

**THE CALIFORNIA COMMUNITY COLLEGE ASSOCIATION of ASIAN  
AMERICAN PACIFIC ISLANDER TRUSTEES AND ADMINISTRATORS**

*Serving Asian American, Pacific Islander, Native Hawaiian Trustees and Administrators*

**(CCCA-AAPITA)**

**BYLAWS**

November 2017

Revised and Re-adopted May 2019

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## ARTICLE I

### NAME

**Section 1.1. Name.** The name of this organization shall be THE CALIFORNIA COMMUNITY COLLEGE ASSOCIATION of ASIAN AMERICAN PACIFIC ISLANDER TRUSTEES AND ADMINISTRATORS (CCCA-AAPITA)

## ARTICLE II

### PURPOSE

- Section 2.1. Statement of Purpose.** The purpose of the organization shall be to:
- a. Promote and advocate to ensure Asian Pacific Islander students opportunity for access, retention, degrees, certificates, and promoting student success.
  - b. Advocate for disaggregated student and employee data.
  - c. Provide networking and educational programs to Asian Pacific Islander trustees and college administrators.
  - d. Advocate for the promotion of Asian Pacific Islander administrators, faculty, and staff within the community college system.

## ARTICLE III

### MEMBERSHIP

**Section 3.1. Regular Voting Membership.** Regular voting membership (an individual who is current with their membership dues) shall be open to and held only by elected or appointed members of any California Community College Governing Board of Trustees or a current California community college administrator.

**Section 3.2. Honorary Membership.** The Board of Directors of AAPITA may appoint honorary members, as it deems appropriate. Honorary members shall pay no dues and shall have no voting power.

**Section 3.3. Institutional Membership.** Institutional non-voting membership shall be open to any educational institution or organization interested in and supportive of the vision and purpose of AAPITA. Institutions can purchase voting memberships.

**Section 3.4. Corporate/Business and Community Partner.** Corporate/Business membership shall be open to any corporation or business organization interested in and supportive of the statement of purpose of non-voting membership shall be open to any non-profit organization interested in and supportive of the statement and purpose of AAPITA.

**Section 3.6. Revocation.** Regular voting membership may be revoked only by a majority vote of the general membership, at a general membership and business meeting duly noticed and

convened, with due notice and opportunity to be heard being given to the affected member. Other category membership in AAPITA may be revoked for cause by a majority vote of AAPITA Board of Directors.

**Section 3.7. Fees, Dues, and Assessments.**

- a. A dues schedule for the various categories of membership in CCCA-AAPITA shall be established by CCCA- AAPITA Board of Directors, or by vote of the general membership at a duly convened membership meeting.
- b. Dues are payable before the commencement of the annual CCCA-AAPITA Business Meeting, which is held in the Spring. No members whose dues are delinquent shall be entitled to vote.
- c. Exceptions to the delinquent due date may be authorized by majority vote of the Board of Directors.

**Section 3.7. Term for Membership.** The term of membership for all categories shall be from July 1<sup>st</sup> to June 30<sup>th</sup> (academic year) of the following year.

**ARTICLE IV**

**MEMBERSHIP MEETINGS AND ELECTION OF BOARD OF DIRECTORS<sup>[1]</sup><sub>SEP</sub>**

**Section 4.1. Annual Membership/Business Meeting.** An annual membership and business meeting of CCCA-AAPITA shall be convened during and at the Fall Annual Convention. The date and time of the annual membership and business meetings shall be determined by the Board of Directors.

**Section 4.2. Notice.** Notice of any meeting of CCCA-AAPITA shall be given either personally, by postal mail, or e-mail. The notice shall be given not less than 5 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting.

**Section 4.3. Election of Board of Directors.** Election of the Board of Directors shall take place at the annual member/business meeting of CCCA-AAPITA. Board of Directors shall take office immediately upon election.

**Section 4.4. Proxy and Absentee Voting.** Proxy voting shall not be permitted at the annual conference and membership and business meeting of CCCA-AAPITA. Voting by electronic correspondence (email) shall be permitted.

**Section 4.5. Quorum.** A majority of the Board of Directors shall constitute a quorum for purposes of taking any formal action at the meeting.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 5.1. General Powers.** The Board of Directors shall have power over and control of the business affairs and all matters of the CCCA-AAPITA, except as otherwise provided in these Bylaws or applicable law.

**Section 5.2. Number and Type of Board of Directors.** There shall be a maximum of 6 voting members of the Board of Directors. Of these 6 voting members, a minimum of 4 shall be Community College Trustees.<sup>[SEP]</sup>

**Section 5.3. Term of Office.** The term of each elected director of the CCCA-AAPITA will be 2 years. No elected director will be eligible to serve more than four (4) consecutive full terms as an elected director. Approximately one-half (1/2) of the members of the Board of Directors shall be elected each year, to the extent possible.

**Section 5.4. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least yearly for the transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside California, for the holding of regular meetings.

**Section 5.5. Special Meetings.** Special meetings of the Board of Directors may be called either by:

- i. (i) Either Board chair at any time; or
- ii. (ii) upon written request by a minimum of three voting Board of Directors.

**Section 5.6. Form of Meetings.** Regular or Special Meetings of the Board may be held in person, via telephone conference call or by any other electronic means available that permits the full participation of the members of the Board of Directors.

**Section 5.7. Notice.** Notice of regular and special meetings of the Board of Directors will be sent by mail, fax or electronic mail at least five days prior to the day such a meeting is to be held.

**Section 5.8. Quorum.** A majority on the board shall constitute a quorum for transacting business.

**Section 5.9. Voting.** At a meeting at which a quorum is present, a simple majority affirmative vote of the directors voting is required to pass a motion duly presented before the board.

**Section 5.10. Procedural Rules.** The rules contained in the current edition of *Robert's Rules of Order for Small Boards* will be the parliamentary procedure used for all questions of procedure at any meeting of the Board of Directors.

**Section 5.11. Audits.** If the Board of Directors deems appropriate, the Board of Directors may arrange for a periodic audit of the financial condition of CCCA-AAPITA and shall report the results of such audit to the general membership.<sup>[1]</sup>

## ARTICLE VI

### OFFICERS AND DUTIES

**Section 6.1. Officers.** There shall be six (6) officers. The officers of CCCA-AAPITA shall be the Chair, Vice Chair, Immediate Past Chair, Secretary, Membership and Treasurer. Each officer shall be duly elected or appointed member of a community college board or a community college Chief Executive Officer (Chancellor or Superintendent/President. Efforts will be made to have representation from all parts of the State.

**Section 6.2. Elections.** The Board of Directors shall elect, by simple majority and no less frequently than every two years, Chair, Vice Chair, Secretary, Treasurer, and Membership Chair

**Section 6.3. Term.** The term of office shall be two (2) years. Each officer shall serve until the election of their successor, or until removal.

**Section 6.4. Chair.** The Chair of the CCCA-AAPITA, shall preside at all meetings of the Board of Directors and shall direct the affairs of the CCCA-AAPITA, subject to policies established by the Board of Directors. The Chair shall perform such other duties as are incident to the office of chair of a corporation, or as properly required by the Board of Directors. The Chair shall appoint all members of any standing or special committees of CCCA-AAPITA and shall be deemed a member of all such committees, except that the Chair shall not be a member of the Nominating Committee. The Chair may also appoint other positions as needed such as a parliamentarian or pro-bono counsel.

**Section 6.5. Vice Chair.** The Vice Chair shall perform duties of the Chair in the absence of the Chair, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Vice-Chair shall become conversant with the bylaws of CCCA-AAPITA and shall serve as an advisor on parliamentary questions at meetings of CCCA-AAPITA.

**Section 6.6. Secretary.** The Secretary shall prepare, publish and keep the minutes of all meetings of the Board of Directors. The Secretary shall preserve the records of CCCA-AAPITA. Additional duties shall be determined and assigned by the Chair. The Secretary shall perform any other duties

as directed by the Board of Directors or as prescribed by the general membership.

**Section 6.7. Treasurer.** The Treasurer shall keep and maintain adequate and correct accounts of the properties and the business transactions of the CCCA-AAPITA. The Treasurer shall collect, care for and, upon approval of the Board of Directors, disburse all funds of the CCCA-AAPITA; shall render periodic and annual reports of the financial affairs and status of the CCCA-AAPITA; and shall perform such other duties as the Chair or Board of Directors may from time to time direct. Upon proper and timely notice, the Treasurer's records shall at all times be open to inspection by any Director or member of the CCCA-AAPITA.

#### **Section 6.8 Membership Chair**

The Membership Chair shall serve as the chairperson of the Membership Committee. The Membership Chair shall maintain and update the membership roster, track dues and retention, and do outreach for new members.

#### **Section 6.9 Immediate Past Chair**

Immediate Past Chair means the Immediate Past Chair of the Board for one (1) year immediately following their term as Chair, in a voting capacity. Immediate Past Chair means **the individual who served as preceding Chair**. The Immediate Past Chair maintains continuity in the caucus to help ensure smooth board transitions, proactively support and promote the work within the board, and assume the role of mentor for the Chair.

**Section 6.10. Other Officers.** The Board of Directors may also designate and appoint such other officers as the needs of the CCCA-AAPITA may require. Said officers shall hold their office for such terms, and shall have such authority and perform such duties, as determined by resolution of the Board.

## **ARTICLE VII**

### **COMMITTEES AND TASK FORCES**

#### **Section 7.1. Executive Committee.**

~~(A) The Executive Committee will consist of the officers of the CCCA-AAPITA, as described in Article VI. The terms of the Executive Committee members shall be coterminous with the terms of such offices.~~

(B) The Chair will chair the Executive Committee. A majority of the voting Executive Committee members shall constitute a quorum for transacting business. The act of the majority of the voting Executive Committee members present, as defined by Section 5.6 "Form of Meetings," at a meeting at which a quorum is present shall be the act of the Executive Committee.

#### **Section 7.2 Establishment of Committees and Task Forces.**

A. (A) The Executive Committee can establish and dissolve standing and ad hoc committees and task forces as deemed necessary.

## **ARTICLE VIII**

## NOMINATION COMMITTEE

**Section 8.1. Nomination Committee.** After the appointment or election of the first Board, a Nomination Committee shall be appointed by the Chair at least thirty (30) days prior to the election of Board of Directors.

- a. Nominations may be taken from the floor. The Nomination committee shall establish and publicize standard rules and process for the election of officers.

## ARTICLE IX

### VACANCIES

**Section 9.1. Vacancies Filled by Chair.** Vacancies occurring in any office shall be appointed by the Chair. Such appointee shall serve until the next regularly scheduled annual conference and membership/business meeting of CCCA-AAPITA at which time such office shall be filled by a vote of the general membership.

**Section 9.2. Vacancy of Chair Seat.** In the event the office of Chair becomes vacant, the Vice Chair shall immediately assume the Chair position. Such person shall serve as Chair until the next regularly scheduled annual conference and membership and business meeting of CCCA-AAPITA at which time the office of Chair and Vice Chair shall be filled by a vote of the general membership.

## ARTICLE X

### REMOVAL OF OFFICERS

**Section 10.1. Removal of Officers.** The general membership of CCCA-AAPITA shall have the power to remove from office for good cause, any officer who has not represented the best interest of the organization upon a majority vote. Such vote to remove shall be taken only at a duly convened meeting of the general membership with due notice and opportunity to be heard being given to the affected officer.

**Section 10.2. Removal of Members.** The general membership of CCCA-AAPITA shall have power to remove from the membership rolls, or to deny and/or dissolve membership of any individual not otherwise an officer, upon a majority vote. Such vote shall be taken only at a duly convened meeting of the general membership, with due notice and opportunity to be heard being given to the affected individual.

## ARTICLE XI

### AMENDMENTS

**Section 11.1. Amendments.** These bylaws may be amended by a five out of seven vote of the Board of Directors with a subsequent ratification by a 2/3 vote of the members present, as defined by Section 5.6 “Form of Meetings,” at an annual meeting or at the next regular meeting

## **ARTICLE XII**

### **DISSOLUTION AND COUNTY OF RESIDENCE**

**Section 12.1. Dissolution.** CCCA-AAPITA is organized as an Association under the Non-Profit Public Benefit Corporation Law for public purposes and no part of the funds of the organization shall inure or be distributed to the members of this organization upon dissolution. Upon winding up or dissolution of this organization after paying or adequately providing for the debts and obligations of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organization(s) to be selected by the Board of Directors.

**Section 12.2. County of Residence.** The county of residence of this organization/non-profit corporation shall be the county of Sacramento, California, .