

BYLAWS
of the
UNITED CHINESE ALUMNI ASSOCIATIONS
(Revised on May 25, 2010)

The Bylaws of the UNITED CHINESE ALUMNI ASSOCIATIONS (“corporation”), a corporation not for profit, organized and existing under the laws of California, are hereby amended to read as follows:

ARTICLE I. NAME

Section 1. The name of this corporation shall be the United Chinese Alumni Associations, and the board of directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside California and the corporation has one or more business offices in California, the board shall fix and designate a principal business office in California.

ARTICLE II. MISSION AND PURPOSES

Section 1. The general nature and object of the corporation shall be to promote the communications and coordination among all member alumni associations. In the context of these general purposes, the Corporation shall:

- Unite alumni of all schools, colleges and universities to serve and promote the common interests and welfare of all alumni;
- Foster the active interest, support and involvement of alumni in all associations;
- Encourage public acceptance of all member associations;
- Organize all types of social, academic, cultural exchange, and service activities; and
- Support all member associations.

Section 2. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law. Additionally, no substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue code section 501(h); this Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE III. CONSTRUCTION

Section 1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person. The corporation shall be perpetual existence unless sooner dissolved by law.

ARTICLE IV. DEDICATION OF ASSETS

Section 1. This Corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE V. MEMBERSHIP

Section 1. The member of this corporation shall be any alumni association of a college, university, institute or technology school located in the People’s Republic of China (including Taiwan and Hongkong) (“School”), which has its articles and bylaws, in agreement and dedicated to the mission and purposes of the corporation. Any alumni association shall be eligible for membership upon nomination of two existing members and on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

Section 2. A member shall have the rights afforded members under the California Nonprofit Public Benefit Corporation law.

Section 3. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members. Initially membership fee is waived unless set by the board.

Section 4. Members shall be in good standing unless terminated under the conditions set by Section 5.

Section 5. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) The member’s failure to pay dues, fees, or assessments if set by the board within 30 days after they are due and payable;

(c) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(d) Termination of membership under Section 6 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 6. A member may be suspended, under Section 6 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

A member whose membership is suspended shall not be a member during the period of suspension.

Section 7. No membership or right arising from membership shall be transferred. Subject to Section 9 of these bylaws, all membership rights cease on the member's death or dissolution.

ARTICLE VI. MEMBER MEETINGS

Section 1. General Meeting. A meeting of members shall be held annually on a date and at a time designated by the board of directors and so notifies members as provided in these bylaws. At the meeting, **the President, Vice President and** directors shall be elected and other proper business may be transacted.

Section 2. Place. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

Section 3. Special Meeting. The board or the chairman of the board, if any, or the president, or five (10) percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business purposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 15 but no more than 30 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4. Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at any time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling vacancies on the board;
- (c) Amending the articles of incorporation; or
- (d) Electing to wind up and dissolve the corporation.

Section 5. Member Representatives. Each member shall appoint one person as its official representative (“Official Representative”) and few observing representatives to attend member meetings. One Member shall have only one Official Representative and only the Official Representative of a member may be counted towards Quorum and vote on behalf of the Member. A Member shall be entitled to change its representatives at any time provided that it provides an official notice to the Secretary.

Section 6. Quorum. Fifty-one (51) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7. Voting. Subject to the California Nonprofit Public Benefit Corporation Law, Members in good standing should be entitled to vote at any meeting of members. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. One Member shall be entitled to one vote.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

The transaction of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Actions Without Meetings. Any action required or permitted to be taken by the members may be taken without a meeting, if a quorum of all members entitled to vote consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of close members.

Section 9. Proxies. Each member entitled to vote shall have the right to do so either through its Official Representative or, if the Official Representative is not able to present at the action, by one or more agents authorized by a written proxy, signed by the Official Representative and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission or otherwise.

Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the articles of incorporation or bylaws changing proxy rights; certain other incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation.

Section 10. Revocability of Proxies. An proxy may be revoked by the Member at any time and shall be valid after the expiration of 11 months from the date of the proxy.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 2. The board of directors shall consist of at least five directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the meetings of the Member.

Section 3. A member shall designate one, and only one, representative to serve on the board of directors of the corporation. The representative shall either be the current president of a member association, or such the Official Representative as elected and referred by a member association in writing. Any change in the presidency of the member association shall be notified to the president and/or secretary in writing. The board of directors reserves the right as to whether to remove such director in case of such change, however, if the director is not removed by the board of directors, he/she can not be elected for the next term if he/she is no longer the president or the Official Representative of the member association.

Section 4. A member of the board of directors shall have the right to express its opinion, to vote and to be elected, as set forth in these bylaws.

Section 5. The current president of the corporation shall be a member of the board of directors. The outgoing president of the corporation shall serve as an advisor of the board of directors for one year after leaving the office. Such advisor shall not have the right to vote on the board unless he or she is a board member.

Section 6. Each Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation, and with such care, including attending board or committee meeting, reasonable due diligence review and inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 7. No more than 49 percent of the persons serving on the board may be “interested persons.” An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 8. After elected as Board Members each year, each association may have up to three representatives, nominated by the current president of the individual association, on the UCAA_board mailing list. The mailing list will be managed by the current President of UCAA.

Section 9. Active participation in Board meetings and decision making are key responsibilities of Board members. The member association will be ineligible of election for the next term of Board Members if it is absent for more than 50% of board meetings in its current term.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the board shall be held twice a year or more at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 2. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(c) The board has adopted and implemented a means of verifying both the following:

(1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

Section 3. An annual meeting of board shall be held each year on a date and at a time designated by the board of directors and so notifies members as provided in these bylaws. The date so designated shall be within five months after the end of the corporation's fiscal year, and within fifteen months after the last annual meeting. At each annual meeting, president, vice president, secretary, chief financial officer and Executive Directors shall be elected and any other proper business within the power of the shareholders may be transacted.

Section 4. Other general meetings of the board may be held at such time and place as the board may fix from time to time.

Section 5. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president, or any vice president, the secretary, or any two directors.

Section 6. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

ARTICLE IX. EXECUTIVE BOARD OF DIRECTORS

Section 1. The daily business and affairs of this corporation shall be managed by the executive board of directors. The board of directors may, by resolution adopted by a majority of the authorized number of directors, elect to designate an executive board of directors, consisting of the president, vice president, secretary, chief financial officer and five Executive directors. The appointment of the executive board members requires the vote of a majority of the authorized number of directors. The executive board of directors may be granted any or all of the powers and authority of the board, to the extent provided in the resolution of the board of directors establishing the executive board of directors, except with respect to:

- (a) Approving any action for which the California Corporation Code also requires the approval of the shareholders or of the outstanding shares;
- (b) Filling vacancies on the board of directors or the executive board;
- (c) Fixing directors' compensation for serving on the board or the executive board;
- (d) Adopting, amending, or repealing bylaws;
- (e) Amending or repealing any resolution of the board of directors that by its express terms is not so amendable or repealable;
- (f) Making distributions to shareholders, except at a rate or in a periodic amount or within a price range determined by the board of directors; or
- (g) Appointing committees of the board or their members.

ARTICLE X. OFFICERS OF THE CORPORATION

Section 1. The officers of this Corporation shall be a president, a vice president, a secretary, and a chief financial officer. The Corporation, as decided by the meetings of the Member, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed by the board of directors.

Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2. Except for the President and the Vice President, which shall be elected **annually** by Member meetings, the other officers of this Corporation shall be chosen annually by the board and shall serve at the pleasure of the board. One person may not serve the same office for more than two consecutive terms. **Current President should not run for a second term if there are President candidates for the next term to encourage participation of all members.**

There is a two week grace period to settle any dispute for member election meeting. The election result will be officially effective two weeks after the election. The elected President and the Vice President will start their term of service once the election result is official.

Section 3. Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause on a special meeting by a vote of a super majority of the attending directors. Such special meeting shall be called by at least one third of

the authorized number of the directors and at which a quorum is present. Such super majority vote shall be equal to or more than the majority of the authorized number of directors. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

Section 4. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 5. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the board of directors in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

ARTICLE XI. RESPONSIBILITIES OF OFFICERS

Section 1. Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require, including but not limited to:

- represent the corporation for all external matters;
- implement all board decisions;
- call and preside all meetings;
- present an annual report and budget to the board of directors on the annual board meeting and implement such annual plan and budget after the board of directors' approval;
- execute all legal documents on behalf of the corporation after the approval by the board of directors or the executive board of directors;
- monitor and control the operation of the corporation and spending, and set up maximum amount for all spending; and
- sign and issue check during the absence of the chief financial officer.

Section 2. The vice president shall assist the president to perform all duties of the president. During the absence of the president, the vice president shall serve as the acting president to perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

Section 3. The secretary shall have such other powers and perform such other duties as the board or the bylaws may require, which shall include but not limited to:

- issue press release on behalf of the corporation upon approval of the president;

- keep or cause to be kept, at the Corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings;
- keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date;
- give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given.
- keep the corporate seal, if any, in safe custody; and
- execute all legal document, if necessary, together with the president.

Section 4. The chief financial officer shall have such other powers and perform such other duties as the board or the bylaws may require, which shall include but not limited to:

- collect and manage the membership fee and all other assets of the corporation;
- keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions;
- deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the board may designate;
- disburse the Corporation's funds as the board may order;
- prepare, send or cause to be given to the directors an annual budget and annual financial statements and reports, and such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times;
- sign and issue check of the corporation;
- prepare and file tax return of the corporation;
- render to the board, an account of an activity or transaction and of the financial condition of the Corporation in sixty days after such activity or transaction.
- If an expenditure is more than \$300, the chief financial officer should notify all members. If it is questioned and against by three or more member associations, the officer should initiate or call an email or online vote to discuss and get approval from the two thirds of all members.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1. These Bylaws of the Corporation may be made, altered, or rescinded by a super majority vote of the authorized number of the Board of Directors on a proposal submitted by one third of the authorized number of the directors.