

# CONSTITUTION OF THE LIVINGSTON CHINESE ASSOCIATION

## ARTICLE I

### Name and Address

Section 1 The organization shall be known as THE LIVINGSTON CHINESE ASSOCIATION a NJ Nonprofit Corporation. (hereinafter referred to as "the Corporation")

Section 2 The mailing address is 34 S Livingston Avenue, Suite 2C, C/o The Livingston Chinese Association, Livingston, NJ 07039

## ARTICLE II

### PURPOSE

The purpose of the Corporation shall be:

Section 1 To promote fellowship and Chinese culture by arrangement of: (1) educational, social, cultural and recreational activities to the community in a manner which will best meet their needs; and (2) other critical community and social service information exchange through the Corporation Newsletter and website.

Section 2 To enhance and promote culture diversity among different ethnic groups through culture exchange events, educational seminars as well as multi-cultural holiday events.

Section 3 To encourage new immigrants to participate in main stream social and civil activities such as election for local School Board, Township councilmember, State Senators, and other political process.

Section 4 To engage in any lawful act in which a corporation incorporated under the Not-for-Profit Corporation Law may engage.

## ARTICLE III

### MEETINGS

- Section 1 Regular meetings of the Board will be held on the Third Tuesday of June and the First Tuesday in December excluding holidays and subject to exception for good cause. Executive Committee meetings will be held as needed.
- Section 2 The regular Board meeting in First Tuesday in December will serve as the Annual Meeting of the Corporation for the purpose of electing new Board members and officers, reviewing past activities, setting new goals and the transaction of such other business as may properly come before the Board. Notice of the Annual Meeting shall be given in writing by the Secretary to each Board member at least thirty (30) days prior to such meeting.
- Section 3 Special meetings may be called by the President of the Board or by written request of five (5) Board members.
- Section 4 The Chairperson of the Board may, when he/she deems it expedient, or upon request of the Executive Committee, call a special meeting for the purpose of transacting any business designated in the notice thereof. The notice of the special meeting must be delivered to each Board member, at least three (3) days prior to the date of such meetings. At such meeting, no business shall be considered other than as designated in the notice.
- Section 5 The quorum for the meetings shall be a majority of the Board members. Each Board member shall have one vote, except as provided for in these By-Laws. No Board member may vote by proxy, or otherwise than in person. Unless otherwise provided by law or these By-Laws, the vote of a majority of the Board members present at any Regular or Special Meeting shall be sufficient for the transaction of any business provided that a quorum has been established and exists at the time of action.

## ARTICLE IV

### BOARD MEMBERSHIP

Section 1 The Board shall consist of at least seven (7) but not more than nine (9) Board members.

Section 2 Election, and Term:

- A. Corporation Members: anyone can apply to register as a member by paying his/her membership fee.
- B. The General Members Assembly is composed of all members who are 18 years or older and have paid the membership fee.
- C. A candidate for a board member position should be a Livingston resident or a Livingston home owner.
- D. The board members should be elected by the General Members Assembly and each elected board member shall serve for one term of three (3) years. A board member may run for re-election for consecutive terms provided that such Board member continues to meet the eligibility guidelines set forth in these By-laws and by the Corporation.
- E. The Chairperson of the Board members is elected by the board among its members for a term of one year, serving for up to two consecutive terms.

Section 3 Vacancies in the Board members occurring between annual General Members Assembly may filled by majority of the remaining board members at any meeting of the Board members called for that purpose, if the remaining term is less than half of the regular term; In case the remaining term is more than half of the regular term, the board membership shall be elected by the General Members Assembly and serve for the remainder of the full term.

Section 4 Removal of Board Members: Any Board member may be removed for cause by vote of the Board at any meeting of the Board. Cause shall include, but not limited to, absence without an acceptable excuse from three consecutive regular Board meetings and/or committee meetings, or

other conduct deemed by the Board to be detrimental to the Corporation. Removal of a Board member shall create a vacancy, and a new Board member shall be elected in accordance with Section 3 of this Article.

Section 5 Resignation: A Board member may resign at any time by giving written notice to the Chairperson or Secretary. Resignation of a Board member shall create a vacancy to be filled in accordance with Section 3 of this Article.

Section 6 Rights: The right of a Board member to vote, and all of his/her other rights, titles and/or interests in the Corporation, shall cease upon the termination of his/her membership on the Board.

Section 7 Responsibilities: The property, funds, affairs, and business of the corporation shall be managed by the Board. The Board shall have and is vested with unlimited powers and authority, except as may be expressly limited by law, the certificate of incorporation or these By-Laws. The Board shall be specifically responsible for:

- A. Attending to any matter which the Board determines is in the best interest of the Corporation, and is within the purposes and objectives of the Corporation;
- B. Taking all necessary steps to assure the achievement of the purposes and objectives of the Corporation;
- C. Conducting a periodic strategic planning process and translating strategic planning goals in to operational planning objectives;
- D. Assuring that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws;
- E. Evaluating itself and LCA's achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary;
- F. Selecting an independent auditor and officially accepting the annual audit report.

Section 8 Powers of Individual Board members: No individual Board member shall act for the Board except as may be specifically authorized by the Board.

Section 9 Membership: Residents and members of their immediate households of great Livingston area are eligible for membership. Membership is contingent upon payment of dues.

**ARTICLE V**

DUES

Annual dues are \$20.00 per family payable within two weeks after the Annual Meeting.

**ARTICLE VI**

OFFICERS

Section 1 Elected officers shall consist of a Chairperson, a Vice Chair, a Secretary, and a Treasurer. The officers will be elected by the Board at its' Annual Meeting. Elections for officers will be held every two years.

Section 2 Chairperson:  
The Chairperson shall preside at all Board meetings. He/she shall perform such duties as usually pertain to the office of the President, subject to ratification by the Board.

Section 3 Vice-chair:  
In the absence of the Chairperson, the Vice-chair shall perform all the duties of the Chairperson.

Section 4 Secretary:  
The Secretary shall keep all minutes, including attendance records, of all meetings of the Board of Directors.

Section 5 Treasurer:  
The Treasurer shall be responsible for reporting on all financial accounts and affairs of the Corporation. Except as otherwise authorized by the Board, he/she shall sign all checks for the Corporation.

Section 6 Removal of Officers:  
Any officer may be removed with or without cause by vote of the Board, provide, however, that the President may not be removed as an officer, with or without cause, except by affirmative vote of two-thirds (2/3) of the entire Board.

**ARTICLE VII**

STANDING COMMITTEES

Section 1 The Standing Committees shall be:

- A. Executive
- B. Membership/Fundraising
- C. Finance/Audit

Section 2 A majority of the voting members of each committee shall be comprised of Board members and every Board member must accept service on at least one standing or ad-hoc committee. Only executive Committee shall be authorized to act on behalf of the Board. A Board member designated by the President will chair the committee and will be responsible for reporting the committee findings to the full Board and ensuring that minutes are maintained.

Section 3 Executive Committee:

- A. The four (4) elected officers plus the chairperson of each standing committee and the Past-President (unless the Past-President is no longer a Board member) shall constitute the Executive Committee of the Board.
- B. A quorum of the Executive Committee shall be a simple majority.
- C. The Executive Committee shall have all the power and exercise all the duties of the Board while the Board is not in session or between meetings provided there is consent and agreement of the majority of the Executive Committee members. The Committee shall report all actions at the next Board meeting.

Section 4 Membership Committee

- A. Quorum shall be a simple majority.
- B. The Committee shall have as its responsibility the following duties:
  - i. To periodically review and report each Board member's attendance record and determine "good standing" status.
  - ii. To prepare, prior to each Annual Meeting, a slate of recommended candidates for election as Board members and, when necessary, recommend candidates for election to fill vacant or new Board seats as vacancies or openings occur.
  - iii. To train board members as to duties and responsibilities.

Section 5 Finance Committee:

- A. Quorum shall be simple majority.
- B. The Committee shall have as its responsibility the following duties:

- i. Monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation and LCA, including fiscal planning, budgeting, policy development, and financial performance.
- ii. Reviewing financial statements of the Corporation and LCA.
- iii. Reporting on and overseeing the annual independent financial audit process (with the final annual audited report to be presented to the full Board), as well as working with financial consultants, as may be appropriate, and, as necessary, the Corporation's (or LCA's) auditors.

Section 6 Audit Committee:

- A. This Committee shall consist of not less than three (3) members of the Board of Directors. All members shall have a working familiarity with basic finance and or accounting practices. At least one member shall have accounting or related financial management expertise. Quorum shall be a simple majority.
- B. Audit Committee shall meet at least quarterly upon the call of the Chairman.
- C. The primary responsibility of the Audit Committee is to provide oversight regarding the LCA financial reporting, compliance, and internal auditing functions.

## **Article VIII**

### MISCELLANEOUS

Section 1 No Board member shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the Corporation or LCA.

Section 2 In the event of any inconsistency between the By-Laws and Federal, State or Municipal laws, such laws, regulations shall control.

Section 3 Compensation:

No officers or Board members shall receive any compensation for any services performed in his/her capacity as a Board member or officer. Reasonable and actual expenses of officers and Board members incident to carrying out Board responsibilities on behalf of the Corporation may be paid at the direction of the Board of Directors.

## **ARTICLE IX**

Section 1 ELECTIONS: There shall be an annual meeting in December at which time new officers shall be confirmed.

## **ARTICLE X**

Section 1 VOTING RIGHTS: Each member-family is entitled to two votes per family on all matters submitted to the membership for approval or rejection.

## **ARTICLE XI**

Section 1 QUORUM: A quorum shall be a simple majority.

## **ARTICLE XII**

### AMENDMENTS

Section 1 This constitution may be amended by two-thirds (2/3) vote of the members present or by proxy at any regular or special meeting called by the Executive Board. All member-families shall be given written notice of any proposed changes to the constitution and all proxies received on time shall be counted.

## **ARTICLE XIII**

### LIMITATIONS

Section 1 Exempt Activities:

No Board member, officer, consultants, or agent of the Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on by an organization: (i) exempt from federal income taxation under Internal Revenue Code Section 501(c) (3); and (ii) contributions to which are deductible under Internal Revenue Code Section 170(c) (2).

Section 2 Sharing in Corporate Earnings.

- A. On-going Operation: No Board member, officer, or any other person connected with , the Corporation, or any other private individual, shall receive at any time any



of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation.

- B. Dissolution: No Board member, officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to a charitable, religious, scientific, literary or educational organizations (i) which then qualifies for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170) (2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

## **Article XIV**

### **ADMINISTRATION**

#### **Section 1 Functions**

The function of the LCA administration include, but not limited to:

- Plans and organizes activities;
- Releases news and coordinates communications;
- Represents the LCA, as requested by the President or his/her designees, at community activities, local or regional governmental public events and media affairs.
- Presents the LCA annual budget and financial report to the Board for approval;
- Executes plans approved by the Board of Directors;

- Fulfill other tasks assigned by the Board of Directors, or deemed necessary by the President within the terms of these bylaws.

## Section 2 Officers

1. President: the President of the LCA administration shall be appointed by the Board of Directors by a majority vote of the Board. The term of his or her appointment is one year. The president may be re-appointed up to three (3) consecutive terms.

2. Other Officers: the president shall appoint, with the confirmation by the Board of Directors, Vice-President(s), and an Accountant/Bookkeeper. The President may appoint other functional heads.

## Section 3 Removals or Vacancies

The Board of Directors shall have the power to remove the President by a two-thirds (2/3) of the entire Board. The president shall have the power to remove an officer. A vacancy in a Vice President or Accountant/Bookkeeper shall be filled by the President. A vacancy in a functional head may be filled by the President. All new appointments shall be confirmed by the Board of Directors.

( This By-law was reviewed and approved by the full board at the board meeting on November 19, 2019 )