

FLORIDA CHINESE TEACHERS ASSOCIATION

BYLAWS OF THE FLORIDA CHINESE TEACHERS ASSOCIATION

ARTICLE I: NAME AND OFFICE

The name of this organization shall be FLORIDA CHINESE TEACHERS ASSOCIATION, INC. (hereinafter referred to as the “Association”). The principal office of the Association in the state of Florida shall be selected by the Association in the state of Florida shall be selected by the Executive Board. The mailing address of the Association shall be such place as may be selected by the Executive Board.

ARTICLE II: PURPOSE

The purpose of this Association shall be to encourage, support, sustain, and improve the teaching of Chinese at all levels of instruction, and to promote a cooperative spirit through the professional exchange of ideas and cordial fellowship

Section 3.1. Eligibility.

Any person actively engaged or interested in the teaching of Chinese language and culture may join the Association upon payment of annual dues and may continue membership by payment of dues each year thereafter. No member in default of dues shall exercise any privilege of membership. Annual membership runs from October to October.

Section 3.2. General Powers.

The members of the Association shall elect by majority vote the President, Vice-President, Secretary, and Treasurer and one board-appointed, non-officer member, the Curriculum Representative. The Executive Board shall have such powers and duties as provided herein.

Section 3.3. Meetings

The annual meeting of the members shall be held during the month of March and October or at such other date, time and place as shall be determined at the discretion of the Executive Board. Additional meetings of the members may be called at the discretion of the Executive Board, the President, or one-third of the members. The persons calling the meeting shall specify the date, time and place of such meeting, and shall notify all the members.

Section 3.4. Operational Procedures.

The procedures by which the membership conducts its affairs shall be the same as those provided for the Executive Board in Article V of these Bylaws.

Section 3.5. Manner of Acting; Proxies.

A member may vote either in person or by proxy. Proxy may be cast by means of a proxy appointment form which is executed in writing by the member. All proxy appointment forms shall be filed with the Secretary of the Association before or at the meeting for which the proxy is given.

ARTICLE IV: DUES

Membership dues shall be payable in the summer of the year preceding the membership year for which the dues are paid or upon becoming a member of the Association. Members who have not paid their dues by November 30th of the same year shall be considered delinquent. The amount of the annual dues for the following year shall be determined by the members of the Association at their annual meeting. The amount set must be approved by a two-thirds majority of votes cast by the membership.

ARTICLE V: EXECUTIVE BOARD

Section 5.1. General Powers

The business and affairs of the Association shall be managed by its Executive Board. The Board shall have the full power in its sole discretion to authorize expenditures from the Associations fund, to select the form of any Investment, and to dispose of any property held by the Association. All members of the Executive Board shall have equal voice and vote in the deliberations and actions of the Executive Board.

Section 5.2. Composition and Tenure.

The Executive Board shall comprise of President, Vice-President, Secretary, Treasurer, immediate past-President, and President elect and Curriculum Representative. Members of the Executive Board shall serve for a term of two years. Elections shall be in accordance with Article VII. The composition and number of persons serving on the Executive Board may be changed at any time by the affirmative vote of two-thirds of the membership. Unless he or she resigns or is removed in accordance with these Bylaws, each member of the Executive Board shall hold office until a successor shall have been elected and qualified.

Section 5.3. Board Meetings.

The Executive Board shall meet at least once a year prior to the annual meeting of the general membership for the purpose of conducting such business of the Association as shall be deemed necessary. Notice of meetings of the Executive Board stating the date, time and place thereof shall be given at least two weeks

prior to the date set for such meeting. The notice may be oral or written. In addition to the annual Executive Board meeting, the President in his or her discretion may conduct a tele-conference among the Board members in place of a duly convened on-site meeting.

Section 5.4. Quorum.

A majority of the number of members of the Executive Board shall constitute a quorum for the transaction of any business at any meeting.

Section 5.5. Rules of Order.

Meetings of the Association and its board and committees shall follow accepted parliamentary procedure.

Section 5.6. Manner of Acting

The affirmative vote of a majority of those members of the Executive Board who are present at a duly convened meeting shall be accepted as an act of the Executive Board. Any action permitted or required to be taken at a meeting of the Executive Board may be taken without a meeting if one or more written consents setting forth the action so taken shall be signed, either before or after the action taken, by all of the members of the Board.

Section 5.7. Board Committees

The Executive Board may designate from among its members one committee chairperson to assist the Board in performing its duties to the Association. Each committee must have one or more members to work with the chairperson, who shall have the authority of the Executive Board to the extent the board delegates and except as limited by applicable law.

ARTICLE VI: OFFICERS

Section 6.1. Number.

The Officers of the Association shall be a President, Vice- President, Secretary, and Treasurer. Such other officers as may be deemed necessary may be appointed by the Executive Board.

Section 6.2. Election of Officers.

The President, Vice-President, Secretary, and Treasurer shall be elected by the membership. Elections shall be held in accordance with Article VII.

Section 6.3. Term of Office.

The term of office for all the officers shall be two years. All officers shall serve until their successors have been elected and qualified.

Section 6.4. President.

The President shall be the principle executive officer of the Association, shall generally supervise and control the business and affairs on the Association, and

shall represent the Association in its relationships with the public. The President shall preside at meetings of the members and of the Executive Board except regional and/or committee meetings. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by resolution of the Executive Board. The President shall attend FFLA Board Meetings in January, May, and October respectively.

Section 6.5. Vice-President.

The Vice President shall assist the President and assume his or her duties in the President's absence. In the event of the President's resignation or removal, the Vice-President shall automatically assume the duties of the office of the President for the remainder of the President's unexpired term. The Vice-President shall perform such other duties as may be prescribed by the resolution of the Executive Board from time to time.

Section 6.6 Secretary.

The Secretary shall keep the minutes of the proceedings of the members and the Executive Board, shall give notices in accordance with the provisions of these Bylaws and the Association, shall keep a record of the names and addresses of all members, may sign within his or her job capacities documents which shall have been authorized by resolution of the Executive Board, and in general shall perform all duties incident to the office of Secretary and such other duties may be assigned to the Secretary by resolution of the Executive Board from time to time.

Section 6.7. Treasurer.

The Treasurer shall have custody and be responsible for keeping correct and complete books and records or account for all funds and securities of the Association, receive and give receipts for moneys paid to the Association from any source whatsoever, deposit all such moneys in the name of the Association in the bank or other depositories as shall be selected by the Executive Board, present financial reports at the annual business meeting in October and publish report in membership newsletter and in General perform all duties incident to the office of the Treasurer and such other duties may be assigned to the Treasurer by resolution of the Executive Board from time to time.

Section 6.8. Resignation or Removal.

Any members of the Executive Board may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the Executive Board. Any such resignation shall take effect upon delivery thereof or any subsequent time specified therein. The President or Vice-President may be removed by a two-thirds vote of the membership, with or without cause. Any other officer may be removed by two-thirds vote of the Executive Board, with or without cause.

Section 6.9. Vacancies.

Any vacancy occurring in the Executive Board due to the death, resignation, or removal of the incumbent shall be filled for the remainder of the term by affirmative vote of the majority of the Executive Board. If the vacant office is that of President, the Vice-President shall become the President and the Vice-President shall be appointed to the office of President and the Executive Board shall appoint an acting Vice-President. The person elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

ARTICLE VII: ELECTIONS

Section 7.1. Nominations.

Each odd year, a slate of nominees for President, Vice-President, Secretary, and Treasurer shall be presented. Any member may nominate candidates, including himself or herself, to the slate of nominees. The current Vice-President shall be automatically included as a nominee for election to the Presidency. All nominations shall be made by such deadline as is set by the Executive Board. The offices of President and Vice-President shall be filled by majority vote of the membership during the annual business meeting in October or by way of proxy (as in accordance with Article III Section 3.5). The offices of Secretary and Treasurer shall be filled by majority vote of the membership on paper ballot mailed to the Election Tellers or by way of online voting prior to December 1 of the election year.

Section 7.2. Election Tellers.

Two tellers who are members of the Association and not running for office shall be appointed by majority vote of the Executive Board and shall count the ballots, certify the results to the President, and cause such results to be printed in the next newsletter.

Section 7.3. Election.

All newly-elected officers shall enter upon their functions as of January 1, and the Secretary shall immediately notify the results of the election to any organizations which are affiliated with the Association.

ARTICLE VIII: PUBLICATIONS

Semi-annual publications, namely a newsletter of the Association, shall be sent to all members. The editor of the publication shall be appointed by the President.

ARTICLE IX: FINANCES

Section 9.1. Receipts and Disbursements.

All funds received by the Association shall be deposited in accounts in such banks or other depositories as the Executive Board may select. All expenses and disbursements of fifty dollars (\$50.00) or more shall be subject to prior approval

of the Executive Board. All receipts and disbursements of the Association shall be recorded by the Treasurer, and such records shall be subject to examination at any reasonable time, upon request by any member of the Executive Board. Subject to the applicable law, the funds of the Association may be distributed only for the purposes of the Association as described in the Articles of Incorporation.

Section 9.2. Execution of Contracts and Other Written Instruments.

Unless otherwise provided by resolution of the Executive Board, all contracts and other written instruments binding upon the Association shall be executed on behalf of the Association by the President or Secretary of the Association.

Section 9.3. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. No loans shall be made to any member of the Executive Board.

Section 9.4. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the designated officer of the Association and in the manner as shall from time to time be prescribed by resolution of the Executive Board.

ARTICLE X: BOOKS AND RECORDS

The Association shall keep correct and complete books and record of account, minutes of the proceedings of its members, the Executive Board, and any committees thereof and such other records as may be necessary or advisable.

ARTICLE XII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws may be adopted, by the two-thirds vote of the Executive Board. Any bylaw adopted, amended, or repealed by the Executive Board may be repealed, amended, or reinstated by majority vote of the members. Notice must be provided to both members and Executive Board of any meeting to amend, repeal, adopt, or reinstate laws bylaws. Such notice shall be provided one month in advance and shall specify in writing the exact wording of the proposed amendment.

The undersigned, being a member-at-large of the Association, hereby certifies that these Bylaws are the bylaws of the FLORIDA CHINESE TEACHER'S ASSOCIATION, INC, adopted by the resolution of the general membership on _____

DATED this 27th day of April, 2006.

Cheng-Mei Rothschild

AMENDED and approved by the members on:
_Saturday, October 16, 2010__