the bylaws may be proposed by any Board Director, or upon the application of ten percent (10%) of the Adult Members of the Association. The proposed changes to the bylaws if proposed by members shall be submitted to the President in writing. The proposed changes shall be discussed in the following Board meeting for decision and further action before Board recommendation. The Board shall keep the Director or the members proposing the changes informed of any decision and further actions. The Board shall present both proposals if what the Board recommends is different from what is initially proposed.

Section 6.2: Publication of Amendment

Any proposed amendment to the bylaws shall be distributed to each member no later than ninety (90) days after the proposed changes is initially delivered to the President and at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 6.3: Approval of Amendment

Amendment to the bylaws shall require the approval by two thirds (2/3) of the voting members at a member meeting at which a quorum is present or via an electronic poll that has more than half of the Adult Members respond.

When there are more than one amendment proposals, the proposal receiving a simple majority vote of members shall be used for members to approve.

Article VII: Dissolution

Upon the dissolution of the Association, all of its assets remaining after payment and discharge of its obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Allen County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII: Language

Section 8.1: Language Versions

The bylaws of the Association are published in both Chinese and English.

Section 8.2: Standard Version

In case of any conflict or ambiguity between the Chinese and English versions of the bylaws, the English version shall control.