

# **Bylaws of the Chinese Language Teachers Association – Washington State**

**Amended and Restated on January 30, 2016**

## **ARTICLE 1. NAME AND PURPOSE**

### **1.1 Name**

The organization shall be known as Chinese Language Teachers Association –Washington State in English and as 华州中文教师学会 (華州中文教師學會)in Chinese. It is abbreviated in English as CLTA-WA.

### **1.2 Purpose**

The purpose of CLTA-WA is to promote quality teaching of Chinese language at all educational levels in the State of Washington. It shall inform the public about issues related to teaching Chinese; develop a resource network for Chinese language educators; and arrange professional development workshops for teachers.

## **ARTICLE 2. NON-PROFIT ORGANIZATION CLASSIFICATION**

- 2.1 CLTA-WA is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under section 501(c)(3) of the Internal Revenue Code. CLTA-WA is a regional affiliation of The Chinese Language Teachers Association, USA.

## **ARTICLE 3. MEMBERSHIP**

### **3.1 Members**

Any person who subscribes to the goals of CLTA-WA as set out in Article 1.2, and pays the appropriate dues may be admitted to Membership in the appropriate class as outlined in Article 3.2.

From time to time, the Board of Directors may award new members of CLTA-WA a one-year complimentary Membership in recognition of services rendered to the organization.

### **3.2 Dues and Voting**

From time to time, the Board of Directors shall determine the dues for the Membership. All active Members shall be eligible to vote on CLTA-WA business and hold office in CLTA-WA.

### **3.3 Termination of Membership**

Any Member may withdraw from CLTA-WA by so specifying in writing to the Board of Directors or by nonpayment of dues.

### **3.4 Annual Meeting of the Members**

CLTA-WA shall hold an Annual Meeting of the Members at a time and place to be determined by the Board of Directors. At the Annual Meeting the following business shall be conducted:

- (i) The President, Vice President, one Secretary and one Treasurer of CLTA-WA shall present reports on the work of the previous year.
- (ii) Any items of business raised by voting Members shall be discussed.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 Number of Directors**

The number of Directors of CLTA-WA shall not be less than seven or more than twenty-one. Within such limits, the number of Directors may be fixed or changed from time to time at any meeting of the Board of Directors or at any meeting of the Members of CLTA-WA, provided that the notice of either of such meetings sets forth the proposed change. In the event of an approved increase in the size of the Board of Directors, new Directors will be elected by members present during the next meeting or by mail or electronic ballot.

### **4.2 Election of Directors**

Directors shall be elected by the whole Membership through mail or electronic ballot at least one month prior to the Annual Meeting. Director positions on the Board shall be staggered so that approximately one-third (1/3) of the Board are elected annually, taking office on June 1st. Directors serve staggered terms of three years. Any vacancy in a position on the Board of Directors resulting from the departure of a current Director may be filled by the Board of Directors in meeting or by mail or electronic ballot, or may be filled by a vote of the Membership of CLTA-WA at the first meeting held after such vacancy shall occur, or at a special meeting called for that purpose. Such replacement Director shall serve for the remainder of the term of the vacant position.

### **4.3 General Duties of Directors**

The property and affairs of CLTA-WA shall be managed by the Board of Directors. Directors shall serve without compensation. The Board of Directors shall maintain communication with organizations such as The Chinese Language **Teachers Association, USA** (CLTA) , Chinese Language Association of Secondary-Elementary Schools (CLASS), American Council on the Teaching of Foreign Languages (ACTFL), Washington Association for Language Teachers (WAFLT), Confucius Institute of the State of Washington (CIWA) and such other organizations as may have common interests with Chinese Language Teachers Association – Washington State. The Board shall also form a Board of Advisors drawn from education, business, government, and other relevant sectors

#### **4.4 Regular Meeting**

Unless otherwise agreed by a majority of the Directors, the Board of Directors shall hold a regular meeting at least six times a year for the purpose of organization and transaction of business at such time and place as may be decided by the Directors. The Secretary shall prepare the minutes of the meeting for distribution to the Membership.

#### **4.5 Special Meeting**

Special meetings of the Board of Directors may be called by the President, Vice-President or Immediate Past President or at the request of more than one third of the Members of the Board.

#### **4.6 Quorum and Actions of the Board**

The lesser of (a) five or (b) a majority of the Directors of the Board at the time in office, present in person or present via electronic transmission which number shall include no less than four Officers, shall constitute a quorum for the transaction of business. In the absence of a quorum, discussions may be held and recommendations made, but votes on CLTA-WA business shall be conducted among the entire membership of the Board by mail or electronic ballot. At scheduled meetings of the Board of Directors, if a quorum of Directors is present, actions by the Board shall be taken by majority vote of Directors present at the meeting. For issues decided by the Board of Directors by mail or electronic ballot, actions of the Board shall be taken by majority vote of all Directors.

#### **4.7 Meetings by Electronic Transmission**

Any meeting of the Board of Directors may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication

- (i) if CLTA-WA implements reasonable measures to provide Directors a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, and
- (ii) if any Director votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, a record of that vote or action

is maintained and to be acted upon by CLTA-WA. Any Director so participating is deemed to be present in person at the meeting.

## ARTICE 5. OFFICERS

### 5.1 Officers

CLTA-WA shall have seven officers: one President, one Immediate Past President, one Vice President, two Secretaries (Recording Secretary and Corresponding Secretary), and two Treasurers (Recording Treasurer and Accounts Payable Treasurer), each of whom shall be a Director.

The Vice President will be elected by the Membership in the annual election leading up to the Annual General Meeting, and will become the President and then Immediate Past President in subsequent years. The Vice President will serve as an elected Officer during his or her term.

Upon election of a new Vice President, the individual who served as the previous Vice President shall serve in the position of President.

The individual who served as the previous President shall serve in the position of Immediate Past President.

The Board of Directors of CLTA-WA shall appoint the two Secretaries and the two Treasurers. Any vacancy in the position of an Officer shall be filled by a majority vote of the Board at the next Board meeting.

### 5.2 Duties of Officers

An Officer shall be a member of the Board of Directors. The Officers shall all work closely with each other in conducting the business of CLTA-WA.

- (i) **President:** The President shall preside over all meetings of the Membership, the Board of Directors, and meetings of the Officers. The President or the President's designee shall be CLTA-WA 's chief spokesperson and representative. The President shall work closely with the Vice President and the Immediate Past President in conducting the business of CLTA-WA. When any of the positions of Appointed Officers shall fall vacant, the incumbent President shall nominate a successor for approval by the Board of Directors. The President shall become Immediate Past President at the end of the President's term.
- (ii) **Vice-President:** The Vice President shall assist the President as the President directs, serve as Acting President in the absence or incapacity of the President, and shall succeed to the Presidency at the end of the Vice President's term.
- (iii) **Immediate Past President:** The Immediate Past President shall act as an Officer to the Board of Directors, and be available for advice and counsel to the President and Board and for program consultation for events hosted by CLTA-WA.

- (iv) **Secretaries:** The Recording Secretary shall maintain the records of CLTA-WA, including a list of members which includes their names, contact information and membership timeline. The Corresponding Secretary will keep copies of minutes of all meetings of the Board of Directors and of members of CLTA-WA. Either Secretary may appoint other members to assist in this record keeping.
- (v) **Treasurers:** The Recording Treasurer shall collect any annual dues, fees and all contributions, and shall deposit all moneys received in the name of CLTA-WA in a bank designated by the Board of Directors. The Accounts Payable Treasurer shall also keep records of all financial transactions made in the name of CLTA-WA. Both treasurers will work together to maintain the accuracy of the financial dealings of CLTA-WA, and will serve on the Finance Committee.

## **ARTICLE 6. RESIGNATION, REMOVAL, OR REPLACEMENT OF DIRECTORS, OR DELEGATION OF DUTY**

### **6.1 Removal**

Notwithstanding the stated terms of Directors, the Board of Directors may remove a Director on grounds of inadequate performance.

### **6.2 Delegation of Responsibility**

In case of the absence of any Director, or for other reason that may seem sufficient to the Board of Directors, the Board may, without removal, delegate that person's powers and duties to another Member of CLTA-WA for such period as may be deemed proper.

### **6.3 Resignation**

Any Director may resign at any time by giving written notice to the Board. If a Director fails to attend three successive Board Meetings, they will be deemed to have submitted their resignation to the Board, which resignation may be accepted by the consent of a majority of the Directors at the next Board meeting.

## **Article 7. STANDING COMMITTEES**

The Board may, at its discretion, create one or more committees to carry on specific activities for CLTA-WA. The Chairs of each Committee shall be appointed by the Board of Directors. The Chairs of each Committee shall nominate members to serve who will be ratified by the Board of Directors. The Chairs of each Committee will regularly communicate with the President about Committee activities, or report about Committee activities as requested by the President. It is expected, but not required, that the Board create the following committees:

### **7.1 Finance Committee**

- (i) The Finance Committee shall review CLTA-WA's budget and finances, and shall advise the Board of Directors quarterly on the financial condition of CLTA-WA.
- (ii) The Committee shall direct fundraising activities to raise funds for CLTA-WA.

#### **7.2 Program Committee**

- (i) The Program Committee shall organize programs for CLTA-WA.

#### **7.3 Professional Development Committee**

- (i) The Professional Development Committee shall design and organize the workshops, programs, and materials for teacher professional development.
- (ii) The Professional Development Committee shall be in contact with other local professional organizations to coordinate cooperation between CLTA-WA and these organizations.

#### **7.4 Advocacy Committee**

- (i) The Advocacy Committee shall disseminate and publicize information and materials which demonstrate the importance of the study of the Chinese language and culture and which increase public awareness of the need for the study of Chinese in our schools.

#### **7.5 Ad Hoc Committee**

- (i) The Board of Directors is authorized to form ad hoc committees to carry out certain tasks.

### **Article 8. AMENDMENTS AND DISSOLUTION**

#### **8.1 Adoption of Bylaws**

These bylaws shall take effect immediately after they are approved by the Board of Directors.

#### **8.2 Amendment**

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### **8.3 Distribution of Assets on Dissolution**

In the event of the dissolution of CLTA-WA, any assets shall be distributed to such organization or organizations operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

On January 30, 2016

Approved by:

CLTA-WA Board of Directors, 2015-2016

Cheyenne Matthewson (President)  
Xiaofeng Foster (Vice President)  
Zoe Jiang (Immediate Past President)  
Alice Flores (Recording Secretary)  
Yvonne Louie (Corresponding Secretary)  
Haiyan You (Account Payable Secretary)  
Tracy Ge (Member at large)  
Chiu-Hsin Lin (Member at large)  
Chen Tang (Member at large)  
Sarah Yao (Member at large)

(With Yuting Yeh, Recording Treasurer absent)