

**BYLAWS OF THE  
NATIONAL TAIWAN UNIVERSITY ALUMNI ASSOCIATION  
OF NORTHERN CALIFORNIA  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE 1: NAME AND OFFICES**

**1. NAME**

The name of this corporation is the National Taiwan University Alumni Association of Northern California.

**2. PRINCIPAL OFFICE**

The principal office for the transaction of business of the corporation shall be located in the County of Santa Clara, State of California. The board of directors of directors may change the principal office from one location to another.

**3. OTHER OFFICES**

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE 2: OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall include the following.

- a. to strengthen the communications and association among members, to develop and promote the prestige and interests of members, and to strengthen the communications between members and the alma mater.
- b. To promote better understanding, appreciation, cooperation, and harmony among different peoples and cultures through charitable, educational, musical, cultural, athletic, or international programs, projects, exchanges, services or activities, such as, but not limited to, concerts, plays, exhibits, lectures, seminars, information services, nature programs, athletic programs, and a variety of other activities, thereby enriching the cultural and social dimensions of society.
- c. To sponsor scholarships.

**ARTICLE 3: DIRECTORS**

**1. NUMBER**

The board of directors shall consist of at least 13 but no more than 35 directors (21 is the current number), until changed by amendment to these bylaws. The exact number of directors shall be an odd number and shall be fixed, within those limits, by a resolution adopted by the board of directors.

**2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

### 3. DUTIES

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws, or by the resolution of the Board of Directors;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws; Any director(s) have **two (2)** unexcused absences from the board meetings, the Board shall have the authorization to take necessary action for the benefit of the NTUAA; and
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### 4. ELECTION, DESIGNATION, AND TERMS OF OFFICE

As close to half of all directors as possible, unless when there is change in the number of directors, shall be elected by the General Members before the end of **April**, to hold office for a term of two years starting from First of **May** of the year following the year of the election; however, if any such directors are not elected at any annual meeting, they may be elected by the Board of Directors at any Board Meeting. Each such director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which he or she is elected.

#### 4.1. Transition

The out-going Chairperson (if not available, the out-going President) of the Board shall reside at the first new board meeting in November and conduct the election of new Chairperson. Out-going board members may attend this meeting to ensure a smooth transition of the operation.

### 5. COMPENSATION

CCC (California Corporations Code) 55151 (B0 reads: "Once members have been admitted, a bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changed from a fixed to a variable board or vice versa may only be adopted by approval of the members (section 5034)\*, CCC 55034 defines "approval by (or approval of) the members". Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in section 3 of this article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of section 6 of this article.

### 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent of the persons serving on the board may be interested persons. For purposes of this section "interested persons" means:

- a. any person currently being compensated by the corporation for services rendered it within the previous

twelve months, whether as a full-time or part-time officer, employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or 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 any such person.

#### 7. RESPONSIBILITIES OF THE CHAIRPERSON OF THE BOARD

If a chairperson of the board is elected, the chairperson shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time.

#### 8. PLACE OF MEETINGS

Meetings shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

#### 9. REGULAR MEETINGS

Regular meetings of the board may be held without call or notice at such time and place as the board may fix from time to time.

#### 10. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board the president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

#### 11. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four days notice by email or first-class mail or forty-eight hours' notice delivered personally or by telephone or telegraph. If sent by email, mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address or email address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the meeting adjourned and if such adjourned meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four hours from the time of the original meeting.

#### 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

#### 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is presented and provided that either before or after the meeting each director not present signs a

waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### 14. QUORUM OF MEETINGS

A quorum shall consist of a majority of the board of directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in section 10 of this article. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

#### 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the article of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (section 5212), approval of contracts or transactions in which a director has a material financial interest (section 5233) and indemnification of directors (section 5238a), require a greater percentage or different voting rules for approval of a matter by the board.

#### 16. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, by the president of the corporation or, in his or her absences, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board provided that, in his or her absence, the presiding chair director shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by "Roberts' Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Action without meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting. Such act or decision may be done by telephone polling or vote by emails of the Board of Directors.

#### 18. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under sections 5230 – 39 (standards of conduct) of the California Nonprofit Public Benefit Corporation Law.

If this corporation has any members, then, directors may be removed without cause by a majority of all members, or, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this article of these bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this section shall hold office until the second next annual election of the board of directors or until his or her death, resignation or removal from office, whichever occurs earlier.

#### 19. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of an civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified by this corporation against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### 21. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in

such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **ARTICLE 4: OFFICERS**

##### **1. OFFICERS**

The officers of the corporation shall comprise a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation shall also have, as determined by the board of directors, other officers, such as vice president(s), committee chair(s). Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

The board of directors may approve or ratify appointments of officers and subordinate officers (see below) nominated by the president.

##### **2. QUALIFICATION, ELECTION, AND TERMS OF OFFICE**

Any person may serve as officer of this corporation. Officers shall be elected by the board of directors, at any time, and each shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

##### **3. SUBORDINATE OFFICERS**

The board of directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

##### **4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

##### **5. VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

##### **6. RESPONSIBILITIES OF THE PRESIDENT**

Subject to such supervisory powers as the board may give to the chairperson 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 members' meetings and, in the absence of the chairperson of the board, or if there is none, at all board meetings. The president shall have such other power and duties as the board or the bylaws may prescribe. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or

she shall perform all duties incident to his or office and such other duties which may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Except as otherwise expressly provided by or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## 7. RESPONSIBILITIES OF THE SECRETARY

### a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place at 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 the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

### b. Membership Records

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

### c. Notices and Seal

The secretary shall give, or cause to be given, notices of all meetings of members, of the board and of committees of the board required by these bylaws, the article of incorporation, the bylaws or the board.

## 8. RESPONSIBILITIES OF THE TREASURER

Subject to the provisions of these bylaws relating to "Execution of Instruments, Deposits and Funds", the treasurer shall have the following duties and powers:

### a. Book of Account

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors 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.

### b. Deposit and Disbursement of Money and Valuables

The treasurer shall 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, shall disburse the corporation's funds as the board may order, and shall render to the president, chairperson of the board, if any, or the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation.

### c. Bond

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

### d. Other Duties and Powers

The treasurer shall have such other powers and perform such other duties as required or prescribed by law, the article of incorporation, the bylaws or the board.

## 9. COMPENSATION

The salary of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no other officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of article 3, section 6 of these bylaws.

In all cases, any salaries received by officers of this corporation shall be reasonable and given for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## ARTICLE 5: COMMITTEES

### 1. EXECUTIVE COMMITTEE

The board of directors may, by a majority vote of directors then in office, designate three or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to the following:

- a. The approval of any action which, under law or provisions of these bylaws, requires the approval of the members or of a majority of all the members.
- b. The filling of vacancies on the board or on any committee which has the authority of the board.
- c. The fixing of compensation of the directors for serving on the board or on any committee.
- d. The amendment or repeal of bylaws or the adoption of new bylaws.
- e. The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the board.
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below three the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### 2. OTHER COMMITTEES

The corporation shall have such other committee as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

### 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of

such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with provisions of these bylaws.

## **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **1. EXECUTION OF INSTRUMENTS**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily or otherwise for any purpose or in any amount or fashion.

### **2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer or the president of the corporation.

### **3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may elect.

### **4. GIFTS**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL**

### **1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California the following:

- a. minutes of all meetings of the board, committees of the board, and members, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. a record of its members indicating their names and addresses and membership termination dates.
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

### **2. CORPORATE SEAL**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation, or in the safe custody of the secretary.

Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### 4. MEMBERS' INSEPTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to the person's interests as a member. The corporation may deny the request to make inspection if it reasonably believes that the purpose or time for the inspection is not reasonable.

- a. to inspect and copy the records of all members' names, addresses and voting rights, at reasonable times during usual business hours, upon 5 business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. to obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members which are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

- c. to inspect at any reasonable time the books, records, or minutes of proceedings of the meetings of the board, committees, or members, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

### 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by a representative agent or attorney with proper authorization. The right to make inspection includes the right to copy and make extracts. The costs and expenses incurred in making copies shall be borne by the persons requesting inspection.

### 6. ANNUAL REPORTS

The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- d. The expenses or disbursements of the corporation for both general and restricted purposes.
- e. Any information required by these bylaws.

The annual report shall be accompanied by a report on it of independent accounts or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared

without audit from the corporation's books and records.

The requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member which requests it in writing.

#### **7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

As part of the annual report to all members, or as separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kinds within 120 days after the end of its fiscal year:

a. Any transaction (i) in which the corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000.

For this purpose, an "interested person" is either of the following:

i. Any director or officer of the corporation, its parent or its subsidiary; or

ii. Any holder of more than ten percent of the voting power of the corporation, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and when practicable, the amount of that interest, provided that, in the case of

a partnership in which such person is a partner, only the interest of the partnership need be stated.

b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation, unless the loan, guaranty, indemnification has already been approved by the members under section 5238(e)(2) of the California Corporations Code.

#### **ARTICLE 8: FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

#### **ARTICLE 9: AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of bylaws of nonprofit public benefit corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

a. Subject to the power of members to change or repeal these bylaws under section 5150 of the California Corporations Code, and subject to subsection (b) of this section, by the two-third (2/3) vote of the Board at two (2) consecutive Board meetings, unless the bylaw amendment would materially and adversely affect the rights of members; or

b. By approval of the members of this corporation. If this corporation has admitted any members, then a bylaw specifying or changing the fixed number of board of directors, or change from a fixed to variable board or vice versa, may be approved only by members of this corporation.

#### **ARTICLE 10: AMENDMENT OF ARTICLES**

## 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendments of the articles of incorporation may be adopted by approval of the board of directors.

## 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors or by the approval of the members of this corporation.

### **ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution or winding up of the affairs of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

### **ARTICLE 12: MEMBERS**

#### 1. DETERMINATION AND RIGHTS OF MEMBERS

This corporation shall have only one class of members with voting rights ("members" or "voting members").

No member shall hold more than one membership in the corporation.

Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Voting members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on the merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

#### 2. OTHER PERSONS ASSOCIATED WITH THE CORPORATION

The corporation may refer to a person or an entity associated with it as "member", "nonvoting member", "associate", "associate member" or "friend", even though the person or entity is not a voting member as set forth in the previous sections of this article; but no such reference shall constitute anyone a member within the meaning of section 5056 of the California Corporations Code, unless that person or entity shall have been admitted for a voting membership in good standing under the previous sections of this article. Therefore, the word "member" or "membership" has two meanings, depending on the context. One meaning is for "voting membership" or "formal membership" or "active membership". The other is for "non-voting member", "associate", "associate member" or "friend". References in these bylaws to members or memberships shall

mean only voting members or memberships set forth previously in this article, unless the context makes it clear that reference is to no-voting member.

### 3. QUALIFICATIONS OF MEMBERS

The qualifications for membership with voting rights (membership or voting membership) in this corporation are that the membership applicant is an alumnus of the National Taiwan University.

In case of ambiguity or disputes as to membership qualifications, the board of directors is the sole arbiter, and has the sole and exclusive discretion and powers, in determining the qualifications of membership, or lack thereof.

### 4. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon making application therefore in writing, obtaining approval of qualifications by board of directors, and payment of the application fee and/or first annual dues, as specified in following sections of these bylaws.

### 5. FEES, DUES, ASSESSMENTS AND GOOD STANDING

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 fess charged for making application for membership in the corporation shall be in such amounts as may be specified from time to time by resolution of the board of directors, charged for, and payable with, the application for membership. Those members which have paid the required dues, fees, and assessments in accordance with these bylaws and which have not been terminated shall be members in good standing.

### 6. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

### 7. MEMBERSHIP BOOKS

The corporation shall keep a membership book containing the name and address of each member in alphabetical order. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

### 8. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## 9. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or dissolution.

## 10. TERMINATION OF MEMBERSHIP

### a. Causes of Termination

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

- i. Resignation of the member, on reasonable notice to the corporation;
- ii. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- iii. Failure of the member to pay dues, fees, or assessments as set by the board within one month after they become due and payable;
- iv. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- v. Expulsion of the member under the following provisions of this article based on the good faith determination by the board, or a committee or person authorized by the board to make such 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 purposes and interests of the corporation.

### b. Procedure for Expulsion.

Following the determination that a member should be expelled under the previous provisions of this section, the following procedure shall be implemented:

- i. The member shall be given 30 days' prior notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any reasonable method calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- ii. The member shall be given an opportunity to be heard, either orally or in writing, at least 10 days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion should take place.
- iii. The board, committee, or person shall decide whether or not the member shall be expelled or sanctioned in some other way. The decision of the board, committee, or person shall be final.
- iv. Any person challenging an expulsion or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or termination.

## 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## 12. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIP

Notwithstanding any other provisions of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment shall be effected only in accordance with the provisions of section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 13: MEETINGS OF MEMBERS**

### **1. PLACE OF MEETING**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.

### **2. ANNUAL MEETINGS**

An annual meeting of members shall be held during the fiscal year. The Board shall determine the date and notify members. At this meeting, any proper business may be transacted except the election of the board of directors which is specified in Section 3.4.

### **3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members may be called by the board, the chairperson of the board, or the president of the corporation. Special meetings for any proper reasons may be called by 5% or more of the members. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### **4. NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS**

#### **a. General Notice Requirements**

Whenever members are required or permitted to take an action at a meeting, a written notice of the meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. 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.

#### **b. Notice of Certain Agenda Items**

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

- i. Removing a director without cause;
- ii. Changing the number of directors on the board;
- iii. Amending the articles of incorporation; or
- iv. Electing to wind up and dissolve the corporation.

#### **c. Manner of Giving Notice**

Notice of any meeting of members shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

#### d. Affidavit of Mailing Notice

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

#### 5. QUORUM FOR MEETINGS

A 5% 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 or held 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.

#### 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the articles of incorporation of this corporation, or these bylaws require a greater number.

#### 7. VOTING RIGHTS

a. Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing as of the record date determined under these bylaws are entitled to vote at any meeting of the members. Each member in good standing is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or by ballot as determined by the board of directors or chairs of the meetings, in that priority. Election of directors, however, shall be by ballot.

b. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with the exception as those specified in Item 7.a of this article. The voting is by ballot only.

#### 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

#### 9. CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, by the president of the corporation or, in his or her absence, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the members, provided that, in his or her absence, the presiding chair shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by "Roberts' Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, provide information on quorum and passing requirements, and provide a reasonable time within which ballots such

be returned to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified elsewhere in this article.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the valid time period meets the quorum and passing requirements, as if the approval took place at a duly held meeting.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, then they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail.

#### 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members.

#### 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to such action. The written consent or consents shall be filed with the minutes of proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other rights with respect to a meeting of the members or any other lawful membership action, shall be fixed pursuant to section 5611 of the California Nonprofit Public Benefit Corporation Law.

#### CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation.

Date Secretary

Amendments were approved in October 2007.

Amendments were approved in October 2008.

Amendments were approved in October 2011.

Amendments were approved in October 2016.