

# **The Chinese-American Veterans Memorial Building Committee, NYC, Inc. (CAVMBC) By-Laws**

紐約華裔退伍軍人實業公司辦事細則

## **Article I - Purpose**

### 第一章 - 宗旨

Section 1. The objects for which The Chinese-American Veterans Memorial Building Committee, NYC, Inc. (CAVMBC) is formed are as follows:

- A. to purchase or erect and maintain a building as a memorial to perpetuate the memory of persons of Chinese Ancestry who served in the armed forces of the United States of America, in World War I, World War II, or any other war or conflict in which the United States has been engaged; and
- B. to provide permanent Headquarters for The American Legion, Department of New York, Lt. B. R. Kimlau Chinese Memorial Post 1291, Inc. (Kimlau Post 1291); and
- C. to act as a community center by providing services and support to the Chinese Communities in the New York Metropolitan area.

Section 2. The buildings purchased in 1961 and located at 191-193 Canal Street, New York, NY 10013 are the properties of the CAVMBC. Under no circumstances, shall these properties be sold or mortgage.

Section 3. The intent behind the purchase of this building is to provide a permanent Headquarters and operational funds for the Kimlau Post 1291. The premises and facilities of the CAVMBC can also be used for other community/non-profit activities based on request. No portion of the CAVMBC proceeds shall inure to the personal benefit of any individual, officer, director or member of the CAVMBC.

Section 4. These By-Laws shall prescribe the policies and procedures governing the operation of the CAVMBC.

## **Article II - Membership**

### 第二章 - 會員

Section 1. Applicants for membership with CAVMBC must submit an application with proof of minimum 5 years or more membership in good standing with the Kimlau Post 1291 (based on membership application date of the Kimlau Post 1291) and be approved by the CAVMBC Board of Directors. All members in good standing are non-equity shareholders of the CAVMBC.

Section 2. Persons with minimum of 5 years membership in good standing with the Kimlau Post 1291 (based on membership records of the Kimlau Post 1291) prior to the adoption of this By-Law shall be designated as full pledge members of CAVMBC.

Section 3. If necessary, member shall pay annual and or other dues in accordance with the prevailing rules as set forth by the CAVMBC Board of Directors.

Section 4. In order to retain current membership with CAVMBC, members must also be member in good standing with the Kimlau Post 1291.

## **Article III - Government**

### 第三章 - 管理

Section 1. The governance of this organization shall be entrusted to the CAVMBC Board of Directors (the Board) and those officers appointed by the Board. All administrative business shall be conducted under the supervision of the Board. Other necessary committees may be formed by the Board.

Section 2. Members of the CAVMBC Board are confirmed annually during the first general membership meeting based on the recommendation of the CAVMBC Board. Criteria/eligibility for CAVMBC Board Directorship shall be as set forth under Section 1, Article IV of the CAVMBC By-Laws.

Section 3. The officers of the CAVMBC shall be as set forth under Article III of the CAVMBC By-Laws.

#### **Article IV – CAVMBC Board of Directors and Officers**

##### **第四章 - 實業公司董事局及職員**

Section 1. CAVMBC is governed by a Board of Directors comprised of all CAVMBC members who are “active past commanders” of the Kimlau Post 1291. Past Kimlau Post 1291 commander’s participation at one or more meetings with either CAVMBC or the Kimlau Post 1291 during the previous legion year shall establish “active past commander” status for the current year. Honorary membership (voice without vote) of the CAVMBC Board can be awarded by the membership to outstanding individuals in the community or the Legion. Their selection is not restricted to the normal membership eligibility requirement, but is based on the recommendation of the CAVMBC Board on an annual basis. Past Chairpersons of CAVMBC with outstanding service can be awarded Distinguished Chairman Emeritus with the Board of Directors approval.

Section 2. The CAVMBC Board shall be constituted annually based on the above criteria. The new CAVMBC Board Directors and Honorary Members shall be presented to the first general membership meeting of the year for confirmation. In the event more than two-thirds of those voting reject any members of the CAVMBC Board (Regular or Honorary), that individual shall not be confirmed as a member for that year. Any “active past commanders” not confirmed as members of the CAVMBC Board shall be eligible for consideration again the following year.

Section 3. When required, the CAVMBC Board shall elect a chairperson at the first board meeting of the legion year. The chairperson shall serve no more than three consecutive two-year terms.

Section 4. The Chairperson shall appoint a Vice-Chairperson from among board members to assist in the operations of the CAVMBC Board. The Vice-Chairperson shall serve concurrently with the Chairperson who appointed him/her or at the pleasure of the Chairperson.

Section 5. The CAVMBC Board shall appoint the following officers to conduct normal CAVMBC business - Executive Director, Secretary, and Treasurer. Appointed officers shall serve a one year term or at the pleasure of the CAVMBC Board. CAVMBC member in good standing shall be eligible to serve as officers of CAVMBC.

Section 6. In the event that the office of Chairperson shall become vacant, the CAVMBC Board shall elect a new Chairperson to serve the remainder of the unexpired term. The new Chairperson may appoint a new Vice Chairperson in accordance with Section 4 of this Article.

Section 7. In the event that any officer position shall become vacant, the CAVMBC Board shall appoint a replacement to serve the remainder of the unexpired term.

Section 8. The CAVMBC Board is responsible for the overall directions and operations of the CAVMBC. In order to meet the purposes of the CAVMBC, the Board shall have the authority to:

- A. Review the budget plan and appropriate funds to support the operations of the Kimlau Post 1291 annually.
- B. Monitor, examine, and disburse appropriated funds to support the operations of the Kimlau Post 1291 on a timely basis.

- C. To hire employees for the maintenance and upkeep of the building.
- D. Direct any other activities for the betterment of the community.
- E. To recommend some levels of compensation/stipend for Board members and officers, if necessary, to the membership for approval.

## **Article V - Duties of CAVMBC Board Directors and Officers**

### 第五章 - 職員權責

#### Section 1. Chairperson

- A. The Chairperson shall be the Chief Executive Officer of the CAVMBC and shall preside over all meetings of the CAVMBC and have general supervision over its affairs.
- B. The Chairperson shall submit the annual report of the CAVMBC at the annual CAVMBC membership meeting.
- C. The Chairperson shall perform other duties as directed by the CAVMBC Board.

#### Section 2. Vice Chairperson

As directed by the Chairperson, the Vice-Chairperson shall assist in the performance of the Chairperson's duties and any required CAVMBC Board activities.

#### Section 3. Executive Director

- A. The Executive Director represents the CAVMBC Board in the daily operations of the organization, especially in regards to the maintenance of the building and meeting all governmental regulatory requirements and filings.
- B. Working with the Secretary and Treasurer as a team, the Executive Director shall negotiate all building leases for the CAVMBC Board approval.
- C. The Executive Director shall coordinate and monitor the Kimlau Post 1291 annual budget request and present such to the CAVMBC Board at the beginning of each legion year for approval.
- D. With the assistance of the Secretary, the Executive Director shall prepare the annual budget of CAVMBC for the CAVMBC Approval.

#### Section 4. Secretary

- A. The Secretary shall maintain all CAVMBC records and documents, including the minutes of meetings.
- B. The Secretary shall maintain the CAVMBC checking account. Signature authorities are the Chairperson, Vice Chairperson, Executive Director, Secretary, and Treasurer. Three out of five authorized signatories are required for any CAVMBC disbursement.
- C. The Secretary shall assist the Executive Director in all lease negotiations.
- D. The Secretary shall be responsible for all CAVMBC correspondence.
- E. The Secretary with the assistance of the Treasurer shall manage the administration and disbursing of the Kimlau Post 1291 operating fund and the "CAVMBC Scholarship Fund".

- F. The Secretary shall assist the Executive Director to develop the annual budget.
- G. The Secretary shall work closely with the Executive Director and the Treasurer to ensure all regulatory requirements are met.

Section 5. Treasurer

- A. The Treasurer shall be responsible for all finances including the deposit of funds into CAVMBC bank accounts.
- B. The Treasurer shall prepare annual financial reports and/or other financial reports as required by the CAVMBC Board.
- C. The Treasurer shall monitor the approved Kimlau Post 1291 budget and its monthly balance report to ensure sufficient funds are available and transfer funds to the Kimlau Post 1291 when directed by the Secretary.
- D. The Treasurer shall assist the Executive Director in all lease negotiations.
- E. The Treasurer shall maintain all financial records and to provide same to the CAVMBC accountant as required by law.
- F. The Treasurer shall work closely with the Executive Director and the Secretary to ensure all regulatory requirements are met.

**Article VI – Finance Committee**

第六章 – 財政委員會

Section 1. The CAVMBC Board shall be responsible for the overall supervision of CAVMBC financial management.

Section 2. There shall be three Finance Committee members designated by the CAVMBC Board to serve a two-year term. The CAVMBC Board as required shall replace vacant position(s) to serve the remainder of the unexpired term. CAVMBC Board Directors and officers of the CAVMBC are eligible to serve as Finance Committee members.

Section 3. The transfer or withdrawal of any CAVMBC funds deposited in CAVMBC accounts, other than the regular checking account shall require three signatures of the Finance.

**Article VII– CAVMBC Scholarship Fund**

第七章 – 華裔退伍軍人會獎學金

Section 1. The CAVMBC Scholarship Fund was created to support and encourage the pursuit of higher education of our youth. This fund is managed by the CAVMBC officers with supervision from the CAVMBC Board. The selection criteria, administration and management of the actual program is rested with the “Scholarship Committee” of the Kimlau Post 1291.

Section 2. The Kimlau Post 1291 “Scholarship Committee” shall submit to the CAVMBC Board each year a list of their selected winners and fund requirement. Upon approval, the CAVMBC Board shall direct the Secretary and Treasurer to disburse necessary funds.

**Article VIII - Resolutions**

第八章 – 議案

Section 1. Each year designation of the new Board of Directors will be presented to the annual membership meeting for confirmation. Board Directors and Honorary Board Directors shall become effective immediately upon a vote, unless two-thirds or more of those voting reject any of the members designated.

Section 2. Resolutions approved by the Board of Directors shall be executed by the respective CAVMBC officers/members.

Section 3. A newly adopted resolution supersedes any prior resolution pertaining to the same subject matter.

## **Article IX - Meetings**

### 第九章 - 會議

Section 1. The CAVMBC Board shall meet annually at the beginning of a legion year and at any other time as directed by the Chairperson. The Chairperson shall be required to call a meeting upon written request of five or more members of the Board. Simple majority of the Board members shall constitute a quorum of the CAVMBC Board.

Section 2. General membership meetings shall be held annually at the beginning of the legion year. A quorum for a CAVMBC membership meeting must be equal or greater than 5% of the CAVMBC membership.

Section 3. The Chairperson must call a special general membership meeting at any time upon the request of five or more members of the Board of Directors or when requested in writing by no fewer than thirty members.

## **Article X - Notices**

### 第十章 - 通告

Section 1. Every member must provide his/her current phone number, mailing address and/or email address to the CAVMBC Secretary.

Section 2. The Secretary shall send annual and/or special meeting notices to every member at least two weeks prior to the events.

## **Article XI - Rules of Order**

### 第十一章 - 開會規則

Section 1. Unless otherwise provided for herein, all meetings conducted within the CAVMBC shall be governed according to the provisions of Robert's Rules of Order.

Section 2. Promoting culture diversity and preserving our ancient heredity is two of the principal goals of the CAVMBC. CAVMBC meetings and communications (verbal or written) are normally provided in a bilingual environment. However, in the event of any dispute, the English language shall prevail as the official language for interpretation.

## **Article XII - Amendments**

### 第十二章 - 修正

Section 1. The By-Laws contained herein may be amended at any CAVMBC membership meeting by a vote of two-thirds of those members in attendance, provided that a quorum is present. A proposed amendment must be submitted in writing and read at a membership meeting at which it is under consideration. The written proposed amendment must be mailed to all members no less than ten days prior to the membership meeting at which it is to be voted upon.