

AMENDED AND RESTATED BYLAWS OF THE ASSOCIATION OF CHINESE AMERICAN PROFESSIONALS

February 4, 2017

1. Name

The name of this organization shall be the Association of Chinese American Professionals, hereinafter abbreviated as “ACAP” or “Association”.

2. Area of Coverage and Headquarters

This Association covers five southern states of the United States of America: Arkansas, Louisiana, Mississippi, Oklahoma and Texas. The headquarters of ACAP are located in Houston, Texas.

3. Purposes

ACAP is formed exclusively for scientific, educational, and charitable purposes. More particularly, the purposes of ACAP are: (1) to foster the development of technical, cultural and/or business network among the members of ACAP and with other organizations with similar purposes and interests; (2) to promote the development of leadership and professional skills among Chinese Americans and Asian American Pacific Islanders; and (3) to have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and Federal laws, as such laws are now in effect or may at any time hereafter be amended.

4. Membership

There are four categories of memberships, defined as follows:

- a. Regular Member -- Any person who is interested in and supportive of the purposes of ACAP may, upon the recommendation of a current member, apply for regular membership. A regular member may choose to pay the prevailing life membership due and become a life member.
- b. Associate Member -- A full time student or a retiree may pay a reduced fee and become an associate member. The associate member has no voting rights.
- c. Honorary Member -- Any Chinese professional with outstanding achievements in his/her field of specialization may, by an action of the Board of Directors, be invited to become an honorary member. Honorary members are exempt from paying dues. They do not have voting rights.
- d. Corporate Member -- Any industrial, business or academic organization that is supportive of the purposes of ACAP and wishes to derive mutual benefits by a close relation to it, may apply for corporate

membership subject to the approval of the Board of Directors. Corporate members do not have voting rights.

5. Organization

5.1 Board of Directors

ACAP is governed by a Board of Directors consisting of fifteen (15) directors. The president, the president-elect and the vice-president of ACAP are automatic directors and the Board will be chaired by the president. Of the remaining twelve (12) directors, there shall be no more than two (2) directors from any one non-Texas state. The president, the president-elect and the vice-president have a one-year term. The other directors have a term of two (2) years and may be re-elected once. The Board meeting shall be held at least twice a year and whenever called by the president or by a minimum of five (5) directors.

The duties of the Board of Directors are to decide on the policies of ACAP, plan for ACAP operation and development, and propose any revision to these Bylaws. The president shall assign responsibilities to each Director regarding the planning, operation and development of ACAP.

The Board will appoint one of its current directors as the board secretary who will handle all documents and correspondence of the Board.

5.2 Control Council

There may be three (3) control councilors nominated by the Nominating/Election Committee from among members of long standing, and elected by the general membership. The control councilor serves a two-year term and may be re-elected once. One of the control councilors will be elected as the chairperson by the council members. The duty of the Control Council is to censure and impeach the president, the president-elect, the vice-president, any director or any staff member(s). A meeting of the Council can be called any time by two or more councilors. The control councilors may attend the Board meeting, but have NO voting power.

5.3 Nominating/Election Committee

The Nominating/Election Committee consists of three (3) to five (5) members appointed by the Board of Directors. The chairperson of the Committee shall be elected by the members of the Committee. The duties of the Committee are to nominate candidates for all the positions open for election and to monitor

the election process. Every year, the Nominating/Election Committee chooses from among ACAP members qualified candidates for the president, the president-elect, the vice-president, and directors and councilors that will need to be replaced. No member of Nominating/Election Committee may be nominated for any position. The names of these candidates together with those nominated by twenty (20) or more members submitted before October 15 to the chairperson of the Nominating/Election Committee will be entered on a ballot and voted by the general membership. The Committee will be automatically dissolved after the new officers are elected.

5.4 Officers

There will be a president, a president-elect and a vice-president of ACAP. The president will appoint, with approval of the Board, from among the members an executive secretary, a treasurer, a newsletter editor and chairpersons for public relations, membership, student activities and honors/awards committees.

- i. The duties of the president are to carry out the operation of ACAP, balance the budget and represent ACAP on all occasions.
- ii. The president-elect will assist the president in ACAP operation, act in the president's place in his/her absence, and be in charge of the technical aspects of conferences.
- iii. The vice-president will assist the president and the president-elect in ACAP operations, and will act in the president's place in the absence of the president and the president-elect. The vice-president will also be in charge of coordinating division activities and administrative aspects of conferences.
- iv. The executive secretary will handle all correspondence and documents of the Association.
- v. The treasurer will keep books, receive and dispense all money related to the Association.
- vi. The public relations chairperson is responsible for reporting and distributing news concerning ACAP operations, and maintaining a close relationship with news media.
- vii. The newsletter editor is in charge of regularly publishing ACAP newsletters and distributing them among all members.
- viii. The membership chairperson is responsible for promoting the welfare of the Association members, publishing membership rosters, conducting membership drives, and generally responding to member's questions and suggestions.
- ix. The student activities chairperson is responsible for maintaining contact with student representatives at various colleges and universities, and for organizing and implementing student activities.
- x. The honors/awards chairperson will make recommendations to the president and the Board to present appropriate awards to deserving individuals on various occasions.

5.5 Technical Divisions

Depending on the need, the Board or the president may authorize and encourage appropriate members to organize Technical Divisions for the purpose of complementing the operation of the Association by promoting technical development. Each Technical Division has a chairperson, a vice-chairperson and a secretary as division officers. Each officer serves a one-year term and can be re-elected once for each position. The Board shall fund each division according to the division membership and activities.

5.6 Advisory Committee

The president may invite long standing ACAP members or other individuals (approved by the Board of Directors) to be members of the advisory committee for a term of two years. The last former ACAP President automatically becomes a member of the advisory committee. The responsibilities of the advisory committee are to conduct fund raising activities and make recommendation for operation and development of ACAP. The advisors may attend and participate in the Board meetings, but will not have voting rights during such meetings.

5.7 Executive Committee

The president, the president-elect, the vice-president, staff, committee chairpersons and chairpersons of Technical Divisions are members of the executive committee, chaired by the president. As the need arises, the president may invite other ACAP members to be members of the Executive Committee.

6. Elections

At the end of the one-year term, the president-elect shall become the president.

Elections shall be held annually. Each eligible dues-paying regular member shall be entitled to cast one (1) vote for each officer or director to be elected. The printed ballot shall be prepared and mailed out before the first Saturday of November by the Nominating/Election Committee. The ballot shall be returned to and received by the committee on or before the fourth Saturday of November. The votes shall be counted within one week of the cut-off date of voting. The election of each position shall be by a simple plurality vote. In the event of a tie for any position, the winner shall be determined by lot drawing conducted by the Nominating/Election Committee.

The new officers shall be announced to the membership and to the public as soon as practicable by the Nominating/Election Committee. New officers shall be installed on or around December 1 and will assume their respective responsibilities immediately.

Eligibility of voting members will be determined by the Nominating/Election Committee with the concurrence of the Board of directors.

7. Succession

Whenever there is a vacancy created by the incapacity, departure, resignation or removal of an incumbent officer, the normal succession to the office for the remainder of the term shall be as follows:

President – President-elect

President-elect – Vice-president

Vice-president – Replacement not necessary, until next general election

Director(s) – Appointee by the president with Board approval

Control council(s) – Appointee by the president with Board approval

Advisor(s) – Appointee by the president

Staff(s), chairperson(s), etc. – Appointee by the president

When the president-elect succeeds to the presidency, the vice-president will assume the president-elect's position. In case of abnormal happenings not covered by the above, the Board of directors will choose the method of filling vacancies.

8. Meeting

The general membership meeting will be held at least once a year at a time and place to be announced by the president with the concurrence of the Board of Directors. Additional general membership meetings may be called by the president, or a majority of directors, or the Control Council or at the request of more than twenty-five percent (25%) of ACAP members (excluding associate, honorary and corporate members).

Quorum for Board, Control Council, Executive and any meetings other than general membership, shall be a majority of the number of the respective directors or officers. Quorum for the general membership or division membership meeting shall be ten percent (10%) of the total number of members eligible to vote.

9. Membership Dues

The annual membership dues will be fixed by the Board of Directors. The dues are for the period from January 1 to December 31 of the following year. The Board may also decide on a one-time life membership fee.

10. Impeach Procedure

Upon repeated involvement in acts contrary to the purposes or welfare of ACAP, the president, the president-elect, the vice-president or the director(s) may be impeached by a majority of the control councilors, or by a petition of more than twenty-five (25) members submitted to and determined valid after due investigation by the Control Council. The case will be brought before a general membership meeting which will be chaired by the chairperson of the Control Council; and when passed by a two third majority of the members at the meeting, the officer under impeachment will be warned, reprimanded or removed from office as decided at the meeting. Staff members who act contrary to the interest of ACAP may be dismissed by the president of his or her position with the approval of the Board.

Association members acting contrary to the interest of ACAP may be warned or dropped from the membership by the president with the approval of the elected members of the Executive Committee. Membership dues will not be refunded. The member who leaves ACAP will automatically relinquish all his/her staff positions.

11. Revisions

These Bylaws may be amended or repealed by a simple majority of the members of ACAP at a general membership meeting or by mail ballot.