

## TACAS Bylaw Amendment IV:

The original verbatim is marked an **O** and underlined; the Amended verbatim in **RED Italics**.

### ARTICLE II – OBJECTIVES:

#### Sentence 2, Items (1) and (2):

**O:** The purposes for which the corporation is formed are

- (1) to conduct Chinese language schools ...,
- (2) to conduct or participate in public discussion group, forums, lectures, or panels and to sponsor fine artist performances or presentations, to promote the exchange of information concerning the Chinese culture

#### Shall be amended as follows:

The purposes for which the corporation is formed are

- (1) to *assist and/or* conduct Chinese language schools ...,
- (2) to conduct or participate in public discussion groups, forums, lectures, or panels, to sponsor fine *arts* performances or presentations, *and* to promote the exchange of information concerning the Chinese culture;

### Article IV - General Powers

#### Sentence 1:

**O:** In order to carry out its objects and purposes, ...

#### Shall be amended as follows:

In order to carry out its **objectives** and purposes, ...

#### Sentence 2:

**O:** The corporation shall have full power to receive donations, bequests, devises, and other forms of assistance from persons, firms, associations, or corporations, ... and to do any other act or thing which is necessary, essential, or proper to carry out the objects herein set forth.

#### Shall be amended as follows:

The corporation shall have full power to receive donations, bequests, *devices*, and other forms of assistance from persons, firms, associations, or corporations, ... and to do any other act or thing which is necessary, essential, or proper to carry out the *objectives* herein set forth.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1. Membership, Election, Term and Removal.

#### Section 1, Paragraph 1:

**O:** The Board of Directors of the Corporation shall consist of not fewer than nine (9) nor greater than fifteen (15) members, said number to be determined as follows: The Board of Directors shall consist of nine (9) members until membership in the corporation reaches One Hundred Eighty (180) persons, ...

*Shall be amended as follows:*

The Board of Directors of the corporation shall consist of not fewer than *eleven (11)* nor greater than fifteen (15) members, said number to be determined as follows: The Board of Directors shall consist of *eleven (11)* members until membership in the corporation reaches *Two Hundred Twenty (220)* persons,

#### Section 1, Paragraph 2, sentence 1:

**O:** The Board of Directors shall consist of the four officers and five or more general members.

*Shall be amended as follows:*

The Board of Directors shall consist of the four officers and *seven (7)* general members, *which shall be the Core structure of TACAS.*

#### Section 1, Paragraph 2, sentence 1, Items b and c:

**O:** There shall be one general member elected to coordinate and oversee each of the following areas of responsibility:

- b. Finance – fund raising and charity activities
- c. Publication – publication of the monthly newsletter

*Shall be amended as follows with Items e and f added*

There shall be one general member elected to coordinate and oversee each of the following areas of responsibility:

- b. *Fund Raising* – fund raising and charity activities
- c. *Public Relation/Publicity -- publication of the newsletter, web page, E-mail distribution;*
- e. *Art Center - sponsors fine arts performances or presentations and grant application*
- f. *Chairman of the Advisory Board -- chairs the Election Committee, forms the Advisory Board, of no less than five (5) members, to recommend long-term policies and be in charge of the Bylaw amendment process, ensures fulfillment of legal requirements, calls and chairs the Board of Directors meetings, special meetings, hires or causes to hire an External Auditor, determined by the Board of Directors, to audit the book annually.*

**Section 1, Paragraph 3:**

**O:** The Board of Directors shall be elected as follows: The President-elect and general members shall be elected by ballot at the annual meeting of members for the corporation from a slate of candidates for each position. **To be eligible as a candidate for election to the Board of Directors, a member of the corporation must receive the endorsement, in writing, of six (6) other members of the corporation. Election** shall be by simple majority of the members present at the annual meeting, and shall be for a term of one year. **General** members may be re-elected for unlimited additional ....

Shall be amended as follows (with sentences added before sentences 4 & 5)

To be eligible as a candidate for election to the Board of Directors, a member of the corporation must receive the endorsement, in writing, of six (6) other members of the corporation. *To be eligible as a candidate for election to be the Chairman of the Advisory Board, this member must have previously served a full term in the Board of Directors in addition to the six endorsements.* Election shall be by simple majority of the members present at the annual meeting, and shall be for a term of one year. *The Chairman shall be elected for a 2-year term and may be re-elected for one (1) two-year term.* General members may be re-elected for unlimited additional

**Section 1, Paragraph 4:**

**O:** If the position of President becomes vacant prior to the annual meeting, the President-elect shall immediately assume the position of President and shall serve the remainder of the vacated term plus the term which he or she would have served by reason of having been President-elect. **If the position of President-elect becomes vacant, the Board of Directors by simple majority, shall fill the vacancy from among its members. The person elected to fill such vacancy shall server for the remainder of the term only, and shall not assume the position of president for the following term. At the next annual meeting, the member of the corporation shall elect a president in addition to, and in the same manner as, the election of the President-elect and general Board members, and such President shall serve a one year term. Vacancies in general membership of the Board shall be filled by majority vote of the Board from among the members of the corporation for the remainder of the vacated term.**

**Shall be amended as follows:**

If the position of President becomes vacant prior to the annual meeting, *this vacated position shall be filled in the following order and manner:*

*1). the President-elect shall immediately assume the position of President and shall serve the remainder of the vacated term plus the term which he or she would have served by reason of having been President-elect;*

*2). the Board of Directors, except the Chairman of the Advisory Board, by simple majority, shall fill the vacancy from among its members for the remainder of the term*

*only in the event that the President-elect declines to assume the position of the President for the remainder of the term;*

*3). the Chairman of the Advisory Board shall become the acting President and shall form a search committee to ensure the replacement for the President for the remainder of the term only when there is no Board of Directors member willing to server as the President for the remainder of the term.*

If the position of President-elect becomes vacant, the Board of Directors, *except the Chairman of the Advisory Board*, by simple majority, shall fill the vacancy from among its members. The person elected to fill such vacancy shall serve for the remainder of the term only, and shall not assume the position of President for the following term.

*If the position of the Chairman of the Advisory Board becomes vacant, the Board of Directors should solicit one member from the Advisor Board Committee to assume the Chairmanship for the remainder of the term.*

*If a member of the Board of Directors becomes vacant, the Chairman of the Advisory Board has to conduct a Special Meeting to elect a new Board of Directors Member or Officer (Secretary or Treasurer) from the general membership of the corporation for the remainder of the vacated term.*

At the next annual meeting the members of the corporation shall elect *a President (in the event that both the President and President-elect have become vacant before their respective terms)*, a President-elect and general Board members, and such President shall serve a one year term.

*In the event the membership number decreases, the increased number of the Board members shall be decremented in the same manner as it is incremented as specified herein above.*

#### **Section 1, Paragraph 5:**

**O:** Requests for removal of any member of the Board of Directors shall be presented to the Board in writing and signed by ten (10) members of the corporation. Upon receipt of such a request, **the Board** shall immediately call a special meeting of the members of the **corporation. At such meeting,** the ten (10) members who signed the written request ... Upon completion of the presentations, **the President (or President-elect in the event the President has** been impeached) shall put the matter to the vote by ballot of the members in attendance. Removal shall be by vote of two-thirds (2/3) **of the members in attendance.**

#### **Shall be amended as follows:**

Requests for removal of any member of the Board of Directors shall be presented to the Board in writing and signed by ten (10) members of the corporation. Upon receipts of such a request the *Chairman of the Advisory Board* shall immediately call a special meeting of the members of the corporation. *If the Chairman of the Advisory Board is*

*the subject of such removal request, the Board shall immediately call a special meeting.*

At such meeting the ten (10) members who signed the written request ... Upon completion of the presentations, *the Chairman of the Advisory Board*, the President (*in the event the Chairman of the Advisory Board* has been impeached), or the President-elect (*in the event both the Chairman of the Advisory Board and the President have been impeached*) shall put the matter to the vote by ballot of the members in attendance.

Removal shall be by vote of two thirds (2/3) *of the quorum of the members* in attendance.

### **Section 3. Special Meetings.**

**O:** Special meetings of the Board of Directors may be held at anytime upon call of the President, **Vice-President**, or **any five (5) members of the Board of Directors;**

*Shall be amended as follows:*

Special Meetings. Special meetings of the Board of Directors may be held at any time upon call of *the Chairman of the Advisory Board*, the President, *President-elect*, or *a majority of the* members of the Board of Directors;

### **Section 4. Regular Meetings.**

**O:** The Board of Directors shall meet regularly **once a month** and/or at the call of the President.

*Shall be amended as follows (with the deletion of once a month and/or):*

The Board of Directors shall meet regularly at the call of the President.

### **Section 5. Annual Meetings.**

**O:** The annual meeting ... designated by the **Board of Directors**, and at any location designated by the **Board of Directors**, and at any location designated by the Board of Directors, on the **first Saturday of October** each year

*Shall be amended as follows:*

The annual meeting ... designated by the *Chairman of the Advisory Board*, and at any location designated by the *Chairman of the Advisory Board*, on the *third Saturday of June* each year.

**Section 6. Notice of Meetings.**

**O:** With the exception of Special Meetings ... shall be given in writing, mailed to each member at the last recorded address,

Shall be amended as follows:

With the exception of Special Meetings ... shall be given in writing, mailed *or E-mailed* to each member at the last recorded address,

**Section 7. O: Quorum.**

The name of this Section 7 shall be changed to:

Section 7. *Quorum of the Board of Directors:*

**Article VI – Officers**

Section 1.

**O:** The Officers of the corporation shall be a President, Vice-President,

Shall be amended as

The Officers of the corporation shall be a President, *President-elect*,

Section 3. The duties of the officers shall be as follows:

**O:** (a) President – The President shall preside at the meetings of the members of the corporation and the Board of Directors, and shall at any meetings and at such times....

Shall be amended as follows:

(a) President – The President shall preside at the *Regular* meetings of the members of the corporation and the Board of *Directors meetings except those presided by the Chairman of the Advisory Board*, and shall at *such* meetings and at such times

**ARTICLE VII – MEMBERS**

**Section 2. Special Meetings**

**O:** Special Meetings ....may be held at any time upon call of the Board of Directors, President, President-elect, or any ten (10) members of the corporation. Such meeting shall be called by written notice given at least five (5) days prior to the date of such meeting,

Shall be amended as follows:

Special meetings ....may be held at any time upon call of the *Chairman of the Advisory Board*, the Board of Directors, President, president-elect, or any ten (10) members of the corporation. Such meeting shall be called by written notice given at least five (5) *business* days prior to the date of such meeting,

**Section 3. Annual Meeting**

**O:** The annual meeting of the members of the corporation ... designated by the President, for the purpose of electing the Board of Directors, and transacting such other business ....

Shall be amended as follows:

The annual meeting of the members of the corporation ... designated by *the Chairman of the Advisory Board*, for the purpose of electing *or validating the election ballots previously distributed and collected for* the Board of Directors, and transacting such other business ....

**Section 4. Notice of Meetings.**

**O:** With the exception of Special Meetings ... mailed to each member at the last recorded address, at least **seven (7)** days prior ....

Shall be amended as follows:

With the exception of Special Meetings mailed *or E-mailed* to each member at the last recorded address, at least *five (5) business* days prior

**Section 5. Quorum.**

**O:** A majority of the Board of Directors and 25% of the total members of the corporation shall constitute a quorum for the transaction of business at any meeting of the corporation.

Shall be amended as follows:

Section 5. *Quorum of members.*

A majority of the Board of Directors and 25% of the total members of the corporation shall constitute a *“quorum of members”* for the transaction of business at any meeting of the corporation.

## ARTICLE XI – AMENDMENTS

**O:** The by-laws of the corporation shall be modified, amended or rescinded **by a two-thirds vote of a quorum of the membership of the corporation.** Any proposed change shall be endorsed by twenty (20) **voting members and** submitted to the Board of Directors in **writing prior** to the meeting at which the proposed change is to be voted upon...

Shall be amended as follows (with the added second paragraph):

The by-laws of the corporation shall be modified, amended or rescinded by a two thirds vote of a *quorum of the members*. Any proposed change shall be **in writing**, endorsed by twenty (20) voting members *or presented by the Advisory Board via the Chairman of the Advisory Board*, and submitted to the Board of Directors *who after reviewing such proposed changes shall post the proposed changes on the website of the corporation for no less than fifteen (15) business days to solicit comments from the general members. The Chairman of the Advisory Board with the Advisory Board shall then incorporate any and all valid comments* prior to the meeting at which the proposed change is to be voted upon...

*Any and all amendments that have been approved by the general members of the corporation shall be attached to the By-laws of the corporation and posted on the website of the corporation. The general members of the corporation shall also be informed of such amended changes via mail or E-mail.*



