

CHINESE SCHOOL ASSOCIATION IN THE UNITED STATES

Bylaws

协会章程

By The Bylaws Committee

2021-Draft

SAN DIEGO, CALIFORNIA

BYLAWS
OF
THE CHINESE SCHOOL ASSOCIATION IN THE UNITED STATES

ARTICLE I
NAME; OFFICES

- 1.01 *Name:* The name of the corporation shall be “THE CHINESE SCHOOL ASSOCIATION IN THE UNITED STATES (CSAUS)” (“CSAUS” or the “Association”), a non-profit corporation organized under the Michigan Nonprofit Corporation Act (the “Act”).
- 1.02 *Principal Office:* The principal office of the Association shall be at such place within the State of Michigan as the board of directors may determine from time to time.
- 1.03 *Other Offices:* The board of directors may establish other offices in or outside of the State of Michigan as the board of directors may determine from time to time.

ARTICLE II
MISSION

- 2.01 *Mission:* The Association is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, without limitation:
- a. To serve Chinese language schools in the United States through educational activities, training, and networking;
 - b. To foster exchanges and cooperation among Chinese language schools in the United States;
 - c. To promote Chinese language and cultural education in the United States;
 - d. To develop leaders and citizens with bilingual and multicultural ability, particularly in Chinese language and culture, who will challenge the present and enrich the future;
 - e. To enhance cultural exchanges and cooperation between the United States and China; and

f. Other activities consistent with the foregoing purposes.

2.02 *No Private Inurement*: No part of the earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

3.01 *Eligibility for Membership*. Membership in the Association is subject to the eligibility requirements of this section and any form of application and application procedure as may be prescribed by the board of directors. Approval of any member must not threaten the Association's 501(c)(3) status. To be eligible for membership in the Association, an applicant must satisfy the following requirements:

- a. It resides in the United States and is an organized entity other than an individual.
- b. It provides opportunities of teaching and learning Chinese language and culture.
- c. It has an enrollment of at least ten (10) students.
- d. It pays membership dues to the Association.

3.02 *Membership Dues*. The board of directors shall establish the initial and annual dues for membership in the Association. The billing and collection of dues shall be in a manner prescribed by the board of directors. Members who have paid their dues in full are considered active members.

3.03 *Suspension or Termination of Membership*. Membership may be suspended or terminated by the board of directors on the occurrence of any of the following events:

- a. Failure to satisfy the requirements of Section 3.01 of these Bylaws.
- b. Failure to pay membership dues within sixty (60) days after written notice of payment due.
- c. Violation of the Association's articles of incorporation (the "Articles of Incorporation"), these Bylaws, the Act, or other state or federal law, or
- d. Conduct that tends to bring the Association into disrepute or threatens the Association's 501(c)(3) status.

The member shall be afforded notice and a reasonable opportunity for hearing prior to the action of the board.

3.04 *Resignation of Member.* Any member may resign by providing a written resignation to the board, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

3.05 *Annual Meeting.* The annual meeting of the members shall be held on any date and time determined by the board of directors. At each annual meeting, directors shall be elected, and any other business shall be transacted that may come before the meeting.

3.06 *Special Meetings.* Special meetings of the members may be called by the board of directors.

3.07 *Place of Meetings.* All membership meetings shall be held at any places determined by the board of directors and stated in the notice of the meeting.

3.08 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Association. Such notice may also be given by electronic transmission in any such manner authorized by the person entitled to receive such notice. Alternatively, notice may be published in the Association's newsletter, provided that the newsletter is published at least semiannually and provided to the members entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall include a statement of the purpose of the meeting, including notice of any proposal a member intends to propose, if that proposal is a proper subject for a member action and the member notified the Association in writing reasonably in advance of the record date for the meeting of the member's intention to present the proposal at the meeting.

3.09 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an

adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty (60) days nor less than two (2) days before the date of the meeting, nor more than sixty (60) days before any other action.

3.10 *List of Members.* The secretary of the Association shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address or contact information of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.11 *Quorum.* Unless a greater or lesser quorum is required by statute, the active members present in person or by proxy who, as of the record date, represented twenty-five percent (25%) of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

3.12 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of two (2) years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

3.13 *Voting.* Each active member is entitled to one vote on each matter submitted to a vote. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by these Bylaws or the Act. Directors shall be elected by a plurality of votes cast at any election. Votes may be cast orally or by mail, fax, delivery, or electronic transmission in any such manner authorized by the person entitled to receive such notice. Any proxies, written votes or other votes cast by means allowed hereunder must be filed with the secretary of the Association at or before the appointed time of each meeting of the members of the Association or voting deadline if no meeting is to be held. Cumulative voting shall not be permitted. As used in these Bylaws, "electronic transmission" means transmission by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Association and may be directly reproduced in paper form by the Association through an automated process.

3.14 *Meeting by Telephone or Other Means.* A member may participate in a membership meeting by conference telephone, or other communication means, or on any communication platforms through which all persons participating in the meeting can hear each other.

Participation in a meeting pursuant to this section constitutes presence in person at the meeting. All participants shall be advised of the means of remote communication in use. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member or proxy holder; (b) the Association implements reasonable measures to provide each member and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association.

3.15 *Attendance at Meeting.* A member's attendance at a meeting constitutes a waiver of notice of the meeting unless the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.16 *Member Action Without Meeting.* Any action that the members are required or permitted by the Act to take at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote, if written consents, setting forth the action taken, are signed and dated by members or their proxies that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.

ARTICLE IV

BOARD OF DIRECTORS

4.01 *Board of Directors:* The business, property, and affairs of the Association shall be managed by the board of directors. The board of directors is the governing body of the Association.

4.02 *General Powers.* Except as specifically reserved for the members of the Association by law or by these Bylaws, all rights, powers, duties, and responsibilities relative to the management and control of the Association's business, property, and affairs are vested in the board of directors.

4.03 *Number.* There shall be not less than three (3) nor more than twenty-three (23) directors on the board as shall be fixed from time to time by the board of directors.

4.04 *Nomination; Tenure.* Each member of the Association shall have the right to nominate a candidate for director by written notice to the board of directors reasonably in advance of the annual membership meeting. The board of directors may, but is not obligated to, accept any such nomination. Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

4.05 *Resignation.* A director may resign at any time by providing written notice to the Association. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.07 of these Bylaws.

4.06 *Removal.* Any director may be removed with or without cause by a two-thirds (2/3) vote of the members entitled to vote at an election of directors. A member of the Association who previously nominated a director then in office shall have the right by written notice to the board of directors reasonably in advance of a special or annual membership meeting to request that a motion be included in the agenda for the special or annual membership meeting that such director be removed in accordance with this section.

4.07 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining members of the board, though less than a quorum of the board, unless filled by proper action of the members. The board of directors shall endeavor, but shall not be obligated, to solicit a nomination for director from the member of the Association who previously nominated the director whose resignation or removal resulted in the vacancy. The board of directors in filling vacancies may select such nominee or another candidate in the board's discretion. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

4.08 *Annual Meetings.* An annual meeting of the board shall be held each year within thirty (30) days after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

4.09 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

4.10 *Special Meetings.* Special meetings of the board may be called by the president at a time and place as determined by the president. Notice of the time and place of special meetings shall be given to each director in any manner at least three (3) days before the meeting. Such notice may also be given by electronic transmission in a manner authorized by the person entitled to receive such notice.

4.11 *Statement of Purpose.* Both the business to be transacted at, and the purpose of, any regular or special meetings of the board shall be specified in the notice for that meeting.

4.12 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.13 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.14 *Quorum.* The presence of a majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board, unless a greater vote is required by the Articles of Incorporation, these Bylaws or the Act.

4.15 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors

consent to the action in writing (including electronic format). Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE V
COMMITTEES

5.01 *General Powers.* By resolution adopted by a vote of a majority of its directors, the board may, or authorize the president, designate one or more committees or task forces, each committee or task force consisting of one or more directors. The board or the president may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, committee members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the Association's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:

- a. Amend the Articles of Incorporation.
- b. Adopt an agreement of merger or consolidation.
- c. Amend the Bylaws of the Association.
- d. Fill vacancies on the board.
- e. Fix compensation of the directors for serving on the board or on a committee.
- f. Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets.
- g. Recommend to the members a dissolution of the corporation or a revocation of a dissolution;
- h. Terminate memberships; or
- i. Take any other action not authorized under the Act or these Bylaws.

5.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article V for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

5.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VI

OFFICERS

6.01 *Number.* The officers of the Association shall be nominated by the president and appointed by the board of directors, except for the president and the vice president(s), who shall be nominated by any director and appointed by the members. There may also be a secretary, a treasurer, and such other officers as the board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers. The president shall be a voting member of the board.

6.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the Association. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. An officer appointed by the members may be removed with or without cause only by a majority of the members. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

6.05 *Chairperson/President.* The president shall be the chairperson of the board and the chief executive officer of the Association and shall preside at all board meetings. The chairperson/president shall have authority over the general control and management of the day-to-day business and affairs of the corporation. The chairperson/president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The chairperson/president shall sign all corporate documents and agreements on behalf of the Association, unless the chairperson/president or the board instructs that the signing be done with or by some other officer, agent, or employee. The chairperson/president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the chairperson/president's right and the right of the board to delegate any specific power to any other officer of the corporation.

In the event that the office of the president becomes vacant, a successor to fill the remaining portion of the term shall be elected by a majority vote of board of directors.

6.06 *Vice Chairperson/Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

In the event that the office of the vice president becomes vacant, a successor to fill the remaining portion of the term shall be elected by a majority vote of board of directors.

6.07 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

6.08 *Treasurer*. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VII

INDEMNIFICATION

7.01 *Nonderivative Actions*. Subject to all of the other provisions of this Article VII, the Association shall indemnify any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Association, by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

7.02 *Derivative Actions*. Subject to all of the provisions of this Article VII, the Association shall indemnify any person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if the person

acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members. The Association shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Association except to the extent authorized under the Act.

7.03 Expenses of Successful Defense. To the extent that a director, officer, or nondirector volunteer of the Association is successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in section 7.01 or 7.02, or in defense of a claim, issue, or matter in the action, suit, or proceeding, or has established that the Association is required to assume the person's liabilities under the Act, the Association shall indemnify the person for actual and reasonable expenses, including attorneys' fees, incurred in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this section.

7.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Association as well as in such person's capacity as a director or officer. Except as provided in section 7.03, the Association shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case based on a determination that indemnification of the director, officer, employee, nondirector volunteer, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in sections 7.01 or 7.02 and based on an evaluation that the expenses and amounts paid in settlement are reasonable. The Association shall make a determination and evaluation under this subsection in one of the following ways:

- a. By a majority vote of a quorum of the board that consists of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- b. If the board is unable to obtain a quorum under subdivision (a), by majority vote of a committee that is duly designated by the board and that consists solely of two or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- c. By independent legal counsel in a written opinion. The Association must select counsel to prepare the opinion in 1 of the following ways:
 - 1) By the board or a committee of directors in the manner described in subdivision (a) or (b).
 - 2) If the board is unable to obtain a quorum under subdivision (a) and the board is unable to designate a committee under subdivision (b), by the board.
- d. By the members, but memberships held by directors, officers, employees, nondirector volunteers, or agents that are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Association shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this Article may be paid by the Association in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Association. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

7.08 *Non-exclusivity of Rights.* The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Association. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 *Indemnification of Employees and Agents of the Association.* The Association may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Association.

7.10 *Former Directors and Officers.* The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 *Insurance.* The Association may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Association or (b) was or is serving at the request of the Association as a director, officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify against liability under this Article or the laws of the state of Michigan.

7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Association and relating to the subject matter of this Article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change.

ARTICLE VIII

COMPENSATION

Notwithstanding anything to the contrary in these Bylaws, the directors, as such, shall not be compensated for performing duty of board services for the Association but may, by resolution of the board of directors, be reimbursed for reasonable expenses incurred on behalf of the Association.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall end on December 31.

ARTICLE X

AMENDMENT

The board of directors shall have the right at any regular or special meeting to amend or repeal these Bylaws, or to adopt new bylaws, by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board, provided, however, that notwithstanding the foregoing, any amendment or modification to the number of directors, the terms of directors, or the process of electing directors shall require the affirmative vote of a majority of the members.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Association, the Association's members or its board of directors, as the case may be, shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized or operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code or any corresponding future section and any such assets not so disposed of shall be disposed of by the Circuit Court of County in which the principal office of the Association is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XII

SOLICITATION; GRANT APPROVAL

12.01 Solicitation.

- a. The Association shall solicit funds only for specific grants that the Association views and approves as being in furtherance of the Association's purposes, and only on the condition that the Association has control and discretion as to the use of the funds received by it.
- b. The Association may solicit contributions which are to be used to provide grants to foreign organizations, or to individuals connected with such foreign organizations, for specific purposes approved by the board of directors in accordance with these Bylaws.
- c. The Association shall not solicit or accept contributions so earmarked that they must in any event go to a foreign organization.
- d. After the board has approved a grant to another organization for a specific project or purpose, the Association may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the board shall at all times have the right to withdraw approval of the grant and use the funds for other religious, charitable, scientific or educational purposes.

12.02 *Grant Approval.*

- a. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation shall be within the exclusive power of the board.
- b. In furtherance of the Association's purposes, the board shall have power to make grants to any organization organized and operated exclusively for religious, charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- c. The board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board approves the request, shall authorize payment of such funds to the approved grantee.
- d. The board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board.
- e. The board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

ARTICLE XIII

MISCELLANEOUS

13.01 *Corporate Documents.* No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks,

notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these Bylaws.

13.02. *Nondiscrimination.* The Association shall not exclude from participation, deny benefits or services to, or discriminate against any individual on the basis of any protected category under any program or activity it sponsors or conducts.

13.03 *No Implied Rights.* Nothing contained in these Bylaws is intended to confer any rights or benefits upon any individual or to confer any private right, remedy, or right of action upon any person. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Association.

13.04 *English Language to Govern.* The provisions of these Bylaws set forth in the English language shall be governing for all purposes. Any Chinese-language translation included in these Bylaws is for convenience only and shall have no force or effect. Notwithstanding the foregoing, the business of the Association may be conducted in the Chinese and/or English languages. Minutes of meetings or resolutions or other actions of the members, the board, or committees of the board of the Association may be written in Chinese and translated into English, provided that the English translation of all such minutes or resolutions or other actions shall be governing for all purposes. In the event of conflict or inconsistencies between the Chinese version of a document and the English version of the same document, the English version of the document shall be governing.

Records of revision:

1. Amended in 2016 and submitted to and approved at the 11th conference (DC) in December 2016.
2. Amended in 2021 and submitted to and approved by the members at the 13th conference in December 2021.