

Bylaws of Chinese-American Chemistry & Chemical Biology Professors Association (CAPA)

10/25/2014

BYLAW I – NAME

This organization shall be known as the Chinese-American Chemistry & Chemical Biology Professors Association (CAPA), hereinafter referred to as “the Association”.

BYLAW II – OBJECT

This not-for-profit Association was formed by Chinese-American Professors in Chemistry, Biological Chemistry, and Chemical Biology in the USA. Based on their research interests, six groups, including Biochemistry, Organic Chemistry, Medicinal & Pharmaceutical Chemistry, Inorganic & Material Chemistry, Analytical Chemistry, and Physical & Surface Chemistry, are formed. The objectives of the Association are (1) to stimulate the professional interest, and (2) to facilitate the communication and collaboration among its members. In addition, this association provides a forum to stimulate and facilitate professional interests, communication, and collaboration among Chinese-American teachers and professors, provides opportunities to educate the public about the value of chemistry, chemical sciences, biotechnology, life sciences, and basic research leading to further chemical, biochemical, biomedical and pharmaceutical products, makes contributions to public health education, promotes the exchange of scientific ideas and non-profit research cooperation between U.S. and China, and fosters educators' professional growth and career development.

The Association benefits its members in networking, friendship, and knowledge in different research fields related to chemistry and chemical biology.

BYLAW III – TERRITORY AND HEADQUARTERS

The territory of the Association shall include all 50 states and Washington, DC in the USA. The current headquarter of the Association is in Atlanta, Georgia.

BYLAW IV – MEMBERS AND AFFILIATES

Association 1. The rolls of the Association shall include MEMBERS and ASSOCIATE MEMBERS residing within the territory of the Association.

Association 2. The Association may have Local Association Affiliates.

Association 3. MEMBERS, ASSOCIATE MEMBERS, and Association Affiliates shall have such rights and privileges as are accorded them by the Bylaws of the ASSOCIATION. ASSOCIATE MEMBERS may not hold elective positions or serve as Temporary Substitute Councilors. Association Affiliates may not vote for or hold an elective position, vote on articles of incorporation and bylaws, or serve as a member of the Executive Committee.

BYLAW V – ORGANIZATION

Association 1. The officers of the Association shall be President, President-Elect, Immediate Past-President, Vice President, Secretary, and Treasurer.

Association 2. The Executive Committee shall consist of the officers of the Association, the Editor of the Association newsletter, and the Web Master for the Association Website.

Propose to change to “Association 2. The Executive Committee shall consist of the officers of the Association, the Editor of the Association newsletter, and the Web Master for the Association Website. Any of the CAPA Co-Founders and the past Presidents may be in Executive Committee if he/she expresses his/her willing to do so.”

Association 3. All officers and other persons elected by the members shall be chosen from the MEMBERS.

BYLAW VI – MANNER OF ELECTION AND TERMS OF OFFICE

Association 1. The President, President-Elect, and Immediate Past-President of the Association shall serve for terms of two year each, beginning on January 1, or until their successors qualify. Upon completion of the President’s term of office, the President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past-President. The Secretary and Treasurer of the Association shall serve for staggered terms of three years each, beginning on January 1, or until their successors qualify. The initial term for Secretary shall be for two years. In subsequent elections, the year of election of the Secretary shall precede the year of election of the Treasurer by one year. The officers can be re-elected for these positions.

Association 2. In the event of a vacancy in the office of President, the President-Elect shall assume the added duties of the President for the unexpired term. In the event the office of President-Elect is filled by such interim appointment, the Association shall elect both a President and a President-Elect at its annual election. All other vacancies shall be filled by the Executive Committee by interim appointment for the period up to the next defined term of office. Nominations for any vacancy shall be in accordance with the Bylaws pertaining to nominations for the office concerned.

Association 3. Executive committee will appoint three members as the Nomination and Election Committee (with a two-year term) from the Association who are not running for election or re-election in this cycle.

Association 4. Three members can nominate a candidate for any office. The names of the nominees will be presented to the members by the end of the September each year. If there are more than three nominees for each position, the top three with the largest number of member endorsements will be the formal candidates on the ballots. Self-nomination is allowed and the votes will be kept for 6 months for checking and examination.

Association 5. Board members are volunteers from MEMBERS.

BYLAW VII – DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Association 1. The duties of the officers shall be related with the objectives of the association, including promoting the association, organizing meetings and activities nationally and internationally, and recruiting qualified members.

Association 2. The President of the Association shall serve as Chair of the Executive Committee and, except as provided elsewhere in these bylaws, shall appoint all committees and committee chairs authorized in these bylaws or by the Executive Committee. The President shall also appoint members to special short-term task forces established by the Executive Committee. All such appointments shall be approved by a simple majority vote of the Executive Committee before becoming official.

Association 3. The Executive Committee shall be the governing body of the Association and, as such, shall have full power to conduct, manage, and direct the business and affairs of the Association in accordance with the Constitution and Bylaws of the ASSOCIATION and these bylaws.

Association 4. The Association Board of Directors shall be the consultation body of the Association for conducting, managing, and directing the business and affairs of the Association in accordance with the Constitution and Bylaws of the ASSOCIATION and these bylaws.

Association 5. The President-Elect of the Association shall appoint a committee of no fewer than three members of the Association whose duty shall be to examine the financial transactions of the Association for the fiscal year immediately preceding the date at which the President-Elect shall assume the office of President. The report of this committee shall be presented to the membership for approval at the first regular meeting following the end of the fiscal period. These activities may be conducted through e-mails.

Association 6. The Secretary shall keep a record of the proceedings of the Association and of the Executive Committee, and maintain a list of members, National Affiliates, and Local Association Affiliates of the Association. The Secretary shall serve as Chair of the Operations Manual Committee and oversee the production and biannual update of the Association's Operations Manual. The Secretary shall carry out the duties of that position as outlined in the Constitution and Bylaws of the ASSOCIATION and elsewhere in these bylaws.

Association 7. The Treasurer shall have charge of the funds of the Association, keep an accurate record of all receipts and disbursements, receive member dues (3-year-member fee: \$100; life-time member fee: \$500), and pay all reasonable and customary expenses based on an approved Association budget or upon approval by the Executive Committee. The Treasurer shall serve as Chair of the Finance Committee, render an account of all transactions and of the financial condition of the Association to the Executive Committee at times set by the Committee, and shall submit such reports as required by the Constitution and Bylaws of the ASSOCIATION.

Association 8. The Editor of the Association newsletter is responsible for and in charge of the newsletter preparation.

Association 9. The Web Master for the Association Website is responsible for and in charge of the Association Website maintenance.

BYLAW VIII – RECALL OF ELECTED OFFICIALS

Association 1. The elected officials of the Association (officers or elected Executive Committee members) are subject to recall for neglect of duties or conduct injurious to the ASSOCIATION.

Association 2. The recall of an official shall be initiated when a signed petition indicating in writing (electronic and/or hardcopy) the specific charges and reasonable substantiating evidence, is submitted to the President from at least ten percent (10%) of the voting members of the Association. In the event the President is the official in question, the President-Elect shall receive the petition and shall assume the duties of the office of President with respect to this issue until the issue is resolved.

Association 3. The President shall without delay determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The President shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the President shall present the issue to the Executive Committee as a new business item within 1 month of receiving such a formal complaint.

- (a) The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The President shall promptly inform the petitioners and the official of the decision of the Executive Committee.
- (b) If the proceedings continue, the President shall assign the duties of the official to another qualified member of the Association until the issue is resolved.
- (c) If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive committee. Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official ASSOCIATION membership rolls. Upon notification, the official shall have thirty (30) days to make a written response to the allegations. The Executive Committee shall decide whether to proceed after studying the official's response. The President shall inform the official and the petitioners of the decision of the Executive Committee. If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds (2/3) vote of the remaining members of the Executive Committee.
- (d) If proceedings continue, the official shall choose one of the following options.
 - (1) The official may resign.
 - (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Association bylaws. The voting membership shall be informed, through brief written statements prepared by the Executive Committee and official, of the issues involved with the recall vote. Both statements shall be given to the voting membership before the vote is taken.
 - (3) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. A two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (4) The official may choose not to respond and thus forfeit the position.

Association 1. Standing committees may include, but not limited to, Awards, Bylaws, Career Planning, Public and Government Relations, Long Range Planning, Membership and Member Activities, Nominations, Program and Arrangements, and Finance. The officers of the Association shall review the list and membership of standing committees in September of each year. Recommended changes in committee structure and composition shall be placed on the agenda for the October Executive Committee meeting.

Association 2. The Nominations Committee shall be chaired by the Immediate Past-President, the Program and Arrangements Committee by the President-Elect, the Operations Manual Committee by the Secretary, and the Finance Committee by the Treasurer.

Association 3. Other committees may be formed at any time by the Executive Committee, with members appointed by the President of the Association, but standing committee status must await review in the following September and approval in October by the Executive Committee. Chairs of newly-formed committees shall not become members of the Executive Committee until the next annual review in September and approval in October. Task Forces with specific charges and time limits may also be appointed as deemed desirable by the President of the Association. Chairs of Task Forces do not become members of the Executive Committee.

BYLAW X – MEETINGS

Association 1. The Association shall have regular meetings of the Association, designated as the National Meeting of the Association. The interval of such meetings shall be decided by the Executive Committee.

Association 2. The Association may hold special meetings at the call of the Executive Committee. Notice of a special meeting must be distributed by appropriate means to all members of the Association and state the exact nature of the business to be transacted, and no other business shall transpire.

Association 3. Each member and affiliate of the Association shall be sent written notice of all meetings of the Association at least two weeks prior to the meeting. There shall be no required number of members present at meetings of the Association to constitute a quorum.

Association 4. The rules of order in the conduct of the Association meetings shall follow Robert's *"Rules of Order, Newly Revised."* The Past-President is responsible for serving as parliamentarian.

Association 5. The Executive Committee shall meet upon notice by the President upon request of a majority of the members of the Executive Committee. Such notice by either the President or a majority of the members of the Executive Committee must be given at least two weeks prior to the time of the called meeting. Members may participate via phone or internet conference and submit written opinions in lieu of being physically present at the meeting. In the absence of a quorum, which shall be five (5) elected members of the Executive Committee, called meetings of the Executive Committee shall adjourn to a specified future date. Participation via phone or internet, and submission of written opinion and comments constitute as being present for the quorum count.

Association 6. The Association offers Distinguished Junior Faculty Award(s) to one or two outstanding member professor at each ACS National Meeting (twice a year) at the assistant professor level. The Association offers Senior Faculty Award(s) to one or two outstanding members (in US) and one or two outstanding Chinese Chemistry & Chemical Biology Professor(s) (in China) at the

annual Sino-US Chemistry & Chemical Biology Professors Conference, at the associate professor level (in US) and the full professor level (in China). The Association also offers two OKeanos-CAPA Awards at the Chemical and Biology interface to two Chinese professors either from China or USA, with one winner who has less than 10 years of experience and another who has 10 to 25 years of experience since their terminal degrees.

Association 7. Amendment by Members. These Bylaws may be altered, amended or repealed, either in whole or in part, or new Bylaws adopted at any regular or special meeting of the members by the affirmative vote of a majority or more of the members entitled to vote at meetings of the members; provided that notice of such proposed alteration, amendment, repeal or adoption is included in the notice of the meeting called for the taking of such action.

Association 8. Amendment by Board of Directors. Except as provided in the Articles of Incorporation or these Bylaws, subject to the right of the members to adopt, amend or repeal these Bylaws, the Board of Directors shall have the power to adopt, amend or repeal these Bylaws by the affirmative vote of a majority of all directors then holding office; provided that notice of the proposal to adopt, amend or repeal the Bylaws shall be included in any notice of the meeting of directors at which such action is to take place.

BYLAW XI – FINANCES

The annual dues of Local Association Affiliates shall be set by the Executive Committee but shall not be less than the minimum amount provided in the Bylaws of the ASSOCIATION.

BYLAW XI – AMENDMENTS

Association 1. Once proposed changes to the bylaws have been fully discussed and given initial approval by the Executive Committee, a preliminary review by the ASSOCIATION's Council Committee on Constitution and Bylaws shall be requested. When such review is completed, approval of the members of the Association is required. The Secretary, together with the Association's Newsletter Editor and the Association Web Master, shall ensure that all members of the Association have access to copies of the current bylaws and proposed changes, together with the rationale for proposed changes. After at least three weeks has elapsed between publication of the proposed changes and the next regularly scheduled meeting, members will have the opportunity to vote at that meeting of the Association. Members will also have opportunity to cast their ballots by mail, email or in person at the next regularly scheduled meeting. Mail ballots must be sent in the manner described in these bylaws for election of officers. Counting of the ballots shall also follow the procedure as described for the election of officers. The amendment will be adopted by approval of the majority of the votes cast.

Association 2. Amendments shall become effective upon approval of the Committee on Constitution and Bylaws acting for the Council of the ASSOCIATION, unless a later date is specified.

BYLAW XII – DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, any assets of the Association remaining thereafter shall be conveyed to other not-for-profit chemistry organizations, such as the CHINESE AMERICAN CHEMICAL SOCIETY (CACS) and the AMERICAN CHEMICAL SOCIETY (ACS).

BYLAW XIII – REQUIREMENTS FOR TAX EXEMPT ORGANIZATION BY INTERNAL REVENUE SERVICE (IRS) CAPA will apply for and maintain tax exempt organization status. The Treasurer shall file tax return to IRS annually and answer any questions from IRS.