

**BYLAW OF  
THE SOUTHERN CALIFORNIA CHINESE AMERICAN  
ENVIRONMENTAL PROTECTION ASSOCIATION**

**ARTICLE I  
Name**

The name of this organization shall be the **SOUTHERN CALIFORNIA CHINESE AMERICAN ENVIRONMENTAL PROTECTION ASSOCIATION (also known as SCCAEP)**, hereinafter referred to as the Association.

**ARTICLE II  
Incorporation**

The Association shall be incorporated as a non-profit public benefit organization in the State of California. It is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

**ARTICLE III  
Purposes**

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Specifically, the purposes of the Association are to:

- (1) Enhance communication and information exchange and provide environmental education and awareness among the Chinese-Americans in environmental related fields by participating in community services and making alliances with other associations.
- (2) Recommend the Association's members with technical expertise and scientific research in environmental related fields to assist in resolving environmental issues. Award student scholarship and recognize distinguished individuals and organizations in their outstanding contributions to the environmental awareness.
- (3) Promote the communication and cooperation between the Chinese American environmental professionals in governmental agencies and private organizations.

## **ARTICLE IV Membership**

Those who, including organizations, support and/or work in the environmental related fields, and agree to the Articles, bylaw, and purposes of the Association may become a member of the Association.

There are four classes of membership of this Association:

- (1) **Regular Membership:** Those individuals who join the Association according to this Bylaw and keep the membership current by paying the membership due.
- (2) **Life Membership:** A Regular Member may become a Life Member upon paying life membership due.
- (3) **Organization Membership:** Those corporations, business entities, and foundations that support the Association may become an organization membership of the Association, which shall have the same benefits and obligations as a regular membership.
- (4) **Honorary Membership:** At the discretion of the Board, there may be Honorary Memberships which shall have no voting rights.

There shall be one class of active membership of this Association which consists of Regular Members and Organization Members who paid the current membership dues, and Life Members. Only the Active Members have the voting rights. No member of the Association shall be personally liable for the debts, liabilities, or obligations of the Association.

## **ARTICLE V Membership Dues**

Membership dues shall be recommended by the Board and approved by a majority vote of members present at a duty called General Membership Meeting.

## **ARTICLE VI The Board of Directors**

The administration of the Association shall be vested in the Board of Directors when the general membership meeting is not in session. The members of the Board shall be

elected by the Active members of the Association for a two-year term, and may serve more than one term. The Board of Directors shall be composed of a minimum of seven (7) members. Additional Directors can be added to the board according to the needs as deemed necessary by the existing board members, but the total number of the Directors shall not exceed fifteen (15). The Board of Directors shall have the power to transact the general business of the Association, to fill vacancies of the board member(s) till the next general membership meeting, to elect the President and the Vice-President, to approve the appointment of officers and committees made by the President, to authorize the payment of bills, to recommend membership dues and other means of financing, and to propose Articles or Amendments thereto for ratification by the Active Membership. Board members shall have the responsibilities to attend Board meetings.

## **ARTICLE VII Offices and Duties**

The Association shall have the following officers: a President, a Vice-President (may be more than one as deemed necessary by the board), a Treasurer, a Secretary, and other officers that the Board of Directors may establish. All the officers shall be members of the Board. The President and Vice-President shall be elected for a two-year term and shall not serve more than two consecutive terms.

The following are the duties of the officers:

- A. The President represents the Association and is responsible for the business and activities of the Association. The President shall appoint all other officers except the Vice-President and call for Board meetings.
- B. The Vice-President shall assist the President in the transaction of the Association's business. In the absence of the President, the Vice-President shall perform the duties of that office.
- C. The Secretary shall be responsible for keeping of records, minutes, and documents of the Association and shall conduct correspondence for the Association.
- D. The Treasurer shall receive and have the custody of the funds of the Association and shall transact them under the direction of the President and/or the Board. The Treasurer shall prepare written financial reports to the Board periodically or upon request, and make the same available to the Active members.

## **ARTICLE VIII Meeting and Quorums**

### **A. General Membership Meeting**

The Annual meeting of the Association shall be held at a date recommended by the Board.

### **B. Special Meetings**

Special meetings shall be held on the call of the Board or at the request of one quarter of the Active membership.

Notice of a meeting shall be served at least ten days in advance. At all such meetings one-third of the total Active members in good standing or forty members, whichever is lower, shall constitute a quorum.

A meeting of the general membership shall be the highest organ of the Association and shall elect or remove the Board members, approve the Articles, or Amendments thereto proposed by the Board, and determine the major events of the Association.

### **C. Board Meetings**

The Board of Directors shall meet at least four times a year at dates to be determined by its members. A simple majority of the Board membership shall constitute a quorum. Special Board meeting can also be held at the request of the President or one-half of the Board members.

## **ARTICLE IX Financial Sources**

The financial sources of the Association shall come from:

- (1) membership dues;
- (2) membership directory, website, or newsletter advertisement fees;
- (3) donations; and
- (4) grants.

## **ARTICLE X Ratification and Amendment**

### **A. Ratification**

These Articles shall be ratified by a majority vote during the general meeting.

#### B. Amendment

The Articles of the Association may be amended in a general or special meeting of the Association by a two-thirds majority vote of the members present and voting.

### **ARTICLE XI Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation. In such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the California Superior Court in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization, organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No part of the profits, income or assets of this Association shall ever be paid to, or for the benefits of any director, officer, or member of this Association.

**Original: March 2, 1991**  
**Revised: December 5, 1992**  
**Revised: November 5, 2005**  
**Revised: April 10, 2007**  
**Revised: February 16, 2008**  
**Revised: March 22, 2014**