



BYLAWS OF ACTON CHINESE-AMERICAN CIVIC SOCIETY

The herein Bylaws was adopted by the Board during a Board Meeting on October 18, 2017, and shall take effect immediately and supersede other ACACS rules & regulations.



Bylaws of Acton Chinese-American Civic Society (ACACS)

Acton, Massachusetts

Index

Article I	Name	Page 4
Article II	Fiscal Year	Page 4
Article III	Vision Statement	Page 4
Article IV	Mission Statement	Page 4
Article V	Purposes	Page 4
Article VI	Basic Provisions	Page 4
Article VII	Membership	Page 5
Article VIII	The Board	Page 6
Article IX	Officers	Page 6
Article X	ACACS Committees and Subcommittees	Page 9
Article XI	Advisory Committee	Page 10
Article XII	Elections	Page 10
Article XIII	Meeting	Page 10



Article XIV	Social Media	Page 11
Article XV	Conflict of Interests	Page 11
Article XVI	Parliamentary Authority	Page 11
Article XVII	Amendments	Page 11
Article XVIII	Indemnifications	Page 12
Article XIX	Periodic Reviews and Revisions	Page 12



BYLAWS OF ACTON CHINESE-AMERICAN CIVIC SOCIETY (ACACS)

ARTICLE I: NAME

The name of this organization is Acton Chinese-American Civic Society, Inc. The Acton Chinese-American Civic Society is a 501(c)3 non-profit organization located in Acton, Massachusetts.

For convenience, the organization shall be referred to in the bylaws as “ACACS” or “the Society”.

ARTICLE II: FISCAL YEAR

The fiscal year of the Society shall begin on January 1 and end on December 31.

ARTICLE III: VISION STATEMENT

A civically engaged and culturally enriched community

ARTICLE IV: MISSION STATEMENT

Promote civic engagement and cultural enrichment activities to strengthen our community

ARTICLE V: PURPOSES

Section 1:

To promote civic engagement through:

- Encouraging members to fulfill civic responsibilities
- Serving community through volunteerism
- Providing education forum
- Facilitating youth participation in community activities
- Raising funds to benefit our mission and programs

Section 2:

To promote cultural enrichment through:

- Educating members about American diverse culture and history
- Valuing and respecting cultural differences
- Promoting multi-culture awareness
- Sharing Chinese culture heritage

ARTICLE VI: BASIC PROVISIONS

The following are the basic provisions of the ACACS:

- The organization shall be non-political, nonpartisan, and non-religion.
- The organization shall work to promote the ACACS mission and specific program objectives.



Bylaws of Acton Chinese-American Civic Society

- The Society shall seek to promote collaboration between individuals and groups, as needed, and the community at large.
- No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, officers or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V herein.
- Upon the dissolution of the Society, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to nonprofit organizations for public, charitable or educational uses and purposes as approved by the Board.
- The organization or members in their official capacities shall not support any candidate for elected office, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for town, statewide or Federal public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- ACACS is authorized to raise funds for the benefit of its mission and its programs and any other projects or efforts deemed necessary and appropriate by ACACS and which have been approved by the Board.
- ACACS is not affiliated with any other organizations.

ARTICLE VII: MEMBERSHIP

Section 1:

Members: Residents of Acton, Boxborough, and neighboring towns, age 18 or older, are eligible to join the Society as a member.

Youth Members: Residents of Acton, Boxborough, and neighboring towns, who are at least the 7th grade but not yet 18 years of age are eligible to join the Society as a youth member when sponsored by a member.

Section 2:

A membership application form must be completed. Members must provide a valid e-mail address, phone number(s), and a residential address. All valid e-mail addresses will be added to the ACACS group mailing list in order to receive timely information and notices provided by ACACS.

Section 3:

ACACS does not charge a membership fee, but as a 501(c)3 corporation, we strongly encourage making an annual donation in support of ACACS's programs and efforts.

Section 4:

Members can quit ACACS with a written notification (including email) to the board.



Section 5:

When a member engages in conduct which the Board determines to be injurious to the Society, the membership can be revoked through two-third votes of the Board.

ARTICLE VIII: THE BOARD

Section 1:

The ACACS Board shall have full charge of the Society, with full power and authority to manage the organization. The Board shall consist of seven Directors. The Board Directors are also Executive Directors for the Society.

Section 2:

The Board duties shall include but not limited to:

- Leading and executing the ACACS functions;
- Setting strategies and programs to achieve ACACS vision and mission;
- Planning and directing the work necessary to carry out the ACACS programs;
- Approving Bylaws revision through two-third votes of the Board;
- Interpreting ACACS Bylaws.

Section 3:

The ACACS Board shall meet at least quarterly, and as needed. At least two-thirds of the Board shall be in attendance to constitute a quorum.

Upon request of two Board Directors, the Board Chair shall call a special Board meeting.

In lieu of a Board meeting, the Board Chair may make urgent decisions through email or other social media channels consultation to determine the sense of the Board; such decisions shall be recorded in the minutes of the next Board meeting as necessary.

The Board Meetings are open to all members, but the privileges of making motions and voting at the ACACS Board meetings shall be limited to the Board Directors.

ARTICLE IX: OFFICERS

Section 1:

The officers of the Society shall be Board Chair (President), Vice Board Chair(Vice-President), Treasurer, Secretary, and Board Directors (Executive Directors).

Section 2:

The Board Chair is elected by the Directors at the Board Meeting. The Chair shall have such powers of supervision and management as customarily pertain to the Society. The term shall be the same as the term of the Director serving the position.

The Board Chair shall:

- Lead the work of the Board and coordinate the work across ACACS Committees;
- Preside at the Board meetings and member meetings, or designate another person to do so;



Bylaws of Acton Chinese-American Civic Society

- Act as spokesperson for ACACS;
- Act as signatories for ACACS;
- Act as one of the signatories for ACACS financial accounts;
- Serve as an ex-officio member of select Committees;
- Assist with the duties of the Board and Committees if needed and to the extent possible;
- Perform such other duties as may be directed by the Board.

Section 3:

The Vice Board Chair is elected by the Directors at the Board Meeting. The term shall be the same as the term of the Director serving the position. The Vice Board Chair is eligible to be elected as Board Chair during the term.

The Vice Board Chair shall:

- Act as aide to the Board Chair;
- In instances of the Board Chair's absence or inability to serve as determined by the Board, perform the duties of the Board Chair;
- Act as one of the signatories for ACACS financial accounts;
- Serve as an ex-officio member of select committees;
- Perform such other duties as may be directed by the Board Chair, or the Board.

Section 4:

The Treasurer is nominated or self-nominated and approved among the majority of the Directors. The term of the Treasurer shall be the same as the term of the Director serving the position.

The Treasurer shall:

- Have responsibility for all Society funds, including signatory for ACACS financial accounts, per direction of the Board;
- Prepare a budget, approved by the Board, for presentation to the membership at the Annual meeting;
- Maintain a full and accurate account of receipts and expenditures of the Society;
- Make disbursements as authorized by the Board Chair or the Board in accordance with the adopted budget;
- Have all expenditures not included in the original budget approved by the Board;
- Present a financial statement at the Board meeting quarterly and at other times when requested by the Board;
- Present an annual Treasurer's report of the Society at the annual meeting;
- Have the accounts audited internally when a person who has signature authority leaves the Board. This is to be completed by an internal audit committee, selected by the Board, at least two weeks before the meeting at which the successor assumes their duties as needed;
- Perform such other duties as may be directed by the Board Chair or the Board.

Section 5:

The Secretary is nominated or self-nominated and approved among the majority of the Directors. The term of the Secretary shall be the same as the term of the Director serving the position.



The Secretary shall:

- File and retain all Board Meeting records or any other ACACS records as needed;
- Keep records of bylaws and revisions;
- Maintain a membership mailing list, in conjunction with Membership Committee;
- Perform such duties as may be directed by the Board Chair, or the Board.

Section 6:

Board Directors are elected by the members of the Society. The term of all Directors is two years except for the first Board elected in 2016 (see below) and can be re-elected for one more term. After two consecutive terms one-year break is required prior to be eligible for re-election as Directors.

First Board (elected in 2016): 3 Directors serve 2-year term; 4 Directors serve 3-year term.

The Directors shall:

- Execute the responsibilities and tasks as directed by the Board;
- Lead and coordinate one or more ACACS Committees;
- Preside Committee meetings, or designate another person to do so;
- Perform such duties as may be directed by the Board Chair, or the Board.

Section 7:

When an officer is not fulfilling the responsibilities as prescribed in the Bylaws, or engages in conduct which the Board determines to be injurious to the organization, the Board may by a two-thirds affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation; (2) making a formal recommendation that the officer be removed from the position or/and the Board following a hearing conducted in accordance with due process outlined below.

Due Process: A “no confidence” hearing must be conducted following a two-thirds affirmative vote recommending that the officer be removed from the position, or/and the Board.

- The officer must be given written notice no less than seven calendar days in advance of said hearing;
- The officer must be given an opportunity to address the Board, either orally or in writing;
- Not more than five days following the hearing, the Board shall vote whether the officer will be removed from the position, or/and the Board;
- The removal vote shall be recorded in the Board’s hearing minutes and shall specify the number of voting in favor of and against such removal.

Section 8:

Directors can resign from the Board with a written notification (including email) to the Board. The effective date is based on mutual agreement between the resigning Director and the Board.

Section 9:

A vacancy occurring in the Board Chair shall be filled for the remainder of the unexpired term by the Vice Board Chair. This takes effective immediately when the Board Chair vacancy occurs.

A vacancy occurring in the Vice Board Chair shall be filled for the remainder of the unexpired term within 3 months or as decided by the Board.

A vacancy occurring in the Director shall be filled through a special Board election within 3 months or as decided by the Board.

ARTICLE X: ACACS COMMITTEES, SUBCOMMITTEES, AND INTERESTS TEAMS

Section 1:

There are a few Committees in the Society and any specific one can be created and approved by the Board. The Directors or members in the Society shall be the Chairs for the ACACS Committees as approved by the Board. Each committee Chair, or designee, shall provide a report at the Board Meetings as needed. Such reports should include, but not be limited to, status and progress of the projects being handled; next steps and action required.

Section 2:

Meetings of ACACS Committee and Subcommittee shall be held on a needed base.

Section 3:

The ACACS Committees include those listed below and may be eliminated or created per the needs of ACACS programs and activities to support the Society's vision and mission.

- Finance Committee. Responsible for preparing annual report and managing financial related activities. Responsible for developing fundraising strategies and organizing fundraising activities for the benefit of ACACS.
- Membership Committee. Responsible for processing membership applications, organizing members activities.
- Civic Engagement Committee. Responsible for supporting and providing information to engage members for civic activities.
- Volunteer Committee. Responsible for facilitating community service and charitable activities.
- Public Relation Committee. Responsible for managing website/social media outlets, and organizing publicity and outreach events.
- Cultural Enrichment Committee. Responsible for organizing and supporting Chinese cultural heritage and multicultural enrichment events and programs.
- Education Committee. Responsible for hosting workshops, seminars, and other information sharing events.
- Youth Committee. Responsible for planning activities and events for youth, especially participating civic learning and engagement.

Section 4:

The ACACS Subcommittees, and/or Interests Teams can be created to support the function of the Committees or ACACS activities as needed. This is at the discretion of the Committee Chair. Chairs of these Subcommittees or Teams shall be elected or appointed by the Committee Chair, they shall lead their teams in carrying out the program. The Board reserves the right to disband Subcommittees or Interests Teams as deemed as necessary.



ARTICLE XI: ADVISORY COMMITTEE

The Board may designate certain non ACACS members as advisors in the Advisory Committee for the betterment of ACACS. Advisors may include community representatives; program participants; educators; professionals in public relations, legal, construction, or other areas of expertise; donors or their representatives, etc. Advisors serve in an honorary capacity in the Society.

ARTICLE XII: ELECTIONS

Elections for the Board Directors should be held at the annual meeting or through a special Board election meeting. The Directors are elected by the members at the meeting. For those who can't attend the meeting, email voting is allowed with details defined by the Board.

The Election Committee will be appointed by the Board. The Election Committee will collect and distribute the candidate information and execute the election.

Section 1:

The following provisions shall govern the eligibility of individuals for the Board Directors:

- Candidate must be a member of the Society.
- Candidate must be a resident of Acton or Boxborough
- Candidate must be nominated or self-nominated

Section 2:

Each candidate will be introduced and given a brief opportunity to speak, if desired and possible, at the election meeting.

Section 3:

The Directors shall assume their duties following the close of the election meeting. The Board Chair and Vice Board Chair shall assume their duties following the close of the Board meeting when they are elected.

ARTICLE XIII: MEETINGS

Section 1:

All members meeting shall be held annually.

Section 2:

Videotaping shall not be conducted at the meetings without authorization from the Board.

ARTICLE XIV: SOCIAL MEDIA

ACACS may use social media for information sharing or discussions as deemed as appropriate by the Board. Members are at their discretion to join these groups. The ground rules for these groups shall be agreed by majority of the members in these groups.

ARTICLE XV: CONFLICTS OF INTERESTS

The conflict interests include the following situations but not limited to:

- A situation in which the concerns or aims of ACACS and other organization the interested person has association with are incompatible
- A situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity of ACACS

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of conflict interest and be given the opportunity to disclose all material facts to the Board.

The Board shall decide if a conflict of interest exists by two thirds vote of the Board.

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigations warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern ACACS in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended at Board meeting by two thirds vote, as long as notice of the proposed amendments have been provided to the Board at least two weeks prior to the meeting and, provided further, that the Board has made a recommendation with respect to such amendment.

ARTICLE XVIII: INDEMNIFICATION

ACACS leadership are volunteers working to further the Society objectives and its mission as stated in Article IV above. Except in cases of obvious malfeasance, there is no intent to harm or otherwise injure any individual, group, or organization through or by the actions of the Society and its leadership.

All ACACS Officers, Chairs of Committees and Subcommittees, and members shall be indemnified and held harmless from liability in the course of conducting official Society business.

All ACACS Officers, Chairs and members of Committees and Subcommittees, who are involved in litigation by reason of his or her position as official capacity of this Society shall be indemnified and held harmless by the Society to the fullest extent authorized by law as it now exists or may subsequently be amended. In the case of amendments, indemnification is only to the extent that such amendment(s) permit the Society to provide broader indemnification rights.



ARTICLE XIX: PERIODIC REVIEWS AND REVISIONS

To ensure ACACS operates in a manner consistent with its stated purposes, periodic revision of the Bylaws and reviews of its programs and activities shall be conducted. Any revision of the Bylaws must be approved by at least two thirds votes of the Board.