

CONSTITUTION AND BY LAWS OF THE GREENSBORO CHINESE ASSOCIATION

ARTICLE I.

Section I The name of the organization shall be "The Greensboro Chinese Association, Inc."

Section II The principal office of the Greensboro Chinese Association, Inc. herein referred to as the Association, in the State of North Carolina shall be located in the County of Guilford. The Association may have such other offices, either within or without the State of Incorporation as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE II.

Section I The objectives of the Association are as follows:

- a) to promote the value of traditional Chinese culture;
- b) to advance the rights and privileges of the members and the people of Chinese descent;
- c) to foster a closer relationship among the members and between people of Chinese descent and the local community;
- d) to establish a Chinese school for Chinese language instruction;
- e) to provide assistance to any newcomers of Chinese descent to the Greensboro area;
- f) to engage in any other lawful purpose under the law of North Carolina.

Section II This Association is organized exclusively for cultural, charitable and educational purposes, including for such 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section III The basic policies of the association are as follows:

- a) the Association limits itself to cultural, charitable and educational purposes only;
- b) the Association shall be noncommercial, nonsectarian and nonpartisan;

- c) the name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Association;
- d) the Association shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office;
- e) the Association may cooperate with other organizations and agencies with similar objectives and purposes, but persons representing the Association in such matters shall make no commitments that bind the Association without the approval of the Executive Committee.

Section IV.

In the event of dissolution of the Association, residual assets of the Association will be dispersed according to the regulations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III.

Section I.

All persons interested in the objectives, as defined in Article II, are eligible to become members of the Association.

Section II.

Annual dues shall be decided by the Board of Directors. Membership shall be individual membership and family membership (the family includes spouse and dependent children). Membership will expire on the last day of Chinese Calendar. Voting rights shall be extended only to those members, eighteen or older, whose due have been received.

ARTICLE IV

Section I.

The Association membership elects the president of the Association by ballot once every two years. After the election, the President shall appoint a Vice President, a Treasurer and a Secretary to form the Executive Committee of the Association. The President shall appoint such members to be the chairperson of the various committees as necessary.

Section II.

Members of the Executive Committee shall henceforth be called the Officers of the Association. Their duties are given as follows;

PRESIDENT - Initiates, plans and organizes scheduled board meetings concerning association matters and serves as chairperson

for such meetings; recommends the hiring of any paid staff, including, but not limited to the executive director to the board for approval; is the spokesperson for the Association; is a member of other committees in the association.

VICE-PRESIDENT - Serves as an aid to the President; be the stand-in for the President during absence of the President.

SECRETARY - Shall keep an accurate record of all the meetings of the Association and of the Executive Committee, and shall perform such other duties as may be delegated to him/her. The Secretary shall also give notice of the Executive Committee meetings.

TREASURER - All moines, collected by the Association as membership dues, raised in unit programs, received as contributions, or otherwise acquired, belong to the Association to promote and implement a program of services, projects and other activities approved, adopted and directed by the membership of the Association.

The Treasurer shall have custody of the funds of the Association; shall keep a full and accurate account of receipts and the expenditures; and in accordance with the provisions in the annual budget adopted by the Association; shall make disbursements as authorized by the President or Executive Committee.

Checks or vouchers shall be signed by the Treasurer or the President if the amount is less than \$200.00. The signatures of the Treasurer and President is required if the amount is greater than \$200.00.

The Treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Executive Committee and shall make a full report at the meeting at which new officers officially assume their duties.

The Treasurer shall be responsible for the maintenance of such books of accounts and records.

The Treasurer's accounts shall be audited annually by the Board of Directors. After auditing and certifying the

correctness of the annual report, the Board of Directors shall sign a statement of that fact at the end of the report. The Treasurer shall file all necessary documents with Internal Revenue Service as required by law.

EXECUTIVE DIRECTOR - A paid staff position; responsible for running daily activities and managing other paid staff and coordinating volunteers; participates in any activities sponsored by the Association; proposing annual budget to the Board and applying for and accountable for grant application and final report.

The contract and compensation, including wage, bonus and benefits shall be reviewed and approved by the board annually and shall not exceed 20% of the Association annual budget

Section III All officers shall deliver to the current President all books, records and other properties of the Association within 10 days after the election.

ARTICLE V.

Section I. The policies of the Association and its affairs are vested in the Board of Directors of seven members to fifteen members derived from, but not limited to the members of the Executive Committee and the Chairpersons of various committees. The Executive Committee and other committees shall implement the policies of the Board. The President of the Association shall also be the ex-officio Chairman of the Board of Directors. The board, acted on the recommendation from the president, may approve or disapprove the hiring or termination of paid staff to manage the daily activities of the Association and the compensations for the staff.

Section II The Board of Directors shall meet at least semi-annually to set policies and review the activities and affairs of the Association. Their responsibilities are given as follows:

- a) to approve or disapprove the activities proposed by the Association President;
- b) Annual Fund Raising Drive;
- c) nomination of the President for election;
- d) carrying out all necessary procedures upon dissolution of the association.
- e) To approve or disapprove the president's recommendation for hiring or terminating any paid staff and their compensations.

Section III

The Board Chairman can call special meetings of the Board as and when he or she deems necessary. Special meetings of the Board can also be called by written request to the Chairman from three or more members of the Board.

ARTICLE VI.

Section I

The quorum for a Board of Directors meeting would be one half or five members of the Board of Directors, whichever number is higher, and the quorum for the Executive Committee meetings would be three members of the Executive Committee.

ARTICLE VII.

Section I

The President is elected or reelected once every two years by the membership via anonymous vote on the Chinese New Year gathering. Each attending member at the Chinese New Year gatherings will be given one vote to vote for the candidates of their choice. The candidate with the highest vote count shall be declared the winner and be the next President. All members are eligible for nomination and election.

Section II

In order to fill the vacancies on the Board of Directors at the end of term, nominations of Board of Directors can be made by any existing board member, seconded by another existing board member, and approved by one half of the board members.

Section III

The term for members of the Board of Directors is two years. The board member may serve indefinitely if he or she accepts the nomination.

Section IV

The President can be reelected indefinitely, if he or she accepts the nomination.

Section V

Officers of the Association are appointed once every two years and can be reappointed by the President.

ARTICLE VIII.

Section I

In the event of a vacancy on the Board of Directors, the President shall appoint a member of the Association to fill the unexpired term.

Section II

In the event of the position of the President of the Association falls vacant, the Vice President shall automatically become President for the remainder of the unexpired term.

ARTICLE IX.

Section I

Removal of the President of the Association shall be initiated with the submission of a written grievance, signed by at least 30% of the Association membership, to the Vice President of the Association. Upon receipt of the written and signed grievance, the Vice President shall call a meeting of the Board of Directors within two weeks of the date of the receipt of the written and signed grievance. The President shall be given an opportunity to respond to the written grievance in the Board of Hearing. In the instance of two-thirds or six members of the Board of Directors, whichever number is higher, voting for the removal of the elected officer, the Board of Directors shall call for a special meeting of the general membership. In the instance of two-thirds of attending membership voted for the removal of the President, the President would be deemed removed.

In the event any necessary legal action be taken, the Board of Directors shall recommend such action.

Section II

Board members other than the President may be removed by a two-thirds vote of the Board of Directors with such action initiated by any board member and seconded by another board member. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE X.

Section I

The General Body shall meet annually on the Chinese New Year gathering.

Section II

The purpose of the Annual Meeting shall be to: -

- a) elect the President;
- b) review the annual financial report and the overall activities of the past year, and
- c) consider suggestions for coming years.

Section III

The Annual Accounting period shall be from July 1 to June 30.

Section IV

Special meeting of the General Body may be called any time to discuss matters of immediate concern. Upon the receipt of a written request by one-third of the membership submitted to any member of the Board of

Directors, such a meeting shall be called by the President, or by the Vice President within 45 days from the date of receipt of such a request.

Section V At any special meeting that is not a normal business meeting, the agenda and matters to be decided should be noticed to all members at least 25 days before the actual meeting date.

Section VI In all General Body meetings, presence of one-fourth of the membership shall constitute a quorum.

Section VII The proceedings of the meetings of the Association shall be conducted according to Robert's Rules of Order.

ARTICLE XI.

The amendment to the constitution and By-Laws of the Association may be approved by the two-thirds of the attending board members at any board meeting. The approved amendment shall become effective immediately unless specifically dated in the amendment. The amendment shall be presented to the General Body meeting for rectification within one year. A simple majority of attending membership at the General Body meeting is required to rectify the amendment. The amendment becomes void if it is not rectified within one year.

PRESIDENT _____

TREASURER _____

GCA Bylaw Amendment

Effective February 9, 1998

Whereas the GCA has grown substantially in membership and services since its inception: Be it resolved that the 1996-1998 GCA Executive Committee and Board of Directors approve the following modifications to the GCA Bylaws for the purpose of improving its services to the membership and ensuring smoother transition in its administration. These modifications shall affect ARTICLE IV Sections I and II.

Section I shall be modified to read as follows: The Association membership elects by ballots the president and first and second vice presidents of the Association on the same slate in the 1998 presidential election, and only the second vice president in subsequent presidential elections, each to serve a one-year term. The President shall appoint the Treasurer. The President, Vice Presidents and Treasurer shall form the Executive Committee of the Association. The President shall appoint such members to be the chairpersons of various committees as necessary.

Section II shall be modified to read as follows: Members of the Executive Committee shall henceforth be called the Officers of the Association. Their duties are as follows:

PRESIDENT - Initiates, plans and organizes scheduled board meetings concerning Association matters and serves as chairperson for such meetings; recommends the hiring of any paid staff, including, but not limited to the Executive Director to the Board for approval; is the spokesperson for the Association; is a member of other committees in the Association.

FIRST VICE PRESIDENT - Automatically becomes the President after the President one year term ends. At the direction of the President, shares presidential responsibilities; be the stand-in for the President during absence of the President.

SECOND VICE PRESIDENT & SECRETARY - Automatically becomes the First Vice President when the former becomes President. Shares responsibilities with the President and First Vice President; shall be the Association Secretary with duties as stated in the original Bylaws under SECRETARY.

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Greensboro Chinese Association

GCA Vice Presidential Candidates Nomination and Election

According to the by-laws of the GCA and the recommendation of the GCA Board, current Vice President Mr. Lie Dou has been selected to be the President of GCA for the year of 2005 - 2006.

Current Vice President Jianzhong Lou will take the office of GCA Treasure in the middle of 2005. Current Vice President Dansheng Ma and William Li will continue to serve as Vice Presidents in the year of 2005 -2006. In the upcoming 3/19/2005 general membership meeting, we will elect two Vice Presidents of the GCA for Year 2005-2006. New elected Vice Presidents and current Vice Presidents will not be listed in any order. The President for future years will be selected by the board of GCA among the vice presidents.

Hereby, we urge the GCA members to nominate Vice President candidates. Since these are very important GCA leadership positions that directly impact the future development of the GCA, the candidates must be willing to commit and dedicate to the cause and development of the GCA. If you are energetic, responsible, and open-mind, if you agree the mission statement of the GCA and are willing to work with other people within the frame of the GCA by-laws, please come forward, we need you! The additional information and qualifications for the nomination and candidates are:

- Only GCA members are eligible to nominate;
- Nominees must be GCA members;
- Candidates must consent to the nomination;
- Nomination must be second by another member;
- Self-nomination will be accepted;
- Nominations may also be accepted at the meeting.

Nominations should be sent to the following address:

Greensboro Chinese Association
201 Pineburr Road
Greensboro, NC 27455

GCA Vice Presidential Candidates Nomination Form

I, _____ nominate _____ to be a Vice President candidate.

Signature _____ Date _____

I agree to be nominated for a Vice Presidential candidate of the GCA.

Signature _____ Date _____

GCA By-Law amendment:

In the event that vice presidents cannot serve, the current president' s term will be extended for another year upon the consent of the president and the approval of the board of GCA.



Greensboro Chinese Association

绿堡中协付会长提名和选举

根据本协会的章程和董事会的推荐，现任副会长龚烈将成为 2005-2006 年度的会长。

现任副会长姜建中将在 2005 年年中接任中协会计一职。现任副会长马丹生和李心佐将继续担任副会长。因此，在 3 月 19 日将要举行的会员大会上我们将选出副会长 2 名。现任副会长和新选出的副会长不设先后次序。今后的会长将由董事会从副会长中选出。

董事会希望本会会员积极推举副会长候选人。由于副会长是非常重要的领导职位而且直接关系到中协的发展，候选人必须自愿并热心于中协的工作和发展。如果你是一位有精力，有责任心和心胸开阔的人，如果你接受中协的宗旨并愿意与其他成员一起在协会章程的框架下工作，请您主动地站出来，中协需要你！

对提名者和候选人资格的要求如下：

- 提名者必须是中协会员；
- 候选人必须是中协会员；
- 候选人必须接受提名；
- 提名必须有第二名会员附议；
- 自荐将被接受；
- 大会上现场提名也可以被接受。

请将您的提名邮寄至以下地址：

Greensboro Chinese Association
 201 Pineburr Road
 Greensboro, NC 27455

中协 2003-2005 年度副会长候选人提名表

我，_____ 提名 _____ 为副会长候选人

签名 _____ 日期 _____

我接受作为副会长候选人的提名

签名 _____ 日期 _____

中协章程修改：

如付会长不能接任会长一职，在不违背时任会长的意愿的情况下，经董事会表决，时任会长可续任一年。