

BY-LAWS OF HSINCHU HIGH SCHOOL  
ALUMNI ASSOCIATION (NORTH AMERICA)

(Adopted by members of the Association on Aug 19, 2006 in its general meeting)

ARTICLE I

Purposes and Offices

1. **Purposes:** The Hsinchu High School Alumni Association (hereafter the “Association”) is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the internal revenue code, or corresponding section of any future federal tax code.
2. **Offices:** The Association shall have its principal office designated by its Board of Directors.
3. **Additional Offices:** The Association may also have offices as the Board of Directors may, by majority vote, from time to time designate or as the business of the Association may require for local Chapters.
4. **Local Chapters:** A local Chapter may be formed with more than ten (10) members holding regular meetings and approved by the Board of Directors. Where there is no existing chapter, one can join the nearby local chapter as an individual member. The current local Chapters include Dayton, Philadelphia, Washington, D.C., Cleveland, Cincinnati, Toronto, Chicago, Houston, Vancouver, and Southern California. Each chapter is managed by its president who is responsible for the daily activities.

ARTICLE II

Members

1. **Memberships:** The membership shall be divided into two categories:  
**MEMBERS:** All graduates/diploma candidates and the employed staff of Hsinchu High School and Middle School (hereafter “School”) are automatically eligible for joining the Association. A regular member has the duty to pay membership dues that the Board of Directors may prescribe or as herein set forth.  
**ASSOCIATE MEMBERS:** Family members of regular members who generally reside in North America or any one who wish to be affiliated with the Association

can join as associate members. An associate member has no obligation to pay membership dues and has no privilege to vote or hold office.

2. Dues: The annual membership dues of all members shall be determined by the Board of Directors with approval at the biannual meetings. The dues for the local Chapters shall be decided by each local Chapter. Prompt payment of dues is required as good standing of membership. Membership shall automatically expire thirty (30) days after the specified due date for membership payment.
3. Termination of Membership: Once a member's membership expires, membership is automatically terminated. Membership can also be terminated by the resignation or expulsion of a member. The rights and privileges of the members, except when expressly stated to the contrary herein, are not descendible, alienable, or in any way transferable.

#### General Assembly

4. Biennial Meeting: A general assembly of members of the Association shall be held biennially for the election of directors, officers, and the transaction of other business. However occasionally meetings may be conducted via electronic means such as E-mail, voice mail or virtual conferences.
5. Place of Meeting: The biennial meeting of members generally shall be held in the location determined two years ahead of time, unless there are exceptional circumstances. The venue of the meeting will be selected by the Board of Directors and voted on at the General Assembly. The preference is to rotate the meeting site among the different regions of North America including East, Middle, South and West.
6. Time of Meeting: The biennial meeting of the members shall be held in August every other year unless otherwise determined from time to time at the General Assembly.
7. Agenda: The agenda of the biannual meeting shall include the following: A) Calling the meeting to order; B) Proof that notice of meeting was given pursuant to this Article; C) Reading of the minutes of the last biannual meeting; D) Reports of the officers; E) Reports of the committees; F) Election of directors; and G) New

business.

8. Notice: Notice of the biennial meeting shall be given either personally or by first class mail/Email to all members not less than thirty (30) days the purpose for which it is called and on whose authority and shall be given personally or by first class mail/Email, not less than ten (10) days nor more than fifty (50) days before the date for such meeting, to all members.
9. Member Lists: A list of all members of the Association shall be produced at the General Assembly or upon the request of any member who has given written notice to the Association. Such a request by a member will be made at least ten (10) days prior to each meeting. If the right to vote or eligibility to hold office is challenged, the inspectors of this election, or if none, the person presiding at the meeting, shall require such lists of members to be produced as evidence of the right of the member challenged to vote or hold office. Such lists shall be irrefutable proof of the member's rights.
10. Quorum: At the General Assembly, the members entitled to cast a majority of the total number of votes shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members present may then carry on all business or adjourn the meeting despite the absence of a quorum.
11. Voting: Every member who has been entitled to the full benefits of the membership under this Article and who, at the time of the meeting, does not have any outstanding penalties shall be entitled to one vote on each matter submitted to a vote of members.
12. 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 him by proxy. Every proxy must be in writing and signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable upon the written declaration of the members executing it, except as provided otherwise by law.

13. Actions with Meetings: Except as otherwise provided by the Federal or State Not-For-Profit Corporation Law, members are allowed to take action and pass resolutions without a meeting upon the unanimous written consent of all members of their proxies who are entitled to vote.

#### Special Meetings

1.Special Meetings: Special meeting of the members for any purposes may be called by the Board Chairperson or one third of the Board of Directors and must be called by the Chairperson upon the written request of ten percent of the members

.2.Member's Petition to Board: If any action or resolution is considered to be objectionable by members of the Association, a written petition signed by at least one-third of all members entitled to vote may be presented to any officer of the Association. Upon receipt of said petition the officer who received it is obliged to call a special meeting of the Board of Directors within two weeks of the petitioner's receipt. Said special meeting shall be open to all members of the Association who shall be actively encouraged to attend and voice their approval or disapproval of the action or resolution in question. The business discussed at this special meeting shall only be the matters set forth in the petition, other provisions in these By-Laws notwithstanding. After hearing all opinions of the concerned members, a new vote of the Board of Directors shall be taken on the issue in question by open ballot and must be reaffirmed by a vote of two-thirds of the entire Board present and voting.

3. Inspection of Records: Any member of the Association may, upon two (2) weeks written notice to the Secretary, make membership abstract lists for inspect the books and records of the Association. Said notice to the Secretary shall include the assurance that such inspection of abstracts is not desired and will not be used for a purpose which is in the interest of a business or object other than the business and goals of the Association. If, in the determination and sole discretion of abstracts were not used for the purpose for which the member gave his/her assurance, the Board of Directors may, by unanimous vote, fine, suspend, or expel the member in question as the Board may declare.

### ARTICLE III

#### Board of Directors

1. Board of Directors: The business of this Association shall be managed by its Board of Directors.

2. Qualification of Directors: Each director shall be a member in good standing.
3. Number of Directors: The number of directors shall be thirteen (13). It may be increased or decreased by action of a majority of the members or a majority of the entire Board subject to limitation that no decrease shall result in a shortened term for any incumbent director.
4. Selection of Directors: The Board of Directors consists of the following:
  - A. Current President of the Association who is also by default the Chairperson of the Board of Directors.
  - B. Current presidents of the local chapters.

In case of a tie in voting, the Chairperson shall break the tie.

5. Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board or Directors for any reason except the removal of Directors without cause, may be filled by vote of a majority of the Directors then in office. A quorum need not exist. Vacancies occurring by reason of the removal of Directors without cause may be filled by a special election at a special meeting of the members of the Association called for such purpose. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor and until his successor has been elected and qualified.
6. 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.
7. Resignation of Directors: Any Directors may resign at any time. Such resignation shall be made in writing and shall take effect two weeks from the date that the resignation is submitted to the President. 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.
8. Quorum of Directors: One-third 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.

9. Chairperson of the Board and Executive Committee: There shall be a President, who is also by default the Chairperson of the Board, elected by all members. The candidates of the Chairperson of the Board shall be the current and past Board members. A Vice President and five members of the Executive committee are then appointed by the Chairperson from the Board of Directors. One member each of the Executive Committee shall be appointed from the region –East, Middle, South and West of North America. The term of the Chairperson and the Executive members shall be two years, from November 1<sup>st</sup> to October 31<sup>st</sup>, of the year after. The Chairperson shall serve at most two consecutive terms. The Chairperson of the Board shall preside at the biannual meeting and all Board of Director meetings. The Executive Committee shall carry the major policy making and continuation of Association business. It shall oversee and coordinate the President’s arrangements as the local host for the biannual meeting.
  
10. Meeting of the Board: The first meeting of each newly elected Board of Directors shall be held during the biannual meeting of the Association. The special meeting 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 director present, whether or not a quorum is present, may adjourn any meeting to another time and place.
  
11. Secretary of the Board of Directors: The Chairperson of the Board shall appoint a secretary from the Board of Directors. He shall keep the minutes of all meetings of the Board of Directors, the Executive Board of Directors and Committees. He shall give or cause to be given notice of all meetings of directors and all other notices required by these by-laws. He shall have charge of the books and records of the Association.
  
12. Treasurer of the Board of Directors: The Chairperson of the Board shall appoint a Treasurer from members with approval of the Board. The treasurer shall have custody of all funds of the Association, and shall deposit the same to the credit of the Association in bank/ banks. He shall receive and give or cause to be given receipts and acquaintances for monies paid on an account of the Association and shall pay out of the funds on hand all just debt of the Association, and entered in

books as required by the Chairperson of the Board of Directors. All checks shall bear the countersignature of the Board Chairperson. He shall keep such books as will show a true account for the expenses, incomes, assets and liability of the Association. He shall exhibit his books and accounts to any Board of Directors when requested and report to the biannual meeting of the Board of directors. The treasurer shall attend the Board meeting as an ex-officio.

13. Action by Board of Directors without a Meeting: Any action required or permitted to be taken by the Board or any Committee may be taken without a meeting if all the members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board or Committee.
14. Committees 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 Association 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.
15. **Compensation of Directors: The Directors and officers of the Association shall receive no compensation for their services as ,but may be reimbursed for their expenses ,if any, incurred in carrying out the purposes of Association provided that such reimbursement in no way adversely affects the Association's qualification under Section 501(c)(3) of the Internal Revenue Code.**
16. Contracts or other Transactions: No contract or other transaction between this Association and one or more of its directors or offices or between this Association and any other association, corporation, firm or other entity in which one or more of its directors are directors, officers, or have a financial interest in this Association Any such contracts shall be void For the contract or other transaction to be valid they 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.
17. **Conflict of Interest: as stated on #16, the persons who have a conflict of**

interest shall not have influence over the Association for setting their own compensation without the approval of a two thirds majority of Board of Directors.

#### ARTICLE IV

##### 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 Association 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 Association's Certificate of Incorporation shall prevail.
4. **Dissolution**: **Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.**
5. Amendments: In compliance with any statutory requisite, the Association may amend or repeal the By-Laws and may adopt new By-Laws upon the vote by the majority of members present at the Biannual Members Meeting. The proposed amendment must be brought up by the Chairperson of the By-Laws Committee appointed by the Chairperson of the Board or proposed by ten (10) members of the Association and approved at the Board of Director meeting by two third majorities prior to the Biennial Membership Meeting.

The amendment was approved by the electronic votes by the regular members through E mail on September 16, 2007 and voice approved at 2008 Biennial Meeting on August 16, 2008..