

**CAST-USA GNY Bylaws**  
2016 Revision

**Article I – NAME**

Section 1. Name: The name of this organization is THE CHINESE ASSOCIATION FOR SCIENCE AND TECHNOLOGY, USA, GREATER NEW YORK CHAPTER, and hereinafter referred to as CAST-USA GNY. It is the headquarter and the founding chapter of THE CHINESE ASSOCIATION FOR SCIENCE AND TECHNOLOGY, USA, registered in New York State in 1992, and hereinafter referred to as CAST-USA.

Section 2. CAST-USA GNY shall carry out its functions in accordance with the Laws of the United States governing non-profit organization, and follows the bylaws of CAST-USA GNY.

Section 3. The purpose of this revision is to set forth the rights, responsibilities, and regulations that apply to CAST-USA GNY only.

**Article II – MEMBERSHIP**

Section 1. Qualification of Membership: The membership of CAST-USA GNY shall consist of persons engaged in the broad areas of science, technology, engineering, finance, agriculture, medicine, management, law, accounting, etc.

Section 2. Classes of Membership: The membership shall consist of four classes, i.e., Life, Regular, Student and Corporate Members.

Section 3. Life Member: Life Members shall be persons who are recognized in their field of expertise.

Section 4. Regular Member: Regular Members shall be persons actively involved in the above-mentioned areas.

Section 5. Student Member: Student Members shall be persons who are enrolled in an educational institution and interested in the above-mentioned areas.

Section 6. Corporate Members: Educational Institutions, Industrial Organizations or scientific bodies related to the above-mentioned areas may be admitted as Corporate Members.

Section 7. Admission to Membership: Admission to the above membership shall be approved with the payment of respective membership category.

Section 8. Right of Member: Regular and Life Members shall be entitled to all rights and privileges of CAST-USA GNY. Student and Corporate Members shall not have voting rights.

Section 9. Obligations pertaining to membership shall be bound by the U.S. Constitution, the bylaws of CAST-USA, and the bylaws and/or amendment of CAST-USA GNY. All members (1) shall be bound by the Constitution of USA and the provisions of this Constitution and shall abide by the decisions of resolutions adopted by CAST-USA, and/or CAST-USA GNY, and (2) member shall be responsible for membership fee.

Section 10. Resignation: Notice of resignation from membership shall be reported to the Vice President for Membership - whereupon, if all dues and other indebtedness to CAST-USA GNY have been paid, the resignation shall be accepted and the person's name removed from the roll.

Section 11. Expulsion: Expulsion of a member shall be considered by the Board of Directors at the written request of ten members. The member shall be advised of the charges made and be given the opportunity to be heard before the Board of Directors at a special hearing to be scheduled and attended by the Board of Directors. The member may be expelled from the membership by unanimous vote of the Board of Directors present at the hearing (provided a quorum exists) whether the member is present at the hearing or not.

### Article III – MANAGEMENT STRUCTURE

Section 1. The management team of CAST-USA GNY shall be composed of Board of Directors, and Executive Committee in accordance with the Constitution and the general provision of the laws under which CAST-USA is incorporated.

Section 2. The Board of Directors (BOD) serves as the central governing body to deal with the major affairs of CAST-USA GNY; the Executive Committee (EC), chaired by the CAST-USA GNY President, is the administrative team managing daily operations of CAST-USA GNY.

### Article IV – BOARD OF DIRECTORS STRUCTURE

Section 1. Authority: The control of the affairs of CAST-USA GNY shall be vested in a Board of Directors in accordance with the Constitution and the general provision of the laws under which CAST-USA is incorporated. The Board of Directors shall be responsible to elect Presidents of CAST-USA GNY and propose the revision and/or amendment to CAST-USA GNY Bylaws, and deal with other major affairs as set forth in the following sections.

Section 2. Composition: The Board of Directors shall be made up of twelve Directors including the immediate past President, current President and President-elect. Each of the directors serves a four -year term. The Board of Directors shall be chaired by the immediate past president of CAST-USA GNY to serve as the Chairperson of Board of Directors.

Section 3. Qualification: A Director of the Board must be a life member of CAST-USA GNY. His/her inactive membership status deprives automatically him/her of the privileges as a Director.

Section 4. Terms: Each director serves a four-year term and can be re-elected to start a new term after his/her four-year term expired.

Section 5. Each year the Chairperson of Board of Directors shall initiate an election of three Directors whose term will be soon expired at the end of fiscal year. The life members of CAST-USA GNY with at least one-year Executive Committee service with sound contribution and professional qualification are qualified to be nominated as candidates. The Directors whose term will be expired but want to serve the new term can also be candidates. Three Directors with new terms shall be elected each year by the majority vote of Board of Directors to replace those whose terms expire.

Section 6. The Board of Directors shall convene by the end of a fiscal year to elect the President of CAST-USA GNY to serve as President-Elect in the following year, and then serve as the

President for the one-year term in the second year after he/she is elected.

Section 8. Any Director who is not able to fulfill his/her normal duties, shall write to the Chairperson of Board of Directors for no more than one year of leave of absence or turn in his/her resignation; otherwise the Directorship can be terminated by a majority vote of the Board of Directors.

Section 9. In case that a Directorship is vacant before the term is expired, the Chairperson of Board of Directors shall nominate a candidate for Board to approve to become the new Director and serve the remaining period of the term in reference with the required qualifications for directorship.

Section 10. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

#### Article V – EXECUTIVE COMMITTEE STRUCTURE

Section 1. Authority: The management of the daily operations of CAST-USA GNY shall be vested in an Executive Committee (EC) in accordance with bylaws and amendments of CAST-USA GNY.

Section 2. Composition: The Executive Committee shall be chaired by the current President and shall be made up of the following officers of the CAST-USA GNY: the current President, President-Elect, Vice Presidents (VPs), Treasurer, Secretary and other officers.

Section 3. Officers other than the president and the president-elect shall be nominated by the President. All VPs, Treasurer and Secretary should be approved by the Board of Directors by majority votes at the beginning of a new fiscal year.

Section 4. The Executive Committee may have student officers as Executive Committee members who can be nominated by the President based on their academic background, leadership, and the willingness to serve this organization.

Section 5. Qualification and Term: The members of the Executive Committee serve for the fiscal year term with active CAST-USA membership verified by the President. Each member of the Executive Committee other than the current President and President-Elect, regardless of the length of service, can be re-nominated and re-elected.

Section 6. Resignation: Any officer who is not able to fulfill his/her normal duties, shall render his/her resignation to the President.

Section 5: Termination: Any VP can be terminated by the recommendation of the President with approval by a majority vote of the Board of Directors. Any other officer can be terminated by the President.

#### Article VI– ADVISORY BOARD

Section 1. Functions: The Advisory Board (AB) is an advisory body that provides guidance and help CAST-USA GNY in all of its convention, seminars, activities, and meetings, while retaining its resources and improving its professional profile.

Section 2. Composition: The Advisory Board shall be composed of past leaders of CAST-USA GNY who have made significant contributions and are willing to serve as advisors, as well as professional experts, business leaders and donors, who could contribute significantly to the success of CAST-USA GNY. Advisory Board members shall be nominated by the President of CAST-USA-GNY and approved by the Board of Directors with majority vote.

Section 3. Term: Each Advisory Board member shall have a term of four years and renewable upon the nomination by the President and approval of the Board of Directors by majority vote.

Section 4. The Advisory Board member is highly recommended to be a life member or become an active member of CAST-USA.

#### Article VII – ACADEMIC COUNCIL

Section 1. Functions: The Academic Council (AC) is an honorary academic advisory body that helps CAST-USA GNY in all of its convention, conferences, seminars, and publications, while retaining its academic resources and improving its academic profile.

Section 2. Composition: The Academic Council shall be composed of nationally and internationally recognized scientists, researchers and area experts. The Academic Council Members shall be nominated by the President of CAST-USA-GNY and approved by the Board of Directors with majority votes.

Section 3. Term: Each Academic Council member shall have a term of four years and renewable upon the nomination by the President and approval of the Board of Directors by majority vote.

#### Article VIII - BOARD OF DIRECTORS OPERATIONS

Section 1. Authority: Subject to the provisions of law or any limitations in the Articles of Organization or these bylaws as to action required to be approved by the members or by a majority of all members, the activities and affairs of the organization shall be conducted and all organization powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the organization to any person or persons or committee, however composed, provided that the activities and affairs of the organization shall be managed and all organization powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors: The authorized number of directors of CAST-USA GNY shall be twelve (12)

Section 3. Qualification, Nomination, and Election of Directors:

Qualifications:

Only life members with at least one-year Executive Committee service with sound contribution and professional qualification are qualified to be nominated as candidates for Board of Directors; Only current Directors with at least one-year board service with sound contributions, leadership, and professional qualification are qualified to be nominated as candidates for President of CAST-USA GNY.

Term: Three (3) of the twelve (12) directors shall be elected annually by the members of current Board of Directors of CAST-USA GNY and shall hold office for four (4) years until they are reelected for a new four-year term or their successors are elected and have qualified.

Section 4. Resignations: Any director of the Board may resign effective upon given written notice to the Chairperson of Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected by majority vote of Board of Directors to take office on the date the resignation becomes effective. Notwithstanding the foregoing, no director may resign if such resignation would leave CAST-USA GNY without a duly elected director or directors in charge of its affairs. A director shall also be deemed to have resigned upon willful failure to attend two (2) consecutive regular meetings of the Board of Directors without written permission for excuses from the Chairperson in any one year during the term of directorship. A director shall also be deemed to have resigned upon willful failure to accomplish any CAST-USA GNY task in a year, as designated by the Chairperson or proposed by him/her upon the approval of the Executive Committee during its annual performance review.

If the Chairperson of the Board of Directors makes a request of resignation, the Board of Directors should immediately appoint the most senior member of the BOD as an interim Chairperson to be in charge of the election of new Chairperson. The election of new Chairperson shall be conducted within one month by a majority vote of the Board of Directors. In case the resignation result in less than 12 members of the Board of Directors, the new Chairperson shall organize election of new directors to form a 12-member team of Board of Directors.

Section 5. Meetings: No later than December 31 of each fiscal year at such place determined by the Chairperson of Board of Directors with written notice two (2) weeks in advance to all Directors, the Board of Directors shall hold a regular meeting for the purpose of organization, election of and transaction of other business.

Section 6. Participation by Telecommunication Equipment: Directors may participate in a Board of Directors meeting through use of conference telephone or similar telecommunication equipment, so long as all directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 7. Proxy: A written notice with a signature is deemed a valid proxy. A proxy with the signature transmitted through a telecommunication device, such as a facsimile machine, shall be acceptable provided that the original is submitted within two weeks.

Section 8. Special Meetings: Special meetings of the Board of Directors for any purpose may be called by the chairperson of the Board of Directors, President of CAST-USA GNY or any two (2) Directors.

Section 9. Notice of Meetings: Notice of the date, time and place of all meetings of the Board of Directors, other than annual meetings held pursuant to Section 5 of these bylaws, shall be delivered personally, orally or in writing, or by email, telephone, or facsimile to each director, at least forty-eight (48) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, at least fourteen (14) days before the meeting. Notices of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meetings without protesting prior thereto or at its commencement such director's lack of notice. All such waivers, consents and approvals shall be filed with the organization records of made a part of the minutes of the meeting.

Section 10. Place of Meetings: Meetings of the Board of Directors may be held at a place determined by the Chairperson of Board of Directors with inputs from other members of the

## Board of Directors.

Section 11. Action by Written Consent without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effects as a unanimous vote of such directors.

Section 12. Quorum and Transaction of Business: A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a vote duly held at which a quorum is present shall be the act of the Board of Directors, unless the law, the Articles of Organization or these bylaws specifically require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of director, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting.

Section 13. Adjournment: Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Organization: the Chairperson of Board of Directors shall preside at every meeting of the Board of Directors. In the absence of the Chairperson of Board of Directors, a director chosen by a majority of the directors shall act as chairman. The Secretary of CAST-USA GNY or, in the absence of the secretary, any person appointed by the chairman shall act as secretary of the meeting.

Section 15. Financial Responsibilities: The Board of Directors shall have the authority to audit the books of the institution. The Board of Directors shall make sure that the treasurer has filed CAST-USA GNY's tax return promptly and correctly. The Board of Directors shall decide the amount of dues to be collected annually from the membership and the corporate members.

Section 16. Removal: The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty.

Section 17. Special Meeting and Task Forces: The Board of Directors shall have the authorities to appoint Committees for Special Meeting and task forces such as outside technical seminars, representative to outside meetings, and joint meetings with outside organizations, etc.

Section 18. Removal of Advisory Board (AB) members and/or Academic Council (AC) members: The Board of Directors shall have the authority to evaluate the performance of Advisory Board, Academic Council and their members. In case of misconduct of the AB/AC Member and with two-thirds (2/3) of the Director votes, the Board of Directors shall notify the general membership and remove such AB/AC Members from the duty.

Section 19. Removal of Officers in the Executive Committee: In case of misconduct of an officer and with majority votes, the Board of Directors shall remove such officers from the office and

notify the general Membership.

Section 20. Removal of Director: In case of misconduct of a director and with majority votes, the Board of Directors shall remove such director from the BoD and notify the general Membership.

#### Article IX- EXECUTIVE COMMITTEE OPERATIONS

Section 1. Authority: The Executive Committee shall consist of the following officers: a President, a President-Elect, several Vice-Presidents, a Treasurer, and a Secretary. The CAST-USA GNY President shall be the Chairperson of the Executive Committee. The duties of the Executive Committee shall be to organize and coordinate institutional activities to accomplish the mission of CAST-USA GNY. The Executive Committee may organize special working committees as needed to accomplish a specific task. The Executive Committee shall hold monthly meetings in which progress and status of relevant business shall be discussed. The new Executive Committee shall convene in January of each year.

Section 2. Terms of Officer: All officers shall serve for the fiscal year term and can be re-appointed for another year. The vice-Presidents, Treasurer and Secretary may be re-nominated by President to the same office, and approved by the Board of Directors by majority votes

Section 3. Duties of the President: (1) Be the chairperson of the Execution Committee, (2) Conduct meetings of the Executive Committee, (3) Oversee that the responsibilities of the Working Committees are discharged with the assigned target dates, (4) sign all agreements and contracts made by CAST-USA GNY, with approval of the Board of Directors, (5) Responsible to maintain the financial stability of CAST-USA GNY, and (6) Co-Approve and co-sign with the Chairperson of Board of Directors institutional payments exceeding five hundred dollars (\$500).

Section 4. Duties of the President-Elect: (1) Assist the President in daily operation and in organizing CAST-USA GNY convention and other events, (2) Discharge the duties of the President if the President is not able to perform his/her duties declared either by the President or by the Board of Directors.

Section 5. Duties of the Vice Presidents: 1) Assist the President to take care of the functions such as Membership, Fundraising, Publication, Publicity, Entrepreneurial Activities, Technical Activities, Conference and Meeting, etc. 2) Perform other tasks assigned by President.

Section 6. Duties of the Treasurer: (1) keep account of income and expenditures, (2) Submit monthly report to the Executive Committee about the financial status, (3) Submit an annual summary report at the end for the year, (4) To coordinate with the VP for Membership in collecting dues, (5) Prepare and file the annual tax returns for CAST-USA GNY, (6) Open an account with the approval from the Board of Directors; The President and the Treasurer are authorized to sign checks; (7) An approval is needed for any payment signed by the Treasurer. (8) For payments more than five hundred dollars (\$500), the approvals by both the President and the BOD Chairperson are required. In case of necessity, the approvals may be in a memorandum transmitted by email or by mail/facsimile.

Section 7. Duties of the Secretary: (1) Sent notice of meetings, (2) Keep minutes of meetings, (3) keep files for CAST-USA GNY, (4) Handle routine correspondence, (5) Submit to the Executive Committee for discussion any special situation arising from incoming correspondence, (6) Safe-keep CAST-USA GNY seal, (8) Write a summary report at the end of the year.

Section 8. Working Committee: The President of CAST-USA GNY has the authority to organize working committees to take care of special issues/events. The President may appoint committee members, determine the term and duration, and monitor the progress of the working committee.

Section 9. Budget Control Guideline:

- Annual Budget Report- The annual budget report shall be prepared by the President within three months since he/she has taken the office.

- Executive Fund - The amount of executive fund allocated to the President shall be no more than 10% of the total annual budget. All expenses must be confirmed with vouchers or receipts.

#### Article X – MEETINGS

Section 1. Annual Convention: (1) The annual convention shall be held at such time and place as may be determined by President and approved by the Board of Directors. Notice shall be given to each active member in good standing. (2) The Chairperson of the annual convention shall be appointed by the President, and he/she is empowered to form ad hoc working committees to carry out the activities related to the convention. (3) The annual convention should be held every year.

Section 2. Business Meeting: The Executive Committee shall hold regular meetings for transaction of such business as may be required.

Section 3. Board of Directors shall meet at least once in a fiscal year, but can be called for a Special Meeting by the Chairperson of Board of Directors provided that the meeting notice is sent to the Board of Directors at least fourteen days in advance.

Section 4. Other Meeting Activities, Special Meetings, technical sessions, seminars including seminars with other organizations, or social events may be held at such times and places as the Special Task Committee shall elect. Notice of all meetings shall be sent to members concerned fourteen days in advance by the committee.

Section 5. Joint activities, meetings or seminars, with other organizations including other CAST-USA Chapters may be held, subject to prior approval by the Board of Directors.

#### Article XI- DUES AND RIGHTS OF MEMBER

Section 1. The dues for the various classifications of membership are to be determined by the Board of Directors annually.

Section 2. The fiscal year starts from January 1 to December 31 of the year.

Section 3. Only Active Regular and Life Members shall be entitled to all rights and privileges of CAST-USA-GNY.

#### Article XII – AMENDMENTS AND REVISION

Any revision and amendments of the CAST-USA-GNY bylaws must be approved by super majority vote of 2/3 members of the Board of Directors.