

**BY-LAWS  
OF  
THE NATIONAL CHENG KUNG UNIVERSITY  
NORTH AMERICA ALUMNI FOUNDATION, INC.**

**ARTICLE I - OFFICE AND PURPOSES**

1. **Offices:** The National Cheng Kung University North America Alumni Foundation, Inc. (hereafter the "Foundation") shall have its principal office in the City of Potomac, Country of Montgomery, State of Maryland, or the office designated by its President.
2. **Additional Offices:** The Foundation may also have offices within North America as the Board of Directors may, by majority vote, from time-to-time appoint or as the business of the Foundation may require for local chapters. The local Chapters are the Greater New York, Los Angles, San Francisco, Houston, Chicago, and Washington, D.C.
3. **Purpose - Fraternal:** To foster fellowship and good will among the members of the National Cheng Kung University North America Alumni Association (hereafter "Association"), to advance the interests, promote the welfare and achievement of the members of the Association by sponsoring and supporting social and cultural events, and by publishing documentaries of the member's achievement. The fund can be used to support construction of an alumni center on campus, subsidize trips, and annual events approved by the Board of Directors.
4. **Purpose - Educational:** To establish a scholarship fund for engineering, medical, literature, education, business, and related science and culture fields; to solicit funds; to hold meetings, seminars, and gatherings; and to provide speakers for the above purposes; and to promote the advancement of Engineering Science, and culture exchange among professionals. A President Chao Nee Memorial Scholarship shall be established to promote academic studies in colleges and university in North America, and shall be open to all descendants of Cheng Kung University faculty, students, and alumni.
5. **Purpose - Charitable:** To establish a fund to help improve the care of needy members and to assist economic rehabilitation of deserving disadvantaged members, including, but not limited to, the granting of loans free of interest or any other charges.

**ARTICLE II - MEMBERSHIP**

1. **Memberships:** The membership shall be divided into two categories:

**ACTIVE MEMBERS:** Members of the Association are considered to be the candidates for active membership. This also includes the faculty members of the University. Active membership may extend to the alumni reside outside the North America. The active member has an obligation to pay dues and fees, and other costs that the Board of

Directors may prescribe or as herein set forth. The active member has the privilege to vote or hold office.

**HONORARY MEMBERS:** The Board of Directors may from time to time elect, by unanimous vote, any persons as an honorary member of the Foundation who, in the opinion of the Board of Directors, has demonstrated those qualities and ideas embodying the highest principles and goals of the Foundation. An honorary member shall be exempt from paying any dues or fees whatsoever, but shall be entitled to all privileges of active members except the right to vote or hold office.

2. **Dues:** The annual dues of all members and local chapters shall be determined by the Board of Directors with approval at the annual meetings of the Association. The dues for the local chapter shall be decided according to the size of the local chapter. Prompt payment of dues is required as good standing of membership.
3. **Termination of Membership:** Membership is automatically terminated by the death and/or resignation of the member. The rights and privileges of the members, excepts when expressly stated to the contrary herein, are not in any way transferable.
4. **Place and Time of Annual Meeting:** A meeting of members shall be held annually for the election of directors, officers, and the transaction of other business. The site of the meeting will be selected by the Board of Directors. The meeting shall be held the first week of July every year unless otherwise determined from time-to-time by the Board of Directors.
5. **Agenda:** The agenda of the annual meeting shall be fixed as follows:
  - (1) Calling the meeting to order;
  - (2) Proof that notice of meeting was given pursuant to this Article;
  - (3) Reading of the minutes of the last annual meeting;
  - (4) Reports of the officers;
  - (5) Reports of the committees;
  - (6) Election of directors; and
  - (7) New business.
6. **Special Meetings:** Special meetings of the members for any purpose may be called by the President or by one-third of the Board of Directors and must be called by the President upon the written request of ten percent of the members.
7. **Notices:** Notice of the annual meeting shall be given either personally or by first class mail to all members not less than thirty days before the date of the meeting. Notice of any special meeting shall states the purpose for which it is called and on whose authority and shall be given personally or by first class mail not less than ten days before the date for such meeting to all members. No business other than that specified in the notice for the special meeting shall be conducted at the special meeting.

8. **Member Lists:** A list of all members of the Foundation entitled to vote, certified by the Secretary of the Foundation, shall be produced at any meeting. Such lists shall be irrefutable proof of the member's rights.
9. **Quorum:** At any meeting of the members, the members entitled to cast a majority of the total numbers of votes shall constitute a quorum for the transaction of any business.
10. **Voting:** Every member who has been entitled to the full benefits of membership under this Article shall be entitled to one vote on each matter submitted to a vote of the members. Directors shall be elected by a majority of the votes cast at a meeting of the members, and any other action to be taken by the Foundation requiring the approval of the members shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, except as otherwise required by law. Blank votes or abstentions shall not be counted in the number of votes cast.
11. **Proxies:** Every member entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person or persons to act for that member by proxy. Every proxy must be in writing and signed by the member or the member's attorney-in-fact.

### ARTICLE III - BOARD OF DIRECTORS

1. **Board of Directors:** The business of this Foundation shall be managed by its Board of Directors.
2. **Qualifications of Directors:** Each director shall be an active member in good standing.
3. **Number of Directors:** The number of directors constituting the entire Board shall be a minimum of 5. The number of directors may be increased or decreased by action of a majority of the entire Board subject to the limitation that the total number of directors shall not be more than 10.
4. **Election and Term of Directors:** The current presidents of the Association shall be on the Board of Directors. Four (4) Board of Directors shall be elected by the active members via letter ballot for a two-year term. One half of the Directors should be elected each year prior to the Annual Meeting. Up to three (3) non-voting Board of Director who are most distinguished and respected alumni may be nominated by the Board. Up to four (4) non-voting Board of Directors who donate over \$50,000 to the Foundation may be elected by the Board.

Vacancies occurring by reason of resignation of directors may be filled by a majority vote of the members of the Foundation at a special meeting called for such purpose. Director elected to fill a vacancy shall be elected to hold office for the unexpired term of this predecessor and until his successor has been elected and qualified.

5. **Removal of Directors:** Any or all of the directors may be removed with or without cause by a majority vote of the members or for cause by two-thirds of a quorum of directors at the meeting at which such action is taken. Any directors fails to attend the Board of Directors meeting for a consecutive two-year period without justification shall be removed from the directorship.
6. **Resignation of Directors:** Any director may resign at any time. Such resignation shall be made in writing and shall take effect one month from the date that the resignation is submitted to the Chairman of the Board. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.
7. **Quorum of Directors:** One-half of the entire Board shall constitute a quorum for the transaction of business or of 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 of Directors.
8. **Proxies:** Every member of the Board may authorize another person to act for that member by proxy. Every proxy must be in writing and signed by the member or the member's attorney-in-fact. The person who represents the proxy must be an active member of the Foundation. The proxy shall be valid for only three months.
9. **Chairman of the Board and Executive Committee:** There shall be a Chairman of the Board elected by the Board of Directors. Three members of the Executive Committee are then appointed by the Chairman from the Board of Directors. The term of the Chairman and the Executive members shall be two years, from September 1st to August 31st of the year after. The Chairman of the Board shall preside at the annual meeting and all Board of Directors meeting. The Executive Committee shall carry the major policy making and continuation of Foundation Business. It shall oversee and coordinate the President's arrangements as the local host for the annual meeting.
10. **Meeting of the Board:** The first meeting of each newly elected Board of Directors shall be held during the annual meeting of the Foundation. The special meetings of the Board of Directors shall be held upon the notice to the directors mailed or given personally two weeks prior to the meeting. The majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
11. **Action by Broad of Directors without Meeting:** Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board.
12. **Committee of the Board:** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among the members of the Foundation an Executive Committee and other standing committees, each consisting of at least one Director as Chairman and each of which to the extent provided in such resolution shall

have the authority of the Board, except as to matters prohibited by Section 712 of the Not-For-Profit Corporation Law. The standing committee should include the following:

- (1) Membership Committee;
- (2) Fundraising Committee;
- (3) Scholarship Committee;
- (4) Public Relation Committee; and
- (5) Nomination Committee.

Each Committee Chairman is responsible for selecting Committee members and reporting to the Board for approval. Special regulation governing committee affairs shall be approved by the Board of Directors.

The Chairman of the Committee, except the Nomination Committee, shall be appointed by the Chairman of the Board with the approval of the Board of Directors.

The Nomination Committee shall be comprised of the current President of the Association as the Chairman and two members at large. The Committee is responsible for nominating the new Board of Directors before the Annual Meeting.

13. **Compensation of Directors:** Directors, officers, and committee members shall not receive any salary for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attending business meetings as the representative of the Foundation provided that nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation. Such compensation shall be reasonable and commensurate with services performed.
14. **Contracts or Other Transactions:** No contract or other transaction between this Foundation and one or more of its directors or offices of between this Foundation and any other Foundation, corporation, firm, or other entity in which one or more of its directors are directors, officers, or have a financial interest in this Foundation shall be either void or violable for this reason alone. However, the contract or other transaction to be valid shall require the approval or a majority of the members of the Board, excluding the interested director or directors' vote or votes but including such in determining the majority.

#### ARTICLE IV - OFFICERS

1. **Officers:** The officers of the Foundation shall be a president, a secretary, and a treasurer. Only active members can serve as officers of the Foundation. The president may, but need not, be a director. The address of the president should coincide with the location of the future meetings during his expected term as president of the Foundation.
2. **Election and Terms of Office:** The president, the secretary, and the treasurer are appointed by the Chairman of the Board with approval of the Board. All officers shall

hold office for a term of one year, from September 1 through August 31st of the following year. No person shall hold the same office for more than two years.

3. **President:** The president shall be an ex officio member of all standing committees and shall, in general, supervise, manage, and control all of the business and affairs of the Foundation, subject to the control of the Executive Committee. He shall have the power to sign and execute all contracts, documents, and instruments of conveyance in the name of the Foundation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Executive Committee. He shall perform all the duties usually incident to the office of a president.
4. **Secretary:** The Secretary shall keep the minutes of all meetings of the Board of Directors, and unless otherwise directed, the minutes of all meetings of committees shall be kept in books provided for that purpose. He shall give or cause to be given notice of all meetings to directors and all other notices required by law or by these by-laws, and in case of his absence or refusal to do so, any such notice may be given by any person so directed by the President or by the directors upon whose requisition the meeting is called. He shall have the custody of the seal of the Foundation and affix the same to all instruments requiring it when authorized by the directors or the president and attest the same. He shall, in general, perform all the duties incident to the office of the Secretary.
5. **Treasurer:** The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Foundation, when necessary or proper he shall endorse on behalf of the Foundation for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Foundation in such bank/banks or depository as the Board of Directors may designate. He shall receive and give or cause to be given receipts and acquaintances for moneys paid in the account of the Foundation and shall pay out of the funds on hand all just debts of the Company of whatever nature upon maturity of the Same; he shall enter or cause to be entered in books of the Company to be kept for that purpose full and accurate accounts of all moneys received and paid out on account of the Foundation, and whenever required by the President or the directors, he shall render a statement of his accounts. He shall keep or cause to be kept such other books as will show a true account of the expenses, losses, gains, assets, and liabilities of the Foundation; he shall at all reasonable times exhibit his books and account to any director of the Foundation during business hours; he shall sign all checks on behalf of the Foundation upon any and all of its bank accounts. All checks, however, shall bear the countersignature of the President. The Treasurer shall file and preserve all vouchers. He shall execute and file with the Board of Directors a bond conditioned upon the faithful performance of his duties, as treasurer, in any amount fixed by the Board of Directors.
6. **Removal of Officers:** Any appointed officers may be removed by a two-thirds vote of the Board of Directors with or without cause.
7. **Compensation of Officers:** The officers shall be compensated for expenses incurred in the discharge of their duties.

8. **Restriction on Activities of Officers and Committees:** No committee, officer, or member of the Foundation shall initiate, foster, or carry on any kind or manner of activity which may commit the Foundation to a policy, measure, attitude, or expenses until the project or work shall have been studied and approved by the Board of Directors.
9. **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 - MISCELLANEOUS PROVISIONS**

1. **Corporate Seal:** The Corporate Seal, if any, shall be in such form as the Board of Directors shall prescribe.
2. **Fiscal Year:** The fiscal year of the Foundation shall be the calendar year, but shall be subject to change by the Board of Directors.
3. **Construction:** If there is found to be any conflict between these by-laws and any provision in the Foundation's Certificate of Incorporation, the Certificate of Incorporation shall prevail.
4. **Amendments:** All members entitled to vote in the election of the Board of Directors or the Board of Directors upon compliance with any statutory requisite may amend or repeal these by-laws and may adopt new by-laws upon the vote of two-thirds of those entitled to vote; except that the directors may not amend, repeal, or adopt any by-laws the statutory control of which is vested exclusively in the said members or in the incorporators. Subject to the foregoing, by-laws adopted by the incorporators, members, or directors may be amended or repealed by the members of directors whenever the need arises.