

BYLAWS

of

Huafu Alumni Association Northern California

(A NONPROFIT CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA)

ARTICLE I

Name and Address

Section 1. The name of this association shall be Huafu Alumni Association Northern California, Inc. (hereinafter called the Association), a nonprofit organization.

Section 2. Office of the Association shall be located in the State of California, as may be determined by the Board of Directors (hereinafter called the Board).

ARTICLE II

Non-profit Organization

Section 1. Non-profit Nature

This Association is organized exclusively for charitable and educational purposes as forth in Article III, which shall be served by the Association and its members in accordance with the requirements of the applicable law of the State of California relating to non-profit corporations and in such a manner as shall be consistent with the requirements of maintaining tax exempt status of the Association pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986; as amended, or any succeeding statute or governing regulation. No part of the assets, receipts, or net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private person, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 2. Personal Liability

No officer or director of the Association shall be personally liable for the debts or obligations of Association of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Association.

Section 3. Dissolution

Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be donated to Huafu Alumni Association or other 501(c) 3 organizations.

Section 4. Restricted Activities, Non-political nature

No substantial part of the Association's activities shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene, including the publishing or distribution of statements, in any political campaign on behalf of or opposition to any candidate for public office, or in support or opposition of any government policy.

Section 5. Prohibited Activities

Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

Purposes

Section 1. The Mission Statement of the Association is to connect local Huafu alumni and students, improve the wellbeing and mutual support amongst them, and contribute back to the Huafu community for the purpose of advancing high school education, as well as foster scientific research cooperation within the community and beyond.

Section 2. The purposes and objectives of the Association are exclusively charitable and are to seek, cultivate, and obtain revenues to be used by Huafu alumni and the local community. The Association is empowered to solicit, obtain, accept and receive gifts, donations, legacies and contributions, for the endowment of the Association and for its operations; to execute any and all contracts for the essential needs of the Association and for the purpose of carrying out its objectives and purposes; and to do all other lawful acts necessary or desirable to carry out its purposes; provided, however, that the Association shall take no action inconsistent with California statutory law relating to nonprofit corporations or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE IV

Membership and Meetings

Section 1. The Membership of the Association shall be limited to those who graduated from Huafu or attended at least one full year in Huafu, and currently live in Northern California. Any such alumni who agrees to the Article of Incorporation and this Bylaws, and pays member dues can become a member. The Association reserves the right to grant or deny membership to any person, with or without cause, for any reason or no reason, at any time, in the Association's sole discretion; and to supplement or amend these eligibility guidelines at any time.

Section 2. The General Membership Meeting

- A. The Annual General Membership Meeting shall be held yearly and organized by the Board. Notice shall be made at least thirty (30) days prior to the meeting.
- B. Elections, propositions, Bylaw or Article of Incorporation amendments, and other important matters shall be decided at the Annual General Membership Meeting. Each member is entitled to one vote.
- C. Special General Membership Meeting may be called by a petition of a quarter or more of the members at any time. The petition is then submitted to the Board of Director to convene a General Meeting twenty-one (21) days after the petition is complete. Notice of the General Meeting shall be made at least fourteen (14) days prior to the meeting.
- D. Twenty-six members, in good standing, shall constitute a quorum at any Member Meeting.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall be the governing body of the Association.

Section 2. The Board shall be composed of eight (8) Alumni Representatives, two (2) Donor Representatives, and three (3) Advisors.

- A. The eight (8) Alumni Representatives are elected by members from different graduating classes, grouped as follows: before 1980, 1980-1984, 1985-1989, 1990-1994, 1995-1999, 2000-2004, 2005-2009, 2010 and after, respectively; one seat per group.
- B. The three (3) Advisors are elected by the outgoing Board of Directors.
- C. The two (2) Donor Representatives shall be nominated by the outgoing Board of Directors and confirmed by the eleven (11) incoming Alumni Representatives and Advisors.
- D. No candidate shall be nominated without the consent of the nominee.

Section 3. Term of Office

- A. The term of the Directors of the Board shall be two (2) years, which begins at the Annual General Membership Meeting every two year, and ends at the Annual General Membership Meeting two years later.
- B. The Board of Directors, by unanimous vote, may recommend to remove a Board Member from his/her position if deemed in the best interest of the Association. A special General Membership Meeting shall then be called and the removal must be approved by at least two-thirds ($\frac{2}{3}$) approval at the Special General Membership Meeting.
- C. The Board may, by majority vote, appoint replacements for any Board of Director vacancy that occurs before an Annual General Membership Meeting. An Alumni Representative candidate must be confirmed by the corresponding group of alumni through the same election process. An Advisor replacement candidate must be confirmed by the former Board of Directors.

Section 3. Board of Directors Meetings

- A. The Board shall meet quarterly at a time and place chosen by the Board.
- B. Each Board Member in good standing will have one vote.
- C. A quorum of the Board shall be seven (7).
- D. Any directors of the Board may call a special meeting at any time as needed.

ARTICLE VI

Executive Team

Section 1. The Board shall elect one of its board members as the Chairman of the Board, who shall also serve as the Vice President, and automatically becomes the next President.

Section 2. The Board shall appoint the Secretary and Treasurer.

Section 3. The President, who has already served the former term of Vice President, has the full authority to organize and appoint the rest of the executive team. All Directors of the Board are expected to be called upon to serve in certain executive capacity.

Section 4. The term of the executive team members follows the term of the Board.

ARTICLE VII

Amendment of Bylaws and Articles of Incorporation

Section 1. Amendments to Bylaws and Articles of Incorporation

- A. Minor grammatical changes can be made by the current Board with two-thirds ($\frac{2}{3}$) approval. Anything that changes the context or intent must be voted on by at least two-thirds ($\frac{2}{3}$) of the current membership with more than two-thirds ($\frac{2}{3}$) approval at a General Membership Meeting.
- B. Whenever amendments or revisions are to be voted on at the General Membership Meeting, public notice shall be given at least thirty (30) days prior to the meeting.

Section 2. Effective date of Amendment: Once adopted amendments will take effect Immediately.

Section 3. Notification: Notification of any changes to the Articles of Incorporation shall be furnished to the Internal Revenue Service, the State of California, and any other appropriate state and local Agency.

ARTICLE VIII

Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

The Bylaws and Articles have been reviewed and approved as signed below by the following founding members on this _____, 2021:
