

Bylaws of Overseas Chinese Entomologists Association (OCEA)

Approved by the OCEA Executive Committee on March 22, 2013

OCEA is a non-profit organization that promotes communication and collaboration among Chinese entomologists around the world. Since its establishment in 1998, OCEA holds annual meeting each year, which takes place during the annual meeting of the Entomological Society of America. Currently, OCEA has around 200 members. OCEA is registered as a not-for-profit organization originally in the state of Michigan in July of 2000.

Mission of OCEA

OCEA is a professional association that intends to cooperate with interested individuals as well as organizations around the world to promote the science of entomology. OCEA seeks to facilitate information exchange among Chinese entomologists and between Chinese and non-Chinese entomologists, promote academic exchange related to the science of entomology between China and the outside world in general, and the US in particular, and provide academic-oriented services for all involved.

Membership

OCEA is an association of volunteers and its membership is unrestricted. Individuals applying for membership shall agree to recognize and abide by the OCEA bylaws and pay annual membership fee. Regular membership is \$20 per year, student/postdoctoral membership is \$10 per year, and life membership is \$500. OCEA encourages additional contributions in the form of donation. Members are entitled to the right to participate in elections (to elect or to be elected) for any elected office; the right to participate in the decision-making process by freely expressing opinions, making proposals, or voting if so required; the right to know through access to available information; the right to serve or to be served in OCEA-sponsored programs; the right to enjoy all additional privileges and benefits OCEA offers. OCEA members shall obey the rules and honor the spirits, principles and procedures of democratic operations, and shall be willing to contribute to the realization of the goals set forth in Article I (see bylaws). OCEA shall take no responsibility, legal or otherwise, for any individual's behavior of any form without delegated authority.

Structure of OCEA

The governing structure of OCEA consists of the Executive Board and the Advisory Board. Functional divisions, working committees, special projects within OCEA may be created or dissolved through written notices by the Executive Board. Personnel overlapping between the branches of OCEA shall be allowed.

The **Executive Board** is the executive branch of OCEA. It is composed of the President, the Vice President, the Treasurer, and the two immediately past Presidents.

The Executive Board shall perform the following functions and design functional divisions accordingly:

1. Academic exchange: disseminate academic information such as conferences, symposia, funding, job opportunities, and records.
2. Communications: provide communication services such as member registration, e-mail network, newsletter, news release, and inquiries.
3. Financial resources: coordinate fund-raising projects and activities.
4. Public relations: establish relationships with other professional organizations and with academic circles, media, and society in the US and around world.
5. Project development: provide assistance to and supervision over projects initiated by volunteer groups.
6. Documentation: prepare documents such as official bulletin.
7. Daily operation: make decisions on OCEA related business and pass proposals based on a two-thirds majority rule.

The **President** shall serve as the chair of the Executive Board. The term of the president shall be one year with re-election for one more term, but not consecutively.

The President shall perform all duties customary to the Executive Board. The President shall supervise and control all of the affairs of OCEA in accordance with policies and directives approved by the bylaws. The president shall be charged with the followings:

1. Calling and presiding over the Annual General Membership Meeting.
2. Calling and presiding over the Executive Board meetings.
3. Representing the association externally.
4. Promoting OCEA in China, US, Canada, and other countries.
5. Nominating one of the executive board member to be the Acting President shall the President be on leave or resigned.
6. Appointing or dismissing the heads of working committees and special project of OCEA.
7. Recommending the annual budget and any special funding requests to the Executive Board for approval.
8. Filing OCEA annual report.
9. Enforcing resolutions passed by the general meeting or the Executive Board meetings.

The **Vice President** shall assist the President and exercise duties assigned by the president. He/she will serve as a liaison among the President, Treasurer, Secretary and Website Manager. The Vice President shall act as the acting president when Article 4.07 applies.

The **Treasurer** shall collect, receive, and be in charge of all the funds of OCEA and file IRS forms.

The **Secretary** and **Website Manager**, as long-term officers of OCEA, facilitate normal functioning of the Executive Board. The **Secretary** shall keep and archive all OCEA documents, such as the bylaws, brochures, and resolutions. He/she shall assist the Treasurer to announce

the collection of memberships and donations, deposit the cash and checks, and report transactions of the OCEA account to the Treasurer. The Secretary, rotating President and Treasurer are co-signers of the OCEA bank account. The **Website Manager** will update the OCEA site based on information provided by the Executive Board. These two positions can be concurrently held by the President or other members of the **Executive** Board in a five-year term. While the term can be renewed once, their workloads may also be transferred to suitable successors before the end of their term. In that case, they shall deliver to the successors all OCEA's property in his/her possession within two months after the annual meeting.

ARTICLE I. GENERAL DEFINITION

1.01 The Overseas Chinese Entomologists Association is a scientific/professional association that intends to cooperate with interested individuals as well as organizations, inside and outside China/US, to promote the science of entomology.

1.02 The Overseas Chinese Entomologists Association is a corporation organized exclusively for charitable, educational, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

1.03 The Overseas Chinese Entomologists Association (hereafter referred to as "OCEA") seeks to facilitate information exchange among Chinese entomologists and between Chinese and non-Chinese entomologists; to promote academic exchange related to the science of entomology between China and the outside world in general, and the U.S. in particular; and to provide academic-oriented services for all involved.

1.04 OCEA is registered as a not-for-profit organization originally in the state of Michigan in July of 2000.

ARTICLE II. MEMBERSHIP

2.01 OCEA is an association of volunteers and its membership is unrestricted: admission is without regard to personal beliefs and convictions; anyone who is interested in scholarly exchange and recognizes the bylaws may apply for membership.

2.02 OCEA's membership shall consist of general members and executives as defined in 2.03 and 2.07, respectively.

2.03 Individuals applying for membership shall agree to recognize and abide by the OCEA bylaws and pay annual membership dues (see Appendix I.)

2.04 Members shall be entitled to the following rights:

1. The right to participate in elections (to elect or to be elected) for any elected office;
2. The right to participate in the decision-making process by freely expressing opinions, making proposals, or voting if so required;

3. The right to know through access to available information (including documents, electronic files, etc.) or by inquiry, with the consent that restricted documents or files be protected;
4. The right to serve or to be served in OCEA-sponsored programs;
5. The right to enjoy all additional privileges and benefits that OCEA offers.

2.05 Upon nomination by two (2) members, the Executive Board may approve and admit individuals as honorary member, whose dues and fees assessed to the other members may be waived. Honorary members shall have privileges to participate at the meetings and activities of OCEA, except the right to vote or run for office.

2.06 OCEA members shall obey the rules and honor the spirits, principles and procedures of democratic operations, and shall be willing to contribute to the realization of the goals set forth in Article I.

2.07 OCEA shall take no responsibility, legal or otherwise, for any individual's behavior of any form without delegated authority.

2.08 Executives are elected as outlined in Article VIII.

ARTICLE III. ORGANIZATIONAL STRUCTURE

3.01 The governing structure of OCEA consists of the Executive Board and the Advisory Board.

3.02 Functional divisions, working committees, and special projects within OCEA may be created or dissolved through written notices by the Executive Board.

3.03 Personnel overlapping between the branches of OCEA shall be allowed.

3.04 The jurisdiction of each branch is defined in the subsequent articles.

ARTICLE IV. THE EXECUTIVE BOARD

4.01 The Executive Board is the executive branch of OCEA. It is composed of the President, the Vice President, the Treasurer, and the two immediately past Presidents. The Executive Board (hereafter may be referred to as the "Board") shall perform the following functions and design functional divisions accordingly:

1. Academic exchange: disseminate academic information such as conferences, symposia, funding, job opportunities, records, etc.;
2. Communications: provide communication services such as member registration, e-mail network, newsletter, news release, inquiries, etc.;
3. Financial resources: coordinate fund-raising projects and activities;
4. Public relations: establish relationships with other professional organizations in the US and with academic circles, media, and society;

5. Project development: provide assistance to and supervision over projects initiated by volunteer groups;
6. Documentation: prepare documents such as official bulletin;
7. Daily operation: make decisions on OCEA related business and pass proposals based on a two-thirds majority rule.

4.02 The President shall serve as the chair of the Board.

4.03 The term of the President shall be one year with re-election for one more term, but not consecutively. The President shall perform all duties customary to the Executive Board. The President shall supervise and manage all of the affairs of OCEA in accordance with policies and directives approved by the bylaws. The President shall be charged with the followings:

1. Calling and presiding over the Annual General Membership Meeting;
2. Calling and presiding over Executive Board meetings;
3. Representing the association externally;
4. Promoting OCEA in China, US, Canada, and any other countries;
5. Nominating acting President shall the President be on leave or resign;
6. Appointing or dismissing the heads of working committees and special projects of OCEA;
7. Recommending the annual budget and any special funding requests to the Board for approval;
8. Filing OCEA annual report;
9. Enforcing resolutions passed by the general meeting or Executive Board meetings;

4.04 The Vice President shall assist the President and exercise duties assigned by the President. He/she will serve as a liaison among the President, Treasurer, Secretary and Website Manager and will report highlights of OCEA at the annual symposium. The Vice President shall act as the acting president when Article 4.07 applies.

4.05 The Treasurer shall collect, receive, and be in charge of all the funds of OCEA and file IRS forms. The specific duties of the Treasurer are:

1. To transfer such funds to the Secretary who deposits them in a bank approved by the Executive Board;
2. To provide for the expenditure of such funds upon furnishing proper approval from the authority of OCEA.
3. To make sure all the transactions are under the provision given by all laws (including OCEA bylaws), rules, and proper finance conduct.
4. To have rights to refuse such expenditure where justification is in question and/or contradictions are found.
5. To report to the Board the financial standing of OCEA at the OCEA annual meeting.
6. To prepare the account to be audited by the two immediately past Presidents and approved by the Executive Board, as may be required under IRC 501 (c)(3).

7. To deliver to the new Treasurer all money, vouchers, books, and papers of OCEA in custody, with a supplemental report covering all transactions within 45 days after the adjournment of the annual meeting.

4.06 The **Secretary** and **Website Manager**, serving as long-term officers of OCEA, facilitate normal functioning of the Executive Board. The **Secretary** shall keep and archive all OCEA documents, such as the bylaws, brochures, and resolutions. He/she shall assist the Treasurer by announcing the collection of memberships and donations, depositing cash and checks, and reporting transactions of the OCEA bank account to the Treasurer, who will provide a financial report at the annual meeting. The Secretary, rotating President and Treasurer are co-signers of the OCEA account. The **Website Manager** will update the OCEA site based on information provided by the Executive Board members. These two positions can be concurrently held by the President or other members of the Board. While the five-year term can be renewed once, their workloads may be transferred to suitable successors before the end of their term. In that case, they shall deliver to the successors all OCEA's property in his/her possession within two months after the annual meeting.

4.07 The President, the Vice President, and the Treasurer are expected to be responsive by emails on a weekly basis. If he/she foresees any unavailability for more than one month, a notice should be filed to the Board. If one is unreachable for over two months without prior notice, he/she shall be taken as "unavailable" to OCEA duties. In such an event, a duty "roll over" takes place:

1. Should the President becomes unavailable, an acting President shall be in place, either appointed by the President, or by a Board voting. The candidate for acting President is (in the succeeding order to be appointed): the Vice-President, and the Treasurer.
2. An acting President shall automatically become President after serving in such a capacity for more than three months.
3. Should the President, the Vice-President, and the Treasurer become out-of-reach at the same time for over two months without a good cause and reasonable arrangement for duties, new President, Vice President, and Treasurer shall be elected.

4.08 Any officer may resign at any time upon written notice to the Executive Board. The Executive Board may remove any officer, with or without cause, at any time by a two-thirds majority of the board members.

4.09 All officers on expiration of their terms shall surrender all property in their possession belonging to their respective offices to the newly elected president.

ARTICLE V. THE ADVISORY BOARD

5.01 The Advisory Board is a consulting body that provides advice, information, recommendations, and other forms of assistance and support to the association.

5.02 Each member of the Advisory Board is entitled "Adviser" and shall meet one or more of the following conditions:

1. Prominent status in the science of entomology or in the society,
2. Significant past contributions or anticipated future contributions to OCEA. The contribution can be financial, academic, organizational, or any other means that are for the good of OCEA,
3. Recognized to be knowledgeable and experienced in organizing an association.

5.03 The advisers may be nominated by the Executive Board and then invited by the President with the consent of the Executive Board.

5.04 All the OCEA past Presidents should be the members of Advisory Board and the immediately past president shall be chair of the Advisory Board.

ARTICLE VI. FINANCE AND ACCOUNTING

6.01 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, advisor, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributes in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

6.02 The finance of OCEA is dependent on membership dues, contributions in the form of donation, special funding from various organizations, and revenues that may be generated by its not-for-profit services (business).

6.03 OCEA officers may not receive any compensation, but can be reimbursed of expenses directly associated with necessary services incurred by operating OCEA.

6.04 Should the association be dissolved, all assets (including monetary and material property) shall be properly assessed, recorded, and reported to the membership, and the assets shall then be dealt with according to the recommendation of the Executive Board, based on the relevant U.S. laws and legal procedures (see Article VII for details).

ARTICLE VII. BOARD MEETINGS

7.01 There shall be an annual meeting of the Executive Board in conjunction with the annual general membership meeting. Announcement of the annual meeting must be made to the Board members at least ten (10) days prior to the meeting. The agenda of the annual board meeting shall include a general discussion and summary of the previous year's operation of the OCEA, budget and operation plan of the next year. At or before the annual Board meeting, a report of the general and financial status of OCEA shall be presented to the Board members by the Treasurer.

7.02 The President or two (2) regular board members may call for special board meeting when needed to discuss some important or emergency matters regarding the operation of OCEA. Announcement of the special board meetings must be made to the board members at least five (5) days prior to the meetings.

7.03 At a meeting of the board, motions and resolutions must be presented, seconded and approved by the consenting vote of two-thirds (2/3) of the quorum for passage.

7.04 A majority (50% + 1) of the board member, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business at a board meeting. Only motions or resolutions presented on the agenda list prior to the meeting shall be voted with proxy votes.

7.05 The board shall decide the manner of voting by which the Board members will be elected; as well as issues requiring the member's votes, either at a meeting or by referendum.

7.06: All meeting agenda, discussions and results must be recorded, kept and distributed in writing to the members. The distribution of the minutes shall be no later than fourteen (14) days after the meetings.

ARTICLE VIII. MEMBERSHIP MEETINGS

8.01 The OCEA shall have at least one general membership meeting each year. Announcement of the annual meeting must be made to the members at least ten (10) days prior to the meeting. At or before the annual meeting, a report of the general and financial status of the OCEA shall be presented to the members by the Treasurer and the election of the Executive Board members shall be held.

8.02 The Board may decide and declare that a portion of a social or other gathering of the OCEA shall be a business meeting, provided that prior notice to such effect and agenda thereof are duly provided to the members. At least ten (10) members are required to request the Board in writing to call a meeting of the general membership or postpone a meeting that has already been scheduled.

8.03 Voting for the election of the Board by the general membership, election of officers by the Board and voting by the members, voting on issues to be decided upon including amendments

to the bylaws pursuant to Article XI, may be by ballot, voice vote, or e-mail vote at a meeting or by referenda as may be determined by the members and the Board.

8.04 There shall be 20 percent or more of general membership of good standing, whether present in person or represented by proxy, to constitute a quorum at a general meeting or in a referendum. All decisions shall be made by majority vote (50 percent plus one) of those attending a meeting or participating in a referendum.

8.05 All meeting agenda and results must be recorded, kept, and distributed in writing to the members. The distribution of the minutes shall be no later than thirty (30) days after the meetings.

ARTICLE IX. PUBLICATIONS

9.01. The OCEA may have at least one regular publication to achieve the objectives and interests of the OCEA, as determined by the Board.

ARTICLE X. DISSOLUTION

10.01 Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

10.02 If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XI. AMENDMENTS AND AFFECTIVITY

11.01 These bylaws or portions thereof may be amended by majority vote as prescribed in Article 8.03 after ten (10) days' notice and copies of the proposed amendments shall have been furnished to the members.

11.02 Unless otherwise specified, these bylaws and future amendments shall take effect upon its/their approval.

APPENDICES

I. Membership Dues:

1. Regular membership: \$20 per year

2. Student/postdoctoral membership: \$10 per year
3. Life member: \$500 one time fee.

II. Election Rules:

1. Consideration for President-elect (*i.e.*, new Treasurer) may be initiated either by self-nomination or by being nominated by at least one (1) member, seconded by another, and accepted by the nominee.
2. The election for President-elect shall be held generally at the annual meeting in conjunction with the Annual Meeting of Entomological Society of America, unless specifically called for at a different time and approved by the Executive Board.
3. The new President-elect joins the Executive Board as the Treasurer, becomes the Vice President in the second year, and serves as the President in the third year.
4. The newly formed Executive Board shall resume their duties on the first of January the following year after the election.

III. The Rules of Order for the Meetings

1. Robert's Rules of Order (RRO) will be the rules of order for both the general meeting and the Executive Board meeting.