

## By-Laws of Chinese-American Lung Association (CALA)

### Article I. Name

1. The name of the association is the Chinese-American Lung Association (CALA), hereinafter referred to as “CALA”.
2. The Association is an independent, non-profit organization under the laws of the State of Georgia.
3. The association is a 501(c)(3) organization.

### Article II. Missions and Purposes

1. The Association’s mission is to unite Chinese-American scientists in the field of lung biology and respiratory diseases in North America to dedicate us to advance research, patient care, education, and advocacy efforts.
2. The purposes of the Association are (1) to pursue common interests and friendship among Chinese professionals in Pulmonary Medicine; (2) to communicate information; (3) to exchange experiences; (4) to help solve experimental problems; (5) to announce job and funding opportunities; (6) to encourage communications with other scientists and medical professionals; and (7) to develop strong collaborations with investigators in China to advocate for policies to reduce tobacco use and on research with cigarette smoke-related diseases.

### Article III. Activities

The Association shall organize the following activities:

1. Annual Scientific Conference. At least one meeting of the general membership of the Association shall be held each year. The conference may be organized in conjunction with other international conferences. The President of the Association shall preside. The program, venue, and related affairs will be determined by the Program Committee, and approved by the Board of Governors. The meeting shall give awards to members who make significant contribution to the Association’s mission. Non-members are welcomed to attend the meeting.
2. The Association shall constantly communicate through media, not limit to, the Association Website, email and telephone. The Association shall maintain a Website dedicated to the Association to foster effective communications among members.

### Article IV. Membership

1. Members. Active membership shall be open to an individual interested in pulmonary medicine. Herein “pulmonary medicine” is loosely defined as adult and pediatric pulmonary medicine, pulmonary allergy medicine, critical care medicine, sleep medicine and pulmonary vascular medicine. Membership shall be into these categories:
  - a. Full Members: Any scientists or physicians of Chinese heritage in the field of pulmonary medicine who reside in North America.
  - b. Associate Members: Any scientists or physicians in training of Chinese heritage in the field of pulmonary medicine who reside in North America.
  - c. International Members: Any scientists or physicians of Chinese heritage in the field of pulmonary medicine who reside out of North America.

- d. Honorary Members: Any scientists or physicians of Chinese heritage in the field of pulmonary medicine who have made significant contributions to the science or practice of pulmonary medicine, regardless of nationality, ethnicity, and residence.
2. Membership Application. Application for membership shall be submitted to the Board of Governors for approval, and qualification shall be determined by the Board of Governors.
3. Membership for Honorary Members is by nomination only. The nomination shall be initiated by a Full Member in good standing by submitting one page summary of achievement and a brief biosketch of nominee, and two names of active Full Members who support the nomination, to the Board of Governors. The memberships shall be approved by the Board.
4. Voting. All members in good standing shall be entitled to vote.

#### Article V. Board of Governors

1. Function  
The Board of Governors is responsible for the operations of the Association. The Board of Governors shall approve the results of the vote and election of the Association. It shall provide administrative support for those who directly manage Association functions. It shall charge the officers and committee Chairpersons with their specific responsibilities and authority where not specifically covered by the By-laws.
2. Governors and Term of Office
  - a. Board of Governors shall consists of the President, the President-Elect, the immediate Past President, the Treasurer, four (4) Standing Committee Chairs, one (1) alternate Board member, one (1) Associate Board Member and one (1) International Board Member.
  - b. The term of Governors shall be for a period of two (2) years. There shall be no limit to the number of terms Board members may serve.
3. Nomination and Election of members of Board of Governors.
  - a. The Chair of the Nominations Committee shall publish a Call for Nominations of candidates for four (4) Standing Committee Chairs, one (1) Alternate Board Member, one (1) Associate Board Member and one (1) International Board Member by email or other electronic means to all CALA members and affiliates one (1) months before voting.
  - b. All nominations from active CALA members shall be submitted to the Chair of the Nominations Committee two (2) weeks before the voting. The election for these members of Board of Governors shall be held every two years by voting among active CALA members.

#### Article VI. Officers

1. The Officers of the Association shall be: President, President-Elect, and Treasurer.
2. Qualifications  
An Officer must be a Full Member of the Association.
3. Nomination and Election of Officers  
The Chair of the Nominations Committee shall publish a Call for Nominations of candidates for the Treasurer by email or other electronic means to all active CALA members and affiliates one (1) months before the voting. The Treasurer shall be elected annually by voting among active CALA members. All nominations from active CALA members shall be submitted to the Chair of the Nominations Committee two (2) weeks before the voting. The

President-Elect and the President shall be conferred. It is expected that the Treasurer will serve as next President-Elect, and that the President-Elect will serve as next President.

4. Terms of Officers

The term of officers shall be for one (1) year, effective the date of the election. Service as an officer shall not count toward the limit of three consecutive terms for members.

5. Duties of Officers

a. The President shall have the general responsibility and control of all business and affairs of this organization. The President shall preside at all meetings of the Association and the Board. The President shall release an annual report to the Board and to the Annual Member Meeting.

b. The President-Elect shall become the President for the unexpired term, if the office of President becomes vacant. The President-Elect shall execute assignments as delegated by the President.

c. The Treasurer shall be responsible for (1) preparing the agenda and recording of meeting minutes, preparing and presenting a financial report at each Board of Governors meeting and at Annual Member Meetings, (3) and maintaining general affair of the Association including By-Laws, By-Laws amendments, website, and assignments from the President.

6. Responsibilities of Officers

It shall be their best interest that the Officers conduct business and affairs to benefit the Association. When communicating outside of the Association, the Officers shall not represent the Association without the knowledge of the Board.

Article VII. Committees

1. The Executive Committee of the Board of Governors consists of the officers and the immediate Past President. The President of the Association shall be the Chairperson.

2. The Standing Committees

a. The Development Committee.

b. The Membership Committee.

c. The Program Committee.

d. The Nominations Committee.

3. The Standing Committee Chairpersons shall be among the Board of Governors, and serve a two (2) year term.

Article VIII. Fiscal Management

1. All Association accounts referred are established for the sole benefit of the Association. The funds shall be managed by the Treasurer under the supervision of the Board of Governors. The Treasurer shall report to the Executive Committee of the Board of Governors and The Association at the Annual Member Meeting.

2. All Association Officers and the members of the Board of Governors shall not be compensated.

3. Membership fees. Membership fees shall be assessed annually in an amount stipulated by the Board of Governors. International Members may be at a reduced rate. Honorary Members are exempt from payment of dues.

Article IX. Adoption

This By-Laws shall be officially adopted by a majority vote of the members of CALA.

#### Article X. Dissociation

Upon the dissociation of the Association, assets should be distributed for one or more purposes within the meaning of section 501(c)(3) of Internal Revenue Code.

#### Article XI. Amendments

These By-Laws may be amended by a majority vote of members of CALA. Proposed changes shall be posted on the Association website one (1) months before voting. All members of Board of Governors shall be notified in writing 45-days in advance of any proposed By-Law changes. Electronic notification shall be considered in compliance with these By-Laws. No amendments shall take effect unless duly approved by the Board of Governors.