

Bylaws

PREAMBLE

- (1) **Official Designation.** The official designation of the organization shall be "Washington Metropolitan Association of Chinese Schools" ("WMAACS").
- (2) **Objective.** The objective of WMAACS is to coordinate the activities of Chinese schools in the Greater Washington Metropolitan Area ("Washington Area") and promote mutual sharing of resources for Chinese education and related activities. WMAACS will not be involved in any political, religious, or commercial activity.
- (3) **Membership.** All Chinese Schools in the Washington Area are eligible to join WMAACS as a member, provided that:
 - (a) An application must be completed in accordance with the requirements set forth in Article I, Section 2, of the Bylaws; and
 - (b) The membership requirements must be met in accordance with the requirements set forth in Article I, Section 1, of the Bylaws.
- (4) **Board Council.** The members of the Board Council will consist of:
 - (a) An Executive Director; and
 - (b) One representative from each member school of WMAACS.
- (5) **Revenue.** WMAACS' revenues will be generated from membership fees and donations from individuals or organizations. Donations must not be subject to any condition or change.
- (6) **Election.** The Board Council will conduct an election for the Executive Director at the last Board Council meeting every other year.
- (7) **Revocation of Membership.** Membership in WMAACS is subject to revocation if a member fails to pay its annual dues. The Board Council also reserves the right to revoke membership and may proceed to revoke membership as set forth in Article I, Section 3, of the Bylaws. The Board Council shall authorize any membership revocations by a majority vote.
- (8) **Meeting.** The Board Council will meet at least twice per annum as scheduled by the Executive Director or when requested by a majority of the Board Council. The Executive Director or Board Council will provide each member of WMAACS a written notice of each meeting in a timely and reasonable manner, and will endeavor to provide such notice at least one week before the date of a meeting.

- (9) **Agenda.** The Executive Director or Board Council will provide each member an agenda for each meeting in advance of the meeting. Any member may submit items for the agenda to the Executive Director or Board Council. All items submitted will be included in the agenda.
- (10) **Miscellaneous.** Any matter not specified within the provisions of the bylaws shall be discussed and resolved by the Board Council.

ARTICLE I

MEMBERSHIP & DISCIPLINARY ACTION

Section 1: Membership Requirements. Any Chinese school in the Washington Area is eligible to apply for membership, provided that all of the following requirements are met:

- (a) A member school (or its parent organization) must be registered as a legal entity in its own state or in Washington, DC;
- (b) A member school's primary objective must be teaching Chinese language and culture;
- (c) A member school must have at least 40 registered students learning Chinese language and culture;
- (d) A member school must follow the application procedures as prescribed in Article I, Section 2;
- (e) A member school must pay the annual membership fee in a timely manner; and
- (f) A member school must be registered and operate as a non-profit organization.

Section 2: Application Procedures. Any Chinese school in the Washington Area applying for membership with WMACS must submit the following items to the Board Council for review and approval:

- (a) A completed WMACS application form and a copy of the applicant school's Constitution or Bylaws; and
- (b) The membership fee must be paid within 7 days of being notified of approval by WMACS.

Section 3: Revocation Procedures. The Board Council, by its own initiative, or by petition from any WMACS member, may proceed to revoke the membership of any WMACS member (the "defaulting member") using the following revocation procedures:

- (a) After its first month of membership, any WMACS member failing to pay its membership fee in a timely manner will receive no more than two (2) written notices from the Board Council.

If the payment is not received within thirty (30) days after the second written notice is sent, the membership of the defaulting member will be automatically revoked. Thereafter, the Board Council will send a revocation letter to the concerned defaulting member.

- (b) If the ground for revocation is other than the non-payment of membership fees, the Board Council shall conduct a hearing to consider such revocation. Once the Board Council determines by a vote of simple majority to revoke a membership, the Board Council will notify the defaulting member with regard to the action of revocation, the reason(s) for the revocation, and the action(s) needed to avoid the revocation. The defaulting member may comply within thirty (30) days from the date of receiving the written notice; failure to do so will result in revocation of the defaulting member's membership with WMACS. The Board Council shall have the final determination on whether a defaulting member fails to comply with the written notice.

ARTICLE II

THE BOARD COUNCIL

Section 1: Voting. The Board Council shall have the final authority to determine the policy of WMACS by a vote of simple majority based on the following voting criteria:

- (a) A quorum will consist of more than a half (50%) of the Board Council members, except for the election of the Executive Director;
- (b) Board Council action based on a vote requires a quorum and simple majority of the votes cast by the quorum. Each Board Council member shall have one vote;
- (c) A voting member must attend a meeting in person to cast a vote;
- (d) When a decision of the Board Council is required, the presiding chair will request an act for a vote. Any Board Council member may vote or abstain; and
- (e) In the case a vote results in a tie, the Executive Director will break the tie.

Section 2: Duties of the Board Council. The Board Council shall:

- (a) Make all decisions per the policies and activities of WMACS;
- (b) Review and approve the applications of all new membership;
- (c) Determine whether to revoke any membership, as appropriate;
- (d) Select and remove any officer of the Board Council, including the Executive Director; and

- (e) Approve any amendments to the Bylaws.

Section 3: Executive Officers and Committees.

- (a) Executive Officers: The organization shall have an Executive Director, a treasurer, and any additional officers as determined by the Board Council.
- (b) Ad Hoc Committees or Workgroups: The Board Council or the Executive Director may convene Ad Hoc Committees or Workgroups to support the Board Council's functions and may appoint members to, and Chairs of, any committee or workgroup.
- (c) Nominating Committee: There shall be a Nominating Committee of the Board Council consisting of more than three (3) members of the Board Council and the Immediate Past Executive Director. The Nominating Committee shall be selected in the first Board Council meeting during the election year for a term of one (1) year.

Section 4: Election of Executive Director.

- (a) A quorum will consist of at least a two-thirds (2/3) of the Board Council members;
- (b) All elections for Executive Director shall be conducted by the Nomination Committee;
- (c) The Nomination Committee is responsible for nominating the candidate(s), establishing the process for conducting elections, and handling the vote count;
- (d) A candidate for the Executive Director position cannot also be a member of the Nomination Committee at the same time;
- (e) Only members with good standing with all dues paid may vote for the Executive Director position;
- (f) The Executive Director shall be elected by the Board Council based on the process established by the Nomination Committee;
- (g) All candidates for the Executive Director must have served as a principal position in WMAACS member schools and cannot be incoming principals of any schools/institutions;
- (h) The Executive Director shall serve for two (2) years and cannot be re-elected for consecutive terms; and
- (i) Elections for the Executive Director position shall be completed no later than July 31st of the election year.

Section 5: Duties of Executive Director.

- (a) Act as the official representative of WMACS in all matters concerning the organization;
- (b) Act as the presiding chair of all WMACS sponsored events and meetings;
- (c) Obtain and secure funding for all WMACS-sponsored events and activities;
- (d) Prepare the organizational budget for the approval of the Board Council;
- (e) Identify and recruit other WMACS officers as required;
- (f) Maintain the financial well-being of WMACS at an operational level, as determined by the Board Council; and
- (g) Schedule and conduct Board Council meetings.

Section 6: Removal of Executive Officers.

Any Executive Director or Executive Officers may be removed, either with or without cause, by the Board Council at any meeting called for such purpose. Removing any Executive Director or Executive Officer requires a quorum of at least two-thirds (2/3) of the Board Council members; and a vote of at least two-thirds (2/3) of the quorum.

Section 7: Duties of the Treasurer.

- (a) Maintain accurate financial records;
- (b) Report the financial status of WMACS to the Board Council as requested;
- (c) Collect membership dues; and
- (d) Maintain WMACS' bank statements.