

CALIFORNIA CHINESE ENGINEERS ASSOCIATION

BYLAWS

First Established in September, 1993

First Amended in January 1999

Amended in February 2002

ARTICLE I. NAME

1.1

The Organization, previously registered and known as California Chinese Civil Engineers Association (abbreviated as CCCEA), shall be known as the California Chinese Engineers Association headquartered in Sacramento, California, with its abbreviation as CCEA, hereinafter referred to as the Organization.

ARTICLE II. DEFINITIONS

2.1

The "Organization" or "Association" shall mean and refer to the CALIFORNIA CHINESE ENGINEERS ASSOCIATION, a California nonprofit mutual benefit corporation, its successors, and assigns.

2.2

The "Bylaws" shall mean and refer to these Bylaws and any amendments.

2.3

The "Articles" shall mean and refer to the Association's Articles of Incorporation and any amendments.

2.4

A "Current Member" or "Active Member" shall mean and refer to a person entitled to membership as provided in ARTICLE IV of the Bylaws.

2.5

The "Council" shall mean and refer to the Organization Member Council including all local Chapter Member Councils, which consist of all current organization members.

2.6

The "Board" or "Board of Directors" shall mean and refer to the board of directors of the Association as defined in ARTICLE VI of the Bylaws.

2.7

The "Officials" shall mean and refer to the governing officials of the Association as defined in ARTICLE VII of the Bylaws.

2.8

The "Advisory Board" shall mean and refer to the body of advisors of the Association as defined in ARTICLE VIII of the Bylaws.

2.9

A "Local Chapter" shall mean and refer to one of the Local Branches of CCEA.

ARTICLE III. PURPOSES**3.1**

The purposes of the Organization are:

- a. to improve professional performance and practice of Chinese engineers,
- b. to facilitate information exchange, and
- c. to enhance friendships among fellow members and their families.

3.2

The Organization shall voice concerns of Chinese engineers in the State of California. The Organization shall encourage members to participate in community activities that benefit both the members and the community.

3.3

The Organization shall promote professional and cultural exchange between Chinese and American engineers. The Organization shall facilitate engineering and technology exchange between China and the United States.

3.4

The Organization shall maintain its financial status as a non-profit organization with funds derived from membership, contributions, grants, fundraising activities, and professional services.

ARTICLE IV. MEMBERSHIP**4.1**

The Organization shall have two categories of members: organization members and honorary members.

4.2

The organization members shall consist of the following:

- a. Any individual with an engineering degree and/or practicing in engineering field who is willing to become a member, to obey the Bylaws, to serve the Organization and its members, and to pay the membership dues. or
- b. Any professional who is willing to become a member, to obey the Bylaws, to serve the Organization and its members, and to pay the membership dues.

4.3

The honorary members shall consist of the following:

- a. Individuals who make extraordinary contributions in engineering and technology fields, or
- b. Individuals who have made significant contributions to the Organization.

An honorary member shall be nominated by either the President or a Board Director and approved by the Board of Directors with a simple majority vote. An honorary member does not vote but provide advice to the President and the Board of Directors.

4.4

Membership dues shall be paid at the beginning of each calendar year or at the time when the membership application is submitted. The Organization Member Council shall approve any change on the dues. Membership dues for honorary members are voluntary.

4.5

Members who pay the annual dues are current or active organization members. The current or active organization members are eligible to vote during the Organization Member Council meeting.

ARTICLE V. ORGANIZATION MEMBER COUNCIL**5.1**

The Council shall meet at least once every twelve (12) months. The Board of Directors shall call the Annual Council Meeting. Special Council Meetings may be called by the President, or by the Board of Directors, or by a petition from at least one-third of the Council. The President shall then, within fourteen days, call a special Council meeting.

5.2

The Council shall have the authority to elect the President by a simple majority vote. The Council shall have the authority to dismiss the President by a simple majority vote when a dismissal recommendation is made by the Board of Directors with a two-thirds (2/3) majority vote or when a petition is made by at least one-third (1/3) of the Council.

5.3

The Council shall have the authority to elect a Board of Directors by a simple majority vote. The Council shall have the authority to dismiss a Director by a simple majority vote when a dismissal recommendation is made by the Board of Directors with a simple majority vote or when a petition is made by at least one-third (1/3) of the Council.

5.4

A three-person election committee shall be appointed from the Council by the Board or the President at least one month prior to an election. The committee shall be in charge of

all election related issues from nominations and debates to elections of the President and Directors of the Board.

5.5

The Council shall also have the authority to amend the Bylaws by a simple majority vote when an amendment is proposed by the Board of Directors with a two-thirds (2/3) majority vote or by at least one-third (1/3) of the Council.

5.6

The Council members may choose to cast their votes by either attending the Council meeting or by sending electronic mail ballot or postal mail ballot prior to the Council meeting when personal presence is not required.

ARTICLE VI. BOARD OF DIRECTORS

6.1

The Board of Directors shall consist of the following: Eight (8) elected members, the President, the Local Chapter Presidents, and one more member from each established Local Chapter.

6.2

The primary duties of the Board shall be to determine policies of the Organization.

6.3

Candidates for Directors shall be nominated by at least five current Organization members. Candidates must be current Organization members at the time of their nominations.

6.4

Members of the Board and the President shall be elected by the Council separately. the Local Chapter Presidents and one member from each established Local Chapter are elected by the Local Chapter. They shall serve without pay for their functions, but they may be reimbursed for reasonable out-of-pocket expenses related to their organizational functions, as budgeted or approved by either the Board or the President.

6.5

Members of the Board shall be elected for a two-year term. One half of the Board members shall be elected or reelected by the Council at the beginning of every calendar year to ensure the continuity. The Directors of the Board, The President of the Organization, and the Local Chapter Presidents or Coordinators shall be elected separately.

6.6

All Directors including the President shall be eligible for re-election for no more than two consecutive terms. The Director's term for the President shall not apply.

6.7

The dismissal of a Director shall be recommended by the Board with a simple majority vote and approved by the

Council with a simple majority vote. In case of a vacancy on the Board or setting up a new local chapter, an interim Director shall be appointed by the President and be approved by the Board with a simple majority vote, to fulfill the remaining term.

6.8

The Board shall meet regularly at least once every six (6) months. Whenever the Board meets, more than half of the Directors shall constitute a quorum for the transaction of business. All actions, except those specified otherwise in the Bylaws, shall be decided by a simple majority vote of the Board. Any Organizational policy or action that has vital importance to the Organization, such as a political lobbying policy or action, shall be decided by a two-thirds (2/3) majority vote.

6.9

The President shall serve as the Chairperson of the Board to conduct the Board meetings or to delegate the Chair duties to another member of the Board.

ARTICLE VII. GOVERNING OFFICIALS

7.1

The body of the Governing Officials shall consist of the President, Vice Presidents (the Presidents of Local Chapters), one Executive Secretary, one Treasurer, and other Officials when the President requests and the Board approves with a simple majority vote.

7.2

The function of the Governing Officials is to implement the policies set by the Board of Directors and to conduct the Organization's day to day business and affairs.

7.3

The President is the top executive of the Organization. The President candidates shall be nominated by at least ten current Organization members. The candidates must be active Organization members for at least one year at the time of their nominations. The President shall be elected by the simple majority vote of the Council.

7.4

The President shall select and appoint the Officials among the current members of the Organization or the Board of Directors to assist the operations of the Organization. The Board shall approve the appointees who are appointed by the President. The President shall have general supervision, direction and control of the Organization's business and affairs.

7.5

When the President is absent for a brief period, the first Vice president shall fill in to perform the duty on behalf of the President. When the President is absent for more than

three months or dismissed by the Council during the term, the Board shall select and appoint an acting President until the President returns or a new President is elected by the Council.

7.6

Any spending above \$200 has to be approved by the Board. Any spending between \$50 and \$200 may be approved by the President. Any spending under \$50 may be approved by Vice Presidents or the Executive Secretary. The Treasurer keeps all income and spending records and reports to the Board and the Council at the end of each calendar year. The Board has the authority to audit the record book.

7.7

A Local Chapter President shall be elected or reelected by his or her Local Chapter Council in the same manner that the President of the Organization is elected or reelected according to the Bylaws.

ARTICLE VIII. ADVISORY BOARD

8.1

The Advisory Board may consist of former presidents and honorary members of the Organization.

8.2

The Advisors shall be nominated by the President, and approved by the Board with a simple majority vote.

8.3

The Advisors provide their vision, advice, suggestion, consultation, and assistance to the Organization to further its courses and enhance its social standing.

8.4

The Advisors may join the Board meetings by the Board chairperson's invitation. The President may also call a meeting of the Advisory Board.

ARTICLE IX. AMENDMENTS

9.1

Amendments to the Bylaws shall be proposed by the Board and approved by the Council according to **ARTICLE V, 5.5**.

9.2

The Bylaws was first established on September 13, 1993. The first amendments recommended by the Board are approved by the Council on January 30, 1999

9.3

The second amendment (name Change) recommended by the Board is approved by the Council in February 2002.