

**BYLAWS OF
MARYLAND CHINESE AMERICAN NETWORK (MD-CAN)**

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ARTICLE 1: NAME

The name of this organization shall be Maryland Chinese American Network. The abbreviation shall be MD-CAN.

ARTICLE 2: OBJECTIVES AND PURPOSES

Section 2.1 The objectives and purposes of this organization shall be:

- To engage Chinese Americans in Maryland to participate in political affairs in State of Maryland and its localities
- To promote Chinese Americans in Maryland to actively involve in other related public affairs
- To promote the Chinese American core values
- To defend Chinese American community interests
- To mobilize Chinese American community on issues of concern

Section 2.2 Means for achieving these objectives and purposes include but not limited to:

- To organize and participate in public hearing, petition and demonstration that concern the Chinese American community interests
- To organize and participate in public lectures, panel presentations, workshops, courses, symposia and conferences designed to raise Chinese Americans' awareness and interest in politics, and to promote the exchange of information concerning the Chinese American interests

- To publish commentaries, articles and brochures that encourage civic and political engagements of Chinese Americans
- To operate a website and digital library that share information that is aligned with organization's objectives and purposes
- To endorse candidates in State of Maryland and local elections

Section 2.3 This organization is organized as a political action committee (PAC).

ARTICLE 3: STRUCTURE

Section 3.1 Principal Office (referred as the Headquarters)

- a. The Headquarters shall be located in Maryland.
- b. The function of the Headquarters include but not limited to:
 - To organize statewide political activities
 - To integrate manpower and resources, e.g., exchange ideas and share information among different Branch Offices, support each other, and avoid repetitive effort
 - To oversee activities in each Branch Office
 - To allocate funds to each Branch Office, if available
 - To provide technology support
 - To decide candidate endorsement by majority vote

Section 3.2 Branch Offices

- a. One Branch Office shall be established in each county in Maryland.
- b. The function of each Branch Office include but not limited to:
 - To organize local political activities
 - To establish committees for local political affairs, e.g., election research committee and policy study committee
 - To provide recommendations for candidate endorsement to the Headquarters officers. The recommendations are determined by majority vote of the Branch Office officers.

ARTICLE 4: MEMBERS

Section 4.1 Membership

Membership shall be open to all Chinese Americans who meet the following criteria and register with this organization.

- Agree with Bylaws of this organization
- Be a US citizen
- Be a voter in the State of Maryland

Section 4.2 Membership for Individual Branch Offices

A member of this organization shall automatically become a member for a Branch Office when the member's voter registration address is within the county where the Branch

Office resides.

Section 4.3 Membership Dues

There shall be no membership dues for this organization.

Section 4.4 Membership Status

- Member in Good Standing. A member shall be deemed a member in good standing if such a member abides by the Bylaws of this organization.
- Suspension or Termination. The Headquarters officers may vote by simple majority to suspend or terminate any members who act against the Bylaws of this organization. A member shall be terminated if the person no longer meets the eligibility criteria of the membership.

ARTICLE 5. OFFICERS AND THEIR ELECTION

Section 5.1 Qualifications of Officers

The candidate of an officer shall meet the following criteria in the calendar year immediately prior to the cutoff date, which is 30 days prior to the election date:

- Be a member of this organization.
- Having volunteered at least certain hours of work to this organization.
- Having contributed at least certain amount of money for the organization.

The Headquarters officers may vote by simple majority to change these criteria when members of this organization reach a critical number.

Section 5.2 Compensation of Officers

Officers shall not be compensated.

Section 5.3 Officers in the Headquarters

- a. The minimal officers for the Headquarters shall be one Director and Co-Director(s) who are the current Presidents of the Branch Offices (see Section 5.4), one Secretary and one Treasurer.
- b. These officers shall form the voting members of the Headquarters.
- c. No overlap shall exist between the Headquarters Secretary or Treasurer and the Branch Office Presidents.
- d. Responsibilities of officers in the Headquarters.
 - (a) Director
 - The Director shall be the chief executive officer of this organization.
 - The Director shall represent this organization externally. The Director shall be empowered to act, speak for, or otherwise represent this organization.
 - The Director shall approve in advance all public statements from this organization, including all press releases.
 - The Director shall supervise the matters of this organization's business.
 - The Director shall advise on significant matters of the Branch Offices.
 - The Director shall appoint committee chair(s) in the Headquarters.
 - (b) Treasurer

- The Treasurer shall be the chief financial officer of this organization.
 - The Treasurer shall perform the duties of the treasurer of a PAC as set forth by the State of Maryland nonprofit PAC laws.
 - Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements.
 - Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of this organization with such depositories as may be designated by the officers; shall disburse funds of this organization as may be ordered by the officers; shall render to the Director and Co-Director(s), whenever they request it, an account of all financial transactions and of the financial condition of this organization; and shall have other powers and perform such other duties as may be prescribed by the officers or the Bylaws.
- (c) Secretary. The Secretary shall attend to the following:
- Book of Minutes. The Secretary shall keep or cause to be kept, at the Headquarters or such other place as the Headquarters officers may direct, a book of minutes of all meetings and actions of Headquarters officers and committees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
 - Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings to the Headquarters officers required by the Bylaws to be given.

Section 5.4 Appointment, Election and Term of Officers in the Headquarters

- a. The current President of each Branch Office (see [Section 5.5](#)) shall automatically become the Director and Co-Director(s) in a given term, and rotate to be the Director every 1/3 or 1/2 or 1/4, etc. of the term depending on how many counties have elected President to be the officers of the Headquarters.
- b. For non-Director/Co-Director officers, except for the initial term, all officers shall be elected by members.
- c. The term for the Director and Co-Director(s) shall follow the Branch Office term (see [Section 5.5](#)). The term for rest of the officers shall be two (2) years.
- d. Each officer shall serve no more than 2 consecutive terms, including the initial term and partial term.
- e. The candidate receiving the highest number and at least 50% of all the valid votes from members shall be elected.
- f. The place and the time of the election meeting are determined by the then serving Headquarters officers. The physical presence at the election meeting is not required for the votes to be valid.

Section 5.5 Officers in Branch Offices

- a. The minimum officers for each Branch Office shall be one President, one Vice President and one Member Representative.
- b. These officers shall form the voting members of each Branch Office.

Section 5.6 Appointment, Election and Term of Officers in Branch Offices

- a. Except for the initial term, all officers shall be elected by members of the Branch Office.
- b. The term for the elected officers shall be two (2) years.
- c. Each officer shall serve no more than 2 consecutive terms, including the initial term and partial term.
- d. The candidate receiving the highest number and at least 50% of all the valid votes from members of the Branch Office shall be elected.
- e. The place and the time of the election meeting are determined by the then serving officers of the Branch Office. The physical presence at the election meeting is not required for the votes to be valid.

Section 5.7 Vacancy

Any vacancy for an officer in the Headquarters shall be nominated by at least one serving Headquarter officer and approved by at least 50% of the voting members in the Headquarters.

Any vacancy for an officer in the Branch Office shall be nominated by at least one serving Branch Office officer and approved by at least 50% of the voting members in the Branch Office.

Section 5.8 Resignation and Termination

- a. Resignation. Resignation in the Headquarters shall be by written notice to the Director of the Headquarters or by oral notice at the Headquarters officers meeting. Resignation in the Branch Office shall be by written notice to the President of the Branch Office or by oral notice at the Branch Office officers meeting. Any resignation shall take effect at the date of receipt of that notice or at a later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.
- b. Termination. Any officer in the Headquarters may be terminated, with reasonable cause, by at least $\frac{2}{3}$ (67%) of the voting members in the Headquarters. Any officer in the Branch Office may be terminated, with reasonable cause, by at least $\frac{2}{3}$ (67%) of the voting members in the Branch Office.

ARTICLE 6. COMMITTEES AND THEIR ESTABLISHMENT

Section 6.1 Committees in Headquarters

- a. The committee shall be created with the motion of at least 1 Headquarters officer and vote with majority of voting members. This officer shall automatically become the member of the committee.
- b. The chair of each committee shall be appointed by the Director.

- c. The members of a committee shall be appointed by the chair.

Section 6.2 Committees in Branch Offices

- a. The committee shall be created with the motion of at least 1 Branch Office officer and vote with majority of voting members. This officer shall automatically become the member of the committee.
- b. The chair of each committee shall be appointed by the President.
- c. The members of a committee shall be appointed by the chair.

ARTICLE 7: MEETINGS

Section 7.1 Type of Meeting

- a. Annual meeting: Held for purposes of electing officers, designating committees, and transacting regular business. All members are invited to attend.
- b. Regular meeting: Held regularly by the Headquarters or the Branch Office. Only officers in the Headquarters or the Branch Office are invited to attend.
- c. Special meeting: Held for any purpose called by the Director or any two officers in the Headquarters, or by the President or any two officers in the Branch Office. In general, only officers in the Headquarters or the Branch Office are invited to attend.

Section 7.2 Place of Meeting

Meetings may be held at any place within or outside of Maryland, as designated by resolution of the Headquarters officers or the Branch Office officers. The resolution shall be consented to in writing by all Headquarters officers or all Branch Office officers, either before or after the meeting.

Except for the annual meeting, meetings may be held via teleconference or videoconference provided all of the following apply:

- Each person participating in the meeting can communicate with all the other people concurrently;
- Each person is provided the means of participating in all matters before the Headquarters or the Branch Office, including the capacity to propose, or to interpose an objection to, a specific action to be taken by this organization;
- This organization adopts and implements means of verifying both of the following:
 - A person communicating by telephone, electronic video equipment, or other communications equipment is the person entitled to participate in the meeting;
 - All statements, questions, actions, or votes are made by that person and not by another person not permitted to participate.

Section 7.3 Time of Meeting

The annual meeting shall be held at the end of the fiscal year (e.g., December).

The regular meetings shall be held at regular intervals

Section 7.4 Notice

Notice of any meeting of the officers shall be given to all officers at least 4 days in

advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission.

Section 7.5 Quorum

A majority of the officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the officers present at a meeting held at which a quorum is present shall be regarded as the act of the officers, subject to the provisions of the State of Maryland nonprofit PAC Laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any officer, if any action taken is approved by at least a majority of the quorum required for the meeting.

ARTICLE 8: RECORDS AND REPORTS

Section 8.1 Maintenance of Articles and Bylaws

This organization shall keep at its Headquarters the original or a copy of its Articles and Bylaws as amended to date.

Section 8.2 Maintenance of Other Organizational Records

The accounting books, records, and minutes of the proceedings of the officers and any committee(s) of the officers shall be kept at such place or places designated by the officers, or, in the absence of such designation, at the Headquarters. The records shall be kept in either written or typed form or in electronic form capable of being converted into written, typed, or printed form.

Section 8.3 Inspection by Officers

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the organization and each of its Branch Offices. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 8.4 Annual Report

Within 90 days after the end of the fiscal year, the Secretary and Treasurer shall furnish or cause to be furnished a written report to all officers containing the following information:

- The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- The revenue or receipts of the organization, both unrestricted and restricted for particular purposes, for the fiscal year;
- The expenses or disbursements of the organization, for both general and restricted purposes, during the fiscal year;

- Any transaction during the previous fiscal year involving more than \$50,000 in which the organization was a party and in which any director or officer has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and
- The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer, unless such indemnification has already been approved.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the organization, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this organization that such statements were prepared without an audit from the books and records of this organization. Such report may be furnished to the officers by electronic transmission.

ARTICLE 9: FISCAL YEAR

The fiscal year shall end on 12/31.

ARTICLE 10: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a 1/2 (or 50%) vote of the entire officers; provided, however, that amendment or repeal of Section 5.3, Section 5.7, or this ARTICLE shall require the $\frac{2}{3}$ (67%) approval of the officers.