

# **CHINESE-AMERICAN INSTITUTE OF ENGINEERS AND SCIENTISTS**

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By-Laws of the  
Chinese American Institute of Engineers and Scientists  
Founded 1943

## Article I

### Name

This organization is incorporated and shall be known as the “Chinese American Institute of Engineers and Scientists”, hereinafter referred to as the CAIES.

## Article II

### Purposes and Aims

Section 1: The purposes and aims of CAIES are: (a) to advance the learning and experience of Engineers, Architects, Scientists, and those in related professions; (b) to promote cooperation , facilitate social, technical and other cultural exchange; (c) to encourage and maintain high professional standards and ethics among Engineers, Architects, Scientists, and those in related fields; (d) to honor personal or group achievements; (e) to foster industry, perseverance, friendship, and good character among its members; (f) to provide for a meeting place, office, and other facilities as necessary for the exchange and diffusion of information for technical, social, and civic activities; and (g) for such other purposes consistent with the foregoing.

Section 2: CAIES is not organized for profit and no part of its assets shall inure to the benefit of any member, but shall be used solely for the foregoing purposes. No member shall be compensated for his (Words used in the masculine gender shall include the feminine gender throughout this document) services except for expenses approved by the Board of Directors.

## Article III

### Memberships

Section 1: Categories  
There shall be four categories of members: (a) Full, (b) Student, (c) Honorary, (d) Associate

Section 2: Qualifications  
(a) Full members shall be those who are Engineers, Architects, Scientists, and those engaged in a technical occupation in related fields.

- (b) Student members shall be those who are full-time students enrolled in a University or College in the field of Engineering, Architecture, Sciences and related fields.
- (c) Honorary members shall be those persons who have made valuable contributions, or who have distinguished themselves in the field of Engineering, Architecture, or Sciences.
- (d) Associate members shall be those persons who do not qualify under (a), (b), or (c) but who are interested in CAIES and wish to participate in CAIES sponsored activities which otherwise are available to regular members only. Candidates for associate membership must either be sponsored by a full member in good standing or have favorable reference from a full member in good standing.

**Section 3: Acceptance**

Candidates for membership shall be investigated for eligibility by the Membership Committee. Candidates found qualified shall be recommended by the Membership Committee for acceptance and approved by the Board of Directors. Candidates for Associate membership, when accepted and approved, will be members on an annual basis.

**Section 4: Rights and Limitations pertaining to Associate members**

- (a) Associate members will receive the CAIES Newsletter and all the notices and announcements of Club activities sent to regular members.
- (b) Associate members will be eligible to participate in all CAIES sponsored activities available to regular members.
- (c) Associate members will not be eligible to vote or hold elective office.
- (d) Associate members will not be entitled to special privileges reserved for full members.

**Article IV**

**Board of Directors**

**Section 1: Powers**

The governing powers of CAIES shall be vested in a Board of Directors which shall be composed of eight elected Executive Officers and seven elected Trustees.

**Section 2: Duties**

- (a) To manage the business and welfare of CAIES and to uphold the rules and regulations consistent with the By-Laws.
- (b) To cause a record to be kept of its meetings and of the proceedings of the membership, and to cause a full statement to be presented in writing at the final calendar membership meetings showing in detail the assets and liabilities of CAIES and the condition of its affairs. The statement shall be audited by at least two trustees.
- (c) To call membership meetings.

- (d) To appoint a House Manager, and a Sergeant-at-arms who shall serve at the pleasure of the Board.
- (e) To undertake all actions necessary to fulfill the purpose and aims of CAIES
- (f) To comply with all over ruling decisions of the Trustees as empowered in Article VI, Section 2.

Section 3: Meetings

- (a) There shall be at least one Board meeting per quarter.
- (b) The President can vote only in case of a tie vote, but only if he so chooses.
- (c) A quorum for the transaction of business at a meeting shall consist of a minimum of three Trustees and five Executive Officers.

Article V  
Executive Officers

Section 1: Composition and Term of Office

The Executive Officers shall consist of a President, a Vice President, a Treasurer, a Communication Secretary, a Recording Secretary, a Chinese Secretary, a Membership Director and an auditor to be elected by plurality vote of the members for a term of one calendar year or until the new officers are elected.

Section 2: President

- (a) He shall execute the directives and policies formulated by the Board of Directors and shall provide leadership and initiate those ideas and plans necessary to achieve the purpose and aims of CAIES.
- (b) He shall preside at all meetings of the Board and of the membership.
- (c) He is authorized to sign checks and to disperse funds for all CAIES obligations approved by the Board of Directors.
- (d) He shall appoint committees as necessary to carry out the plans of CAIES and shall be an ex-officio member of each of the committees.
- (e) In order to qualify for the office of President, the candidate must be a Full member in good standing for at least one full year.

Section 3: Vice President

He shall be Chairman of the Social Activities Committee and shall assist the President in the general management and directions of the affairs of CAIES.

Section 4: Treasurer

- (a) He shall collect all dues and assessments and shall keep account of all assets and liabilities of CAIES. The operating funds of CAIES shall be deposited under the name of "Chinese American Institute of Engineers and Scientists" with a bank designated by the Trustees.
- (b) He shall keep accounts of all financial transactions of CAIES and shall perform all duties incidental to his office or that may be assigned to him by the Board.

- (c) He is authorized to sign checks and to disburse funds for all CAIES obligations approved by the Board of Directors.
- (d) He shall submit financial report monthly to the board at the board meeting and for review by the Autor. The financial report shall include income statement, bank account balance, investment account balance, account activities record statement and all financial activities of CAIES. He shall submit the financial reports quarterly for review by a trustee appointed by the Board.
- (e) He shall keep an accurate roster of all members who has or has not paid the due..
- (f) He shall notify members who are delinquent in dues and assessments and those who are to be suspended.

Section 5: Communication Secretary

- (a) e shall give notice of all meetings of the Board or membership, and shall give or publicize such other notices as may be required.He shall have general charge of the correspondence of CAIES and shall perform such other duties that may be assigned to him by the Board.
- (b) He shall issue and take general charges of the newsletter.
- (c) He shall be responsible for communication channels to the membership, community groups, public agencies, public organizations and persons related to the activities of CAIES. He shall keep amd update communication information, including phone numbers, e-mail addresses and mailing addresses. He shall send out group e-mails amd mass mailing to members as needed or as directed by the Board.
- (d) He shall manage CAIES web-site.

Section 6: Recording Secretary

He shall record and read all minutes of meetings of the Board or membership and shall perform such other duties that may be assigned to him by the Board.

Section 7: Chinese Secretary

He shall be responsible for corresponding and publicizing notices of CAIES in the Chinese language and shall perform such other duties that may be assigned to him by the Board.

Section 8: Membership Director

He shall direct CAIES membership promotion activities as requested by the Board and keep an updated membership roster.

Section 9: Auditor

He shall be responsible for reviewing all reports and statements prepared by the Treasurer.

Section 8: Vacancies

- (a) In the event the office of the President is vacated, then the Vice President shall become .
- (b) Ihe event the offices of both President and Vice President are simultaneously vacated, an election shall be held not later than three

weeks after the vacancy. The election shall be called by the Board of Directors.

- (c) In the event of a vacancy other than the President, the Board of Directors shall have the power to appoint a member to fill the vacancy for the remainder of the term.

## Article VI Trustees

- Section 1:     **Composition**  
There shall be a total of seven trustees consisting of six elected from the membership, and the President of the preceding year. The seven trustees shall elect their own Chairman annually.
- Section 2:     **Duties and Powers**  
(a) To manage the investments and administer the assets of the Club.  
(b) To protect the assets of the Club as necessary by bonding Officers who handle funds and by purchasing sufficient insurance of all kinds.  
(c) To overrule all Board decisions that are in conflict with the By-Laws. Such overriding action shall be made within seven calendar days after the Board's decision, and shall be by unanimous decision of any three of the trustees.
- Section 3:     **Qualifications**  
A Trustee must be a Full member in good standing continuously for the previous two completed calendar years prior to taking office.
- Section 4:     **Term of Office**  
(a) A Trustee shall be elected for a term of two years. A President shall automatically be a member for one year term following his executive term. In the event he is re-elected, a seventh Trustee shall be elected for a one year term.
- Section 5:     **Vacancy**  
In the event of any vacancy, the Board of Directors shall appoint a Trustee for the remainder of that term.

## Article VII House Manager

The House Manager shall manage the CAIES properties, enforce CAIES Rules and Regulations, and perform all duties incidental to his office or that may be assigned to him by the Board. He shall be responsible for mail box monitoring and collection of mails.

## Article VIII Sergeant-at -Arms

He shall maintain order at all membership meetings and CAIES gatherings. He is empowered to evict any member from the premises for conduct detrimental to the welfare of CAIES.

Article IX  
Committee

There shall be the following standing committees appointed by and under the guidance of the President: (a) Technical Activities, (b) Membership, (c) Social Activities, (d) Civic Activities, and (e) Scholarship.

Article X  
General Membership Meetings

- Section 1:     Number of Meetings  
                  There shall be a minimum of two general membership meetings per year.
- Section 2:     Notice  
                  Notice of meetings shall be served by the secretary at least seven days prior to the date of the meeting.
- Section 3:     Parliamentary Order  
                  Meetings shall be conducted in accordance with parliamentary procedure as defined by Robert's Rules of Order.
- Section 4:     Quorum  
                  A quorum for the conduct of business shall consist of a minimum of twenty percent of the total number of Full members in good standing.
- Section 5:     Special Meeting  
                  Special meetings may be called upon a written request signed by twenty percent of the total number of Full members in good standing.

Article XI  
Election

- Section 1:     Meeting  
                  Election of Trustees and Executive Officers shall be held during the last two months of the calendar year.
- Section 2:     Nomination  
                  The Board of Directors shall appoint a Nominating Committee of five members who shall nominate candidates for various offices at the election meeting. Nomination of additional candidates for the various offices can be made from the floor.
- Section 3:     Conduct of Election  
                  Voting shall be by secret ballot. Only members in good standing at the meeting can vote. The candidate receiving the plurality number of votes shall be deemed elected.

Article XII  
Dues and Assessments

- Section 1:     Dues

- (a) Till it is amended by the Board per Section 3 below, full members shall pay an annual due of Twenty Dollars; Student Members, Three Dollars. New members joining after June 30<sup>th</sup> shall pay one-half of the foregoing dues for the balance of the year. All dues are due and payable on January 1<sup>st</sup> of each year and shall be delinquent on the following February 1<sup>st</sup>.
- (b) Dues for Associate members shall be Thirty Dollars per year, payable at the time of annual application for membership. Applications will be accepted at any time during the year, but no pro rata in due will be allowed. Remittance will be refunded if application is disapproved.

Section 2: Assessments  
 Assessments shall be levied on Full members only when passed by the Board of Directors. An assessment is due and payable within thirty days after notice is served and shall be considered delinquent thereafter.

Section 3: Change of Dues  
 Membership dues shall be set and changed quad-annually only by the Board. Dues changes within 100% must be approved by majority vote of the Board. Dues changes over 100% must be approved by over 90% vote of the Board. History of membership dues shall be kept by Membership Director in a membership binder.

Article XIII  
Suspension and Expulsion

Section 1: Suspension  
 Notice of suspension shall be served on those members who are thirty days delinquent on their due or assessments. A suspended member shall automatically forfeit all his rights and privileges in CAIES. Full status as a member in good standing shall not be restored until such delinquent funds are paid in full and approved by the Board.

Section 2: Expulsion  
 Expulsion shall be imposed on any member by the majority vote of the Board for conduct detrimental to the best interest and welfare of CAIES. Such member shall have the right to appeal to the Trustees, but must appeal within thirty days.

Article XIV  
Impeachment

An Officer or a Trustee may be impeached for cause by a majority vote of the Board of Directors. Legal action may be instituted against him to recover any losses or damages incurred by CAIES.

Article XV  
Amendments

- Section 1: Procedure  
The By-Laws shall be repealed or amended in the following manner: (a) Proposal in writing, (b) Submittal and discussion at a general meeting, and (c) Approval by mail ballot.
- Section 2: Proposal  
An amendment must be proposed in writing and signed by at least twenty percent of the members in good standing, or by at least eight members of the Board of Directors. The proposed amendment shall be announced and presented for discussions in the next membership meeting.
- Section 3: Submittal  
If two-thirds of the members present at the meeting vote in favor of the proposed amendment, the Secretary shall submit it to the entire membership for mail vote not later than one week thereafter.
- Section 4: Approval  
Ballots shall be counted at 8:00 P.M. on the fifteenth day after the proposed amendment is mailed. Only ballots received before the time of counting shall be valid. At least one-third of the total membership must vote. Adoption of the amendment shall be by a favorable of a majority of the ballots received.

Article XVI  
Scholarship Fund

- Section 1: Name  
There shall be created a Scholarship Fund with the name of Chinese-American Institute of Engineers and Scientists Scholarship Fund.
- Section 2: Purpose  
The Scholarship Fund shall be used exclusively for charitable educational purposes. Such a purpose may be in the form of scholarships awardable to outstanding and qualifying students in the fields of engineering, architecture, and science.
- Section 3: Recipients  
Recipients of the scholarship awards shall be selected by the Scholarship Committee. No scholarship or other monetary benefits from this scholarship fund shall be awarded to any member, trustee, director, officer, or employee of CAIES.
- Section 4: Administration  
The Scholarship Fund shall be administered by the Board of Directors of CAIES.
- Section 5: Accounting

The Scholarship Fund shall be an independent fund, with independent books and accounts, and be completely separate from the general fund of CAIES.

Section 6: Financing

The Scholarship Fund shall be replenished from time to time by means of contributions through solicitation or other methods.

Section 7: Disposition of Assets

Upon dissolution of the Scholarship Fund, all its assets shall be distributed to one or more charitable organizations associated with a university, college, or other institution of higher learning, or such other qualifying non-profit charitable organizations in the United States, as selected by the Board of Directors of CAIES.

STATE OF CALIFORNIA  
Department of the State

I, Frank M. Jordan, Secretary of State of the State of California, hereby certify:  
That on the 27<sup>th</sup> day of March 1962, The Chinese American Institute of Engineers became incorporated under the laws of this State by filing its Articles of Incorporation in my office.

In witness whereof, I hereunto set my hand and affix the Great Seal of the State of California this 4<sup>th</sup> day of April, 1962.

Frank M. Jordan  
Secretary of State

I, March Fong Eu, Secretary of the State of the State of California hereby certify:  
That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

In witness whereof, I execute this certificate and affix the Great Seal of the State of California this March 20, 1979.

March Fong Eu  
Secretary of State

Annexed was the Certificate of Amendment of Articles of Incorporation dated March 12, 1979 changing the club name to: Chinese-American Institute of Engineers and Scientists.