

**GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN  
IN SOUTHERN U.S.A.  
POLICIES AND PROCEDURES**

**Change Log -**

<b>Date</b>	<b>Change Summary</b>	<b>Recommended by</b>
01/16/2006	Initial Issue	2005 Bylaws Committee
10/07/2008	Clarification to Qualifications for Board Director in Bylaws Section 4.2	2008 Board
10/30/2008	Updated	2008 Bylaws Committee
12/06/2008	Updated	2008 Bylaws Committee
12/09/2008	Updated	2008 Bylaws Committee
10/03/2017	Updated with Amended and Restated Bylaws of the GFCBW in Southern USA	2017 Bylaws Committee
04/25/2020	Updated membership Fee due to COVID-19 Epidemic	2020 GFCBW Board

**I. Membership Application Procedure**

To become a member of GFCBW in Southern USA, all applicants are required to obtain endorsement from two members who are current on their membership fees, complete an application form and submit the membership fee.

**II. Membership Dues**

Per resolution of October 2017 Regular Board Meeting, the following fees shall become effective January 1, 2018 for GFCBW in Southern USA:

- Annual Membership Fee shall be \$60.00 with the due date of January 31 of the year. Grace period for membership fee is up to March 31 of the year. Renewal members who pay their membership fee by March 31 are considered current. Any existing members who do not pay Annual Membership Fee by March 31 of the year will be considered to have automatically withdrawn their membership and will be removed from GFCBW in Southern USA’s directory.
- Annual Membership Fee for board members shall be \$100. The remained board members (referred to Bylaws Section 6.2) are required to prepay their Annual Membership Fee for the following year on or before the annual board election date. The newly elected board members are required to pay the difference of the Annual Membership Fee between regular members and board members by January 1st of the following year.
- New members and rejoined former members shall pay the same amount of Annual Membership Fee regardless of the time of their joining or rejoining.
- Registration Fee shall be \$10.00 for new and rejoined members at the time of joining or rejoining. The Membership Registration Form should also be filled out and submitted with the payment of the Registration and Annual Membership Fees.
- During 2020 January GFCBW Boarding meeting, Board approved to remove to \$10.00 Registration Fee for new and rejoined members at the time of joining or rejoining, Annual Membership Fee shall be \$60.00 for 2020

**Special amendment effective April 25<sup>th</sup>,2020: Due to COVID-19 Epidemic period, 2020 GFCBW Board approved to reduce the 2020 (Only) membership fee from \$60.00 to \$45.00.**

If the membership fee is paid before June 15<sup>th</sup> 2020, the member will still have the “VOTE” right for electing 2021 GFCBW Board members during the 2020 Annual General meeting only.

### III. Board Meeting Notification Requirements

**Regular Board Meetings:** All board members should be notified of the regular meeting with one week (5 business days) advance notice.

**Special Board Meetings:** All board members should be notified of the special meeting at least one day before the meeting. Such notice shall state the time when and the place where the meeting is to be held and the purpose(s) for which the meeting is called.

**Notice of Regular or Special Board Meetings:** Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either personally or by mail or email, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If given by email, notice is deemed to be given on successful sending of the email.

### IV. Regular Meetings

The regular meetings of the Board of Directors of the GFCBW in Southern USA shall be held at least quarterly. All board members should be notified of the meeting according to GFCBW in Southern USA's Policies and Procedures. The newly elected President may announce the approximate number of the Regular Meetings that she plans to hold for that year during the first Regular Meeting. Also, the newly elected President will briefly explain the contents of the Bylaws to the Board of Directors during the first Regular Meeting.

### V. Election Procedures for New President

Nomination and Election of New President:

Pursuant to Section 6.21 of the Bylaws, in the event where the current Vice President is not approved or does not desire to fill in as the new President, the board shall call a special member meeting to elect the new President by the November 15 of the year. The Board of Directors shall provide the Official Candidate List for the new President to the Nominating Committee two weeks (10 business days) before the Special Member Meeting.

The Nominating Committee shall be responsible for the following:

- Providing the Approved Recommendation List to all members with one week (5 business days) in advance notice before the election.

- Preparing ballots based on the Approved Recommendation List for election in the Special Member Meeting.
- Informing and notifying each of the candidates that: (a) she has been included in the Approved Recommendation List; and (b) the total number of the candidates participate in this election.
- Introducing candidates in the Special Member Meeting.
- Ensuring the voting process and final results confirmation are executed according to guidelines listed below:
  - Ensuring only the members who are present at the Special Member Meeting and have been a member of GFCBW in Southern USA since March 31 of the year are entitled to vote.
  - Opening the ballots under the supervision of the two current Advisors.
  - Tabulating the ballots and presenting the tabulation results to the two current Advisors. The Advisors shall verify, confirm and approve the final results.
  - The final election results shall be announced by the Chairman of the Nominating Committee.

## **VI. Election Procedures for New Vice President**

Nomination and Election of New Vice President:

Pursuant to Section 6.22 of the Bylaws, the Board of Directors shall provide the Official Candidates List for the new Vice President to the Nominating Committee three weeks (15 business days) before the year-end Annual Member Meeting.

The Nominating Committee shall be responsible for the following:

- Providing the Approved Recommendation List to all members with two weeks (10 business days) in advance notice before the election.
- Preparing ballots based on the Approved Recommendation List for election in the Year-End Member Meeting.
- Informing and notifying each of the candidates that: (a) she has been included in the Approved Recommendation List; and (b) the total number of the candidates participate in this election.
- Introducing candidates in the year-end Annual Member Meeting.
- Ensuring the voting process and final results confirmation are executed according to guidelines listed below:

- Ensuring only the members who are present at the year-end Annual Member Meeting and have been a member of GFCBW in Southern USA since March 31 of the year are entitled to vote.
- Opening the ballots under the supervision of the two current Advisors.
- Tabulating the ballots and presenting the tabulation results to the Advisors. The Advisors shall verify, confirm and approve the final results.

The final election results shall be announced by the Chairman of the Nominating Committee.

## **VII. Election Procedures for New Board Members**

Nomination of New Board Members:

Pursuant to Section 6.23 of the Bylaws, the number of endorsement allowed per member should not exceed the total number of boards that needs to be filled. The current Board has the option to decide the total number of endorsements allowed per member as long as such number of endorsements does not exceed the total number of boards that need to be filled.

The number of the candidates shall be at least equal to the number of the open seats for the Board of Directors plus 2. (For example, it shall be at least 7 candidates for 5 open seats). Those who lose this Board of Director election will become the backup candidates for vacancies resulted from resignations or removals pursuant to Sections 6.3, 6.4, 6.5 and 6.6 of the Bylaws. The sequence of inviting these backup candidates for board vacancies should base on the order of the vote counts each candidate receives during this election.

The Nominating Committee shall be responsible for the following:

- Providing the Approved Recommendation List to all members with two weeks (10 business days) advance notice before the election.
- Preparing ballots based on the Approved Recommendation List for election in the year-end Annual Member Meeting.
- Informing and notifying each of the candidates that: (a) she has been included in the Approved Recommendation List; (b) the total number of the candidates participate in this election: and (c) the number of the boards that needs to be filled for the upcoming year.
- Introducing candidates in the year-end Annual Member Meeting.
- Ensuring the voting process and final results confirmation are executed according to guidelines listed below:
  - Ensuring only the members who are present at the Year-End Member Meeting and have been a member of GFCBW in Southern USA since March 31 of the year are entitled to vote.

- Opening the ballots under the supervision of the two current Advisors.
  - Tabulating the ballots and presenting the tabulation results to the two current Advisors. The Advisors shall verify, confirm and approve the final results.
  - The final election results shall be announced by the Chairman of the Nominating Committee.
- Informing those who lose this Board of Directors election that the Board will keep their names on the backup candidate list should there be Board vacancies later in the upcoming year.

### VIII. Staggering Chart for Philanthropy Committee Members

Pursuant to Section 9.1 of the Bylaws, the Philanthropy Committee shall consist of seven members comprised of President, Vice President, two Advisors and three former presidents. The terms of these seven committee members should be staggered with three classes with each class serving for one-year, two-year and three-year terms respectively. There shall be four (4) one-year term members, two (2) two-year term members and one (1) three-year term member. The table below depicts how the committee members should be staggered.

Year 1			Year 2			Year 3			Year 4			Year 5			Year 6		
1-Yr Term	2-Yr Term	3-Yr Term	1-Yr Term	2-Yr Term	3-Yr Term	1-Yr Term	2-Yr Term	3-Yr Term	1-Yr Term	2-Yr Term	3-Yr Term	1-Yr Term	2-Yr Term	3-Yr Term	1-Yr Term	2-Yr Term	3-Yr Term
Y1 PR	Y1 Ad2	Fmr P3	Y2 PR	Y2 Ad2 (Y1 PR)	Fmr P4	Y3 PR	Y3 Ad2 (Y2 PR)	Fmr P5	Y4 PR	Y4 Ad2 (Y3 PR)	Fmr P6	Y5 PR	Y5 Ad2 (Y4 PR)	Fmr P7	Y6 PR	Y6 Ad2 (Y5 PR)	Fmr P8
Y1 VP	Fmr P2		Y2 VP	Fmr P3		Y3 VP	Fmr P4		Y4 VP	Fmr P5		Y5 VP	Fmr P6		Y6 VP	Fmr P7	
Y1 Ad1			Y2 Ad1 (Y1 Ad2)			Y3 Ad1 (Y2 Ad2)			Y4 Ad1 (Y3 Ad2)			Y5 Ad1 (Y4 Ad2)			Y6 Ad1 (Y5 Ad2)		
Fmr P1			Fmr P2			Fmr P3			Fmr P4			Fmr P5			Fmr P6		

Yellow highlight denotes those who are serving the second year of their terms. Green highlight denotes those who are serving the third year of their terms.

Legends:

**Y1 PR:** Current Year President, **Y1 VP:** Current Year Vice President, **Y1 Ad1:** Current Year Advisor 1, **Y1 Ad2:** Current Year Advisor 2.

**Y2 PR:** Next Year President, **Y2 VP:** Next Year Vice President, **Y2 Ad1:** Next Year Advisor 1 (i.e. Current Advisor 2), **Y2 Ad2:** Next Year Advisor 2 (i.e. Current Year President).

**Y3 PR:** Year 3 President, **Y3 VP:** Year 3 Vice President, **Y3 Ad1:** Year 3 Advisor 1 (i.e. Next Year Advisor 2), **Y3 Ad2:** Year 3 Advisor 2 (i.e. Next Year President).

**Y4 PR:** Year 4 President, **Y4 VP:** Year 4 Vice President, **Y4 Ad1:** Year 4 Advisor 1 (i.e. Year 3 Advisor 2), **Y4 Ad2:** Year 4 Advisor 2 (i.e. Year 3 President).

**Y5 PR:** Year 5 President, **Y5 VP:** Year 5 Vice President, **Y5 Ad1:** Year 5 Advisor 1 (i.e. Year 4 Advisor 2), **Y5 Ad2:** Year 5 Advisor 2 (i.e. Year 4 President).

**Y6 PR:** Year 6 President, **Y6 VP:** Year 6 Vice President, **Y6 Ad1:** Year 6 Advisor 1 (i.e. Year 5 Advisor 2), **Y6 Ad2:** Year 6 Advisor 2 (i.e. Year 5 President).

**Fmr P1:** Former President 1, **Fmr P2:** Former President 2, **Fmr P3:** Former President 3, **Fmr P4:** Former President 4, **Fmr P5:** Former President 5, **Fmr P6:** Former President 6, **Fmr P7:** Former President 7, **Fmr P8:** Former President 8

### IX. Charity Project Endorsement and Fund Disbursement Guidelines

When the president and its board require the assistance or have intention of utilizing the fund from GFCBW in Southern USA’s perpetual charity account, a **written Charity Project Proposal** stating the nature, type of planned activity and the requested amount should be submitted to the Philanthropy Committee for review and endorsement.

The following information is required to be included in the project proposal:

- The characteristics of its “charity”, the types of “charity project” proposed.
- The dollar amount requested from GFCBW in Southern USA’s perpetual charity account.
- The fund-raising plan to replenish the requested amount, either in whole or partial of the amount. The plan should include the planned activity, timing, target fund-raising amount and the planned replenish date.

Upon receiving the proposal, the Philanthropy Committee shall meet to review the project to ensure it falls within Section 9.4 Charity Donation Project Guideline of the Bylaws and the reasonableness of the fund replenishment plan. Should the Committee determine adjustment is needed to the proposed project; the Committee shall communicate the recommended changes to Board for modification. The Board and the Philanthropy Committee shall continue the efforts in discussing and modifying the project plan until a satisfactory plan following the guidelines is reached. Endorsement for the final project proposal requires approval by two-thirds of the committee members. After endorsement by the Philanthropy Committee, GFCBW in Southern USA’s perpetual charity account can be disbursed for the proposed project with official receipts and documentation provided by the Board. Not any fund can be allowed for disbursement for the project without full proof of receipt and documentation.

## **X. Advance Expenses**

The President of the GFCBW in Southern USA is authorized to expend no more than \$100 per event for emergencies that cannot wait until the approval by the Board of Directors. The President shall report the expenditure at the immediate next regular board meeting. The annual limit for this type of expenditure is \$300. After the limit is reached, the President is required to obtain Board's approval for any expenses.

## **XI. Signature Requirements**

All checks of GFCBW’s (in Southern USA) to be issued shall be signed by at least two (2) of the following officers as the signature authorities: President, Vice President and Treasurer (collectively, the “Signature Authorities”). However, the Signature Authorities shall not allow themselves to be placed in a position where a conflict of interest might arise, or might justifiably suspected; for instance, any of the Signature Authorities who brings the receipt and try to get the reimbursement by GFCBW shall not sign the check herself.

## **XII. Gift Acceptance Policy**

Acceptance of any contribution, gift or grant is at the discretion of the **GFCBW in Southern USA**. The **GFCBW in Southern USA** will not accept any gift unless it can be used or expended consistently with the mission and objectives of the GFCBW in Southern USA.

No irrevocable gift, whether outright or life-income in character, will be accepted if under any reasonable set of circumstances the gift would jeopardize the donor’s financial security.

The **GFCBW in Southern USA** will refrain from providing advice about the tax or other treatment of gifts and will encourage donors to seek guidance from their own professional advisors to assist them in the process of making their donations.

The **GFCBW in Southern USA** will accept donations of cash or publicly traded securities. Gifts of in-kind services will be accepted at the discretion of the **GFCBW in Southern USA**.

Certain other gifts, real property, personal property, in-kind gifts, non-liquid securities, and contributions whose sources are not transparent or whose use is restricted in some manner, must be reviewed prior to acceptance due to the special obligations raised or liabilities they may pose for the **GFCBW in Southern USA**.

The **GFCBW in Southern USA** will provide acknowledgments to donors meeting IRS substantiation requirements for property received by the charity as a gift. However, except for gifts of cash and publicly traded securities, no value shall be ascribed to any receipt or other form of substantiation of a gift received by **GFCBW in Southern USA**.

The **GFCBW in Southern USA** will respect the intent of the donor relating to gifts for restricted purposes and those relating to the desire to remain anonymous. With respect to anonymous gifts, the **GFCBW in Southern USA** will restrict information about the donor to only those members with a need to know.

The **GFCBW in Southern USA** will not compensate, whether through commissions, finders' fees, or other means, any third party for directing a gift or a donor to the **GFCBW in Southern USA**.

### **XIII. Conflict of Interest Policy**

A conflict of interest is defined as an actual or perceived interest by a board member in an action that results in, or has the appearance of resulting in personal gains. Officers and board members are obligated to always act in the best interest of **GFCBW in Southern USA**. This obligation requires that any officer or director, in the performance of organization duties, seek only the furtherance of the organization mission and objectives. At all times, officers and board members are prohibited from using their titles or **GFCBW in Southern USA**'s name or property, for private profit or benefit.

- a. The officers and board members of **GFCBW in Southern USA** should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors of **GFCBW in Southern USA** for personal gains. This is not intended to preclude bona-fide organization fund raising-activities.
- b. No officer, or board member of **GFCBW in Southern USA** shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to her knowledge, any of the following has a financial interest in that purchase or contract:
  1. The officer or board member;
  2. Any member of their immediate family;
  3. Her partner;

4. An organization in which any of the above is an officer, director or employee;
  5. A person or an organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment
- c. Disclosure--Any possible conflict of interest shall be disclosed by the person or persons concerned.
  - d. Board Action--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person(s) concerning whose situation the doubt has arisen.
  - e. Record of Conflict--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.