

Last Revision: November 29, 2016

Article I Name

Chinese Name: 北加州中国高等院校校友会联合会 (“校联会”)

English Name: UNITED CHINESE ALUMNI ASSOCIATIONS IN NORTHERN CALIFORNIA (“UCAANC”)

Article II Aims

UCAANC shall promote connections, exchanges and cooperation between all member alumni associations. In the context of this general purpose, UCAANC shall:

1. Unite alumni of all schools, colleges and universities to facilitate the exchange of experiences and close cooperation between alumni associations;
2. Organize all types of events, services and academic and cultural exchanges;
3. Support all member associations.

Article III Membership

The members of UCAANC shall be alumni associations. Any Chinese school, college or university alumni association in Northern California that can provide a list of members and alumni and agrees with the aims of UCAANC may become a member of UCAANC after being recommended by two member associations and approved by a majority of the Board of Directors.

Article IV Organization

UCAANC is a non-profit corporation aggregate composed of members:

1. Directors

Each alumni association shall (A) appoint its President in office or (B) formally delegate a representative to apply to become a director; there may be one director per member association.

2. The Board of Directors

- A. The Board of Directors shall be the supreme governing and policy-making body of UCAANC and shall be composed of representatives from member associations who have applied to join the Board of Directors and have been approved by UCAANC.
- B. The Executive Team of the Board of Directors shall consist of one Chairman of the Board of Directors, one Vice Chairman of the Board of Directors, one Secretary and one Treasurer.
- C. There shall be at least two regular board meetings per year; the Chairman may call special meetings of the board may as the need arises.
- D. Annual board meetings shall be held on the second Saturday in December each year, and the Chairman, Vice Chairman, Secretary, Treasurer and directors for the following year shall be elected at such meetings.

Article V Powers and Duties

1. The Chairman

- A. The Chairman shall execute resolutions formulated by the Board of Directors, represent the board in external matters and handle the internal affairs of the board.
- B. The Chairman shall decide all major events and activities of the Board.
- C. The Chairman shall call and preside over all meetings of the Board.
- D. The Chairman shall put forward an annual work plan and budget plan in the first board meeting of each year. Having submitted these plans to the Board of Directors for examination and gained approval, the Chairman shall then initiate them.
- E. The Chairman may sign and stamp all legal papers on behalf of the Board having gained the consent of the Board.

- F. The Chairman shall supervise and control the administration and expenses of the board, and set ceilings on its expenses.
- G. The Chairman may sign checks in lieu of the Treasurer when the Treasurer is unable to do so.
- H. The Chairman shall hold office for ONE year and may be re-elected once.
- I. The Chairman may approve expenses of less than \$500. Expenses of more than \$500 shall be approved by the Board of Directors.

2. The Vice Chairman

- A. The Vice Chairman shall assist the Chairman in handling the affairs of the board.
- B. The Vice Chairman shall exercise the Chairman's duties when the Chairman is absent.

3. The Secretary

- A. The Secretary shall release news on behalf of the board with the consent of the Chairman.
- B. The Secretary shall prepare and keep all legal papers and minutes.
- C. The Secretary may co-sign all legal papers with the Chairman on behalf of the board when necessary.
- D. The minutes shall be as full and accurate as possible and shall be distributed to all directors before or at the next board meeting.

4. The Treasurer

- A. The Treasurer shall collect and monitor membership fees and all funds.
- B. The Treasurer shall prepare an annual budget plan and annual financial report.
- C. The Treasurer shall sign checks on behalf of the board.
- D. The Treasurer shall declare annual income tax when necessary.
- E. Statements of financial receipts and disbursements shall be full and accurate. The Treasurer shall prepare the latest financial statements prior to each board meeting, distribute them to the directors and explain the financial status to the board.
- F. The Treasurer shall distribute statements of financial receipts and disbursements to directors within 60 days of all major events.
- G. The Treasurer shall manage 501c(3) procedures.
- H. The Treasurer may approve expenses of less than \$500. Expenses of more than \$500 shall be approved by the Board of Directors.

5. Directors

- A. All directors in office have the right to speak, to elect or to be elected.
- B. Only directors in office have the right to vote on all of the major decisions of UCAANC, including the election of the Executive Team.
- C. Any director who is absent from board meetings twice will be considered to have resigned from the board.

Article VI Elections

1. The Election Committee

- A. Elections will be held on the second Saturday of December ("Election Day") each year. The Election Committee shall be established two months prior to Election Day. Notices of elections shall be announced one month prior to Election Day. Registration for elections shall begin two weeks prior to Election Day.
- B. Only members of the Board of Directors may put themselves forward to become committee members, and they must gain the approval of a majority of the Board of Directors.
- C. Committee members may not be candidates for the following election.
- D. The Election Committee shall be in charge of accepting registrations for and coordinating the next election.

2. The Chairman and Vice Chairman

- A. Pairs of candidates for the posts of Chairman and Vice Chairman shall be composed of two directors in office who shall enter the election together. The pairs of candidates shall register for election with the Secretary.

- B. Should no candidates have registered one month prior to an election, a pair of candidates shall be nominated by the Board of Directors.
- C. The pair of candidates who receives the majority of the board's vote will be elected.
- D. If no pair of candidates receives a majority vote, the two pairs of candidates with the highest number of votes will advance to a second round. The pair with the higher number of votes will be elected.
- E. The Chairman and Vice Chairman in office shall hand over to the newly elected Chairman and Vice Chairman at the beginning of the solar New Year.
- F. Candidates for the post of chairman shall be members of the Board of Directors in office and shall have served in UCAANC as representatives of their own alumni associations for more than half a year.

3. The Treasurer

- A. The Treasurer shall be elected along with the Chairman every four years.
- B. The Treasurer shall give a financial report at annual board meetings.
- C. The Treasurer shall be nominated by the Board of Directors. The candidate with the highest number of votes will be elected.

4. The Webmaster

- A. The Webmaster shall be elected by the Board of Directors.
- B. The Webmaster shall be elected every four years along with the Chairman.
- C. The Webmaster shall be in charge of the website and mailing list.

5. Directors

- A. Any candidate may volunteer to be a director and shall be elected with the Executive Team. Candidates who receive a majority of the board's vote will be elected.
- B. Any directors who are unable to attend voting shall authorize other alumni representatives to act as proxies on their behalf.

Article VII Removal and Replacement

- 1. Having gained the signatures of one third of the directors, a special board meeting may be convened to discuss the removal from office of any elected director.
- 2. Any director may be removed following approval of a two-thirds majority of the directors present at the special board meeting, providing this number of approvals also accounts for more than one-half of all the directors.
- 3. After the removal of a Chairman, the Vice Chairman shall serve as chairman for the remaining period of the term. Posts of removed directors shall be filled by the directors with the highest number votes in the previous election. Replacements for other positions shall be nominated by the Chairman and approved by the Board of Directors. In cases where the Chairman and Vice Chairman are removed from office simultaneously, a new Chairman and Vice Chairman shall be elected by the Board of Directors.

Article VIII Quorum

- 1. The quorum for any board meeting or election shall be one-half of the directors who have the right to vote.
- 2. Unless otherwise stipulated, all resolutions passed by a majority of the board directors in attendance shall be adopted.
- 3. One third of directors other than the Chairman may sign a proposal to call a special board meeting and a quorum of one-half of the directors is required for such meetings.

Article IX Procedure

A. Proceedings of Procedure

- 1. A proposal shall be put forward by one director and supported by at least two directors before being submitted for discussion at a meeting.
- 2. Any proposal may be submitted for a vote after discussion, having gained the consent of at least three directors in attendance.

B. Rules of Procedure

1. One chairperson will preside at meetings and be responsible for announcing the meeting system, voting on the agenda, calling on a director to speak, drawing a vote, maintaining order and implementing procedures. However, the chairperson shall not comment on or summarize speakers' statements.
2. Attendees shall raise their hands before speaking. Whoever raises their hand first will speak first. Attendees shall speak with the consent of the chairperson and shall not interrupt other speakers.
3. Each speaker shall speak for no more than two minutes at a time and no more than three times on the same motion. Or other rules of procedure may be put forward by directors in attendance for the meeting to follow.
4. The speaker shall not digress from the subject. The chairperson may warn the speaker or interrupt the digression when necessary.
5. The speaker shall stop speaking when interrupted by the chairperson.
6. The chairperson shall do his/her best to give parties with differing opinions the opportunity to speak in order to maintain a balance.
7. Speakers shall first say they are for or against the proposal and then state their reasons.
8. No personal attacks are allowed; judge cases as they stand.
9. Any director who is unable to attend a meeting may authorize a proxy vote on their behalf for all issues or any particular issue.
10. The content and result of each proposal shall be officially documented and announced.

Article X Management of the Mailing List and Members

- A. The mailing list shall be managed by the chairman in office and the Webmaster.
- B. The Chairman and Webmaster shall decide and approve notices about events to be sent to members.
- C. There shall be no more than four event notices for the mailing list each month (other than notices about discussions at board meetings).

Article XI Amendments to the Constitution

1. Amendments to the Constitution shall be proposed in writing, signed by at least one third of directors and submitted to the Board of Directors for discussion.
2. Amendments shall be passed by a two-third majority vote of directors present at the board meeting.

Article XII Miscellaneous

1. Any issues relating to the Constitution that are not clear or have not been covered shall be decided at meetings of the board.
2. All member alumni associations shall submit copies of their constitutions and lists of members to UCAANC.
3. Should the Chinese version of the Constitution conflict with the English version, the former shall prevail.