



北卡华人联合会

Chinese-American Friendship Association of North Carolina

CAFA By-Laws (Revised December 2024)

ARTICLE I. NAME

The name of this organization is the Chinese-American Friendship Association of North Carolina (CAFA).

ARTICLE II. OBJECTIVES

The objectives of the Chinese-American Friendship Association are to:

- Foster friendship among the Chinese and Chinese Americans.
- Help members succeed in American society.
- Protect the rights of members.
- Promote Chinese culture and education.
- Promote Sino-American culture, science, and technology exchange.

CAFA is a non-political and non-profit organization. It achieves these objectives by:

- Sponsoring educational programs and cultural exchange activities;
- Organizing meetings and producing publications devoted to Chinese and American cultures, science, and technology; and
- Conducting fund-raising activities.

All proceeds shall be distributed exclusively to organizations qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code and used for public welfare, charitable, scientific, or educational purposes.

ARTICLE III. MEMBERSHIP

1. Regular Membership:

- A regular CAFA member is an individual who agrees with the objectives of the Association and pays an annual membership fee.
- A regular member enjoys privileges such as the right to vote, sign referendum petitions, hold office, and sign nominating petitions.
- The membership fee is determined by the Board of Directors.

2. Membership Year:

- The membership year is the calendar year.

3. Resignation:

- A regular member may resign by notifying the Secretary (or any member of the membership committee). Dues are non-refundable.

4. Honorary Membership:

- Honorary members are nominated by at least two members of the CAFA Board of Directors and must be approved by at least two-thirds of the Board.
- The term of an honorary membership shall not exceed three years, with renewal requiring two-thirds Board approval.



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- With the Board's approval, an honorary membership may be suspended or terminated before its term ends.
- Honorary members enjoy the same rights as regular members and may join CAFA as regular members at any time.

ARTICLE IV. BOARD OF DIRECTORS

1. **Membership:**

Members of the Board of Directors shall consist of:

- **One President** (voting member)
- **One voting Vice President** (the Vice President receiving the most election votes)
- **Up to two non-voting Vice Presidents**
- **Treasurer** (non-voting member)
- **Secretary** (non-voting member)
- **Accountant** (non-voting member)
- **Eleven general members** (voting members)
- **Honorary members** of the Board of Directors (non-voting members)

2. **Representation:**

- The eleven general members, representing diverse interests of the community, are elected by the Association's members.

3. **Chair of the Board:**

- The Chair is elected annually by the Board, may be re-elected, but cannot serve more than three consecutive terms.
- The Chair must be a voting member.

4. **Terms:**

- General members serve three-year terms and may not serve more than two consecutive terms.
- Each year, new general members are elected to replace retiring members or to fill vacancies (for the remainder of the term).
- Honorary members serve one-year terms and may be re-selected.

5. **Meetings:**

- The Board must meet at least three times per year.
- Meetings are called by the Chair (in consultation with the President) or by at least three Board members.
- The first meeting of a new Board is held within one month after elections.
- Minutes of meetings shall be published on the Association's website.

6. **Quorum and Voting:**

- Actions of the Board require the presence of a quorum (a majority of its members) and a majority vote of those present.
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ARTICLE V. EXECUTIVE OFFICERS

1. **Composition of Executive Officers:**

The executive officers of the Association shall consist of:

- **One President**
- **Up to three Vice Presidents**
- **Secretary**
- **Treasurer**
- **Accountant**

2. **Vice President Roles:**

During elections, the Vice President who receives the most votes shall serve as the voting Vice President on the Board of Directors. The remaining Vice Presidents shall serve in non-voting advisory roles. All Vice Presidents shall assist the President in the Association's affairs and perform duties as assigned by the Board of Directors or the Executive Committee.

3. **President:**

- The President is the chief executive officer who presides over meetings, appoints officers and committee members, coordinates duties, prepares the annual report, and serves as an ex officio member of all committees.

4. **Vice Presidents:**

- As noted above, Vice Presidents assist the President and perform additional duties as assigned. One serves as the voting member on the Board, while up to two serve in advisory, non-voting roles.

5. **Secretary:**

- The Secretary records and maintains minutes of meetings, keeps Association records, gives meeting notices, and coordinates communications among the Board, Executive Committee, and other committees.

6. **Treasurer:**

- The Treasurer manages CAFA funds, including collecting dues, managing bank/investment accounts, handling deposits/disbursements, and maintaining financial records.

7. **Accountant:**

- The Accountant creates and maintains financial books, reviews monthly bank statements, prepares financial statements (e.g., Income Statement and Balance Sheet), manages cash flow, reports on the financial status, files annual tax returns, and supports audits.

8. **Terms:**

The President and Vice Presidents shall be elected to one-year terms and may be re-elected to the same office, but cannot serve the same office for more than three consecutive terms.

- The Secretary, Treasurer, and Accountant shall be appointed by the President with the approval of the Board of Directors to one-year terms and may be



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re-appointed for additional terms with the approval of at least two-thirds of the Board of Directors.

ARTICLE VI. COMMITTEES

1. Types:

- The Association's committees consist of the Executive Committee, Standing Committees (listed below), and any Current Committees established by the President or Board.

2. Membership:

- Members of Standing and Current Committees are appointed to one-year terms and may be re-appointed (generally not more than three consecutive terms unless approved by two-thirds of the Board).
- Each committee is led by a chairperson appointed by the President.
- All Standing Committee members and Current Committee chairs must be CAFA members.

3. Standing Committees:

- **Committee on Culture and Education:** Organizes and coordinates educational programs and cultural exchange activities.
- **Committee on Finance and Fundraising:** Recommends long-term financial planning, annual budgets, and coordinates fundraising and charity activities.
- **Committee on Membership:** Maintains the membership roster and encourages participation.
- **Committee on Public Relations:** Coordinates joint activities with other organizations.
- **Committee on Communication and Publications:** Oversees the production of directories, newsletters, and periodicals.
- **Committee on Science and Technology:** Organizes seminars and activities in science and technology.
- **Committee on Business:** Organizes seminars and activities in business education.
- **Committee on Sports:** Organizes and coordinates sports activities.
- **Committee on Entertainment:** Organizes entertainment events and activities.

4. Current Committees:

- May be established as needed and dissolved by a majority vote of the Board once their mission is accomplished.
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ARTICLE VII. METHOD OF ELECTION

1. Nomination:



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- The Board of Directors submits at least one nominee each for the positions of President and Vice President annually.
 - Additional nominations for these positions or for any vacant general Board membership may be submitted via a petition signed by at least three current members to the Election Committee before the nomination deadline.
- 2. Election:**
- Elections are held at or before the Association's annual meeting.
 - Candidates are elected by a majority vote. In the event of a tie, the Board resolves the tie.
- 3. Vacancies:**
- A Board member (including the President or Vice President) ceases to hold office if they resign in writing or are removed by a two-thirds Board vote.
 - For vacancies occurring between elections, the Board fills the position.
 - If the President's office becomes vacant and there is no corresponding vacancy in the Vice President's office, the Vice President becomes President for the remainder of the term. Otherwise, the Board selects a replacement for the remainder of the term.
- 4. Election Committee:**
- An Election Committee, formed annually by the Board, is responsible for reviewing and, if necessary, modifying the election process.
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ARTICLE VIII. AFFILIATED ORGANIZATIONS

Organizations sharing CAFA's objectives may become affiliated with the Association on a mutual basis. The Board of Directors negotiates the terms of affiliation, which include the objectives, term, and representation on the Association's governing bodies or committees.

ARTICLE IX. MEETINGS

- 1. Annual Meeting:**
- The Association holds an annual meeting in September or October at a time and place designated by the Executive Committee with Board consent.
- 2. Special Meetings:**
- Special member meetings may be called by the President, by at least three Board members, or by petition from at least 10% of current members.
 - All meetings must be publicly announced at least one week in advance by the Executive Committee or the Board.
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ARTICLE X. RESOLUTIONS

- The Association's name shall not be used in connection with any partisan or political issue—except when the issue solely concerns the Association's interests and objectives.
 - Such resolutions require a favorable vote by at least two-thirds of the entire voting membership of the Board before public release.
 - In cases where it is unclear if an issue is partisan or political, a majority vote of the entire Board is required to declare it nonpartisan or nonpolitical.
 - Resolutions must be phrased in a manner that does not commit the Association or its membership, and all adopted resolutions are published on the Association's website.
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ARTICLE XI. FINANCE

1. **Dues:**
 - The Board of Directors is responsible for setting the schedule of membership dues, which may include different rates for subsets of the membership.
 2. **Fiscal Year:**
 - The fiscal year of the Association is the calendar year.
 3. **Authority:**
 - All funds are deposited with the Treasurer, who disburses funds under the Board's regulations. With Board approval, the Treasurer may also be granted signing authority for checks.
 4. **Dissolution:**
 - In the event of dissolution, after settling all liabilities, the Board of Directors shall distribute the Association's assets exclusively for charitable and educational purposes to qualifying organizations under Section 501(c)(3) of the Internal Revenue Code.
 5. **Financial Guideline:**
 - A Financial Guide shall be established by the Board to direct all financial activities of the Association.
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ARTICLE XII. AMENDMENTS

1. **Proposal:**
 - Amendments to the By-Laws may be proposed either by the Board of Directors or by a petition signed by at least 10 general members.
 - Amendments proposed by petition are referred to the Board for a recommendation. Approval of the proposal requires a two-thirds affirmative vote of the Board.
2. **Ratification:**



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- The Secretary publishes the proposed amendment along with the Board's recommendation and invites comments from members.
- The amendment is then submitted to the general membership for a vote. Ratification requires a two-thirds affirmative vote.

Remark: The revisions approved in December 2024 include extending the term limits for the President and Vice Presidents, expanding the Vice President roles to up to three positions, and specifying the composition of the Board of Directors as detailed above.

Contact Information:

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