

United States Tai Chi Community By-Laws

As Revised February 2023

BY-LAWS

Article I Name and Offices

1. NAME: United States Tai Chi Community, Inc., hereafter referred to as USTCC.
2. OFFICES: The offices of USTCC shall be at such locations as the Board of Directors shall determine.

Article II Purpose

USTCC shall exist for the purpose indicated in its Certificate of Incorporation and Mission Statement, and as amended from time to time.

Article III Members and Directors

1. MEMBERS: The Corporation shall have no voting members. The Corporation shall have non voting members, and classes thereof, as the Board of Directors may determine. Member dues will be assessed annually and set by a vote of the USTCC Board of Directors.
2. USTCC Board of DIRECTORS: The Corporation shall be directed by: all members of the Board of Directors of the Corporation during their term of office.

Article IV Board of Directors

1. POWERS OF BOARD: The activities, property, and affairs of USTCC shall be managed by the USTCC Board of Directors, subject to the provisions of the Certificate of Incorporation and of these By-Laws. The USTCC Board shall have all of the powers conferred upon the Board of Directors by the Non-stock Corporation Act of the State of Connecticut. Each Director shall be entitled to one (1) vote.
2. NUMBER: The number of Directors shall be not less than eight (8), nor more than fifteen (15).
3. VACANCIES: The Board of Directors shall have power to fill vacancies for unexpired terms by majority vote.
4. ANNUAL AND REGULAR MEETINGS: The meetings of the Board of Directors for transacting business and/or for the election of directors and officers shall be held at such places and dates as determined by the Board, including teleconferencing, e-mail, and such other forms of electronic communications as may come available.

5. ELECTION AND TERM OF OFFICE: All Directors and Officers of USTCC shall be members of USTCC. Directors and officers and vacancies of the USTCC Board Directors shall be filled and elected by a simple majority of votes cast at a meeting of the USTCC Board of Directors called for such a purpose, a quorum being present. Proposed Directors' names should be placed in nomination to the corporate Secretary thirty (30) days prior to voting. A Director filling a vacancy is elected for the remainder of the Director whose vacancy is being filled. In the event of a vacancy on the USTCC Board of Directors, the President of the Board has the authority to waive the thirty (30) day notice provision. A Director is elected for a two-year term. A Director may be elected to a maximum of 3 consecutive terms. Elections are held annually in February. After a 1 year absence, a Director who has held 3 consecutive terms is eligible again for election to the Board of USTCC.

6. NOMINATIONS FROM THE FLOOR: Nominations for Director in addition to those made according to Article IV.5 shall be permitted, with prior consent of the proposed candidate, provided the following procedure is followed:

(a) Anyone wishing to make such a nomination shall be entitled to have notice of such nomination included in the notice of meeting, and to have provision for voting for such person included in proxies, provided notice of such nomination is given the corporate Secretary at least thirty (30) days before such notices are mailed.

7. SPECIAL MEETING: Special Meetings of the USTCC Board of Directors may be called by the President, Secretary, or at the written request of at least one-third (1/3) of the Board of Directors then in office (notice of special meetings called by request shall be given to each member of the Board of Directors within two (2) business days of such request and such special meetings shall be held not less than five (5) business days and not more than ten (10) business days following the date of such notice).

8. QUORUM AND PROXY: A quorum for the transaction of any business at any meeting of USTCC shall be at least one-third (1/3) of the Directors of USTCC (as shown on the list of the Secretary) actually present in person or by proxy, duly signed by the Director, and duly delivered to the meeting. Once a quorum is established at any meeting, a majority of those present in person or by proxy shall be required for the transaction of business. Voting on issues which may arise between regularly scheduled meetings may be conducted via e-mail in accordance with the provisions sited in item #4 above. The need for such a vote will be determined by, and at the discretion of, the USTCC Board President.

9. REMOVAL FOR CAUSE: A member of the Board of Directors may be removed for cause, including but not limited to, non-performance of duties as a Director, by a fifty-one percent (51%) affirmative vote of the entire Board. The Director subject to removal for cause may not vote on the issue, but shall have the opportunity to be heard prior to the vote. The meeting notice must state the nature of alleged cause and action to be taken.

10. COMPENSATION: No member of the USTCC Board of Directors shall receive compensation for his services as a Director but shall be entitled to reimbursement for reasonable costs incurred on behalf of USTCC and for services rendered to USTCC in any capacity other than as a Director.

11. **DIRECTOR IN GOOD STANDING:** A Director is in good standing if they have served a minimum of one year on the USTCC Board and 1) they have attended 80% or more of the annual scheduled meetings and a majority of special meetings, and 2) they have replied in a timely fashion to emails/phone calls/texts and other forms of communication. Directors not in good standing are not eligible for reelection, chairing committees, and voting in director and officer elections. A member of the Board of Directors may be deemed not in good standing for cause, including but not limited to, non-performance of duties as a Director, by a fifty-one percent (51%) affirmative vote of the entire Board. The Director under consideration may not vote on the issue, but shall have the opportunity to be heard prior to the vote. The meeting notice must state the nature of alleged cause and action to be taken.

12. **ADVISORS TO THE BOARD:** The Board may appoint "Advisors to the Board" for a specific purpose and period of time by a simple majority of votes cast at a meeting of the USTCC Board of Directors called for such a purpose. "Advisors to the Board" may attend Board meetings and other USTCC activities, at the discretion of the Board. However, advisors serve solely in an advisory capacity, and are not entitled to any of the rights and privileges of Board members. The Board may terminate "Advisor to the Board" status at any time by a simple majority of votes cast at a meeting of the USTCC Board of Directors called for such a purpose. Likewise, an "Advisor to the Board" may terminate their status at any time by notifying the Secretary in writing.

Article V Officers

1. **NUMBER:** The officers of USTCC shall be President, Vice President, Secretary and Treasurer elected by the Board of Directors from their number at an annual meeting. The USTCC Board of Directors may designate additional officers.

2. **TERM OF OFFICE:** The term of office shall be for two (2) years except the President, who shall serve at the pleasure of the USTCC Board of Directors. No person may serve more than three (3) consecutive terms in the same position.

3. DUTIES:

a. **PRESIDENT:** The President shall be responsible for upholding these By-Laws and shall perform all duties and obligations incident to the position and office. The President shall have direct charge of all USTCC activities, in accordance with the policies established by the USTCC Board of Directors.

b. **VICE PRESIDENT:** The Vice President shall be responsible for duties as prescribed by the President, or the USTCC Board. In the absence or incapacity of the President, the Vice President shall perform all the duties of the President.

c. **SECRETARY:** The Secretary shall be responsible for the reporting of complete and accurate minutes of all meetings of the USTCC Board of Directors, and performing such other duties as pertain to the office or as may be prescribed by the USTCC Board.

d. **TREASURER:** The Treasurer shall present to the USTCC Board, at the regular meetings of the USTCC Board or whenever they require it, reports on the financial conditions and transactions of USTCC, and perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be prescribed by the USTCC Board. The Treasurer shall be responsible for timely preparation and filing of required Internal Revenue Service and state agency returns.

4. **RESIGNATION:** Any officer may resign at any time by giving written notice of thirty (30) days to the Secretary.

5. **REMOVAL OF OFFICERS:** Any officer may be removed by a fifty-one percent (51%) affirmative vote of the entire USTCC Board, at any time, provided he or she has been given a fair hearing by the Board of Directors.

6. **VACANCIES:** If a vacancy shall occur in any office for any reason such vacancy may be filled for the unexpired portion of the term by the USTCC Board of Directors.

7. **SURETY BONDS:** In the event that the USTCC Board of Directors shall so require, any officer or agent of USTCC shall execute to USTCC a bond in such sum and with such surety or sureties as the USTCC Board of Directors may direct, conditioned on the faithful performance of his or her duties to USTCC, including responsibility for negligence and for the accounting of all property, funds or securities of USTCC that may come into his or her hands.

8. **EXECUTION OF INSTRUMENTS GENERALLY:** Subject to the control of the USTCC Board of Directors, and except as otherwise provided by law, by the Certificate of Incorporation or by these By-Laws, the President, or any officer, agent or employee of USTCC who may from time to time be specifically authorized in writing by the USTCC Board of Directors or by the President, may sign, execute (with or without the seal of USTCC), verify, acknowledge and deliver in the name and on behalf of USTCC any agreement, deed, contract, proxy, covenant, bond or other security, or any other document, instrument or writing of any nature. A copy of the written authorization issued by the President, or the USTCC Board of Directors, and all executed instruments for USTCC, must be submitted to the Secretary for the official records, and reported by the Secretary to all the USTCC Directors in a timely manner.

9. **INDEMNIFICATION:** USTCC shall indemnify, with the exception of intentional wrongdoing or criminal conduct, to the full extent authorized or permitted by the laws of the State of Connecticut, all Directors, Officers, employees and agents of USTCC, and heirs and legal representatives of such persons, insofar as any such Director, Officer, employee or agent or his heirs or legal representatives, is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator, or intestate is, or was, a Director, Officer, employee or agent of USTCC.

Article VI Committees

1. **COMMITTEES:** Committees may be established from time to time by the President as necessary or convenient to carry out the mission and vision of USTCC.

2. MEMBERSHIP: Except as otherwise provided in these By-Laws, any person is eligible for committee membership whether or not otherwise connected with USTCC and shall be appointed by the committee chair.

3. APPOINTMENTS AND PROCEDURES: The President shall appoint committee chairs. All committee members shall serve at the discretion of the Committee Chair, and the Chair shall have the power to remove committee members for cause, including but not limited to failure to attend meetings, and non-communication. At any meeting of the committee, a quorum shall consist of a majority membership of that committee. Each committee shall meet upon call by its chair or the President. The chair and committee shall agree upon numbers and dates of meetings. Special meetings may be called at any time by the chair with at least (two) 2 days notice. Written, dated and signed minutes from each committee must be filed with the Secretary of the USTCC Board.

4. VACANCIES: Chairperson vacancies may be filled by the President of the USTCC Board; committee member vacancies may be filled by committee chairs unless otherwise specified.

Article VII Financial Operations

1. GENERALLY: The USTCC Board of Directors shall have the power to establish bank accounts, maintain safe deposit or custodial accounts (to the extent permitted by law) and provide by resolution for signing and withdrawal authority. Authority to borrow money, or mortgage, pledge or otherwise encumber any of the assets of USTCC may be given only by a specific Board of Directors' resolution.

2. OFFICERS' AUTHORITY: The USTCC Board may authorize any officer, or officers, or the President in the name of and on behalf of USTCC, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer shall have power or authority to bind USTCC by any contract or engagement or to render it peculiarly liable for any purpose or to any amount.

3. FISCAL YEAR The Fiscal Year of the Corporation shall end on December 31.

4. ANNUAL REPORT Each year, one Director shall cause to be prepared and delivered to each Director and Officer a report of the operations of the Corporation for the last fiscal period, containing information as to revenues, expenses, assets and liabilities of USTCC and such other information as the Directors shall determine.

5. AUDIT and/or REVIEW The USTCC Board of Directors may, but are not required to, have the annual accounting of the corporation (the books) audited or reviewed by a certified public accountant. There shall be an annual audit of all books of USTCC if required by Federal or State law, or by a funder. Selection of said auditor shall be approved by the USTCC Board.

Article VIII Amendments

These By-Laws may be amended at any meeting of the USTCC Board of Directors by the affirmative vote of a majority of all the Directors. Directors shall receive notice and copy of the suggested amendment changes thirty (30) days prior to the meeting.

Revised 2/13/2023