

**Bylaw of
North American Jiangnan University Alumni & Friends Association (NAJUA)
江南大学北美校友会**

(Amended in January 2011)

Article I. Name and Headquarter

Section 1. Name

The name of the organization shall be North American Jiangnan University Alumni & Friends Association (NAJUA), referred to herein as “Association.” The Chinese name of the Association shall be “江南大学北美校友会”.

Section 2. Headquarter

The headquarter of the Association shall be located at Lexington, Kentucky.

Article II. Purpose

Section 1. General Purpose

This Association is an independent, nonprofit, and nonpolitical organization that is established for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It’s mission is to enhance the professional excellence and fellowship among its members in academics, science and technology, businesses, and the industry through individual and collaborative efforts.

Section 2. Specific Purpose

The Association provides the opportunities for friendship, networking, scientific and educational exchange and collaboration, technology transfer, and professional growth and development among its members and between members and their communities at large.

Article III. Organization

Article III(a). Governance

The affairs of the Association shall be managed, with the approval of the Board of Directors, by the Executive Committee chosen from its membership, which shall have: (1) full control of the activities of the Association subject to the limitations of the Bylaw, laws, and the results of letter ballots, and (2) power to enact, amend, or repeal Bylaw.

Article III(b). Board of Directors

Section 1. Number, Authority of Directors. The property, business and affairs of the Association shall be managed by a Board of Directors (the "Board") made up of eleven (11) Directors, provided that the Board of Directors, upon two-thirds of the full board of Directors' approval, shall have the right from time to time to otherwise fix or change the size of the Board, including increasing or decreasing the number of Directors from eleven (11).

Section 2. The Initial Board. The initial Board of Directors consists of three (3) Directors with a three-year term, three (3) Directors with a two-year term, and three (3) Directors with a one-year term.

Section 3. Election of Directors. Directors shall be elected by the members, but the Chair of the Board shall be elected by the Board. Each Director, except for the initial Board, shall be elected for a term of three (3) years and until his or her successor is duly elected, or, if earlier, until his or her death, resignation or removal. Any candidate for Director shall be an Active Member of the Association. The members can recommend any candidate for Director to the Nomination/Election Committee. The Nomination/Election Committee consists of three (3) to five (5) members appointed by the Board. No member of Nomination/Election Committee can be a candidate for Director except for the election of the initial Board.

Upon confirmation with each candidate for his/her nomination, the Nomination/Election Committee shall recommend nominees for election to the Board of Directors at the members' annual meeting. If a nominee is not able to attend the annual meeting in person, he/she may submit a written statement or resume about him/herself to the Board and designate a representative to present such statement or resume at the annual meeting, otherwise the Secretary of the Association shall make an oral introduction of such nominee at the annual meeting. The new Board shall consist of all returning directors and all newly elected directors. The Nomination/Election Committee shall be automatically dissolved after the new Board is formed.

Section 4. Term Limit. An active member may be elected to the Board for two consecutive terms. After serving on the Board for two consecutive terms, the member must wait for three years to be elected again to the Board. Each term consists of three (3) years. The Chair of the Board shall serve a one-year term as the chairperson.

Section 5. Compensation of Directors. Directors of the Association shall receive no compensation for their services as Directors.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at least once every three months, on such dates as shall from time to time be determined by the Chair, or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 7. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or upon the calling of at least three (3) other Directors. The Chair shall give notice of each special meeting of the Board at least twenty four (24) hours prior to the

meeting by personal delivery, telephone, e-mail, or voicemail; but such notice may be waived by any Director. The notice of the special meeting shall set forth the purpose of the meeting. At any special meeting at which a quorum of Directors shall be present, even though without notice, any business may be transacted, provided that all other Directors waive notice of the meeting if the same were not given.

Section 8. Quorum and Required Vote. At each meeting of the Board, the presence of one-half of the full number of Directors then serving shall constitute a quorum sufficient for the transaction of business. Any action of a majority of the Directors present at a meeting at which a quorum is present shall be the official act of the Board, except as may be otherwise specifically provided by this Bylaw, as from time to time amended.

Section 9. Action by Written Consent. Notwithstanding any provisions of this Bylaw to the contrary, any action required to be or which may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting, if a majority of all Directors or a majority of all committee members, respectively, consent to such action in a writing (including writing in electronic format) setting forth the action so taken, and the writing is filed with the minutes of the proceedings of the Board or the particular committee. Such consent shall have the same force and effect as a majority vote of the Board or such committee.

Section 10. Committees. The Board may, upon majority approval, designate one or more committees, each consisting of one or more Directors, and one or more active members as decided by the Board, provided that such appointed active members shall have no authority to bind the Board. Each committee shall have the powers of the Board as provided in the resolution establishing such committee. Each committee shall act by a majority of its members.

Article III(c). Executive Committee

Section 1. Number of Officers

The Executive Committee, also referred to as Executive Team, shall consist of twelve (12) officers: the President, President-Elect, Secretary, Treasurer, Communications Director, Student Representative, the Member-At-Large, and six (6) regional section Vice-Presidents for the region of Canada, the Northeast, North Central, Southern, and Western regions of the United States, and the region of China.

Section 2. Election of Officers

Officers shall be elected (President-Elect; Vice-Presidents; Student Representative, Member-At-Large) by the members of the Association except for Secretary, Treasurer, and Communications Director, who shall be appointed by the in-coming (new) President. The same Nomination/Election Committee for the election of the Board shall execute the election of the officers. No member of Nomination/Election Committee can be a candidate for an officer except for the initial officer election. Any candidate for an

elective officer shall be an active member (paid Association dues). Any member can recommend any candidate for an elective officer to the Nomination/Election Committee. Upon confirmation with each candidate for his/her nomination, the Nomination/Election Committee shall recommend nominees for election to the Board for approval prior to the Association's annual meeting. If a nominee is not able to attend the annual meeting in person, he/she may submit a written statement or resume about him/herself to the Board and designate a representative to present such statement or resume at the annual meeting, otherwise the Secretary of the Association shall make an oral introduction of such nominee at the annual meeting.

Section 3. Executive Committee Meeting

The Executive Committee shall meet once a year (regular meeting) at the call of the President. The regular meeting can be held around the time the Association's annual business meeting is held, and can be combined with the Board meeting if needed. Special meetings of the Executive Committee shall be held whenever called by the President or upon the calling of at least three (3) other officers. The Secretary of the Association shall give notice of each special meeting of the officers at least twenty four (24) hours prior to the meeting by personal delivery, telephone, e-mail, or voicemail. The notice of the special meeting shall set forth the purpose of the meeting. At any special meeting at which a quorum of officers shall be present, even though without notice, any business may be transacted, provided that all other officers waive notice of the meeting if the same were not given.

Section 4. Quorum and Required Vote

At each meeting of the Executive Committee, the presence of a simple majority (fifty-one percent) of the officers then serving shall constitute a quorum sufficient for the transaction of business. Any action of a majority of the officers present at a meeting at which a quorum is present shall be the official act of the Executive Committee, except as may be otherwise specifically provided by this Bylaw, as from time to time amended.

Section 5. Action By Written Consent

Notwithstanding any provisions of this Bylaw to the contrary, any action required to be or which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a majority of all officers or a majority consent to such action in a writing (including writing in electronic format) setting forth the action so taken, and the writing is filed with the minutes of the proceedings of the Executive Committee. Such consent shall have the same force and effect as a majority vote of the Executive Committee.

Section 6. Yearly Report

The Executive Committee shall provide for a complete yearly report of the business affairs of the Association to the general membership, which shall be presented at and form a part of the proceedings of the annual business meeting.

Section 7. Regional Sections

The purpose of establishing regional sections of the Association is to assist the members with networking locally and interactively, building close friendships, and sharing ideas and knowledge. The Board of Directors shall establish criteria, requirements, and procedures for the formation, operation, and termination of regional sections and chapters of the Association. The formation of each regional section shall be approved by the Board. There are six (6) designated regional sections, including the region of Canada, the Northeast, North Central, Southern, and Western regions of the United States, and the region of China. The four regions in the U.S. are defined as: Northeast (CT, DE, ME, MD, MA, NH, NJ, NY, PA, RI, VT, WV, DC); North Central (IL, IN, IA, KS, MI, MN, MO, NE, ND, OH, SD, WI); Southern (AL, AR, FL, GA, KY, LA, MS, NC, OK, SC, TN, TX, VA, PR, USVI); and Western (AZ, CA, CO, HI, ID, MT, NV, NM, OR, UT, WA, WY, American Samoa, Guam, Micronesia, Northern Marianas). Each regional section shall have a Vice-President and a committee that performs the activities within the region. The purposes and procedures of each regional section shall be consistent with the principles established in the Bylaw of the Association. Each regional section may charge dues, in addition to the Association's dues, and shall hold a minimum of one meeting a year.

Article IV. Officers

Section 1. President

The President, who must be a Board Director, shall be the Chief Executive Officer of the Association. The President shall preside the Executive Committee meetings and the Association's annual business meeting, perform other duties and exercise other power as the Board shall delegate him/her. The President may appoint special committees, with the approval by the quorum (a simple majority) of the Board, during his/her term to assist the affairs of the Association. The President's duties are to ascertain that programs, meetings, and other activities of the Association are properly planned and executed, and to oversee the officers and each committee in carrying out their functions. The President shall serve for a term of one (1) year, and is re-electable for another term. When the President ends his/her presidency and becomes the immediate Past-President, he/she shall automatically become a Board Director for a term of one (1) year.

Section 2. President-Elect

The President-Elect, who must be a Board Director, shall assist the President, formulate plans for his/her presidency including appointing chairperson for each committee. The President-Elect shall succeed the presidency immediately after the Association's annual business meeting (member assembly). Once becoming President, he/she must appoint the Secretary and the Treasurer; and such appointments must be approved by the Board. The President-Elect shall develop an annual budget, present it to the Executive Committee, and submit it for the approval of the Board.

Section 3. Secretary

The Secretary shall be appointed by the new President unless the Secretary is serving on the 2nd year of the term, in which case a new appointment is not applicable. The Secretary shall keep the minutes of all meetings of the Association, maintain membership records, update the Association's directory and perform all other duties pertaining to the office of the Secretary. The Secretary shall be responsible for the custody of the Association's books, records, contracts, and other documents of the Association. The Secretary shall perform any other duty and have any other authority as from time to time may be delegated by the Board or the President. The Secretary shall serve for a term of two (2) years and may be re-appointed for successive terms.

Section 4. Treasurer

The Treasurer shall be appointed by the new President unless the Treasurer is serving on the 2nd year of the term, in which case a new appointment is not applicable. The Treasurer shall be responsible for the custody of all funds and securities belonging to the Association and for the receipt, deposit, or disbursement of these funds and securities under the direction of the Board. The Treasurer shall cause full and true accounts of all receipts and disbursements to be maintained and shall make reports of these receipts and disbursements to the Board and the President upon request. The Treasurer shall submit the annual financial report to the Board and the President. The Treasurer shall perform any other duties and have any other authority as from time to time may be delegated by the Board or the President. The Treasurer shall serve for a term of two (2) years and may be re-appointed for successive terms.

Section 5. Communications Director

The Communications Director, who is appointed by the new President, shall be responsible for the management and maintenance of the Association's website, assist with publication of newsletters and other communication materials, update news of NAJUA members, and communicate with other professional organizations and vendors. The Communications Director shall serve for a term of two (2) years and can be re-appointed to serve additional terms.

Section 6. Student Representative

The Student Representative, who is elected by the Association's student members, shall act as a liaison between the Executive Board and student members and provide any needed assistance in organizing student activities. The Student Representative shall serve for a term of one (1) year and may be re-elected for successive terms.

Section 7. Regional Section Vice-Presidents

Each regional section shall elect a coordinator who is also a Vice-President of the Association. The Vice-Presidents shall represent the members in the regions and serve on

the Executive Board, assist the President in conducting the affairs of the Association, and be responsible for organizing the regional activities and recruiting new members in the respective regions. It shall also be the responsibility of the regional Vice-Presidents to ensure that respective regions function within the Bylaw of the Association and in accordance with the policies established by the Board. The regional Vice-Presidents shall serve for a term of two (2) years.

Section 8. Members-At-Large

The Member-At-Large (MAL) will be elected by members of the Association at the annual election. The roles of MAL include sharing ideas, guidance, and expertise with the Executive Committee. The MAL conducts projects to further the goals of the organization or to develop services for the membership. The MAL shall serve for a term of two (2) years.

Section 9. Compensation

The officers of the Association shall receive no compensation for their services as officers.

Article V. Vacancies

Section 1. Removal of Officers

Any officer of the Association may be removed at any time, (a) with cause, by two-thirds vote of the other officers then serving on the Board, or (b) with or without cause, by the majority vote of the Active Members present in person or by proxy at the members' annual meeting at which a quorum of Active Members shall be present.

Section 2. Resignation of Officer

Any officer of the Association may, at any time, resign from his or her respective position by giving written notice (including writing in electronic format) of his or her resignation to the Secretary of the Association. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time of the Secretary's receipt of such notice. No action by the Board shall be necessary to cause a resignation to be effective.

Section 3. Election of Replacement Officer

In the case of the death, resignation, removal or permanent disability of any officer of the Association, if there is to be any new officer, the Board shall have the authority to fill the vacancy by the two-thirds vote of then serving officers, except that the vacancy created by an officer removed by the Active Members in accordance with Section 1 of this Article V shall be filled by the majority vote of the Active Members.

Article VI. Membership

Section 1. Eligibility

The membership shall open to any Southern Yangtze University alumnus who lives or has lived in North American, and any friend worldwide who is interested in advancing the purpose of the Association without regard to gender, race, color, sexual orientation or national origin, so long as he/she recognizes and abides by the Bylaw. Such individual may be admitted as a member of the Association upon his or her payment of the membership fee (“Active Member”). An individual may also be admitted as a life member of the Association upon his or her payment of a one-time lump sum of life membership fee (“Life Member”). A Life Member shall have the same right and privilege as a regular Active Member. The Board of Directors has the right to offer honorary memberships to individuals who have made exceptional contributions to the Association or otherwise have, or have had, a significant, positive influence on the Association as determined by the Board (“Honorary Members”). Membership dues are waived of Honorary Members. Any member who did not pay his/her current annual membership fee shall be a non-active member (the “Non-Active Member”), who shall have no right to vote on any matter proposed for vote by the Active Members, and shall only have the right to receive notices sent by the Board through the Association’s email mailing list.

Section 2. Membership Fee

The annual dues shall be as follows: Member – \$20.00, Student Member – \$10.00, Life Member – \$100.

Section 3. Quorum

At all meetings of the members, a majority of the members who are Active Members as of the date of the meeting, present in person or by proxy, shall constitute a quorum for the transaction of all businesses at any members’ meeting, except as otherwise provide by law or by this Bylaw. The proxy shall be sent to the Board by such designating Active Member in electronic format at least two (2) days in advance of the annual meeting.

Section 4. Voting

If a quorum exists, action on a matter is approved by the members if the votes cast by the Active Members favoring the action exceed the votes cast opposing the action unless the Bylaw or applicable laws require a different vote.

Section 5. Authority

In no event shall a member have any authority to act on behalf of the Association without the express authority of the Board.

Section 6. Removal of Member

Any Member of the Association may be removed at any time with cause, (a) by two-thirds vote of the officers then serving on the Board, or (b) by the majority vote of the Active Members present in person or by proxy at the members' annual meeting if a quorum exists.

Article VII. Meetings

Section 1. Annual Business Meeting

There shall be an annual business meeting of the Association that is open to all members of the Association. Such a meeting shall be held at a time and a place designated by the Board. At the annual business meeting, 20 members shall constitute a quorum.

Section 2. Special Meetings

The Chair of the Board has the power to call for special Board meetings, and the President has the power to call for special Executive Committee meetings, as needed. Any other Board member or officers can also request special meetings, but the requests require the approval by a quorum (a simple majority) of the Board or the Executive Committee. Special meetings can be held via teleconference.

Article VIII. Nomination and Election

Section 1. Nomination/Election Committees

There shall be a Nomination/Election Committee that charges the election of both the Board Directors and the Officers.

The Nomination/Election Committee shall be appointed by the Board. As detailed in Article III(b), Section 3, the Nomination/Election Committee shall consist of three (3) to five (5) members, and no member of the Nomination/Election Committee can be a candidate for a Board Director or an officer except for the election of the initial Board or Officers. The Nomination/Election Committee shall be automatically dissolved after the election is completed.

Section 2. Nomination

The Nomination/Election Committees shall solicit potential candidates from the membership before a final slate of candidates is compiled. Any member may suggest names of candidates for vacant Board members, the new President-Elect, Vice-Presidents, and Student Representative (by student members) to the Nomination/Election Committee by submitting a biographic sketch of the candidates.

Section 3. The Candidates

Any candidate for Officer shall be an Active Member (membership due paid) of the Association. Qualification of candidates for the President-Elect shall include but not limited to: (1) having at least three-year membership or being a charter member in good standing, (2) having a record of service to the Association, (3) demonstrating strong or potentially strong leadership qualification and administrative experience, and (4) residing in North America while serving as the President. Candidates for other officer positions or Board Directors shall have at least two-year membership or being a charter member in good standing and express sincere interest in serving the Association.

Section 4. Procedure

After reviewing each candidate's qualifications and confirming with each candidate for his/her nomination, the Nomination/Election Committee shall prepare a slate of one (1) to two (2) candidates for each position, and send via regular mail or e-mail the slate, along with the ballot form, voting instructions, biographical sketches and nomination statements from each candidate, to all voting members at least two (2) months before the Association's annual business meeting. A simple majority vote shall be used to determine the winner of the election for each of the vacant Board or Executive Committee position.

Section 5. Regional Election

Each regional Vice-President shall serve as chairman of the Regional Nomination Committee. The Regional Nomination Committee shall consist of two (2) current members appointed by the Vice-President which shall recommend candidates. The regional Vice-President will be elected by the regional members according to the Association's Bylaw and approved by the Board.

Article IX. Operating Periods

Section 1. Administration

The governance year of the association shall be from September 1 of one calendar year through August 31 of the succeeding year. The governance year covers the terms of the officers and committees and the annual program.

Section 2. Fiscal Year

September 1 – August 31 of the succeeding year.

Article X. Amendments

Section 1. Amendments

The Bylaw of the Association shall be subject to amendment, revision, or repeal. The Board of Directors shall approve the amended Bylaw. The Secretary shall forward written copies of approved amendments to the Executive Committee. The new Bylaw not

inconsistent with any statutory provisions shall be made by the affirmative vote of two thirds of the Active Members who vote upon such question(s), if a quorum exists.