

TRFCC By-laws

Article I – NAME

The name of this organization is Three Rivers Families With Children from China (TRFCC). TRFCC was incorporated on February 9, 2000 as a non-profit corporation.

Article II – PRINCIPAL TERRITORY

The principal territory of TRFCC shall be the state of Pennsylvania. All membership will be open, however, to anyone located inside or outside the State.

Article III OBJECTIVES AND PURPOSES

The primary objectives and purposes for which this organization is founded are as follows:

To provide support to families who have adopted from China and to families who are preparing to adopt from China.

To encourage and support international adoption from china.

To establish and maintain social and cultural ties with the Asian community and incorporate these into our organization.

To provide regular educational programming on issues surrounding adoption, children, and parenting.

This organization is not a for-profit enterprise.

Article IV – LIMITATIONS ON ACTIVITIES

Consistent with its charitable and educational status, (a) TRFCC shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office;

(b) no part of TRFCC's net earnings shall inure to the benefit of officers, directors, or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and

(c) TRFCC shall take only actions pennitted an organization exempt from

taxation under 501 (c) (3) of the Internal Revenue Code (the "Code") and pertinent Income Tax Regulations, as amended and as they may be amended.

Article V – MEMBERSHIP

Membership Categories

Eligibility

It is the full intent to maintain open membership to all. The organization shall maintain the right, however, to deny or cancel any membership for extreme reasons such as criminal activity or other practice that may appear detrimental to the organization. Non-Discrimination

TRFCC will not discriminate against any individual, family, group, or organization for any reason including race, disability, religion, sex, age, sexual preference, ethnic heritage, or any other basis as defined by Federal, State, or local law. Voting Rights

All voting members shall be entitled to one vote per membership in all meetings, referenda, elections or other decision making function. The vote may be cast in person or by proxy. Article VI – DUES

Dues shall be established by the Executive Board. Dues shall be paid by each Voting Member no later than 30 days after written notification. Dues will be renewed annually in the month of August in line with the organization's fiscal year of August 1 through July 31. Dues will not be prorated. Non payment of dues within the time period will result in the loss of Voting Membership status. Article VII – MEETINGS

Regular Meetings

Regular Meetings of the general membership will be held. The schedule of these meetings will be established by the Executive Board. There will be an annual meeting held on the first Tuesday in May for the ratification of the election of the Board and to review the annual financial statement. Rules of Order

Robert's Rules of Order, Revised shall be the rules of conduct for regular meetings. These rules may be suspended by a simple majority vote. Quorum

A quorum shall be defined as one-fourth of the voting membership. Notice of Meetings

The Executive Board shall notify members of all membership meetings.
Executive Board Meetings

Meetings of the Executive Board shall be held as is necessary in order to conduct the business of this organization.

Board Quorum – Three members shall be required

Special meetings may be called by the President or acting President with reasonable notice. Business needing immediate attention by the Board may be conducted and agreed to over the telephone; however, it must be made part of the official record of proceedings held by the Secretary.

Board decisions shall be made by a majority vote. A tie vote shall yield to the President's decision.

Article VIII – EXECUTIVE BOARD

The affairs of TRFCC shall be directed by an Executive Board composed of _____members.: President, Vice President, Secretary, Treasurer, Director at Large, Director of Membership, _____. The Executive Board will serve as members of the corporate directors of TRFCC for a two year term. Election of Offices

Election of Executive Board Members shall be held every two years by means of mail-in ballots. Request for nominations will be in February for each office. Offices will be selected by a simple majority vote. There shall be no limitation on consecutive terms of service. The term of each elected Board shall be from the date of the annual meeting (first Tuesday of May) to that of the following two years. Qualifications/Responsibilities of Board Members

An Executive Board official must be an individual of the Voting Membership and may hold only one position on the board.

President – The President shall: Preside over all membership and Executive and Board Meetings

Be the primary spokesperson for the organization

Vice-President – The Vice-president shall: Assist the President and the Board in all aspects of the organization's business

Perform the duties of the President in her/her absence

Oversee and coordinate committee activity.

Secretary –The Secretary Shall: Record all proceedings of each general membership meeting and Executive Board meeting and distribute a summary biannually to the general membership

Perform all incidentals to the office of Secretary

Publish calendar of meeting dates

Treasurer – The Treasurer shall: Be responsible for the funds of TRFCC

Keep an up to date accounting of all receipts and disbursements

Be audited annually by tow other members, not serving on the Board, as appointed by the Executive Board.

Director at Large – The Director at Large shall: Oversee the action of the Board and organization to ensure compliance with these bylaws

Perform the duties of any Board member, except the President, in her/her temporary absence

Vacancies on the Executive Board

Vacancies shall be filled by appointment of the Executive Board, with the exception of President. That positive is filled by the Vice President.

Resignation

Resignations shall be submitted in writing to the Board. Removal

Any member of the Executive Board who becomes delinquent in the responsibilities and duties of their office may be removed from the Executive Board. Executive Board members are required to attend 4 our 6 board meeting per year unless specified extenuating circumstances. Removal shall be accomplished by a two thirds majority vote of the Executive Board. Conflicts of Interest

Each Board Member shall (a) fully disclose any and all actual and apparent conflicts of interest (including, without limitation, material, financial, family, or organizational interests) the Board Member may have in regard to matters coming before the Board or otherwise materially affecting the corporation's assets or affairs,

(b) provide such related information as the Board requires to evaluate the conflict and take pertinent actions,

(c) be disqualified voting and (participating in discussions, if so requested by the Board) on any proposed action or remedy for the Board Member's conflict(s) of interest and

(d) abide by all laws, bylaws, rules and decisions pertaining to conflicts (or a specific conflict) adopted by the Board. However, unless a board Member is disqualified by law, bylaw or Board resolution, or removes himself or herself from voting on a particular matter, each Board Member attending the meeting is entitled to vote on all matters coming before the Board, except as otherwise provided in this section.

Article IX – GENERAL GUIDELINES

The Executive Board shall be tasked and is authorized to conduct the normal business of the organization. Decisions concerning major issues shall be presented to the voting membership for review and approval. The President, or Acting President shall be tasked and is authorized to solely act on behalf of the organization in situations that may necessitate such measures. In such a circumstance, the President or Acting President shall make all reasonable effort to consult with the Executive Board prior to such action. In any case, all actions by the President or Acting President or the Executive Board will be recorded and made available to the Voting Membership. Article X – COMMITTEES

Committees and their Chairperson shall be established by the Executive Board and shall be reestablished immediately after every Board election. Article XI – FISCAL YEAR

The fiscal year of the organization shall run from August 1 through July 31
Article XII – DISBURSEMENTS

The Treasurer shall make any necessary disbursements from the funds of the organization as may be authorized by the Executive Board and provide financial report of all disbursements at each Executive Board meeting. The President shall be authorized to make necessary disbursements in the absence of the Treasurer. Disbursements in excess of \$500.00 shall require two authorizing signatures.
Article XIII – AMENDMENTS

Article XIV – DISSOLUTION

Article XV – COMPLIANCE WITH THE LAW

Article XVI – LIABILITY AND INDEMNIFICATION