

**NATIONAL TAIWAN UNIVERSITY ALUMNI ASSOCIATION  
OF SOUTHERN CALIFORNIA**

**NON-PROFIT MUTUAL BENEFIT CORPORATION**

**BYLAWS**

**ARTICLE 1: NAME AND OFFICES**

1. NAME

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

2. PRINCIPAL OFFICE

The address for the transaction of the activities and affairs of the corporation (principal office) is 122 A. East Foothill Blvd., #250, Arcadia, CA 91006. The board of directors ("The Board") may change the principal office from one location to another.

**ARTICLE 2: OBJECTIVES AND PURPOSES**

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

To strengthen the communications and association among members, to develop and promote the prestige and interests of members, to strengthen the communications between members and the public, and to promote the mutual benefit of members and National Taiwan University.

**ARTICLE 3: DIRECTORS**

1. NUMBER

The Board shall consist of at least 19 but no more than 27 directors, until changed by amendment to those 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. The number of the directors throughout a term shall not exceed the number at the beginning of the term.

2. POWER

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the article 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 under the direction of the Board.

### 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;
- 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 preformed properly;
- d. Meet at such times and places as required by these bylaws; 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

One must be a lifetime member of this corporation to meet the eligibility requirement to be a director. All of all directors shall be elected annually by the members, to hold office for a term of one year commencing First of July of the year at the year of the election; however, if any such directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which he or she is elected and until a successor has been elected and qualified. No directors shall serve on the Board for more than three consecutive years, with an exception that this director is serving as the President for the current year; in that case, this director may continue serving on the Board for the following year.

### 5. COMPENSATION

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. Director 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 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 the meetings of the Board and shall exercise and perform such other powers as the Board may assign from time to time.

#### 8. PLACE OF MEETING

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.

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 first-class mail or forty-eight hours’ notice delivered personally or by telephone or electronic mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her 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 meeting 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 articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit 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 directors shall appoint another person to act as secretary of the meeting.

Meeting 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, or with provisions of law.

## 17. ACTION BY WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if two-thirds (2/3) of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such written consent or consents shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document, except the initial articles of incorporation and the proposed initial bylaws, filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of the directors with or without a meeting and that bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## 18. VACANCIES AND REVOMALS

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.

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; Directors may also be removed with cause by a supermajority (2/3) of the Board.

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:

- a. Approval of the Board.  
A candidate may be subject to an initial screening by the Nomination Committee consisting the current president, two vice presidents, and the preceding President before nomination, then the Board can approve the nominee by majority vote; or,
- b. 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 or bylaws; or
  - (3) a sole remaining director.

Nonetheless the above, if a vacancy is created by the removal of a director, it 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 director shall not be personally liable for the debts, liabilities, or other obligations of this 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 claims, 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.

## **ARTICLE 4: OFFICERS**

### **1. OFFICERS**

The officers of the corporation shall comprise a president and two vice presidents, and the subordinate officers including a secretary, a chief financial officer who shall be designated as treasurer, and others, if deemed necessary. The corporation shall also have, as determined by the board of directors, other officers. 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 who is a lifetime member of this corporation may serve as an officer. An officer's term of office is 1 year commencing the first day of July. Officers shall be elected by the board of directors annually prior to the commencing date, and each shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until the end of his/her term, whichever occurs first.

### **3. SUBORDINATE OFFICERS**

Subject to the approval of the board of the directors, the president may appoint subordinate 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 officers 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 by-laws 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 her 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, he or she shall, in the name of the corporation, execute such deeds, mortgage, bonds, contracts, 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 and Membership Records

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other places as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, of members' meetings, and membership records.

## 8. RESPONSIBILITIES OF TREASURER

### 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.

## 9. COMPENSATION

No officers of this corporation shall receive any compensation, including salaries, bonus, or monetary benefit to compensate his/her service.

## **ARTICLE 5: COMMITTEES**

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

## **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 this 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, trusts companies, or other depositories as the board of directors may elect.

## **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, the names of those present and the proceeding thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business and records of accounts, 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 and 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' INSPECTION RIGHTS

Every member shall have the following inspection right, for a purpose reasonably related to the person's interest as a member. The corporation may deny the request to make inspection of it is reasonably believed 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 meeting of the Board, committees, or members, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interest as a member.

#### 4. 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.

#### 5. 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.

## 6. 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 name 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 Corporation Code.

## ARTICLE 8: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on June 30<sup>th</sup> of next 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 approval of the board of directors, 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.

### 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 the 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 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 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, all membership shall have the same rights, privileges, restrictions and conditions.

## 2. QUALIFICATION OF MEMBERS

The qualifications for membership with voting rights 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 arbitrator, and has the sole and exclusive discretion and powers, in determining the qualifications of membership, or lack thereof.

## 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon making application therefore in writing, obtaining approval of qualification by the Board, and payment of the application and/or first annual dues, as specified in following section of these bylaws.

## 4. 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 fees 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, charged for, and payable with, the application for membership.

## 5. NUMBER OF MEMBERS

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

## 6. NON-LIABILITY OF MEMBERS

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

## 7. 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.

## 8. TERMINATION OF MEMBERSHIP

a. cause 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.
- iii. Failure to pay dues, fees, or assessments as set by the Board.
- iv. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership requirement.
- v. Expulsion of the member under the following provisions of this article based on 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 reason 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.

9. RIGHTS OF TERMINATION OF MEMBERSHIP

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

### **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 to time to time by resolution of the boards of directors.

#### **2. ANNUAL MEETINGS**

An annual meeting of members shall be held in June or July each year on a date which the Board fixes and notifies members as provided in the pertinent sections or articles of these bylaws. At this meeting, directors shall be elected and any other proper business may be transacted.

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 Section 7 of his article. The voting is by ballot only.

#### **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 transaction, 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 notices 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 other written communication to the corporation's principal office or (ii) notice is published at the corporation's official website.

## 5. QUORUM FOR THE 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 MEMBER 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

Subject to the California Nonprofit 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.

## 8. PROXY VOTING

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

## 9. 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.

## 10. 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 of 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.