



Bylaws

Chinese American Parent Association Of Howard County

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of Howard County

1 Name

The official name of this organization shall be the "Chinese American Parent Association of Howard County CORP," abbreviated as "CAPA" below.

2 Vision and Mission

CAPA adopts the following vision and mission.

2.1 Vision:

For every resident in Howard County and every family in Howard County public schools to be equally represented in the community and to have equitable access to services and resources.

2.2 Mission:

To advance, empower and unite the Chinese and other immigrants in Howard County by advocating for the underrepresented, leading in civic activities, promoting greater community engagement, and supporting integration into the larger community.

3 Organizational Structure

3.1 Membership

All residents of Howard County, MD and surrounding areas (within approximately 100 miles of Howard County) are eligible to become members of CAPA by registering with CAPA and by agreeing to abide by CAPA Bylaws and other official rules.

CAPA membership has two grades. A General Member does not pay membership dues and does not have voting rights. A Senior Member pays membership dues and has voting rights. Unless otherwise noted, the terms "member" and "membership" hereafter refer to senior member and senior membership.

The CAPA Board may decide on one or more membership plans, which affects the amount and payment schedule of membership dues.

Membership benefits are decided at the discretion of the Executive Director. Benefits may be different between the general and senior members. However, they are not affected by membership plans.

3.2 Board of Directors

3.2.1 The Board and Its Roles

The Board of Directors (referred to as Board or CAPA Board in this document) is the supreme governing body of CAPA. The Board sets policies and dues, approves the annual budget, and may review the actions of other leadership teams and officials. The Board shall determine the frequency and locations of membership meetings. The Board may exercise other powers granted by CAPA Bylaws.

The Board is composed of an odd number of elected members not exceeding eleven (11). A board member must be CAPA Senior Member in good standing by May 31st of each year. Board Members shall not receive monetary compensation for their service under the capacity of a board member. If a board member is paid for services outside of the duty of the Board, the pay level shall be set by an entity other than the Board and subject to limits set by the relevant laws and regulations.

The Chair of the Board is elected from the Board members by the Board members. The Chair of the Board presides all Board and General Membership meetings. Upon request of the majority of the Board Members, the Chair may call a special Board meeting or a Special General Membership Meeting. The Secretary of the Board is elected by the Board from the Board members. The secretary is in charge of Board administrative affairs such as preparing meeting agendas and minutes and conducting routine communications and coordination on Board activities.

3.2.2 Election of Board Members

The Board Members shall be elected by the members with current standing. The term for a board member is three (3) years. A board member can serve no more than two consecutive terms. In the first years after the adoption of this Bylaws, the Board shall make reasonable arrangements on the terms of the current board members, so that one third of the board seats are up for reelection every year.

Board member elections shall take place on the first Saturday of June from a slate of candidates prepared by the Nomination Committee. The Nomination Committee must place at least as many names on the ballot as the vacancies, and shall also allow write-in candidates.

An elected board member must receive a simple majority of total votes cast. In the event that the number of candidates who receive a majority vote exceeds the number of vacancies, candidates who received more votes will be the elected board members. If not enough candidates receive a majority vote, a run-off election may be held at the Board's discretion. Rules of the run-off election shall be determined by the Board separately. The elected members shall take office on July 1 of the current year.

The election should be conducted fairly and openly. The current board should appoint an ad-hoc Election Committee to supervise the election. Election Committee members, including its chair, cannot be current board members or candidates and their family members. The Election Committee should record and report the election result within 24 hours after the election to the Board. If there are issues relating to elections, the Election Committee should conduct an investigation upon request and report back to the Executive Director and the Board within a week.

3.2.3 Board Operations

The Board shall meet in person at least once a year. Members must be present in a face-to-face meeting.

The Board shall hold monthly meetings. The date shall be determined by the majority vote of the Board.

A motion will be deemed passed or adopted by the Board if it receives a majority of total votes cast. If an issue is discussed and voted electronically, or by mail, the total number of votes in such a balloting process must exceed a quorum, which is more than half of the total number of members.

The Board shall establish a teleconferencing policy to ensure inclusiveness and efficiency of Board Meetings conducted online.

Minutes of Board meetings shall be made available to CAPA senior members upon request.

3.2.4 Resignation and Automatic Resignation

Except as otherwise required by the Bylaws, a Board member may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Board members who have missed three Board meetings in a year, without a valid excuse, are considered having submitted an automatic resignation. Examples of valid excuses include illness, family emergency, and travel with advanced notice. Excused absences should be requested in writing from the Chair.

Any Board Member position vacated in the middle of a term shall be filled by the Board for the remainder of its term within a month.

3.2.5 Impeachment

The Chair of the Board may be impeached by the Board with a vote of a two-thirds majority of the Board if they commit a serious violation of any article of the Bylaws.

A Board Member may be impeached by the Board with a vote of a simple majority if they commit a serious violation of any article of the Bylaws.

Impeached board members or board chair are removed from their positions effective immediately, or as stipulated in the motion of impeachment.

3.2.6 Meeting/Voting Proxies

When a member of the Board is not able to attend a meeting, he/she has the option to appoint another Board Member to represent him /her in the missed meeting as her/his proxy. When a vote is needed, his/her proxy shall vote on behalf of the appointer. Such a proxy vote is counted as a regular vote in the final tally. But the member who is absent and cannot vote in person will be counted as having missed a meeting.

3.3 Executive Team

The CAPA executive team includes the Executive Director, Chief Finance Director and

Chief Administrative Director (collectively, as “Officers”). The directors may recruit and form permanent or temporary teams in their areas of responsibility. The directors cannot be Board members. When selecting their team members, preference shall be given to non-Board members to avoid potential conflict of interest.

The directors and their teams may be paid salaries in amounts and manners approved by the Board.

The Executive Director is appointed by the Board. Other directors are nominated by the Executive Director and approved by the Board with majority vote. All directors serve a two-year term and shall not serve more than two consecutive terms. The Board shall appoint an acting Executive Director until the next election should a vacancy occur.

The Executive Director shall attend Board meetings as an observer without voting power. Other directors and their teams shall participate in the Board meetings, or portion thereof, with topics pertaining to their duties.

3.3.1 Executive Director

The duties of the Executive Director includes:

- represent CAPA externally;
- preside over all meetings of the Directors;
- make public statements on behalf of CAPA;
- oversee all activities according to the Bylaws and policies approved by the Board;
- present an annual budget to the Board for its approval;
- submit an annual report to the Board;
- regularly communicate with Board Members and attend Board meetings as an observer;

3.3.2 Chief Administrative Director

The duties of the Chief Administrative Director shall include the following:

- keep records of meetings and activities of the Executive Directors;
- serve as the custodian of records of CAPA;
- maintain an updated list of current members of CAPA, and publish a list of members eligible to vote in the first week of May, annually;
- other administrative duties assigned by the Board and the Executive Director

3.3.3 Chief Finance Director

The duties of the Chief Finance Director include the following:

- collect membership dues and keep a current record of dues payment for inspection by the Board, Executive Director, and Members;
- handle financial matters concerning CAPA, such as overseeing a bank account, issuing checks, making payments, file tax returns when needed, and other financial operations;
- oversee the financial well-being of CAPA; making sure that CAPA maintains a balanced budget;
- advise the Board and Executive Director on spending matters, to make sure that all spending is legitimate and done according to the Bylaws and accepted accounting

- standards; and
- prepare budget/expense annual report for the Board.

The Chief Finance Director shall discharge their duty in a professional and responsible manner.

3.4 Standing Committees

To orderly and efficiently carry out its duty, the Board establishes standing committees listed in this section.

Each committee shall consist of a chair and two members. The Standing Committee Chairs shall be Board members and shall be determined by a majority vote of the Board. The Chair then nominates committee members for the Board's approval. The term of standing committees is two years. The chair and members of a standing committee shall serve no more than two consecutive two-year terms.

Members of standing committees may receive a salary for their service as determined by the Board. Chairship of standing committees is a part of the duty of Board members, and is therefore not paid.

3.4.1 Nomination Committee

The Nomination Committee shall openly invite Members, Board Members, and Officers to submit nominations to the Committee for consideration. The Committee shall meet in March or April each election year to discuss the nominated candidates before making a final selection of candidates for an appearance on a ballot.

Upon selection of the final candidates for the ballot, the Committee Chair shall inform the selected candidates to confirm their acceptance to serve if elected. Each candidate will also be asked to supply a brief statement which will be stated on the ballot.

Upon confirmation of all the candidates, the Committee shall communicate the slate of final candidates together with the candidate statements to the Chief Executive Director to conduct the election, while sending a copy to the Board for information. This must be done by the second Saturday of May to provide the Executive Director with adequate time to prepare for and send the e-mail ballots to CAPA members by the first Saturday of June deadline.

3.4.2 Membership Committee

The Membership Committee leads the effort of recruiting, retaining, and updating CAPA members.

The committee should organize and coordinate activities serving its mandate. It should also make recommendations to the Board and the executive directors concerning strategies and options for recruiting members and improving community engagement.

The committee should make recommendations to the Board concerning membership dues and various payment options.

3.4.3 Advisory Committee

The Advisory Committee consists of subject experts. It provides consultation and advice to the Board on topics selected by the Board.

The chair of the advisory committee may be a non-board member selected by a majority vote of the Board. If the chair is not a Board member, he or she may be paid for the service.

3.5 Ad-hoc Committees

The Board may decide to form ad-hoc committees as needed for conducting the CAPA business. The organization, members, and chair of an ad-hoc committee should be determined by the majority vote of the Board. Ad-hoc committee chairs and members may receive a salary for their service as determined by the Board.

4 Financial Affairs

4.1 Fiscal Year

The fiscal year of the association shall run from July 1 through June 30.

4.2 Signatories

The Executive Director and Chief Finance Director shall be authorized to sign CAPA checks, with the Chief Administrative Director as a backup signer. All checks require at least 2 signatures. Under no circumstances may spouses, siblings, in-laws, or other relatives or members of the same household sign the same check. An authorized signer may not sign a check if she/he has any direct or indirect interest in the expenditure.

If there are not enough qualified signers for a particular expenditure, the Board may decide to waive the restriction in the last paragraph by a majority vote.

4.3 Budget

The Chief Finance Director shall be responsible for the development of annual budgets under the direction of the Executive Director. The board shall discuss, modify, and approve the budget by a majority vote.

The budget may be amended by a majority vote of the board. All expenditures not included in the budget at the time of its adoption must be approved by a majority vote of the board.

4.4 Financial Accounting safe

The Chief Finance Director shall prepare the Interim Financial Report by January 31st and the Annual Financial Report by the June general member meeting. The report should include bank statement balance, all income, expenditures, and other transactions. These reports shall be presented and reviewed by the Board.

The Chief Finance Director shall be responsible for all cash assets of CAPA and shall keep accurate records in a form consistent with these bylaws and standard accounting practices. The Chief Finance Director shall transport all funds to the bank. Deposit slips shall identify the source of all deposited funds. All financial records of CAPA, including checkbooks, ledgers, canceled checks, invoices, receipts, etc., shall be maintained and secured by the Chief Finance Director.

5 Amendment of Bylaws

Amendment of the Bylaws takes two steps: (a) passage by the Board by majority vote and (b) passage by the members by two-thirds of total votes cast.

The vote by members must be done electronically (or other methods approved by the Board) by a special ballot with accompanying documents explaining the nature of the proposed amendments and the action of the Board. The balloting may be done at any time when a justified need arises and shall be handled by the Secretary of the Board under the auspices of the Board. The members shall have at least 30 days to respond to any proposed Bylaws modifications.

6 Other Provisions

6.1 Conflicts of Interest

Whenever a director or board member has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

6.2 No Private Dealings

No member of the Board nor executive director is allowed to conduct CAPA business and represent CAPA without consulting with and obtaining approval from the Board or authorized by the Bylaws.

6.3 Robert's Rules of Order

Except as herein provided, all proceedings of CAPA shall be governed by the current edition of Robert's Rules of Order Revised.