



# 矽谷科技華商協會

Silicon Valley Chinese Technology & Business Association

## ARTICLE I NAME AND PURPOSES

**1.01 Name.** The name of this organization shall be “Silicon Valley Chinese Technology & Business Association”. It is hereinafter referred to as “Association”.

**1.02 Purposes.** The purposes of the Association are as follows:

(a) In recognition that business development is built, first and foremost, upon relationships, the first missions of the Association is to foster growth and opportunities for its members through organized networking activities, exchanges of ideas and information, and social functions that enable its members to develop long-term, meaningful relationships with quality business professionals.

(b) In recognition of our roots in the Silicon Valley, a second mission of this Association is to further the development of entrepreneurship among its members, focused on (though is not limited to) technology and related businesses, through mentorships, educational workshops, and relevant dialogue in management and leadership issues.

(c) Finally, in recognition that many of the international composition of our founding members, this Association is dedicated to the advancement of international understanding, goodwill, and peace through a fellowship of business and professional persons united in the vision of this Association.

## ARTICLE II PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association shall be located at 3777 Stevens Creek Blvd., Suite 200, Santa Clara, CA 95051 and/or at such other location as the Board of Directors (“**Board**”) may at any time or from time to time determine.

## ARTICLE III MEMBERSHIP

**3.01 Types of Membership.** There shall be three (3) classes of membership: active membership, associate membership, and honorary membership.

**3.02 Active Membership.**

(a) *Generally.* The Association shall have a class of active members (“**Active Members**”), each of whom shall be an adult person of good character and good business, professional and/or community reputation, who supports the purpose statement in Article I, and who:

(i) Is engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession;



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(ii) Is holding any important position in any worthy and recognized business or profession or any branch or agency thereof and has executive capacity with discretionary authority;

(iii) Is a community leader or government official that has demonstrated a commitment to the purposes of the Association; or

(iv) Has retired from any position listed in sub-subsection (a), (b), or (c) of this subsection.

(b) *Application for Active Membership.* The Board may review and consider an application for Active Membership only after receipt of a completed membership application, written recommendation from at least one (1) existing member (including honorary members), and the payment of annual membership due. All memberships shall be granted upon a majority vote of the Board.

(c) *Annual Membership Dues.* There shall be an annual membership due for Active Membership, in an amount to be established by the Board from time to time, which shall be paid before an applicant can qualify as an Active Member. Active Members must pay the annual membership dues each year to maintain their Active Membership. Active Membership is automatically terminated if a member fails to pay his or her membership due within the prescribed time period.

(d) *Membership Reinstatement.* Any Active Member whose membership has been terminated due to failure to pay his or her annual dues may be reinstated upon the payment of the annual dues, plus a late fee in an amount to be determined by the Board, without re-application for membership

(e) *Membership Duties and Privileges.* It shall be the duties of all Active Members to support the aims and purposes of the Association; to pay all dues as may be set from time to time by the Association; and to comply with the rules and regulations of this Association. Only Active Members shall have the right to vote, as further set forth in these Bylaws. In addition, Active Members, and only Active Members, shall have the rights afforded members under the California Mutual Benefit Nonprofit Corporation Law (the "Code").

### **3.03 Associate Membership.**

(a) *Generally.* The Association shall have a class of Associate Members, who might not otherwise qualify under the criteria set forth in Section 3.02(a)(i)-(iv), but who (i) support the purpose statement in Article I, (ii) are full-time students, and (iii) are under the age of 40.

(b) *Application for Associate Membership.* The Board may review and consider an application for Associate Membership only after receipt of a completed membership application and a written recommendation from one (1) existing member (including another Associate Member or Honorary Members) and the payment of annual membership due, in an amount to be determined by the Board. All memberships shall be granted upon a majority vote of the Board.



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(c) *Annual Membership Dues.* There shall be an annual membership due for Associate Membership, in an amount to be established by the Board from time to time, which shall be paid before an applicant can qualify as an Associate Member. Associate Members must pay the annual membership dues each year to maintain their Associate Membership. Associate Membership is automatically terminated if a member fails to pay his or her membership due within the prescribed time period.

(d) *Membership Reinstatement.* Any Associate Member whose membership has been terminated due to failure to pay his or her annual dues may be reinstated upon the payment of the annual dues, plus a late fee in an amount to be determined by the Board, without re-application for membership

(e) *Membership Duties and Privileges.* It shall be the duties of all Associate Members to support the aims and purposes of the Association, to pay all dues as may be set from time to time by the Association, and to comply with the rules and regulations of this Association. Associate Members shall not have the right to vote and cannot hold offices, but shall be entitled to admissions to events that are open to members only.

**3.04 Honorary Membership.** The Board may bestow honorary membership to any adult person who has distinguished himself or herself in the field of business, science and technology, or public service. An honorary member shall not be required to pay annual membership dues, and shall be entitled to all privileges of club membership, such as admission to events that are open to Members only, except those of voting and holding offices.

## **3.05 Resignation, Suspension, and Termination**

(a) *Resignation.* Any member may resign by submission of a written resignation with the Secretary.

(b) *Suspension or Termination.* The Board may suspend or terminate a member's membership, in accordance with the procedures set forth in Section 3.05(c), as determined upon a good faith determination by the Board (by majority vote) that cause exists for such suspension or termination. The term "for cause" shall include, without limitation, the following grounds:

- (i) The member has failed in a material and serious degree to observe the Association's code of civility or any rules approved by the Board from time to time;
- (ii) The member has committed a felony offense;
- (iii) The member has engaged in unethical or dishonest behavior; or
- (iv) The member has engaged in conduct materially prejudicial to the Association's purposes and interests.

(c) *Termination or Suspension Procedures.* To terminate one's membership for cause, it shall be necessary for the Board to hold a formal hearing. If grounds appear to exist for suspending or terminating a member under Section 3.04, the Board shall direct the Secretary or any other Officer to



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send a statement of the charges by registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) days' notice shall be given, and the member shall have the opportunity to appear in person and to present any defense to such charges before action is taken. The hearing shall be held, or the written statements considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur. The Board shall adopt such rules as may be necessary to assure due process to the member. The Board shall decide whether the member should be suspended or terminated, in its absolute discretion. The decision of the Board shall be final. The Board may consult with outside counsel, at the Association's expense, for assist it discharge its duties in connection with the termination proceeding.

(d) *Appeal by Court Actions.* Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination. In the event such an action is successful, the court may order any relief, including reinstatement, if it finds equitable under the circumstances, but no vote of the members or of the Board may be set aside solely because a person was at the time of the vote wrongfully excluded by virtue of the challenged suspension or terminated unless the court finds further that the wrongful suspension or termination was in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from the vote or from the meeting at which the vote took place, so as to affect the outcome of the vote.

## **3.06 Meetings of Members**

(a) *Regular Meetings.* There shall be at least six (6) regular meetings of the members each year, to be held at a time and place designated by the President, for the purposes of carrying out the missions and goals of the Association.

(b) *Annual Meetings.* Except as otherwise determined by the Board, the final meeting of the members before the end of the fiscal year shall be deemed the "Annual Meeting" for purposes of these Bylaws. At the annual meeting, the following matters may take place: (i) the election of the new Directors; (ii) the announcement of the new Executive Officers and Committee Chairs; and (iii) any other matters required to be voted upon by members as specified in Section 3.07(f).

(c) *Special Meetings.* Special meetings of members may be called by the Board (via a majority vote), the Chair of the Board, or upon the request of no less than 20% of the then-current Active Members. (Corp. Code, § 7510(e)). A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, submitted to the President or the Secretary of the Association. The Officer receiving the request shall cause notice to be given, in accordance with Section 3.06(d) below, to the Active Members entitled to vote, under these Bylaws, stating that a meeting will be held at the specified time and date fixed by the Board and specifying the general nature of the business to be transacted, provided, however, that the meeting date shall be at least 10 but no more than 45 days after receipt of the request. If the notice is not given within 24 hours after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of Members may be held when the meeting is



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called by the Board. (Corp. Code, 7511(c)). No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

(d) *Notice of Meetings.* Written notice of the place, date, and time of each meeting shall be given to each member, by electronic mail, not less than 10 days prior to the meeting.

(e) *Quorum and Adjournment.* Attendance by at least 50% of the then current Active Members at any meeting of members shall constitute a quorum for the transaction of business at such meeting of members. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Active Members present at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

## 3.07 Member Voting

(a) *Generally.* At member meetings, members who are eligible to vote may be called upon to vote on matters that require member voting as specified in Section 3.07(f); provided, however, that the annual election of three (3) new Directors to the Board (Section 3.07(f)(iii)) shall take place only at the annual member meeting unless otherwise directed by the Board.

(b) *Eligibility to Vote.* Subject to the Code, only Active Member in good standing (i.e., not suspended or terminated) on the record date as determined under these Bylaws shall be entitled to vote at any member meeting. Voting may be by voice or by ballot, except that any election of Directors must be by ballot. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(c) *Majority Vote.* If a quorum is present, the affirmative vote of a majority of the members present at the meeting shall be deemed the act of the members unless the vote of a greater number is required by the Code or by these Bylaws. A member's attendance at a meeting shall also constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included if that objection is expressly made at the meeting.

(d) *Proxy Vote.* Each member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the person and submitted to the Secretary of the Association. All authenticated signatures are acceptable, including electronic signatures. A copy or PDF of the original signature shall be treated the same as the original signature. All proxies shall be revocable and expire on the 44<sup>th</sup> day from the date of the proxy.



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(e) *Record Date*. For purposes of establishing the Members entitled receive notice of any meeting or entitled to vote, the Board shall, in advance, fix a record date. The record date so fixed for: (a) sending notice of a meeting shall be no less than 10 days before the date of the meeting; and (b) purpose of voting shall be at least 46 days before the date of the election.

(f) *Matters Requiring Member Voting*. The following matters shall be decided by member voting:

- (i) Amendment of the articles of incorporation;
- (ii) Amendment of the Bylaws relating to provisions that cannot be amended by the Board;
- (iii) Election of any Directors;
- (iv) Filling in vacancies on the Board;
- (v) The sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets;
- (vi) The principal terms of a merger or the amendment of a merger agreement;
- (vii) The election to dissolve the Association;
- (viii) The approval of any contracts or transactions between the Association and one or more Directors or between the Association and an entity in which a Director has a material financial interest; or
- (ix) any Special Question raised by the Board. Irrespective of the restrictions in Section 9.08 below, the Board may submit to the Active Members, at any regular meeting, special meeting, or annual meeting, any question, matter, or proposition as to the Association taking a formal position on an issue, including an issue that may appear on a municipal, state, or federal ballot, which position the Board has determined is in accordance with the mission statement and purposes of the Association (a "**Special Question**"), provided that the Board has, by at least two-third (2/3) affirmative vote, approve such position and the submission of such Special Question to the Active Members and (b) found that the issue involves an issue that impacts the then-current mission statement and/or purpose of the Association.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### **4.01. Board Duties and Powers.**

(a) *Generally*. Subject to the provisions and limitations of the Code and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding



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actions that require approval of the Members, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the directions of the Board.

(b) *Specific Powers.* Without limiting the generality of the foregoing, the Board shall have the following duties and authorities: (a) setting the overall policy and long-term direction of the Association; (b) admission of new members (including honorary members) and establishment of annual dues; (c) initiate membership termination proceedings; (d) appointment and removal of Executive Officers and Committee Chairs in accordance with the procedures set forth in Section 8; (e) appointing ad hoc committees for special projects; (f) raising Special Questions pursuant to the procedures set forth in Section 3.07(f). The Board may delegate responsibilities of day-to-day operations to the Executive Officers and the Committee Chairs and Vice-Chairs.

(b) *Criteria for Admitting New Active Members.* In determining whether an applicant may be admitted as an Active Member, the Board must consider only the following factors: (a) the composition of the Association's membership such that no one business, profession, or type of community service predominates; (b) the applicant's standing in the community; and (c) the likelihood that the applicant will participate actively and contribute to the Association. In exercising its discretion over the admission of any member, the Board shall generally favor admission over rejection, such that applicants should generally be admitted unless questions arise about the applicant's qualifications in any of the three criteria. Of the three criteria, the composition of the Association's membership shall be the most important factor.

(c) *Criteria for Admitting New Associate Members.* In determining whether an applicant may be admitted as an Associate Member, the Board may consider any factor; provided that in such consideration the Board shall generally favor admission over rejection.

**4.02 Board Size and Chairmanship.** The Board shall have up to eleven (11), but not fewer than six (6) Directors. The chairperson of the Board ("**Board Chair**") will be selected annually by the Board by a majority vote and is limited to a single one-year term. In the event of a tie in voting, the Board Chair shall call for another vote after further discussion and deliberation. If the second vote still ends in a tie, the Board Chair shall hold the tiebreaker.

**4.03 Director Qualifications.** Only Active Members that have served as an Executive Officer, a chair of a substantive or administrative committee, or a Director may serve on the Board. Further, no Director may serve as a director, officers, or manager of any competing organization.

**4.03 Board Succession.** Each year three (3) new Directors shall be elected to the Board. To the extent the addition of any new Director will render the Board membership to exceed the maximum of eleven (11) Directors, an equal number of the existing Director on the Board shall be retired, in order of their seniority on the Board. If there are more than one Director of equal seniority in terms of the years they spent on the Board, the order of retirement should be determined in accordance with their seniority in age such that the oldest Director shall retire first.

**4.04 Resignation and Removal.**



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(a) *Resignation.* Any Director may resign by submission of a written resignation with the Secretary.

(b) *Removal.* A Director shall be removed if he or she has two or more unexcused absence in board meetings and may be removed for cause by a three-fourths (3/4) vote of the remaining Directors.

**4.05 Vacancy and Replacement.** If any Director becomes deceased, incapacitated, incompetent, or is removed for cause or has voluntarily resigned, the remaining Board may call for an election of a new Director to fill the vacancy in accordance with the procedures set forth in Section 8.

## **4.06 Board Meetings and Notice.**

(a) *Regular Board Meetings.* The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each Board member have written notice, sent by the Secretary via electronic mail, of at least 10 days in advance. The Secretary shall attend such board meetings and will keep written meeting minutes and provide copies thereof to each Director.

(b) *Special Board Meetings.* Special meetings of the Board shall be called upon the request of the Chair or at least one-third (1/3) of the Board. Notices of special meetings shall be sent out by the Secretary to each Director at least 10 days in advance. Written notice of each special meeting will identify the items of business to be conducted at the meeting. No business other than those items listed in the notice may be conducted at the special meeting, unless otherwise expressly agreed by all the Directors. The notice provisions of this Section may be waived in writing and will be waived by a Director's attendance at the meeting, unless the Director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(c) *Participation.* Directors may participate in a Board meeting by conference video or telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation will constitute presence in person at the meeting. No Directors shall carry or vote a proxy for any other Director not present at a board meeting.

(d) *Quorum.* A quorum must be attended by at least fifty percent (50%) of the Board Directors for business transactions to take place and motions to pass. A majority of the Directors present, whether or not a quorum is present, may adjourn any board meeting to meet again at another time or place. In the event a board meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time to the adjourned meeting to the Directors who were not present at the time of the adjournment.

(e) *Board Actions Without Meeting.* Any action required or permitted to be taken at any Board meeting may be taken without a meeting upon the written consent of the number and identity of Directors otherwise required to approve such matter at a Board meeting. Each Director will be given a copy of the written consent promptly after the last required signature is obtained. A copy of the consent will be filed with the minutes of Board meetings.



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(f) *Meeting Place.* Board meetings shall be held at any place designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.

**4.07. No Liabilities.** Subject to compliance with the standard of conduct set forth in these bylaws, no Director shall be personally liable for the debts, liabilities or other obligations of this Association.

**4.08 Standard of Conduct.** Pursuant to Section 7231 of the California Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (a) one or more Executive Officers or Committee Chairs or Committee Vice-Chairs of the Association whom the Director believes to be reliable and competent in the matters presented; (b) counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (c) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence.

**4.09 Resolution of Board Disputes.** Generally, all disagreements among Directors over Association business shall be resolved within the Board by voting; provided, however, if a dispute arises over procedural issues not specifically addressed in these Bylaws, or if a dispute arises over a Director's alleged breach of the standard of conduct or violation of the provisions of these Bylaws (each such dispute, a "**Qualified Board Dispute**"), then an appeal may be made by at least two (2) Directors to the Advisory Council, in accordance with the procedures set forth in Section 7.04.

## **ARTICLE V** **EXECUTIVE OFFICERS**

### **5.01 Executive Officers.**

(a) *Generally.* The Executive Officers of the Association shall consist of a President, up to three (3) Vice Presidents, a Treasurer, and a Secretary.

(b) *President.* The President shall, subject to the direction of the Board, be the general manager of the Association and shall supervise, direct, and coordinate the Association's activities and affairs on a day-to-day basis, and shall have such other powers and duties as may be prescribed from time to time by the Board. Without limiting the generality of the foregoing, the President shall: work with all officers and committees to ensure that the Association put forth a series of quality events, programs, and activities for the members and, where necessary, obtain Board approval for appropriate budgets therefor; preside at all member meetings and shall coordinate with officers and committees to set the agenda for all member meetings; and act as the ceremonial ambassador for the Association in all



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dealings with external affairs. The President is limited to a one-year term. Only an Active Member in good standing is eligible to serve as President.

(c) *Vice Presidents.* There shall be up to three (3) Vice Presidents, who shall assist the President with his or her assigned duties and, when the President is absent, the President may request any of the Vice-Presidents to act on his or her behalf in meetings and other functions of the Association and, in so acting, the Vice-President shall have all the powers and authorities of the President. Each Vice-President is eligible to serve up to three (3) consecutive one-year terms. Only an Active Member in good standing is eligible to serve as a Vice-President.

(d) *Treasurer.* The Treasurer shall receive and safely keep all funds of the Association and deposit them with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board or the President, as applicable. He or she shall render to the President and Directors, whenever they request it, an account of all his or her transactions as Treasurer, and of the financial condition of the Association, and shall have such other powers and duties as may be prescribed from time to time by the Board. The Treasurer is eligible to serve up to three (3) one-year consecutive terms. Only an Active Member in good standing is eligible to serve as a Treasurer.

(e) *Secretary.* The Secretary shall have the duty and power to give notices of all board or member meetings, to keep a record of the proceedings of all such meetings, to maintain a lists of members and their addresses as required, to be custodian of corporate records, and shall have such other powers and duties as may be prescribed from time to time by the Board. Secretary may attend board meetings to keep minutes, but shall not be entitled to vote. The Secretary is eligible to serve up to three (3) consecutive one-year terms. Only an Active Member in good standing is eligible to serve as a Secretary.

## **5.02 Resignation and Removal.**

(a) *Resignation.* Any Executive Officer may resign by submission of a written resignation with the Secretary or, if the resigning officer is the Secretary, the President.

(b) *Removal.* Any Executive Officer may be removed for cause by a two-third (2/3) majority vote of the Board.

**5.03 Vacancy and Replacement.** If any Executive Officer becomes deceased, incapacitated, incompetent, or is removed for cause or has voluntarily resigned, the Board shall add, by a simple majority vote, a new Executive Officer from the ranks of eligible members to fill the vacancy.

## **ARTICLE VI** **COMMITTEES**



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## 6.01 Committees.

(a) *Generally.* The Board may establish one or multiple committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Association. There shall be three (3) types of committees: (1) administrative committees; (2) substantive committees; and (3) ad hoc committees.

(b) *Duties and Functions.* Administrative committees are committee established for purposes of managing the Association's administrative functions and related affairs, such as website development and management, public relations and social media. Substantive committees are typically organized with a focus to a particular industry or business and shall be required to organize substantive events, programs, and activities, as mandated by the Board. Finally, ad hoc committees are formed for a specific task or objective and shall dissolve after the completion of the task or achievement of the objective.

(c) *Committee Management.* The Board shall appoint all Committee Chairs or co-Chairs, as the Board deems appropriate and necessary. Each Committee Chair may appoint one or more Committee Vice-Chairs, subject to approval by the Board. The President and Vice-Presidents shall be ex officio members of all committees and have the right to attend all committee meetings. Each committee, regardless of its designation as substantive, administrative, or ad hoc, shall have the right to adopt such guidelines or regulations for its committee work as it may see fit in order to promote its objectives, provided, however, that upon adoption, a copy thereof shall be submitted to the Board for its approval. Each committee may establish subcommittees, with the approval of the Board, in order to promote its objectives.

(d) *Term Limits.* Chairs for substantive committees are eligible to serve up to five (5) consecutive one-year terms. Chairs for administrative committees are eligible to serve up to five (5) consecutive one-year terms. Chairs for ad hoc committee and Vice-Chairs, regardless of the committee types, shall have no term limit. Except for any committee composing of Associate Members, only an Active Member in good standing may serve as a chair or vice-chair of a committee.

## 6.02. Resignation and Removal.

(a) *Resignation.* Any Committee Chair or Vice-Chair may resign by submission of a written resignation with the Secretary.

(b) *Removal.* Any Committee Chair and Vice-Chair may be removed for cause by a two-third (2/3) majority vote of the Board.

**6.03. Vacancy and Replacement.** If any Committee Chair becomes deceased, incapacitated, incompetent, or is removed for cause, or has voluntarily resigned, the Board shall add, by a simple majority vote, a new Committee Chair from the ranks of eligible members to fill the vacancy. If any Committee Vice-Chair becomes deceased, incapacitated, incompetent, or is removed for cause, or has voluntarily resigned, the Committee Chair may appoint a new Vice-Chair as replacement, subject to the approval of the Board.



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## **ARTICLE VII** **ADVISORY COUNCIL**

### **7.01 Advisory Council.**

(a) *Generally.* The Board, from time to time, may invite any adult person, who has distinguished himself or herself in the field of business, science and technology, or public service, to serve on an Advisory Council consisting of up to nineteen (19), but not fewer than three (3), persons. Non-members who accept an invitation to join the Advisory Council shall automatically become an Honorary Member of the Association. Each member on the Advisory Council shall serve a two-year term, with no term limit.

(b) *Duties and Functions.* The Advisory Council serves in an advisory capacity to the Board. From time to time, the Advisory Council may, upon its own initiative or upon request by the Board, consider and provide advice on the activities and policies of the Association. In addition, the Advisory Council may serve, from time to time, as a forum for dispute resolution within the Board. If a Qualified Board Dispute arises, certain advisors may be selected to help mediate or decide the dispute in accordance with the procedures set forth in Section 7.04.

(c) *Management.* Members of the Advisory Council shall select a Chair annually by a simple majority vote. The Chair of the Advisory Council shall have the power to call meetings upon two weeks' written notice and shall serve as the primary liaison between the Board and the Advisory Council.

### **7.02 Resignation and Removal.**

(a) *Resignation.* Any member of the Advisory Council may resign by submission of a written resignation with the Secretary.

(b) *Removal.* Any member of the Advisory Council may be removed for cause by the Board.

**7.03 Dispute Resolution Procedures.** If a Qualified Board Dispute arises, the appealing Directors shall send a statement describing the dispute requiring resolution and the relief requested, by registered mail, to the last recorded addresses of the Chair of the Advisory Council and the other Directors. The Chair of the Advisory Council shall randomly select from the Advisory Council a panel consisting of three (3) members (the "**Panel**") and notify all the Directors of the composition of the Panel and the place, date, and time of the meeting at which the Qualified Board Dispute shall be considered. At least two (2) weeks of notice shall be given, and all the Directors shall have the opportunity to appear in person and to present their positions in connection with the dispute. The Panel shall try to resolve the dispute by mediation. If mediation fails, the Panel may then decide, by a majority vote, how the dispute should be resolved, and such adjudication shall be final and binding upon all parties. The Panel may consult with outside counsel, at the Association's expense, to assist it discharge its duties in connection herewith.



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## **ARTICLE VIII** **ELECTION AND APPOINTMENT PROCEDURES**

### **8.01 Election of Board Directors**

(a) *Application for Candidacy.* At least forty-five (45) days before the date of the Annual Meeting, the Board shall invite members who are interested in becoming a Director to submit to the Secretary an application, substantially in a form to be approved by the Board, to declare his or her candidacy. The deadline for submission of applications shall be at least thirty-one (31) days before the date of the election. Candidates who fail to timely submit an application declaring his or her candidacy shall not be considered. The application may be submitted in either Chinese or English, or both. The Secretary shall compile all the applications and forward them to the Board for review to ensure eligibility and compliance with the provisions of these Bylaws.

(b) *Declaration of Candidacy.* As soon as practicable, but at least thirty (30) days before the date of the Annual Meeting, the applications of the eligible candidates shall be transmitted via email or regular mail to those members eligible to vote, along with a ballot in form and content approved by the Board.

(c) *Oral Presentations.* At the Annual Meeting, the Board may direct each applicant to make an oral presentation of his or her candidacy and be available for questions from the members.

(d) *Voting Options.* Eligible members may vote by the following ways: (i) by in-person vote; (ii) by the vote of a duly authorized proxyholder; or (iii) by mail-in ballot signed by the eligible member (submitted with a copy of an official ID).

(e) *Declaration of Elected Directors.* After counting the qualified votes for all candidates, the Board shall announce the three (3) (or such other number necessary to fill any vacancy on the Board) candidates with the highest number of qualified votes as the Directors at large. The Directors at large shall take office immediately following the Annual Meeting.

### **8.02 Appointment of Officers and Committee Chairs**

(a) *Application for Candidacy.* At least forty-five (45) days before the date of the Annual Meeting, the Board shall invite members who are interested in becoming an Executive Officer or a Committee Chair to submit to the Secretary an application, in a form to be approved by the Board, to declare his or her candidacy. The deadline for submitting applications shall be not at least 31 days before the election. Candidates who fail to timely submit an application declaring his or her candidacy shall not be considered. The application may be submitted in either Chinese or English, or both. The Secretary shall compile all the applications and forward them to the Board for review to ensure eligibility and compliance with the provisions of these Bylaws.

(b) *Optional Board Interview.* The Board may, but is not required, to interview some or all of the candidates, either in person or over the phone.



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(c) *Criteria for Evaluating Executive Officers and Committee Chairs.* In evaluating whether an eligible member is suitable to serve as an Executive Officer or Committee Chair, the Board must consider only the following factors (in no particular order of priority): (i) the member's standing in the community and in the Association; (ii) the member's seniority in the Association; (iii) the member's managerial skills and relevant expertise; (iv) the member's past contribution to the Association; and (v) the member's vision for the future of the Association and/or committee, as applicable.

(d) *Declaration of Appointees.* Prior to the Annual Meeting, the Board shall have decided whom to appoint for each of the offices and committees and may communicate its decision to the candidates. Official announcement of the appointed officers will be made at the Annual Meeting. The officers and committee chairs at large shall take office immediately following the Annual Meeting.

## **ARTICLE IX** **MISCELLANEOUS PROVISIONS**

**9.01 Fiscal Year.** The fiscal year of the Association shall end on the last day of June.

**9.02 Inspection of Records.** Every member shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**9.03 Checks, Drafts, Etc.** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name or payable to the Association shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

**9.04 Execution of Contracts.** The Board, except as otherwise provided in these bylaws, may authorize any officer or agent to enter into any contract or execute any contract or execute any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board or otherwise provided in these bylaws, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**9.05 Effective Date.** These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption unless the Board, in adopting them, provide that they are to become effective at a later date.

**9.06 Amendment.** Subject to the members' rights under these Bylaws, these Bylaws may be amended or repealed and new bylaws adopted by the vote of a three-fourths (3/4) majority of the Directors then in office in a duly called and properly noticed board meeting, unless doing so would materially and adversely affect the members' rights as to voting or dissolution or affect an exchange, reclassifications, or cancellation of all or part of the membership. Without limiting the generality of the foregoing, the Board may not, without members' approval, amend, adopt, or repeal any provision of the Bylaws that would fix or change the authorized number of Directors, fix or change the minimum number



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of Directors, increase or extend the terms of Directors, increase or decrease the quorum for members' meetings, or repeal, restrict, create, expand, or otherwise change proxy rights.

**9.07 California Law.** To the extent provided in California Corporations Code Section 5003, California law shall govern the operation of the Corporation and the interpretation of these bylaws.

**9.08 No Political Endorsement.** It is the policy of this Association that neither it, nor any current Director, Executive Officer, or Committee Chair or Vice-Chair acting on behalf of the Association, shall make any endorsement or any candidate for elective public office or take a position to support or object to any ballot measure or initiative. However, any current Director, Executive Officer, or Committee Chair or Vice-Chair of the Association is free to make any endorsement of a candidate or take a position on any ballot measure or initiative, so long as such Director, Executive Officer, or Committee Chair or Vice-Chair takes reasonable precaution to ensure that they are not perceived to be speaking on behalf of the Association. For purposes of this provision, "reasonable precaution" shall be satisfied by not including any of their title within the Association in any endorsement or position statement.

**9.09. No Religious Endorsement.** It is the policy of this Association that, while it respects all forms of religions, neither it nor any Director, Executive Officer, Committee Chair or Vice-Chair acting on behalf of the Association may engage in activities or expression that a reasonable observer would interpret as an endorsement of a particular religion by the Association. Any current Director, Executive Officer, or Committee Chair or Vice-Chair of the Association is free to make any endorsement of a particular religion, so long as such Director, Executive Officer, or Committee Chair or Vice-Chair takes reasonable precaution to ensure that they are not perceived to be speaking on behalf of the Association. For purposes of this provision, "reasonable precaution" shall be satisfied by not including any of their title within the Association in any endorsement or expression of position.

**9.10 Policy on Charities.** It is the policy of this Association that, while it encourages charitable activities among its members, neither it nor any Director, Executive Officer, Committee Chair or Vice-Chair acting on behalf of the Association may endorse or fundraise for any charitable organization. Any current Director, Executive Officer, or Committee Chair or Vice-Chair of the Association is free to make any endorsement of or make donation solicitation on behalf of any charitable organization, so long as such Director, Executive Officer, or Committee Chair or Vice-Chair takes reasonable precaution to ensure that they are not perceived to be acting on behalf of the Association. For purposes of this provision, "reasonable precaution" shall be satisfied by not including any of their title within the Association in any endorsement or expression of position.