

Bylaws of Silicon Valley Chinese Association Foundation

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Article 1: NAME AND NATURE

The name of the corporation is Silicon Valley Chinese Association Foundation (hereinafter “SVCA Foundation,” or the “Foundation”), a California nonprofit public benefit organization under Section 501(c) (3) of the Internal Revenue Code and the regulations issued thereunder.

Article 2: LOCATION

The principal office of the Foundation shall be located in one city in either Santa Clara County, San Mateo County, Alameda County, or Contra Costa County of the State of California.

Article 3: PURPOSE

The Foundation shall advance better integration of Chinese communities in Silicon Valley and its neighboring areas into the U.S. society by (1) providing education to Chinese communities on the legal and political systems in California and the nation; (2) encouraging active civil engagement and political participation by Chinese communities; and (3) promoting recognition and respect of Chinese communities’ contributions.

Article 4: MEMBERSHIP

Section 1. Members. The Foundation shall have no voting members within the meaning set forth in the California Nonprofit Public Benefit Corporation Law.

Section 2. Non-voting Members. Notwithstanding Section 1 in this Article above, the Board may adopt policies and procedures for the admission of associate members or other designated members into the Foundation who shall have no voting rights.

Article 5: DIRECTORS

Section 1. Powers

Subject to the provisions and limitations of Section 501(c)(3) of the Internal Revenue Code and any other applicable laws, and subject to any limitations in the Articles of Incorporation or Bylaws relating to action requiring approval by the board directors, the activities, business, and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (hereinafter “Board”).

Section 2. Restrictions on Director Activities on Behalf of the Foundation

No substantial part of the activities of the Foundation shall be carried out to influence legislation, and the Foundation 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 of any public office.

Section 3. Number of Directors

The authorized number of Board of Directors shall consist of no less than five (5) directors or more than thirty-five (35) directors.

Section 4. Election of Directors and Term of Office

The initial directors of the Foundation shall be those persons named in the Articles of Incorporation and they shall hold office until their successors and additional directors, if any, are chosen at the first board meeting. Thereafter, each director shall continue to serve the board and start serving a full two-year term beginning on January 1 of the next calendar year. At the end of each term, all directors shall be elected by the directors of the board present at the last regular meeting in December. There is no limit on the number of terms that a board director may serve.

Section 5. Board Chairperson

1. Election of Board Chairperson and Term of Office

At the end of the last regular board meeting of each term, board directors for the next term shall elect the board chairperson for the next term. The board chairperson shall hold office for a full 2-year term. No Board Chairperson may serve more than three (3) consecutive terms, but there is no limit on the total terms served by any given Chairperson.

2. Duties of the Board Chairperson

- a. Scheduling and presiding a regular board meeting. Set meeting agenda;
- b. Calling for a special meeting; and
- c. Accepting the resignation of a board director.

3. Absence of the Board Chairperson

In the absence of the Board Chairperson, the president, the vice president, the secretary, and the treasurer in this order shall fulfill the duties defined above.

Section 6. Compensation

The Foundation shall not pay any compensation to Directors for services rendered to the Foundation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Foundation, in reasonable amounts as approved by the Board.

Section 7. No Personal Liabilities by Directors

The board directors shall not be personally liable for the debts, liabilities, or other obligations of the Foundation to the fullest extent allowed by law.

Section 8. Vacancies

1. Filling of Vacancies. Any vacancy of the Board resulting from the death, resignation, retirement, disqualification or removal of any Board director shall be filled via an anonymous-ballot voting with at least 2/3 of the remaining Board directors present at a board meeting.
2. Resignation. Any director may resign by giving a written notice to the Board Chairperson or the Board. Such a written resignation will become effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs or without being able to meet the requirements of law, except upon a notice to the California Attorney General (the "Attorney General").
3. Removal. Any director may be removed with or without cause via an anonymous-ballot voting with at least 2/3 of the remaining Board directors present at a board meeting.
4. Automatic Removal. A Board director who misses one half or more of regular and special meetings within any calendar year shall be automatically removed from the Board at the end of such calendar year.
5. Election of a new Board Director. A new Board director may be nominated by at least three (3) current Board directors at any regular meeting. Such a nomination must be approved via an anonymous-ballot voting with at least 2/3 of the existing Board directors present at the meeting. The term of the new Board director shall start immediately upon such approval. Any partial year of service by the new Board member resulting from such approval shall be counted as one full year for all reelection purposes.

Section 9. Meetings

1. Meeting Chair. Any Meeting of the Board of Directors shall be presided over by the Chairperson of the Board, or, if in his/her vacancy or absence, by the President of the Foundation or, in his or her absence, by one of the Vice Presidents of the Foundation designated by the Chairperson of the Board or President, or, in the absence of each of these persons, by a Board director chosen by the a majority of the directors present at the meeting.
2. Meeting Secretary. The Secretary of the Foundation shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the secretary of the meeting. Such meeting secretary shall take notes and furnish meeting minutes.
3. Regular Meetings. The Board shall meet quarterly for businesses of the Foundation.
4. Meetings by Telephone. Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

5. Special Meetings. A special meeting of the Board may be called for at any time by the Board Chairperson, the President, a Vice President, any two officers, or any three Board directors of the Foundation.

6. Notice of Meetings. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods

- a. Personal delivery of oral or written notice;
- b. First-class mail, postage paid;
- c. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- d. Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the organization. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

7. Quorum. A majority (i.e., more than one half) of all existing directors then in office shall constitute a quorum for any meeting.

8. Minimum Vote Requirements for Valid Board Action. Every act taken or decision made by a vote of the majority (e.g. more than half) of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

9. When a Greater Vote is Required for Valid Board Action. Critical actions, including but not limited to those related to organization rules, finance and personnel, shall require a two-thirds majority vote (i.e., no less than two thirds of all present board directors) of the directors present at a meeting duly held at which a quorum is present.

Section 10. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors of the Board, individually or collectively, consent in writing to the action. For the

purposes of this section only, “all directors of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Board action by written consent may be appropriate in the transaction of routine business, or for the approval of specific actions that have already been fully discussed at prior board meetings.

Article 6: COMMITTEES

Section 1. Committees of Directors

The Board may, by resolution adopted by a two-third majority of the Directors then in office, create one or more Board Committees (“Committees”), including an executive committee, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- a. approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. fill vacancies on the Board or in any Committee which has the authority of the Board
- c. fix compensation of the Directors for serving on the Board or on any Committee;
- d. amend or repeal Bylaws or adopt new Bylaws;
- e. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- f. appoint any other Committees or the members of these Committees;
- g. expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- h. approve any transaction (i) between the Foundation and one or more of its Directors or (ii) between the Foundation and any entity in which one or more of its Directors have a material financial interest.

Section 2. Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of the article concerning meetings of Directors, with such changes in the context of the article as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 3. Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4. Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 5. Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Article 7: OFFICERS

Section 1. The officers of the organization shall consist of one President, one or more Vice Presidents, one Secretary, and one Treasurer. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as either the President or the Vice President.

Section 2. Election of Officers and Terms of Office

- a. Officers shall be elected by the directors of the Board present at the annual meeting.
- b. Each officer shall serve a two-year term.
- c. No officer shall serve more than four (4) consecutive terms.
- d. Any vacancy of officer shall be filled by the Board's appointee to serve the remaining term.

Section 3. Removal of Officers. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 4. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the

acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 5. The President shall perform the following duties:

- a. Act as the organization official representative;
- b. Preside at the meetings of the Executive Committee;
- c. Provide general supervision of other officers;
- d. Sign and counter-sign all certificates and other instruments of the organization as authorized by the Board;
- e. Report to the Board;
- f. Carry out other duties as assigned by the Board.

Section.6. The Vice President shall assist the President and perform the duties of the President in his/her absence and other duties as assigned by the President.

Section 7. The Secretary shall keep the records of all Board Meetings and shall be the custodian of the organization official records. The Secretary shall act as the certifying officer for the organization in all matters of official action by the Board.

Section 8. The Treasurer shall have the custody of all the moneys and securities of the organization and shall be responsible for the books and account. The Treasurer shall report to the Board and the members on all financial matters pertaining to the organization. The Treasurer shall submit to the Board the annual financial report within thirty (30) days of the closing of the fiscal year.

Section 9. Compensation of Officers

- a. Salaries Fixed by Board. The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.
- b. Fairness of Compensation. The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Section 10. Any expense of \$500 or more shall get approval in advance from the Board.

Article 8: PROHIBITED ACTIVITIES

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation 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 provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Trustees (Directors) or trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Prohibition Against Sharing Organization Profit and Assets

No board directors, officers, employees, or other persons connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws or fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the organization assets on dissolution of the organization.

Section 4. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 9: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, 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 Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 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 Foundation shall be signed by the Treasurer and countersigned by the President or Vice President.

Section 3. Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

Section 4. The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the charitable or public purposes of the Foundation.

Article 10: FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January and end on the last day of December, in sync with the term of the office.

Article 11: INDEMNIFICATION

The board directors, officers, employees and volunteers of the organization shall not be personally liable for the debts, liabilities or other obligations of the organization and shall be indemnified against any expenses, judgments, fines, settlements and other amounts in connection with any civil, criminal, administrative or investigative proceedings associated with the organization.

Article 12: RECORDS AND REPORTS

Section 1. Minute Book

The Foundation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place (if not a phone conference) of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the names of those present at each meeting of the Board or any Committee thereof; (iv) the minutes of all meetings; (v) any written waivers of notice, consents to the holding of a

meeting or approvals of the minutes thereof; (vi) all protests concerning lack of notice; (vii) formal dissents from Board actions; and (viii) any other relevant information.

Section 2. Books and Records of Account

The Foundation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 3. Articles of Incorporation and Bylaws

The Foundation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Foundation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 5. Annual Report

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Foundation's fiscal year.

Section 6. Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Foundation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 7. Duration and Backup

Duration of Tax record is determined by Treasurer based on 501(c)(3) tax requirements. All activities are encouraged to keep electronic records. It is required to have a backup in a different physical address, or in cloud service.

Article 13: AMENDMENTS

Section 1: Amendments

Amendments to the bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted, provided they are proposed by at least two board directors and executive team, or combination of, and approved by two-thirds of majority of board present at a board meeting duly held at which a quorum is present.

Second 2: Interpretations

In the event interpretation of bylaws is required and/or different interpretations occur, the board's interpretation shall govern.