



The Phoenix Family Performing Art Collaborative BYLAWS

Document History

Version
1.0

Effective Date	Document Type
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ARTICLE I – NAME

NAME

This organization shall be known as The Phoenix Family Performing Art Collaborative, also designated herein as PFPA, in Chinese: 咏舞坊, a non-profit organization in the State of California.

ARTICLE II – MISSION

MISSION:

Provides a platform for family members to participate in dancing and the performing arts together and promotes the transfer of cultural heritage and traditions between generations and communities. PFPA is organized and operated exclusively for literary and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

OBJECTIVES:

The objectives of PFPA shall be:

1. To maintain a non-profit organization.
2. Boost the cultural communication between American Chinese and local communities.
3. Deliver the cultural message across generations; and
4. Develop connections and friendships among us and other interested individuals/groups.

ARTICLE III – DEFINITION OF TERMS

1. “PFPA” shall mean The Phoenix Family Performing Art Collaborative.
2. “The Board” shall mean the Board of Directors of PFPA.
3. “Members” shall mean all active members of PFPA, who paid the annual membership fee and participate in PFPA.
4. “BODs” shall mean the board of directors.
5. “PFPA Assets” shall refer to performing uniform/performance dresses, which are purchased by PFPA for use in its activities. Assets also include cash and cash equivalents collected through PFPA, or created for PFPA performance events, or donated to PFPA for its events and activities, of which PFPA is to have full rights of ownership.
6. “PFPA Fiscal Calendar Year” shall mean from January 1st to December 31st.
7. “PFPA Operation Calendar Year” shall mean from April 1st to March 31st.
8. “SOPs” shall mean the Standard Operation Procedures associated with business operations and procedures for PFPA.

ARTICLE IV – PFPA MEMBERSHIP

MEMBERSHIP

1. Anyone who is willing to participate in the promotion of the objectives and purpose of PFPA may apply to join PFPA.
2. To become PFPA members, an application must be submitted and approved by the working committee.
3. Each member of PFPA shall pay the annual membership due once a year at the first quarter of each calendar year exception might apply due to an unprecedented situation.
4. A member may be disciplined in a form of “Warning” or “Removal” from PFPA due to the following conditions:
 - 4.1. Misconduct or poor performance that results in serious property and reputation damage of PFPA.
 - 4.2. Use PFPA name for personal benefit.
 - 4.3. Embezzle or divert any PFPA funds.
 - 4.4. Violation of PFPA Bylaws and associated SOPs.
 - 4.5. Conflict of interest in any matter relating to his/her duties.
 - 4.6. In a case of removal, a petition by 1/3 of the Board members and approved by at least 2/3 of the current Board members is required.

RIGHTS AND OBLIGATIONS

1. PFPA members shall have the right to query and make suggestions in a good faith on the operation of PFPA.
2. All members have the privilege to vote.
3. All members may leave PFPA at will.
4. All members should obey PFPA Bylaws and the associated SOPs.
5. All members are required to participate in the activities of PFPA.

ARTICLE IV – ORGANIZATION

PFPA BOARD

1. The Board members of PFPA shall have up to 10% of members, and no fewer than three (3) BODs.
2. The members of the Board shall consist of the President, Secretary, Controller.

DUTY OF BOARD OF DIRECTORS

1. PFPA shall be under management by the BODs.
2. BODs are responsible for the implementation of PFPA's vision, strategy and oversee PFPA operation in accordance with the PFPA Bylaws and SOPs.
3. All members of Board shall be in compliance with PFPA Bylaws and associated SOPs.
4. All members of the Board shall seek the opportunity for the growth of PFPA.
5. Additional Duties may apply to the associated positions listed below.
 - 5.1. President: Shall be responsible for executing PFPA's business operational activities (aka Operation Officer) including but not limited to:
 - 5.1.1. Chair all PFPA meetings and oversee the operation for Finance, Marketing and Public Relations, form and lead the working committee.
 - 5.1.2. Shall be the legal signatory for PFPA and shall present the legal document to the Board for review before signing the document.
 - 5.1.3. Shall have the power to point an interim lead during his/her absence with majority approval from the Board.
 - 5.1.4. Shall have the power to bring in external experts with approval of a majority vote of the Board to further support PFPA's functions.
 - 5.1.5. Shall have the power to retain and refuse to retain services of any consultants including but not limited to Art Director and teacher with approval of a majority vote of the Board.
 - 5.2. Secretary: Shall be responsible for handling all PFPA administrative activities including but not limited to:
 - 5.2.1. Solicit the meeting agenda and send meeting notification to the participants prior to the meeting, scribe and file meeting minutes post the meeting.
 - 5.2.2. Maintain PFPA historical documentation including but not limited to, Bylaws associated SOPs and correspondences.
 - 5.2.3. Chair the meeting during the absence of the President.
 - 5.3. Controller: Shall be responsible for managing all PFPA financial activities including but not limited to:
 - 5.3.1. Manage main account activities and have the power to endorse for transfer funds within PFPA or on behalf of PFPA.
 - 5.3.2. Report the accounting activities of PFPA at the Annually BODs meeting.
 - 5.3.3. Work with the Directors to develop associated financial SOPs and present to the Board for approval.
 - 5.3.4. Work with the Directors and facilitate the preparation of necessary documentation for the annual Federal and State income tax returns.
 - 5.3.5. Work with the Directors to prepare an annual projected budget of expenses and disbursement.

BOARD OF DIRECTORS TERMS

1. The Director shall serve a four-year term and may be re-elected after completion of his/her term.

ELECTION OF BOARD OF DIRECTORS

1. The Election of PFPA BODs shall be conducted by the Nomination Committee chaired by the President and at least two other Board members appointed by the President.
2. In a case of vacancy, the Nomination Committee shall solicit nominations and present nominees' qualifications and experience to the Board for review and approval.
3. A qualified nominee for a vacant Board position cannot be paid by PFPA and must have served at least one year in the recent working committee.
4. Election Process:
 - 4.1. All election processes shall be transparent.
 - 4.2. In the election year or in the case of a vacancy
 - 4.3. The names of nominees are submitted to the Nomination Committee in January, along with a brief resume and position that are nominated for. All nominees must give consent to serve if elected.
 - 4.4. An election meeting shall be held in February, with over seventy percent of voting casts present in person.
 - 4.5. If there is only one nominee for a position, elected with over fifty percent of votes.
 - 4.6. If there is more than one nominee for a position, elected with the highest number of votes.
 - 4.7. In case of any vacancy or same votes, additional rounds of voting will be conducted.
 - 4.8. Official notification of election results shall be announced in early March. The official term starts on April 1st and expires on March 31st in the year that the four-year term ends.

RESIGNATION

1. Board of Directors may resign at will.
2. The resignation letter shall be submitted to the Board at least 30 days prior to the effective date to ensure a smooth transition.

DISCIPLINE

A Board Director may be disciplined in a form of "Warning" or "Removal" from PFPA Board due to the following conditions:

1. Misconduct or poor performance that results in serious property and reputation damage of PFPA.
2. Serious violation of copyright leading to significant loss of PFPA funds.
3. Misleading the PFPA Board to other illegal acts.
4. Use PFPA name for personal benefit.
5. Embezzle or divert any PFPA funds.
6. Violation of PFPA Bylaws and associated SOPs.
7. Conflict of interest in any matter relating to his/her duties.
8. In a case of removal, a petition by 1/3 of the Board members and approved by at least 2/3 of the current Board members is required.

COMPENSATION

All members of the Board shall serve PFPA voluntarily and any monetary or equivalent compensation for the services rendered shall be prohibited. See the "Conflict of Interests" section and PFPA SOP for detailed regulation.

QUORUM

The quorum shall be at least fifty percent of the Board members.

ARTICLE V – MEETINGS

ANNUAL ALL MEMBERS MEETING

1. PFPA should hold at least one annual meeting with all members' participation.
2. Annual All Members Meeting should be chaired by the President or duly appointed designee with a notification to all members 15 days prior to the meeting.

SPECIAL MEMBER MEETING

1. PFPA member may request a special meeting with a valid purpose to the Board for approval.
2. If approved by the Board, the special meeting will be chaired by the President or duly appointed designee with a notification to all members 15-day prior to the meeting.

ANNUALLY BOARD OF DIRECTORS MEETING

1. The Board shall have regular Annually BOD Meetings to review PFPA business and operational activities.
2. The Annually BODs meeting shall be chaired by the President or duly appointed designee.
3. A quorum for the Annually BOD Meeting shall consist of more than fifty percent of the Board members.
4. The Annually BODs Meeting should be open to all PFPA members who are interested unless the Board by majority vote has chosen to hold an executive session.

EMERGENCY BOARD OF DIRECTORS MEETING

1. As a need arises and with a majority vote of the Board, the Emergency Meeting will be called by any Board member.

2. The quorum for the Emergency BODs Meetings shall equal that of Annually BODs Meetings.

ARTICLE VI - COMMITTEES

As the need arises and with a majority vote of the Board, the following Committees will be formed and will be disbanded when the need has been fulfilled. In addition, each Committee shall have a leader and at least another Board member who is pointed by the President.

AMENDMENT COMMITTEE

1. Motions involved in the policy additions or revisions of PFPA documents such as Bylaws or associated SOPs must be presented to the Board.
2. Amendment Committee members shall work on the amendment documents and propose the final revision draft to the Board members prior to the BODs Meeting for review.
3. The approval of an amendment for Bylaws or associated SOPs revisions shall require 2/3 vote of the Board members present at BODs meeting with fifty percent of Board members' participation.
4. The effective date of documentation shall be the date of approval and the new version of PFPA documents shall be filed by the Secretary or duly appointed designee.
5. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which affect the exempt status of the organization under Section 501 (c) (3) of the Internal Revenue Code.
6. Whenever Bylaws are amended or new Bylaws are adopted, such action and the date on which it was taken shall be noted by The President on the original Bylaws in the appropriate place or a new set of Bylaws shall be prepared to incorporate such changes.

NOMINATION COMMITTEE

Nomination Committee shall follow the PFPA Election Process listed in ARTICLE V – ORGANIZATION under ELECTION OF BOARD OF DIRECTORS.

WORKING COMMITTEE

The working committee shall lead and organized by President. Responsible for daily activities including but not limited to:

1. Organize practices, performances, and recruit new members.
2. Manage accounting activities.
3. Event planning, organizing, marketing, programming, staging technical supporting, etc.

ARTICLE VII - DISSOLVING

1. In the event of dissolution, an Emergency all Member Meeting shall be called by the President with two third of vote from all PFPA members and with over fifty percent quorum.
2. All the real assets of PFPA shall be distributed to one or more non-profit organizations, which satisfy the intent of section 501 (c) of the United States Internal Revenue Code.
3. No BODs or officers of PFPA shall have any financial gain as a result of this dissolution.
4. A formal announcement of dissolution shall be made to all PFPA members.

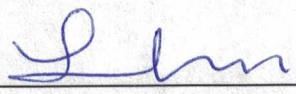
ARTICLE VIII – DISCLAIM

1. Non-Discrimination: PFPA does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, or national or ethnic origin.
2. Conflict of Interests: PFPA prohibits any intentional or unintentional conflict of interests in the business operation which includes but is not limited to:
 - 2.1. No BODs shall have any financial gain from PFPA.
 - 2.2. No direct two family members shall serve on the Board of PFPA, and the nominee of the BODs shall not be the direct family member of the current member of Board.
3. PFPA disclaims all liabilities and responsibilities arising from any actions, activities losses, damages, and legal issues for any group that is not a part of PFPA.

BOARD OF DIRECTORS APPROVAL SIGNATURE

Approved By: Shuhong Wen  Date: 3/12/2022

Approved By: Haining Wang  Date: 03/12/2022

Approved By: Li Chen  Date: 03/12/2022