

**CALIFORNIA CHINESE ENGINEERS ASSOCIATION
FOUNDATION
BYLAWS**

ARTICLE I. NAME AND OFFICES

1.1. Name. The name of the corporation is California Chinese Engineers Association Foundation, hereinafter referred to as the Foundation.

1.2 Principal Office. The principle office of the Foundation is resided in the County of Sacramento, California. The Board of Directors may change the principal office of the Foundation from one location to another in the County of Sacramento. Any such changes shall not be considered an amendment of these Bylaws.

ARTICLE II. MISSION STATEMENT

2.1 Mission Statement. The Foundation is a nonprofit, nonpartisan, nonsectarian cultural and educational organization incorporated in Sacramento, California. The goal of the Foundation is to promote the mutual understanding and corporation between Chinese American communities and general public, to facilitate the education among Chinese Americans on Chinese culture and heritage, to provide financial aids to students for college education, and to provide peer collaboration among members to advance the engineering profession and improve their engineering practices.

2.2 Objectives.

- (a) To encourage and participate local community activities that promotes the mutual understanding and corporation between Chinese American communities and general public;
- (b) To facilitate and support publications, lectures, workshops, celebrations and other programs that honor Chinese culture and heritage and its contribution to the American experiences;
- (c) To provide scholarships for qualified high school seniors, college and graduate students based on merits, financial needs, and special talents;
- (d) To provide member engineers with current information and tools to enhance their engineering practice and opportunities for peer collaboration.
- (e) To raise funds to advance the goals and objectives of the Foundation described above, and to support organizations and institutions with like purpose that is permissible by laws, rules and regulations concerning the tax-exempt status of the Foundation.

ARTICLE III. POLICIES

- 3.1. The Foundation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes..
- 3.2 The Foundation shall be non-partisan and non-sectarian, either domestic or foreign.
- 3.3 The Foundation shall be neutral between the governments of all foreign countries.
- 3.4 The Foundation may accept gifts, donations and contributions in any amount and form, and on such terms and conditions that are decided by the Board of Directors and permitted by the laws of United States.

ARTICLE IV. MEMBERSHIP

- 4.1 **Qualification of Members.** Membership is open to any U.S. citizens, permanent residents and legally residing aliens who support the mission, objectives and policies of the Foundation. A member must be at least eighteen years old.
- 4.2 **Admission of Members.** Applicants shall be admitted to membership upon satisfying the membership qualification established by the Bylaws.
- 4.3 **Determination Rights of Members.** The Foundation shall have only one class of members, and each member hold one membership.
- 4.4 **Non-liability of Members.** A member of this Foundation is not, as such, personally liable for the debts, liability, or obligations of the Foundation.
- 4.5 **Termination of Membership.** The membership shall terminate upon: a failure to renew his or her membership, or his or her notice of termination delivered to the Board of Directors or an expulsion by the Board of Directors with majority votes. Following the termination, a notice shall be sent to the member by post mail or email to the last address on the Foundation's record.

ARTICLE V. BOARD OF DIRECTORS

- 5.1 **Election and Terms of Board of Directors.** Board of Directors shall be elected by the members of the Foundation. Each elected director shall serve a 2-year term with a maximum of two consecutive terms. One half of the elected directors' terms shall expire each year.
- 5.2 **Number of Directors.** The Board shall consist of nine (9) elected directors including one serving as President of Board of Directors.

- 5.3 **Duties of Board of Directors.** The Board of Directors shall formulate policies, decide disbursement of the fund raised by the Foundation and shall be responsible for the operation of the Foundation.
- 5.4 **Quorum.** A quorum shall exist when more than half of the Board of Directors are present. A simple majority vote of the quorum present shall govern unless otherwise specified. No business shall be considered by the Board of Directors at any meeting at which a quorum is not present.
- 5.5 **Termination of Board of Directorship.** The directorship shall terminate upon his or her notice delivered to the President of the Board of Directors or an expulsion by the Board of Directors with majority votes.
- 5.6 In the case of the resignation or termination of an elected board director before the expiration of his or her term, the President, with the approval of the Board, shall appoint a new member to serve the remaining term.
- 5.7 **Meetings of Board of Directors.** The Board of Directors shall meeting annually in the spring of a calendar year at a place designated by the President. Special meetings maybe called by the President during the rest of the time.
- 5.8 The Board of Directors shall serve without pay, but maybe reimbursed for reasonable expenses related to their functions, as budgeted or approved by the President.

ARTICLE VI. EXECUTIVE COMMITTEE AND OFFICERS

- 6.1 **The Foundation Executive Committee,** hereinafter referred to as the Committee, shall be composed of five to nine Committee Officers of the following: a Chair person, a Secretary, a Treasurer, and two to six additional officers.
- 6.2 **Appointment and terms of the Committee Chair person.** The Committee Chair person shall be a member of the Board of Directors, and shall be appointed by the President of the Board of Directors. The term and the termination of the Chair person shall be the same as those of his or her Board of Directorship.
- 6.3 **Appointment and terms of Committee Officers.** The Committee Chair person is responsible for appointing the Committee Officers. The term of the Officers is one year with no maximum term limits.
- 6.4 **Duties of the Committee Officers.** Represent the Foundation to coordinate and operate the functions and activities delegated from the Board of Directors.
- 6.5 **Meetings.** The Committee Chair person shall call for Committee meetings as needed.

6.6 The Committee Officers shall serve the committee without pay, but maybe reimbursed for reasonable expenses related to their functions, as budgeted or approved by the Committee Chair person.

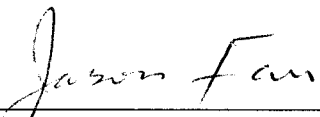
ARTICLE VII. AMENDMENTS

7.1 Amendments to the Bylaws maybe proposed by any Board of Director and shall be endorsed by the majority of the Board of Directors before they are adopted into the Bylaws .

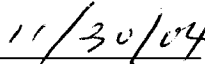
ARTICLE VIII. DISSOLUTION OF THE FOUNDATION

8.1 The property of this Foundation is irrevocably dedicated to public and education purposes and no part of the net income or assets of this Foundation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution of the Foundation, its assets remaining after payment, or provision of payment of all debts and liabilities of this Foundation shall be distributed by the Board of Directors to a nonprofit foundation or corporation which is organized and operated exclusively for public or education purposes and which has established its tax exempt status under Section 501(c)(3) or any other relevant provision of the Internal Revenue Code.

These Bylaws are fully adopted by the Foundation Board of Directors this 30th day of November, 2004, in Sacramento, California.



Jason Fan, President of Board of Directors



Date