



Families with Children from China-Austin

Dear FCC member family,

I have the pleasure of inviting you to attend our Annual Meeting of Members and Associates, and have enclosed the Notice of the Meeting which sets out the items of business. The meeting will be held at Covington Middle School at 3700 Convict Hill Rd Austin, TX 78749, Austin, TX on Saturday, February 6, 2010 in conjunction with our annual Chinese New Year Celebration, which commences at 2:30pm. The formal business section of the event will occur around 3:15pm.

If you can attend this meeting, please review the attached matters up for vote prior to our meeting. If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form so that your vote can be represented. The completed proxy may be given to any FCC Member to bring to the event with them and submit to the Secretary, Dianne Harwood, no later than the start of the meeting. Alternatively, you may mail your proxy directly to Dianne Harwood at 2520 Gate Ridge Dr. Austin, TX 78748. If mailing, please ensure the proxy is received **prior to** Saturday, February 6, 2010.

I look forward to either seeing you at the meeting, or receiving your proxy form by the due date.

Sincerely,

Dianne Harwood
Secretary



NOTICE OF ANNUAL MEETING OF MEMBERS AND ASSOCIATES

Notice is hereby given that the Annual Meeting of Members and Associates of **Families with Children from China – Austin** will be held at **Covington Middle School, 3700 Convict Hill Rd Austin, TX 78749** on **Saturday February 6, 2010** commencing at **3:15pm**.

Business:

Amendments to the Bylaws

1. To vote on adopting changes to the **BYLAWS OF FAMILIES WITH CHILDREN FROM CHINA-AUSTIN, INC** that are recommended by the Board of Directors (see ATTACHMENT A for summary and actual proposed changes to the Bylaws).

Elect Officers/Directors for 2010 – 2011 Year

1. To elect the following slate of Officers/Directors for the new fiscal year:

President:	Becky Harding *
Vice-President of Membership:	Stacey Cone
Vice-President of Events:	Kim Goodman
Co-Vice-President of Events:	Deanne Brown
Secretary:	Dianne Harwood
Treasurer:	Kellena Page
Culture and Outreach:	Pat Morgan

* Repeat term of Ms. Harding is pursuant to ratification by membership of amendments to the Bylaws proposed above.

Other Business

At the annual meeting, the Members will elect Directors and transact any other business that may come before the meeting.

By order of the Board

Dianne Harwood
FCC Secretary

ATTACHMENT A

FCC – AUSTIN PROPOSED BYLAW AMENDMENTS DATE OF VOTE: FEBRUARY 6, 2010

ELECTION OF OFFICERS: *Add provisions that, notwithstanding any contrary provisions elsewhere in the Bylaws, allow the Nominating Committee to consider and nominate any qualified individual for any office, to allow the Board to approve such nominations and submit same to the Membership for vote, and for the Membership to elect same to office.*

Existing Bylaw Language

Election and Term of Office

5.02. Initially, each of the Corporation's officer/Directors will be elected at the annual meeting of the Members and Associates, and, save and except the President Elect, each will be elected for a one year term. The President Elect will be elected for a two year term as Director, the first of which shall be served as Director/Vice-President for Membership and the second of which shall be served as Director/President. After the initial election of Directors, the following officer/Directors shall be elected at the annual meeting of the Members and Associates: The Director/President Elect, the Director/Vice-President for Events, the Director/Secretary and the Director/Treasurer. If the Director/officers are not elected at the time of the annual meeting, they will be elected as soon thereafter as possible.

Election of Directors shall be by a majority vote of the Members at a meeting at which a quorum of the Members is present in person, by proxy or by ballot. Unless a quorum is not present, the election of Directors shall be held at the annual meeting.

Each officer/Director and any other Director will hold office until a successor is duly selected and qualifies. Save and except the Director/President Elect, a Director/officer may be elected to succeed himself or herself in the same office.

Proposed Bylaw Language (changes marked)

Election and Term of Office

5.02. Initially, each of the Corporation's officer/Directors will be elected at the annual meeting of the Members and Associates, and, save and except the President Elect, each will be elected for a one year term. The President Elect will be elected for a two year term as Director, the first of which shall be served as Director/Vice-President for Membership and the second of which shall be served as Director/President. After the initial election of Directors, the following officer/Directors shall be elected at the annual meeting of the Members and Associates: The Director/President Elect, the Director/Vice-President for Events, the

Director/Secretary, ~~and~~ the Director/Treasurer and any officer/Director positions previously created and approved by majority vote at a meeting of the Members as set forth under the provisions of Section 4.02. If the Director/officers are not elected at the time of the annual meeting, they will be elected as soon thereafter as possible.

If a vacancy has occurred or is about to occur in any of the following circumstances: (a) the President elect is unable or unwilling to assume the duties of President for the second year of his/her term of office, or (b) the Incumbent President was placed in office by Board action as set forth in Section 5.04 below, or (c) the Vice-President for Membership was placed in office by Board action as set forth in Section 5.04 below, or (d) any other vacancy has occurred or is about to occur that cannot be filled under other provisions of this section, then the Nominating Committee (Section 6.02A), notwithstanding any contrary provisions elsewhere in the Bylaws, may consider and nominate any qualified individual for any office, and the Board may approve such nomination and submit same to the Membership for vote, and, at the annual meeting, the Membership may, by majority vote, as set forth below, elect same to the office for which he/she has been nominated. The qualifications for office referred to in the preceding sentence are those set forth in paragraph 4.02 of these Bylaws; a person shall not be disqualified from nomination for having been appointed by the Board to fill out a portion of his/her predecessor's term in office.

Election of Directors shall be by a majority vote of the Members at a meeting at which a quorum of the Members is present in person, by proxy or by ballot. Unless a quorum is not present, the election of Directors shall be held at the annual meeting.

Each officer/Director and any other Director will hold office until a successor is duly selected and qualifies. Save and except the Director/President Elect, a Director/officer or any Director who is not an officer may be elected to succeed him or herself in the same office/position. Except by vote of two-thirds majority of the entire Board, and due election by the Membership, no Director shall serve as a Director for more than two full, consecutive terms. Filling an unexpired term of a predecessor in office/position shall not constitute a "full" term as that word is used in the previous sentence.

OTHER ADMINISTRATIVE OPERATIONS: *Add provisions that allow Board-directed updates to administrative procedures and limits on an as-needed basis (e.g. expenditure limits requiring two signatures, etc.).*

Existing Bylaw Language

Treasurer

5.08. The treasurer will:

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs.

(d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$99.99 without the signature of two officers of the Corporation, one of whom may be--but is not required to be--the Treasurer.

Proposed Bylaw Language (changes marked)

Treasurer

5.08. The treasurer will:

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs. Petty cash withdrawn for specific events shall be returned to the bank as soon as practical and be safeguarded with due care prior to such deposit.

(d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than ~~\$99.99~~\$250 without the signature of two officers of the Corporation, one of whom may be--but is not required to be--the Treasurer. Alternatively, the dual signature requirement can be replaced by a majority Board approval as evidenced by approved Board Meeting Minutes. Supporting documentation for such expenditures shall be retained in the records of the Corporation for seven (7) years from the date of the expenditure.



PROXY FORM

All correspondence to:
Dianne Harwood
FCC Secretary
2520 Gate Ridge Dr.
Austin, TX 78748
(512) 291-1377

NAME (first and last)

Appointment of Proxy

I/We being a member/s of Families with Children from China-Austin, Inc. and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an "X")

OR

If you are not appointing the Chairman
of the Meeting as your proxy please write
here the full name of the individual you
are appointing as your proxy.

or failing the individual named, or if no individual is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my /our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual Meeting of Members and Associates to be held at Covington Middle School on Saturday, February 6, 2010 at approximately 3:15pm and at any adjournment of that meeting.

⇒ IMPORTANT: FOR ITEMS 1A AND 1B BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 1a and 1b below, please mark "X" in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 1a and 1b and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favor of each of these items.

Voting directions to your proxy – please mark "X" to indicate your directions

Item 1a To ratify an amendment to the Bylaws that add provisions that, notwithstanding any other provisions elsewhere in the Bylaws, allow the Nominating Committee to consider and nominate any qualified individual for any office, to allow the Board to approve such nominations and submit same to the Membership for vote, and for the Membership to elect same to office.

For Against Abstain*

Item 1b To ratify an amendment to the Bylaws that add provisions that allow Board-directed updates to administrative procedures and limits on an as-needed basis (e.g. expenditure limits requiring two signatures, etc.).

For Against Abstain*

(continued on next page)

Item 2 To elect the following slate of officers for the 2010 – 2011 fiscal year.

President:	Becky Harding (1)	Secretary:	Dianne Harwood
Vice-President of Membership:	Stacey Cone	Treasurer:	Kellena Page
Vice-President of Events:	Kim Goodman	Culture and Outreach:	Pat Morgan
Co Vice-President of Events:	Deanne Brown		

(1) Repeat term of Ms. Harding is pursuant to ratification by membership of amendments to the Bylaws proposed above.

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions provided to enable your directions to be implemented. Note that each membership with Families with Children from China represents a family unit who has ONE (1) vote in each of the above matters. Signature below represents the desire of all family members to appoint said proxy and instructions thereto as indicated above.

Signature

Contact Name	Contact Daytime Telephone	Date
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How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 Signing Instructions

You must sign this form in the spaces provided.

4 Filing the Proxy

This Proxy Form must be received by the Secretary of FCC no later than the start of the meeting (Saturday, February 6th at 3:15pm). You may mail the Proxy to Dianne Harwood at 2520 Gate Ridge Dr. Austin, TX 78748, but please ensure that it is received PRIOR TO the day of the event – Saturday, February 6, 2010.