THE GREATER AUSTIN CHINESE CHAMBER OF COMMERCE

**BY-LAWS**

BY-LAWS INDEX

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**GREATER AUSTIN CHINESE CHAMBER OF COMMERCE**

**BY-LAWS**

**Article 1 — Preamble**

Section 1: Name

The organization shall be known as GREATER AUSTIN CHINESE CHAMBER OF COMMERCE (GACCC).

Section 2: Mission

GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall strive to

• Create business opportunities for members;

• Cooperate with government agencies in promoting community business and economic development;

• Promote US-China trade and cooperation and contribute to the economic development.

Section 3: Jurisdiction

GREATER AUSTIN CHINESE CHAMBER OF COMMERCE is incorporated under the laws of the State of TEXAS.

Section 4: Limitations

GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall observe all local, state, and federal laws and Section 501(c) (6) of the Internal Revenue Code.

Section 5: Non-partiality

All activities shall be non-partisan and non-political in nature.

**Article 2 — Membership**

Section 1: Eligibility

Any person at age of 21 years or older, any legal entity that adheres to the mission of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE may be eligible for membership.

Section 2: Types and Levels of Membership

• Basic Individual Member

• Board Member

• Honorary Board Member

• Corporation Member

Section 3: New Member Acceptance

Upon receiving the membership application form with membership fee, the board treasurer should send a welcome email to the new member as a confirmation of the acceptance. The accepted applicant shall become a member in good standing upon payment of dues.

Section 4: Dues

Membership dues shall be at such rate or rates, schedule, or formula as it may from time to time be set by the Board of Directors. All membership fees are due in full by January 1 each year.

Section 5: Resignation

Any board member may resign upon a notice in writing to the Board of Directors.

Section 6: Termination

A. Membership shall be automatically terminated for failure to pay dues after sixty (60) days from the due date. The Board of Directors may, at their discretion and for good cause, extend the deadline prior to automatic termination.

B. Membership may also be terminated for conduct unbecoming a member or prejudicial to the aims and reputation of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE. Termination under this clause requires a 2/3 vote of the Board of Directors and ten (10) days’ written notice for appeal.

Section 7: Representation

All corporate entities who are members in good standing are entitled to one (1) vote in all matters in which voting is called for. The vote shall be cast by an individual nominated by the corporate entity to exercise the rights of membership. This representation shall be designated and altered upon written notice to the Board of Directors.

Section 8: Member Obligations and Liability

Each member agrees to be bound by these bylaws and any properly-adopted amendments thereto, and by the lawful actions of the Board of Directors.

**Article 3 — Board of Directors** (BOD)

Section 1: Composition

The Board of Directors shall consist of maximum \_15\_ directors each of whom must be a GREATER AUSTIN CHINESE CHAMBER OF COMMERCE member in good standing.   The new directors will be elected by the affirmative vote of majority of current BOD members present in person at the annual meeting of the BOD and entitled to vote for the election of new director.

Section 2: Powers

The Board of Directors shall have the highest authority to conduct the affairs of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE, which shall at all times be consistent with the Chamber’s mission. This authority includes, but is not limited to, the following. The Board of Directors may:

1. Elect a Chairman of the Board and two Vice Chairman of the Board. One Secretary of the Board, and one Treasurer to manage business, direct daily operations, and execute the policies of the Board of Directors.
2. Enter into agreements and contracts, purchase, lease, and sell property, and make loans or grants.
3. Approve all program proposals and financial budgets.
4. Set personnel, fiscal, and program policies.

Section 3: Chairman of the Board

The Board of Director (BOD) should elect a Chairman of the Board and two Vice Chairman of the Board.  The term of Chairman and the two Vice Chairman of the Board shall be two (2) years, beginning on from the elected date.   In the event the Chairman of the Board is re-elected for the 2nd term, the Chairman of the Board shall enjoy free lifetime basic membership after the 2nd term.

Section 4: Vacancies

Unexcused absence from more than three (3) meetings in any 12-month period shall constitute resignation, and the position on the Board of Directors shall be declared vacant. The vacant position on the Board of Directors shall be filled within 12 months and voted by a 2/3 vote of the current Board of Directors.

Section 5: Removal

The Board of Directors may remove a Director for cause by a two-thirds (2/3) of BOD members present in person at the meeting with ten days of written notice for appeal.

Section 6: Conflict of Interest

Board members shall not be financially interested in any event or program made by the Board or in any event or program they make in their capacity as Board members.

A Board member shall not be considered to be financially interested in an event or program if the member has only a remote interest in the event or program and if the remote interest is disclosed during a Board meeting and noted in the official Board minutes.

Section 7: Indemnification

GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall indemnify and hold harmless each member of the Board of Directors from and against costs, charges, or expenses arising from the execution of their duties, except such costs, charges, or expenses caused by their own willful act of default.

Section 8: Limitation of Authority

No action of any member, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE until it has been approved or ratified by the Board of Directors.

**Article 4 — Officer**

Officer of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE are Chairman, Treasurer and Secretary.  The Secretary and Treasurer shall be members of the Board.

**Article 5 — Meetings**

Section 1: Annual Meeting

An annual meeting, in compliance with State law, shall be held at a time and in a place set by the Board of Directors. Notice of the meeting will be sent to each member at least ten (10) days before the meeting. The lesser of 5% or 20 members in good standing shall constitute a quorum.

Section 2: General Meetings

General meetings of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE may be called at any time by the Chairman or by the Greaterest of 10% of the membership or 15 members in good standing. Notice of the meeting shall be sent to each member at least five (5) days before the meeting. The lesser of 5% or 20 members in good standing shall constitute a quorum.

Section 3: Board of Directors’ Meetings

The Board of Directors (BOD) shall meet once every 2 months. Additional meetings may be called by the Chairman or a majority of members of the Board. Notice of the meeting shall be sent to each member at least two weeks before the meeting .  Emergency meetings may be held without notice provided that 2/3 of the Board agrees in writing to waive notice.  At all meetings of the board of directors the presence of a majority of the directors then in office will be necessary and sufficient to constitute a quorum for the transaction of business.  The affirmative vote of at least a majority of the directors present at any meeting at which there is a quorum will be the act of the board of directors, except as may be otherwise specifically provided by law, or these bylaws.  If a quorum is not present at any meeting of the board of directors, the directors present may adjourn the meeting without notice other than announcement at the meeting until a quorum is present.

All meetings of the Board of Directors shall be open to any general member except when discussions involve personnel issues or an issue involving the professional or ethical conduct of a member.

Section 4: Minutes and Agendas

Minutes of the previous meeting and a meeting agenda shall be prepared for all meetings. The Secretary shall prepare the minutes and agenda for the general and Board of Directors’ meetings, and the Chairman or designated representative shall prepare the minutes and agenda for sub-committee meetings.

**Article 6 — Finance**

Section 1: Funds

All monies paid to GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall be placed in the general operating fund unless otherwise specified by the Board of Directors. Any money unused from the current year’s budget will be placed in a reserve fund.

Section 2: Disbursements

Upon approval of the budget, the Chairman is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board of Directors. Disbursements shall be by check.

Non–line-item expenses of over $1,000 shall require the approval of the Board directors.

Section 3: Fiscal Year

The fiscal year of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall run from January 1 through December 31.

Section 4: Budget

At least five (5) weeks prior to the beginning of a new fiscal year, the Budget Sub-committee shall propose a budget for the coming year and submit it to the Board of Directors. The Board of Directors must approve a budget prior to the beginning of the fiscal year.

Section 5: Audits and Annual Report

The accounts of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE may be audited by a certified public accountant at such times as the Board of Directors may require. The results of any audit shall be made available to any general member.

The Treasurer shall prepare an annual report on the financial health of the Chamber as of the close of the fiscal year and make such a report available to the general membership.

**Article 7 — Event and Representation**

Any event organized by GREATER AUSTIN CHINESE CHAMBER OF COMMERCE should be approved by the board meeting.

Only the Chairman of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE and/or board director assigned by the Chairman/board can represent GREATER AUSTIN CHINESE CHAMBER OF COMMERCE to attend other meeting or event that not organized by GREATER AUSTIN CHINESE CHAMBER OF COMMERCE.

Only the Chairman GREATER AUSTIN CHINESE CHAMBER OF COMMERCE and board director(s) assigned by the Chairman can represent GREATER AUSTIN CHINESE CHAMBER OF COMMERCE to release news to media.

**Article 8 — Dissolution**

The dissolution of GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall follow applicable TEXAS law. Upon dissolution of the Chamber, no portion of its funds shall inure or be distributed to the members. In such an event, any remaining funds, following payment of or provision of payment of all debt and liabilities of the Chamber, shall be distributed to qualified non-profit organizations, as defined in the Internal Revenue Code, Section 501, and as approved by 2/3 of the Board of Directors.

**Article 9 — Parliamentary Authority**

The current edition of Robert’s Rules of Order, Revised, shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with law or these Bylaws.

The language of record for GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall be English and/or Chinese.

**Article 10 — Amendments**

These Bylaws may be amended by a 2/3 vote of the Board of Directors, or by a majority of the membership at any regular or special meeting, provided that the notice for such meeting includes the complete text of the proposed amendments. Any proposed amendments shall be submitted to the Board of Directors in writing at least thirty (30) days before the meeting at which they are to be approved.

**Article 11 — Principal Operation Headquarters**

The principal operation headquarters of the GREATER AUSTIN CHINESE CHAMBER OF COMMERCE shall be temporarily at 13284 Pond Spring Road, suite 405, Austin, TX 78729; Website is [www.gaccc.org](file:///C:\)

The above By-laws have been adopted and agreed by the board of directors with the necessary quorum on June 12 2010

Nine of the current Nine directors were present and they all agreed (they all signed the Minutes) to the above by-laws: