

January 8th, 2023

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 the Foundation shall be managed by the Board of Directors. The number of directors should be **minimum eleven (11) but no more than seventeen (17)**.

3.2 Honorary Directors

The Foundation shall invite several Honorary Directors with the approval of at least two thirds (2/3) of the Full Board of Directors. Honorary Directors have no term limit nor voting right.

3.3 Directorship

The Foundation shall invite National Cheng Kung University (NCKU) alumni, professors or who have/had relationship with NCKU to be candidates of Board Directors.

3.4 Term of Directors

The candidate(s) of Board Director(s) shall be approved by the Board with at least two thirds (2/3) of the Full Board of Directors. The term of Director shall be four (4) years and can be re-elected once. The Directors' term is staggered, if possible, so half of Directors are up for re-election every two (2) years, or one third for every three years, or one quarter every four years. All Directors should keep their phone numbers and email addresses on file with the Secretary for correspondence of Foundation business.

3.5 Removal of Directors

The Director and Honorary Directors may be removed with or without cause at least two thirds (2/3) of the Full Board of Directors at the meeting at which such action is taken. Any Directors fail to attend the Board of Directors meetings in person for a consecutive two times without justification approved by the Board shall be removed from the Directorship.

3.6 Resignation of Directors

Any Director may turn in his/her resignation in writing to the Chairman of the Board. The resignation shall take in effect after the Board receive it.

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 unless otherwise specified in the by-laws.

3.8 Chairperson of the Board

The Board shall elect a Chairperson with the approval of at least two thirds (2/3) of the Full Board of Directors to conduct the meeting and represent the Board. The Chairperson shall solicit a President of the Foundation. The term of the Chairperson shall be two (2) years and can be re-elected once.

3.9 Executive Board

The Foundation shall form an Executive Board to set policies or carry out specific tasks. The Executive Board has the power to act on behalf of the full Board. It prioritizes issues for the full Board to address, is responsible for overseeing Board policies, and must ensure good governance practices.

3.9.1 The Executive Board consists of 5 members, the Chairperson and President are de facto members, and three Directors selected by the Chairperson.

3.9.2 The Executive Board executes the decision of the Board, also supervises and monitors the management team.

3.9.3 The Chairperson is the chair of Executive Board.

3.9.4 The term of Executive Board Member is the same of his/her Director term.

3.9.5 The Executive Board shall meet as needed.

3.9.6 The Executive Board shall give a summary annual report to the Board of Directors on or before December 31st, the end of the fiscal year.

3.10 Proxy

The Director may authorize another Director to act for him/her by proxy. Every proxy must be in writing, signed by the authorizing Director and presented to the Chairperson or the President. An electronic proxy is acceptable. The proxy shall be valid for three (3) months from the date received by the Chairperson or President.

3.11 Meeting

The Board of Directors regular meetings shall hold at least twice a year, one in January and one in July unless approved otherwise by the Board. Special meetings may be called at any time by the Chairperson, the President or any three Directors. The regular or special meeting may be held in a room, via conference telephone, online or similar communication equipment or combinations of above. Notice of the meeting must be sent out to all Directors seven (7) calendar days prior to the meeting through electronic means or physical mails on file.

3.12 Conduct of Meeting

Meeting shall be presided over by the Chairperson, if applicable, otherwise by the President, by the Vice President designated by the President or a Director chosen by a majority of Directors present and entitled to vote at such meeting. Meeting minutes should be sent to all Directors within 7 days after the meeting.

3.13 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.

3.14 Nomination and Approval

A Board Director may nominate candidate(s) to join the Board. The nomination shall be reviewed and approved by the Board for the effecting according to Article 3.4.

3.15 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 purposes which must be pre-approved by the Board.

3.15 Contracts 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, one to four Vice Presidents, Secretary and Treasurer. The President is appointed by the Chairperson, other officers shall be appointed by the President. The term of all officers are two years (from January 1 to December 31 of next year) and can be re-appointed. The President must be the member of Board of Directors.

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.

4.2 Vice Presidents

All Vice Presidents shall be appointed by the President based on the need of the Foundation.

4.3 Secretary

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

4.4 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 or by the request of the Board.

4.5 Committees

The Foundation shall form committees to carry out specific tasks. The committees shall give an annual report to the Board of Directors on or before December 31st, the end of the fiscal year.

4.6 Removal of Officers

Any appointed officers may be removed by the President and approved by at least two thirds (2/3) of the Full Board of Directors. with or without cause.

4.7 Compensation of Officers

The officers shall not be compensated by any wage except for the expenses incurred in the business related to Foundation.

4.8 Pledge of Credit

No officers or agent of the Foundation shall pledge the credit of the Foundation for any 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 fifteen (15) 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 begin on January 1st and 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.