

# 全美中文學校聯合總會

## National Council of Associations of Chinese language Schools

### CONSTITUTION OF THE NATIONAL COUNCIL OF ASSOCIATIONS OF CHINESE LANGUAGE SCHOOLS

#### ARTICLE I: NAME

The official name of this organization shall be the National Council of Associations of Chinese Language Schools (hereafter referred to as the NCACLS).

#### ARTICLE II: PURPOSES

The purposes of the NCACLS are as follows:

- ◆ To promote and cultivate the Chinese language and culture in the domestic and international academic mainstreams.
- ◆ To serve as the primary contact for national and/or international institutions on Chinese language and culture related issues. However, it shall not preclude direct communications between a member organization and any institution for the issues local in nature.
- ◆ To provide a forum for the member organizations to share and exchange their experience and information in teaching of Chinese language and culture and administrative affairs of the Chinese language schools.

#### ARTICLE III: MEMBERSHIP

Section 1: The NCACLS shall have three types of membership: Regular Members, Associate Members, and Observer Members. Only a Regular Member has the voting power at the Board of Directors (hereafter referred to as the Board) meetings.

Section 2: Regular Member: Any regional association/council of Chinese schools, which has at least three member schools and has been chartered for at least two years and yet does not belong to any existing member organization of the NCACLS may apply. If an application is approved by at least half of the existing board members, the applicant shall become an observer once its membership due is paid. The observer is entitled to all rights and obligations set forth by the NCACLS board except for voting privilege.

The observer membership starts on the first day of the month the applicant is approved and accepted by the NCACLS board and last for one full year. Its voting privilege shall be granted on the first day of the month at its one year anniversary. At such time, the observer shall become a regular member of NCACLS.

The ten founding associations/councils have been rendered with Regular Membership as long as they pay their annual membership fees. These founding members are Association of Chinese Schools, Houston Chinese Schools Association, Association of Chinese Schools in Southeastern United States, Association of Northern California Chinese Schools, Colorado Association of Chinese Language Schools, Dallas Fort Worth Chinese School Association, Midwest Chinese Language School Association, Michigan Chinese Teachers Association, Northwestern Association of Chinese Language Schools, and Southern California Council of Chinese Schools.

Section 3: Associate Member: An educator, a scholar, an administrator or an organization in U.S.A. that is affiliated with Chinese language and culture field may apply. Associate Membership will be in effect once the application is approved by a simple majority of the Board and its membership fee is paid. An Associate Member may participate the Board of Directors meetings but does not have the voting power.

Section 4: Both Regular Members and Associate Members are obligated to pay an annual membership fee according to the fee schedule and the deadline schedule set forth by the Board in order to be in a good membership standing.

#### **ARTICLE IV**

The NCACLS shall not set policy for any member organization and shall impose any interference upon operations of any member organization. However, it may sponsor and/or coordinate the activities that facilitate teaching of Chinese language and culture but are more relevant and efficient to be done by the NCACLS than by its member organizations.

#### **ARTICLE V**

The NCACLS shall be a non-political and non-religious organization. It shall maintain its financial status as a non-profit, educational organization with funds derived from dues, contributions, and grants. The NCACLS shall grant membership to any qualified association/council of Chinese language schools without prejudice to race, religion or national origin.

#### **ARTICLE VI: THE BOARD OF DIRECTORS**

Section 1: The Board shall consist of (a) a representative from each Regular Member, (b) four officers (the President, the Vice President-Administration, the Vice President-Secretary, and the Vice President-Treasurer), and (c) two immediate past Presidents. Each Regular Member shall be represented by its incumbent President or designated representative.

Section 2: The President and the Vice President-Administration shall also serve as the Chairperson and the Vice-Chairperson of the Board, respectively. The Board shall meet at least once annually, that shall be called by the Chairperson. However, a special meeting may also be called by petition in writing from at least half of the Regular Members. The Chairperson shall call the special meeting within 10 days. If the petition involves dismissal of the Chairperson, the Vice President-Administration shall have the right to call the special meeting on behalf of the Board.

Section 3: The Board has the authority to amend the Constitution and the Bylaws, elect the officers, dismiss any Director, and set guidelines on membership dues and the general policy for the NCACLS.

Section 4: The QUORUM necessary for the Board to conduct business shall consist of at least one half of the total Board members. The voting right can be represented with proxy.

#### **ARTICLE VII**

The Board shall have the responsibility and authority to amend the Constitution and the Bylaws, and set guidelines on membership dues and general policy for the NCACLS.

#### **ARTICLES VIII**

Amendments to the Constitution shall be submitted in writing to the Chairperson of the Board at least sixty days prior to a Board meeting in order to be considered at that meeting. The proposed amendment shall then be read and voted upon at the meeting. An affirmative vote from two-thirds of the attending Directors shall be necessary for its adoption. Voting by proxy shall be permitted.

#### **ARTICLE IX**

Upon the dissolution of the NCACLS, the Board shall, after payment of all liabilities, dispose all the remaining assets of the NCACLS to one or more organizations exclusively for charitable or educational purposes as shall, at the time, be qualified for tax-exemption under the internal Revenue Service Code.

### **BYLAWS OF THE NATIONAL COUNCIL OF ASSOCIATIONS OF CHINESE LANGUAGE SCHOOLS**

#### **ARTICLE I: FUNCTIONS OF THE BOARD OF DIRECTORS**

Section 1: The Board shall receive, review and act upon new membership applications.

Section 2: The Board shall elect a Nomination Committee for handling the nomination of candidates for the officers and conducting the annual election of the new officers. The Nomination Committee shall consist of up to five Board members, including the incumbent President and the immediate past NCACLS

President. However, any member of the Nomination Committee shall not be a candidate. The election for Vice President-Treasurer shall be held separately from the other three officers. The maximum number of candidates, which may be nominated for the first three officers (President, Vice President-Administration and Vice President-Secretary) shall be eight while the maximum number of candidates for the Vice President-Treasurer is three. The election shall be completed by August 31 each year.

Section 3: The Board shall approve the annual budget and review the annual financial report in the annual Board meeting.

## **ARTICLE II: OFFICERS OF THE BOARD**

Section 1: The Board shall consist of four officers, the President, Vice President-Administration, Vice President-Secretary and Vice President-Treasurer.

Section 2: Four officers are elected by the Board annually to serve a one-year term, which starts on September 1. These officers are the President, the Vice President-Administration, the Vice President-Secretary, and the Vice President-Treasurer. The President shall not serve more than two consecutive terms and the incumbent President who fails to be re-elected remains on the board as "Immediate Past President".

Section 3: The President shall call and preside over the regular and special Board meeting and has the authority to represent the NCACLS for handling external interfaces.

Section 4: The Vice President-Administration shall assist the President in handling the NCACLS related operations and assume all the duties of the President in absence of or upon requested by the President.

Section 5: The Vice President-Secretary shall serve notices of meetings and appointments, keep the minutes and maintain the NCACLS correspondence. He/she shall preserve a permanent copy of the NCACLS' Constitution and Bylaws.

Section 6: The Vice President-Treasurer shall be the custodian of the funds of the NCACLS and prepare the annual financial report.

Section 7: A candidate for the officers must be a past President of a Regular member after the NCACLS was formed in April, 1994. No more than one candidate for the officers may be from the same member organization.

Section 8: The Board may appoint ad hoc committees to undertake specific projects beneficial to the member organizations. It shall also form an Educational Research and Developmental Committee to coordinate the development of Chinese language and culture teaching materials for member organizations.

### **ARTICLE III: ADVISORY BOARD**

Section 1: All living past Presidents shall be invited by the Board to serve as members of the Advisory Board.

Section 2: The Board may also invite outside educators and administrators as guest advisors. The list of guest advisors shall be reviewed and updated annually by the Board.

Section 3: The Advisory Board may provide consultation on or act upon any special tasks and/or issues identified by the Board.

### **Article IV: Committees and Workgroups**

#### Section 1: Definition

- a. The establishment of any committee is for long term goals that NCACLS wish to achieve. The committees' leadership and membership shall not change when new officers are elected each year so that committees can maintain their continuity and carry out long term projects.
- b. The formation of any workgroup is to achieve short term goals/tasks that president sees necessary.

#### Section 2: Governing Body

- a. In recognizing board is the ultimately highest authorization body of NCACLS, both committees and workgroups are under the board of NCACLS.
- b. Should committee failed to accomplish its goals or failed to comply with this constitution/by laws, either the committee members or NCACLS board shall dissolve the committee.

#### Section 3: Committees

##### a. Formation

- i. Group or individual submit proposal indicates why such committee is needed. The proposal shall include, but not limited to, mission, relations to NCACLS's goals, major tasks and responsibilities.

##### b. Organization

##### i. Chairperson

Chairperson shall be elected by the committee's members and his/her term ends when membership expired. Chairperson has the responsibility to submit committee's budget to NCACLS board for approval and subsequent financial report to VP-treasurer.

ii. Membership

A committee shall consist of at least 5 but no more than 9 members including the chairperson. The term of each member is set to three years. There is no term limitation. The election of member shall be governed by the committee's constitution/by laws.

iii. Constitution/By Laws

The committee may have its own constitution/by laws as the foundation and operation guide of the committee. The creation and any amendment of the constitution/by laws must be jointly approved by the committee members and NCACLS board.

c. Duties and Obligations

i. The committee shall perform its assigned functions and tasks according to the committee's constitution/by laws and work concededly with NCACLS board.

ii. The committee shall have its budget approved by the board at the beginning of the physical year and submit subsequent financial report to VP-treasurer at least once every quarter.

Section 4: Workgroups

a. Formation

i. Based on the inputs from board members, the president can form any workgroup under his discretion.

b. Organization

i. Leader

Leader of the workgroup shall be appointed by the president. There is no term limitation.

ii. Membership

Member of the workgroup shall be appointed either by the president or workgroup leader. There is no limit how many members per each workgroup.

c. Duties and Obligations

i. Workgroup is to assist president, officers, and board members to achieve short term goals; therefore, each workgroup leader shall perform his/her duties as instructed by the president.

ii. Workgroup leaders have the responsibilities to submit budget for board's approval and file financial report to VP-treasurer monthly.

**ARTICLE V: AMENDMENTS**

Amendments to the Bylaws may be proposed by a Board member at least 60 days prior to the annual Board meeting and approved by the Board in the following Board meeting by a simple majority vote. Voting by proxy shall be permitted.

First version was approved on April 20, 1996

Second revision was approved on August 9, 1997

Third revision was approved on August 15, 1999

Fourth revision was approved on May 28, 2000

Fifth revision was approved on November 18, 2000

Sixth revision was approved on January 28, 2005

Seventh revision was approved on April 2, 2010

Eighth revision was approved on August 13, 2011

Ninth revision was approved on August 30, 2014