



BYLAWS

PEARLAND CHINESE ASSOCIATION

As of February 22, 2019

Article 1. Name

The name of the organization shall be Pearland Chinese Association.

Article 2. Mission

Pearland Chinese Association (PCA) is a non-profit organization registered in the state of Texas and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. It is a non-political, non-religious organization devoting to provide a platform for local Chinese-American to participate in social and cultural activities; to help new immigrants integrate into local society and culture; to promote community involvement among its members; and to preserve and promote Chinese culture and heritage. The long term goal is to enhance social connection among community members for the well-being of the local community.

Article 3. Membership

Section 1. Eligibility

PCA has two types of memberships, annual member and life-time member. Any adults aged 18 years and over who supports PCA's mission and pays the membership fee can become a member upon registration. Any member is free to renounce the membership at any time.

Section 2. Dues

The amount of the membership dues shall be determined by the Board of Directors. The Board reserves the right to increase or decrease the membership dues for each renewal membership term when deemed necessary.

Article 4. Organization Structure

Section 1. Membership Meetings

- 4.1.1. Annual Meeting. There shall be one member meeting each year in November for all PCA members. Specific date, time and location shall be announced at least 21 days prior to the meeting. The agenda of the meeting shall at least include the review of financial report for prior fiscal year, and the confirmation of the new board member(s).

- 4.1.2. Notice. Notice of the Annual Meeting shall be given to all the members, by email, mail, posting on PCA website or other methods that is deemed appropriate by the Board.
- 4.1.3. Voting. In order to be eligible to vote at annual member meeting, an individual must be an active PCA annual member or life-time member for at least 90 days prior to the Annual Meeting.

Section 2. Board of Directors

- 4.2.1 Number. The Board of Directors is the legal representative and the governing body of PCA and is responsible for overall policy and direction of PCA. It shall consist of at least five (5) and no more than eleven (11) directors. At any time, the number of directors should not be more than 20 percent of the total members.

Director must be a paid member of PCA. Director receives no compensation other than reimbursement of reasonable expenses approved by a board meeting.

- 4.2.2 Term. The term of each board member is two (2) consecutive years. A board member may serve no more than six (6) consecutive years, provided that he or she are re-nominated and re-elected for the subsequent term. Director terms shall be staggered so that approximately one third of the number of Directors will end their term every two years. The term shall begin on the first day of March and expire on the last day of February of the third year.
- 4.2.3 Powers. The Board of Directors shall be authorized to adopt such policies and procedures as may be deemed advisable for the organization and the guidance of all committees and officers, and generally the Board of Directors shall be empowered to do whatever in its judgment may be calculated to carry out the mission of the organization, provided such action shall not be in conflict with the provision of these Bylaws.
- 4.2.4 Duties. The Board of Directors shall approve budgets and policies, represent the interests of the membership at-large in adopting policies, and provide for fiscal accountability and adequacy of financial resources. Individual Directors shall participate in the deliberations and decisions of the Board of Directors, register dissent when in disagreement with the Board of Directors, refrain from using information obtained in meetings of the Board of Directors for competitive advantage until such information is formally released as determined by the Board of Directors, become familiar with major community issues and PCA's position towards them, be generally aware and supportive of the PCA's activities, and understand the legal responsibilities of Board of Directors members
- 4.2.5 Regular Meetings. The Board of Directors shall hold a minimum of four (4) regular meetings each calendar year at times and places determined by the Board. Board Meetings shall be held upon four (4) days' notice by first class mail, electronic mail or fax or 48 hours' notice delivered personally or by telephone. If sent by mail, fax or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail



or fax system. Notice of meetings shall specify the place, day and hour of meeting. The purpose of the meeting need not be specified. Written minutes shall be taken at all meetings.

- 4.2.6 Special Meetings. Special meetings of the Board may be called by the Board President, Vice Presidents or a simple majority of the board members. Any petition signed by sixty-six (66) percent of the general members may also call for a special meeting. Notices of special meetings shall be sent out by the secretary to each board member at least three (3) days in advance, by first class mail, electronic mail or fax or 48 hours' notice delivered personally or by telephone. If sent by mail, fax or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or fax system. Notice of meetings shall specify the place, day and hour of meeting. The purpose of the meeting need not be specified. Written minutes shall be taken at all meetings.
- 4.2.7 Quorum. A valid Board Meeting requires the participation of over two thirds of the directors. Specifically, a quorum for eleven (11) directors is seven directors; a quorum for ten (10) directors is seven directors; a quorum for nine (9) directors is six directors; a quorum for eight (8) directors is five directors; a quorum for seven (7) directors is five directors; a quorum for six (6) directors is four directors; a quorum for five (5) directors is three directors. All issues to be voted on shall be decided by a simple majority of the quorum present at the meeting unless otherwise provided in the Bylaws.
- 4.2.8 Candidates. On or before the regularly scheduled Board of Directors' meeting in October, the Board of Directors shall nominate candidates to fill vacancies if any, confirming the fact by personal contact with the candidates that potential new board members are paid PCA member and are willing to accept the nomination and directorship responsibility.
- 4.2.9 Determination of Directors. Director candidates shall be voted upon by the Board of Directors on the regularly scheduled Board of Directors' meeting in October. The candidates receiving a simple majority of votes of the quorum and the highest number of votes shall be selected to be Temporary Directors until being confirmed by a simple majority vote by PCA members present at the Annual Meeting.
- When new directors for the ensuring year are confirmed, the list of Directors shall be announced to the PCA members before the first day of March of the ensuring year. If a candidate is not confirmed by a simple majority vote by the PCA members present at the Annual Meeting, the Board of Directors shall select a new candidate with the methodology set forth in Clause 4.2.8 of this Article within 180 days after the Annual Meeting.
- 4.2.10 Resignation. Resignation from the Board must be in writing and received by the Secretary.
- 4.2.11 Vacancies. If a vacancy on the Board exists between terms due to the expiration of a director's term of office, resignation, death or removal for cause of a director, it shall



be filled by a Temporary Director by a special election by the Board of Directors within 180 days.

- 4.2.12 Removal. Board members are expected to attend meetings. The Board of Directors shall have the right to remove any director from the Board upon a director's unexcused absence of two (2) consecutive regularly scheduled meetings of the Board of Directors.

Section 3. Officers

- 4.3.1 Candidates for Office. Immediately following the confirmation of new Directors, the Board shall request that the Directors nominate candidates for the office of President of the Board of Directors, Vice Presidents, Secretary and Treasurer at next regularly scheduled Board Meeting. Only board members who have served for at least one year on the Board shall be eligible to accept nomination and be considered for an officer position.

- 4.3.2 Determination of Officers. The nominees for each position shall be presented and selected at the next Board Meeting within 30 days after the Annual Meeting. Officers shall be approved by a simple majority vote of the quorum. If no nominee receives a simple majority vote in the first round, the two nominees with the highest votes from the first round continue to the second round.

When officers for the ensuring year are determined, the list of officers shall be announced to the PCA members before the first day of March of the ensuring year.

- 4.3.3 Resignation. Any officer may resign at any time by giving written notice to the Board President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board President.

Upon the resignation of any officers, the Board of Directors shall immediately elect an interim officer, which shall require a simple majority vote. New officers shall be selected at the next Board Meeting. The procedure for approval of the new nominee(s) shall be consistent with the methodology set forth in Clause 4.3.1 and Clause 4.3.2 of this Article.

- 4.3.4 Term of Office. All officers shall serve for a term of one (1) year. Officers shall assume their duties begin on the first day of March and expire on the last day of February of the second year. No officer shall be eligible to the same office for more than two (2) consecutive full terms, provided that he or she are re-nominated and re-elected for the subsequent term, except in the case of fulfilling a partial term. A former officer shall not be eligible to serve again for the same office until at least two (2) years have passed since such individual last served for the same position.

- 4.3.5 Duties. Officers of the Board of Directors shall be a President, two Vice Presidents, a Secretary and a Treasurer. Officers of the Board of Directors are expected to fulfill the responsibilities of a board member, in addition to the specific responsibilities of the officer position held.

- a) President: The Board President organizes Board Meetings, and shall obey the decisions of the Board Meetings. The Board President is responsible for convening and facilitating Board Meetings, ensuring that the Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities.
- b) Vice Presidents: The Board Vice Presidents support the Board President in his or her board leadership. Vice Presidents shall fulfill the roles and responsibilities of the President in the case of his/her inability or absence. Vice President shall also fulfill the roles and responsibilities of the Secretary in the case of his or her inability or absence.
- c) Secretary: The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for board communication. The Board Secretary shall be responsible for keeping records of all official board communication (including but not limited to Board Meeting minutes) and official and/or legal organization documents, such as Bylaws, registration, and ensuring Bylaws, amendment and other key documents are up-to-date, and that board resolutions are integrated. The Board Secretary is also responsible for sending out meeting announcements and distributing copies of minutes and the agenda to board members.
- d) Treasurer: The Board Treasurer is expected to provide financial oversight and monitor the financial health of the organization. The Board Treasurer shall oversee the creation, presentation and monitoring of the annual budget; oversee the timely and accurate completion of tax filing for the organization; assist in developing fundraising plans; maintain the book, and oversee the creation and distribution of financial reports prior to Board Meetings. The Board Treasurer must follow PCA's rules and policies regarding monetary transactions, and is responsible for monitoring compliance with financial policies and procedures and maintaining the organization's IRS 501(c)(3) tax-exempt status.

Section 4. Committees

The Board may create and appoint members to such committees as shall from time to time be deemed appropriate, such committees to have the power and duties designated by the Board of Directors. The Committee Chair must be a board member. Members of each committee must be approved by the Board.

Article 5. Finance

Section 1. Source of Funding

The main source of funding comes from membership dues, donations from individuals, corporations, business associations, and other organizations, as well as revenue generated by events organized by PCA.



Section 2. Expenditures

All expenditures are for the purpose of supporting PCA activities. All PCA officers and committee members serve on a volunteering basis with no compensation.

Section 3. Contracts and Other Writings

Except as otherwise provided by resolution of the Board, all contracts, deeds, leases, mortgages, grants and other agreements of the PCA shall be executed on its behalf by the treasurer or other persons to whom the Board of Directors had delegated authority to execute such documents in accordance with policies approved by the Board.

Section 4. Checks and Drafts

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of PCA, shall be signed by such officer or officers, agent or agents, of the PCA and in such manner as shall from time to time be determined by resolution of the Board. Any single payment exceeding \$500.00 shall be authorized by the Board of Directors before committed.

Section 5. Deposits

All funds of the PCA shall be deposited to the bank account of PCA or other depository account as the Board of Directors may select.

Section 6. Loans

No loans shall be contracted on behalf of PCA and no evidence of indebtedness shall be issued in PCA's name unless authorized by resolution of the Board.

Section 7. Fiscal Year

The fiscal year of the PCA shall begin on January 1 and end December 31 of each year.

Article 6. Amendments

These Bylaws may be amended, altered, repealed, or restated by a two-thirds vote of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a unanimous vote of all directors present.

Article 7. Miscellaneous

Section 1. Indemnification

PCA shall indemnify a director, a former director or an officer on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director/officer of the PCA against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2. Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect PCA's interest when it's contemplating any transaction or arrangement which may benefit any director, officer, or member of a committee.

Section 3. Nondiscrimination Policy

PCA is a nondiscrimination organization with respect to age, sex, race, religion, national origin, color or religion.

Section 4. Document Retention Policy

PCA shall keep correct and complete financial and tax records at least seven (7) years after tax filing. PCA shall keep Bylaws, amendments, minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board permanently.

Section 5. Distribution upon Dissolution

Upon termination or dissolution of the PCA, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code.

Appendix: List of Board of Directors

As of February 22, 2019

- Hui Li
- Jun Liu
- Na Liu
- Xin Liu
- Xiaoling Liu
- Helen Shih
- Hua Tian
- Jie Wu
- Xiao Xiao
- Zhiyin Yu
- Sophie Zheng
