



CASTP by law

Adopted 12/11/1994

Amended 2/10/1996, Amended 6/12/2011, Amended 10/19/2015, Amended 3/19/2016,
Amended 11/04/2018, Amended 9/10/2020

Article I Mission

CASTP Organization (CASTP) is a non-political, non-profit organization chartered in Pittsburgh, Pennsylvania, USA. All activities of CASTP shall abide by the laws of the United States of America and the Commonwealth of Pennsylvania. The majority of the members of CASTP are Chinese American or Chinese professionals and students in the Greater Pittsburgh Area. As a regional chapter of Chinese Association for Science and Technology (hereafter "CAST"), CASTP shall participate in the major activities of CAST, but shall remain its own relative independence.

The missions of CASTP are to:

Promote community and economic development of the Greater Pittsburgh area through science and technology oriented, commercial, and cultural activities.

Promote cultural exchange, and keep and promote the fine Chinese traditions.

Provide an environment and opportunities to benefit CASTP members and volunteers, such as through networking, knowledge sharing, career development, and children's educational programs.

Article II Membership

Membership Requirements:

Chinese American and Chinese professionals, who have studied and/or worked in Greater Pittsburgh Area and agree with the mission of CASTP, can apply for membership. The Board of Directors of CASTP will review and approve the membership after receiving the application and membership payment.

Types of Membership:

1) Regular Membership (\$20.00/year): a single member who pays for regular membership fee annually. Sponsors of CASTP's Chinese New Year Celebration, and other events as the BOD may designate, shall receive a complimentary Regular Membership that shall remain valid for 12 months following the date of their donation. Sponsors also receive a 50% discount should they decide to purchase a Lifetime Membership in addition to their donation.

2) Student Membership (\$10.00/year): a single member who is a student and pays for student membership fee annually.

3) Family Membership (\$25.00/year): a single family unit of two adult members who pays for a joint membership fee annually.

4) Lifetime Membership (\$200.00): a single member or a single family unit of two adult members who pay for a Lifetime Membership shall enjoy the benefits of CASTP membership for their entire natural lives, and may enjoy other special benefits which CASTP may confer from time to time beyond those enjoyed by other members.

Article III Funding

The major funding of the Association is from membership dues and donations. Members pay dues in accordance with their membership types, and the rate of membership due in Article II is subject to change upon the decision of the Board of Directors. Membership revenue will cover activities expense of the Association throughout the year, including but not limited to subscription of CAST Newsletter, CASTP newsletter, communications tools and programs fliers. The Board of Directors will present the financial reports for 1-2 times each year to CASTP members.

Article IV Rights and Obligations of CASTP Members

Every member has the right to elect and to be elected. Members shall participate in the association's activities and give suggestions, recommendations, and criticism. Members will receive CAST Newsletter, and CASTP Newsletter.

Every member is obligated to pay membership fee on time; comply with the bylaws of the association; follow the agreements passed within the Association; and participate and support the association's activities.

Article V Board of Directors

The supreme power of the Association belongs to all members. The Board of Directors is a standing body of the Association. The President of the Association is the Chairman of the Board. He/She is the head of the Association, the spokesman/spokeswoman for the

Association. He/She represents the Association, and handles routine business of the Association. The Board of Directors may elect vice-presidents at each annual meeting after a new Board of Directors has been elected. The vice presidents are responsible for assisting the president.

In the president's absence, upon appointment by the president, one or more vice presidents will assume all responsibilities of the president. There shall be no more than four vice presidents in the BOD. The Association will host at least one membership meeting to report to all members and to discuss business and issues of concerns. CASTP Board of Directors elect by majority vote a president-elect at approximately a half-year before the next annual CASTP meeting. The newly elected president shall be declared president-elect, who shall not assume power or responsibilities as president, respectively, until the next CASTP annual meeting.

The routine business will be divided among the directors of the board which include finance management, membership development, marketing and communications, public relations, academic discussion, social networking, entertainment and sports, community service, and liaison with the other chapters and headquarter of CAST.

The Board of Directors is composed of up to fifteen (15) regular members, and two (2) special members, who are student representatives of Carnegie Mellon University and University of Pittsburgh, respectively. Terms of the Directors are three years. Therefore, the president of CASTP Board of Directors has a maximum term of 3 years. Only the Directors of expiring terms will be re-elected annually. Directors of expiring terms may enter the new election at his/her own wish, but cannot extend the terms without re-election.

When the annual membership meeting is closed, the Board of Directors may hold board meetings to temporarily add board members in case any existing board members resigned or moved out of the Pittsburgh area and cannot continue to serve the duties as board members. The only purpose of adding temporary board members is to maintain the functionality of the board before the next formal election. The terms of the temporarily added new board members will end when the next annual membership meeting is held. However, these temporarily added board members may automatically become candidates for election for the next board at the annual membership meeting.

The Board of Directors must hold a minimum of four board meetings every year.

Different working committees may be set up upon the Board's approval. The appointed directors will be responsible for the committees.

All operation of the Board should be democratic, open and fair and is open for all members' supervision.

All board members shall adhere to the Code of Conduct for board members, and fulfill the duties of the board members for a non-profit organization as follows:

- (a) Diligently fulfill their legal duty of care, duty of loyalty and duty of obedience to CASTP.
- (b) Support the work of the other board members.
- (c) Respect the other board members, members, and volunteers at all times.
- (d) Respect and carry out board decisions.

Notwithstanding any other provision in these Bylaws, the Board of Directors may, by majority vote based on the total number of elected board members, remove and/or replace any officer, agent or other representative of CASTP with or without cause at any meeting of the Board of Directors.

Article VI Election of the Board

The Board will be re-elected every year to add new board members to substitute those who finish their terms. Members who have joined the organization over half year may nominate him/herself or other members to be candidates. The names and background information of all candidates will be sent to all CASTP members before the election. The formal election will take place in the format of secret ballot at the annual membership meeting.

Article VII Board of Governors

The Board of Governors acts as the Advisory Council for CASTP.

The minimum size of the Board of Governors is 7 individuals, and the Board of Governors shall not exceed 15 individuals in composition.

The Board of Governors shall be composed of the President and all Vice President(s) of the Association, with the remainder being volunteers who reside in the Greater Pittsburgh Area, are appointed by the Board of Directors, who have previously served on the Board of Directors of CASTP, or are otherwise nominated by a majority of the Board of Directors to serve. The Board of Governors shall be composed of individuals whom shall have attained prominence and/or excellence in their professional and/or civil life, or have other significant talents, skills or abilities which shall complement and assist CASTP in its mission.

The Board of Governors shall, individually through one or more Advisors, or through consultation between the Board of Governors as a whole and/or the Board of Directors, provide the Board of Directors with advice as may be considered reasonable.

The Chairman of the Board of Governors shall be the immediate prior Chairman of the Association's Board of Directors, who shall have primary responsibility for the coordination of the activities of the Board of Governors. If the Board of Directors determines by majority vote that such person has become unavailable for said position, the Board of Directors may appoint another member of the Board of Governors as Board of Governors Chairman until the next Chairman of the Board of Directors becomes available to take the position of the Chairman of the Board of Governors. Any person who is appointed to the Board of Governors may be removed from the Board of Governors by majority vote of the Board of Directors of the Association.

The Board of Directors may also assign specific duties and projects in writing to members of the Board of Governors with said members' consent.

The Board of Governors shall monitor annual elections of the Board of Directors.

The Board of Governors may, but are not required, propose edits to these Bylaws which may be presented to the Association's members at each annual meeting and for voting by the Board of Directors in accordance with Article VIII, below.

Each Board of Governors member may serve for a term of three (3) years beginning on the date of appointment, unless otherwise agreed-upon between the member and the Board of Directors by majority vote.

A Board of Governors member may attend Board of Directors meetings with the Board of Directors' invitation as an observer only, and shall have no vote, powers, or duties of a Board of Directors member.

A member of the Board of Governors may be dismissed for cause by any Board of Directors through a majority vote. A member may also resign with two (2) weeks' written notice to the Board of Directors, including via email to the President.

Where necessary by reason of vacancy, one Board of Governors member may be designated by the Board of Directors as the Board of Governors Chairperson for a term of one (1) year until the next Board of Directors has been elected, and who shall coordinate meetings by the Board of Governors.

Except as specifically designated by the Board of Directors, no Board of Governors member shall have any independent power to represent, communicate or act on behalf of CASTP or

the Board of Directors except as may be specifically directed in writing by the Board, including via email.

Each Board of Governors member shall keep all correspondence and communications within the Board of Governors and/or the Board of Directors confidential.

ARTICLE VIII Amendment of CASTP Bylaws

The members of CAST-P hereby expressly authorize the Board of Directors to modify by majority vote the Bylaws in accordance with Pennsylvania law. The Board of Directors are prohibited from modifying the Bylaws unilaterally without a meeting and vote of all the members of CASTP in any fashion on matters restricted by law, including provisions relating to:

- 15 Pa.C.S. Section 5504(d) (relating to amendment of voting provisions);
- Section 5713 (relating to personal liability of directors);
- Section 5721 (relating to board of directors);
- Section 5725(b) (relating to selection of directors);
- Section 5726(a) (relating to removal of directors by the members);
- Section 5726(b) (relating to removal of directors by the board);
- Section 5729 (relating to voting rights of directors);
- Section 5751(a) (relating to classes and qualifications of membership);
- Section 5752(c) (relating to rights of shareholders);
- Section 5754(a) (relating to members grouped in local units);
- Section 5755(a) (relating to regular meetings);
- Section 5756 (relating to quorum);
- Section 5757 (relating to action by members);
- Section 5758 (relating to voting rights of members);
- Section 5759(a) (relating to voting and other action by proxy);
- Section 5762(a) (relating to voting by corporations);
- Section 5765 (relating to judges of election);
- Section 5769(a) (relating to termination and transfer of membership);
- Section 5770 (relating to voting powers and other rights of certain security holders and other entities);
- Section 5975(c) (relating to pre-dissolution provision for liabilities).

ARTICLE IX Dissolution of the Organization

If at any time the Board of Directors shall determine that the objectives of the Organization cannot be carried out and the Organization be dissolved and liquidated, then all the

remaining assets after the satisfaction of all debts and liabilities shall be donated for the benefit and use of other legally charitable organization having the same or similar objectives and must be unanimously approved or agreed upon by the Board of Directors. THE BOARD OF DIRECTORS OF CASTP RESERVES THE RIGHT TO INTERPRET THIS BY-LAW.