
AUGUST 5, 2021

BY-LAWS OF THE
National Cheng Kung University North America Alumni Foundation, Inc.

ARTICLE I: INCORPORATION

1.1 Name and Principal Place of Business

The name of the non-profit organization (an IRS 501 (c)(3) registered) is the National Cheng Kung University North America Alumni Foundation, Inc. (hereinafter referred to as the "Foundation"). Its principal office shall be in City of Potomac, County of Montgomery, State of Maryland and mailing address P.O. Box 616, Cupertino, CA 95015, or the office can be designated by the Board of Directors.

ARTICLE II: MISSION

2.1 Missions

The missions of the Foundation are as follows:

- 2.1.1 Unite and promote fellowship among the alumni of National Cheng Kung University.
- 2.1.2 Initiate, execute and provide financial support for acts that benefit National Cheng Kung University and alumni, and local communities in North America.
- 2.1.3 Support national or local community events in the North America including charity, education and culture.

ARTICLE III: BOARD OF DIRECTORS

3.1 Board of Directors

The business of Foundation shall be managed by the Board of Directors. The numbers of director consist of **minimum 9 but no more than 13 members**.

3.2 Honorary Directors

The Foundation shall invite several Honorary Directors with the approval of Board of Directors.

3.3 Directorship

The Foundation shall invite National Cheng Kung University (NCKU) alumni, professors or who have/had the relationship with NCKU to serve as directors.

3.4 Term of Directors

The candidate(s) of board member shall be approved by the Board. The term of Director shall be 4 years and can be re-elected. The Directors' term is staggered so half of Directors are up for re-election every 2 years.

3.5 Removal of Directors

The Director may be removed with or without cause by two-thirds of quorum of the directors at the meeting at which such action is taken. Any directors fail to attend the Board of Directors meeting for a consecutive two times without justification shall be removed from the directorship.

3.6 Resignation of Directors

Any Director may turn in his resignation in writing to the Chairman of the Board. The resignation shall take in effect after the Board reviewed and approved.

3.7 Quorum of Directors

A majority of the authorized number of directors shall constitute a quorum for the transaction or any specified item of business. The vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, is sufficient to constitute an "act" of the Board.

3.8 Chairman of the Board

The Board shall elect a Chairman to conduct the meeting and represent the Board. The Chairman shall solicit a President of the Foundation. The term of the Chairman shall be two years and can be re-elected.

3.9 Proxy

The Director may authorize another director to act for him/her by proxy. Every proxy must be in writing and signed by the Director. The proxy shall be valid for three months.

3.10 Meeting

The Board of Directors meeting shall hold in quarterly basis. The regular or special meeting may be held conference telephone or similar communication equipment. Special meeting may call at any time by the Chairman, the President or nay three Directors. Notice of the meeting must send out to all Directors seven (7) calendar days prior to the meeting through email or mail.

3.11 Conduct of Meeting

Meeting shall be presided over by the Chairman, if applicable, otherwise by the President, by the Vice President designated by the President or a Chairman chosen by a majority of Directors present and entitled to vote at such meeting.

3.12 Action without meeting

Any action required or permitted to be taken by the Board without a meeting, the consent from the Directors shall be files with the minutes.

3.13 Nomination and Approval

The Board member may nominate new candidate(s) to join the Board. The nomination shall be reviewed and approved by the Board for the effecting.

3.14 Compensation

No Directors shall receive any salary or fee for their services. However, Director may be reimbursed for authorized expenses incurred for activities in furtherance of the Foundation purpose which must be pre-approved by the Board.

3.1 5Contracts or Transactions

To protect the interest of Foundation, no Director can be involved in the contracts or other transactions with Foundation, unless approval of the Board, excluding the interested director(s) vote(s).

ARTICLE IV: OFFICERS

4.1 Officers and Term

The officers of Foundation shall be President, Vice Presidents, Secretary and Treasurer. The President is appointed by the Chairman, other officers shall be appointed by the President. All the officers shall be approved by the Board. The term of all officers are two years and can be re-appointed. The President and Vice Presidents must be the member of Board of Directors.

4.2 President

The President shall be the chief executive officer of the Foundation, shall have general and active management of business and affairs of Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect. President shall preside at all meetings of Board of Directors.

4.3 Vice Presidents

The Foundation has 4 Vice Presidents who come from the member of the Board of Directors. All Vice Presidents shall be appointed by the President with the Board approval.

4.4 Secretary

The secretary shall attend all meeting of the Board of Directors and record all the proceedings of the meeting of Board of Directors in a minute book to be kept for that purpose and shall perform like duties for standing committees when required. He/She shall give, or cause to be given, notice of all meeting of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

4.5 Treasurer

The treasurer shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of Foundation, when necessary or proper he/she shall endorse on behalf of Foundation for collection, checks, notes, and other obligations and shall deposit the same to the credit of Foundation in such bank/banks or depository as the Board of Directors may designate. The treasurer shall report the financial information to Board of Directors annually.

4.6 Committees

The Foundation consists of 4 committees and each member of the Board shall serve at least one of the committees. Each committee is leaded by one Vice President. All Committees shall be approved by the Board.

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| 4.6.1 Operation Committee: | Manage the general stuff of the fund |
| 4.6.2 Fundraising Committee: | Promote and Organize the fundraising |
| 4.6.3 Distribution Committee: | Maximize the fund allocation |
| 4.6.4 Investment Committee: | Manage and analyze the fund investment |

4.7 Removal of Officers

Any appointed officers may be removed by two-thirds vote of the Board of Directors with or without cause.

4.8 Compensation of Officers

The officers shall be compensated for the expenses incurred in the business related to Foundation.

4.9 Pledge of Credit

No officers or agent of the Foundation shall pledge the credit of the Foundation for nay sum of money without the express authority, by resolution, of the Board of Directors. This section shall not apply to the Board of Directors in the exercise of duties conferred upon them by these by-laws.

ARTICLE V: DISSOLUTION

In the event of the dissolution of the Foundation, the assets shall be applied and distributed as follows: All liabilities and obligations should be paid, satisfied and discharged, or adequate provision shall be made there for. Assets not held upon a condition requiring return, transferred, or conveyed, in trust or otherwise, to charitable, educational or cultural organizations, organized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE VI: AMENDMENTS, REPEALS, AND ADOPTION OF BYLAWS

Any Board of Directors may submit a written proposal to the President to amend or repeal these Bylaws and/or to adopt new bylaws. The proposal must be endorsed by at least 3 directors. Upon receipt of such proposal, the President shall call a Board of Directors meeting to address such proposal within ninety (90) days of receipt of such proposal. Such proposal may be adopted in full, adopted as amended; or rejected in full by a two-third vote of a quorum of the Board of Directors present at the meeting at which such proposal is addressed.

ARTICLE VII: MISCELLANEOUS PROVISIONS

7.1. Manner of Notice and Communication

Except as provided in these Bylaws, any notice or communication required under these Bylaws may be given by electronic mail unless the person entitled to such notice or communication does not have an electronic mail address or informs the Secretary in writing that he or she does not wish to receive such notice or communication by electronic mail.

7.2 Construction

If any portion of these Bylaws shall be found any conflict between these By-Laws and any provision in the Foundation's Certificate of Incorporation, the Certificate of Incorporation shall prevail.

7.3 Fiscal Year

The fiscal year of the Foundation shall end on December 31st.

7.4 Rules of Order

Federal Standard Code of Parliamentary Procedure, latest revised edition, shall govern all matters not provided for by these By-Laws.