

TAIWAN CENTER FOUNDATION OF GREATER LOS ANGELES
a California public benefit corporation

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TAIWAN CENTER FOUNDATION OF GREATER LOS ANGELES
a California public benefit corporation

BYLAWS

ARTICLE 1 OFFICES AND PURPOSES

Section 1.01 Principal Office

The principal office of the Taiwan Center Foundation for Greater Los Angeles (the "Foundation") for its transaction of business is located in the City of Rosemead, County of Los Angeles, State of California.

Section 1.02 Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the Foundation from one location to another in the County of Los Angeles or County of Orange, State of California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Section 1.03 Purposes

The Foundation is organized and shall be operated, not for profit, but exclusively for the promotion of Taiwanese culture and heritage by means of charitable, cultural, literary, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this objective, the Foundation shall have the following specific purposes:

- (a) To support activities which foster public knowledge and appreciation of Taiwanese culture and heritage;
- (b) To serve as a forum where Taiwanese Americans of Southern California may voice their concerns of mutual interests in a concerted and coordinated effort with respect to the community's relationship with allied non-profit groups and with the public;
- (c) To promote and protect the general welfare of Taiwanese Americans;
- (d) To promote and encourage a better community and civic spirit among Taiwanese

Americans of Southern California;

- (e) To foster good will and friendship between and among Taiwanese Americans residing in Southern California and the residents of other ethnicity or cultures in said area;
- (f) To strengthen the bond between the people of Taiwan and the people of the United States; and
- (g) To preserve materials which typify and epitomize the quality and history of the development of Taiwanese American community in Southern California.

Section 1.04 Powers

The Foundation shall have the following general powers:

- (a) To receive and administer funds for public benefit purposes, and to take and hold by purchase, gift, bequest, devise, lease, or otherwise, either absolutely or in trust, for said objects and purposes, or either of them, any property, real or personal, of every nature and description, including shares of stock, bonds and securities of other corporations without limitation as to extent, character, or amount, except such limitations, if any, as may be imposed by law.
- (b) To act as trustee under any charitable trust incidental to the principal objects of the Foundation and to receive, hold, manage, administer, and expend funds and property subject to such trust.
- (c) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (d) To made contracts, borrow money, contract debts, and issue bonds, notes, and debentures, and to secure the payment of performance of its obligations.
- (e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Foundation; and to exercise all and every power for which a non-profit corporation, organized under Part 2 of Division 2 of Title 1 of the Corporations Code of the State of California, can be authorized to exercise.
- (f) Notwithstanding the foregoing, other than ordinary overhead and administrative expenses, such as utilities and payroll, that are already included in the budget approved by the board of directors, the Foundation shall not execute, acknowledge, and deliver any deed, deed of trust, mortgage, or promissory note obligating the Foundation to pay more than the sum of Five Hundred Dollars (\$500.00) without

the prior consent of the of the board of directors; nor shall the Foundation make any payment in cash more than the sum of Five Hundred Dollars (\$500.00) without the prior consent of the board of directors except for ordinary overhead and administrative expenses, such as utilities and payroll, that are already included in the budget approved by the Board of Directors.

Section 1.05 Restrictions on Activities

The Foundation shall operate under the following restrictions:

- (a) No part of the net earnings or assets of the Foundation shall inure to the benefit of any Director, officer or other private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Foundation's Articles of Incorporation and these Bylaws.
- (b) No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) The Foundation shall not engage, other than as an insubstantial part of its activities, in any activities or exercise any powers that are not in furtherance of the primary purposes of the Foundation and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in code Section 501(c)(3).
- (d) The sale, transfer, encumbrance and other disposition of the properties of the Foundation shall comply with the requirements of these Bylaws, including the Bylaws of the Board of Investment Trustees.

ARTICLE 2 MEMBERS

Section 2.01 Classification of Members

The Foundation shall have the following three classes of members:

- (a) An Individual Member means any natural person, at least 18 years of age, who, pursuant to Sections 2.02 to 2.03, is admitted into the membership of the Foundation. An Individual Member who is not a Lifetime Member has no right to vote on the Foundation's affairs.

- (b) A Lifetime Member is an Individual Member who has paid the Lifetime Membership dues.
- (c) An Association Member is an organization that is:
 - (i) recognized by the Internal Revenue Service as a tax-exempt organization under §501(c) of the Internal Revenue Code of 1986, as amended, and is in good standing; or
 - (ii) an unincorporated non-profit association, that:
 - (A) has at least twenty-five (25) due paying members;
 - (B) has formally adopted governing documents such as articles of association and bylaws, or either of them, specifying the purposes of the association, and providing for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct (collectively “ association governing documents”); and
 - (C) has regularly convened annual meetings and actively conducted programs and activities consistent with the purposes for which it is established.
- (d) An Honorary Member means a Member who in the opinion of the Board of Directors have rendered distinguished services to the Taiwanese-American community. A candidate for honorary membership may be proposed by any member of the Board of Directors and shall be selected to such membership upon a majority vote of three quarters (3/4) of the Directors at a regularly constituted meeting of the Board of Directors. Honorary Members shall be exempt from payment of any dues or admission fee whatsoever and shall be entitled to all the privileges of Individual Members, except the right to vote or hold office.

Section 2.02 Admission to Membership

Any person, eligible for Membership under Section 2.01 of these Bylaws, shall be admitted to Membership as follows:

- (a) Application for Individual Membership to this Foundation shall be made on a form provided by the Foundation and shall be accompanied by dues as provided in Section 2.03.
- (b) Application for Association Membership in this Foundation shall be made on a form provided by the Foundation, together with:

- (i) For an organization described in Section 2.01(c)(i): certified copy of its articles of incorporation, bylaws, and the letter from the Internal Revenue Service recognizing its status, and the certificate of good standing from the Secretary of State of California issued within thirty (30) days of the date of application to this Foundation; or
- (ii) For an organization described in Section 2.01(c)(ii): certified copy of its association governing documents and the fictitious business name statement filed and recorded with the county recorder's office; and
- (iii) Payment of membership as provided in Section 2.03.

Section 2.03 Dues

The Foundation shall have two types of membership dues: regular annual membership dues and life membership dues.

- (a) Regular Annual Membership Dues. The Board of Directors shall fix the amount of annual dues for Individual Members and Association Members from time to time. The annual due shall be due and payable on or before the first day of January. If the dues of any Member be unpaid for a period of 60 days after the due date, the Foundation shall mail a notice of delinquency. If the dues of any Member be not paid within 30 days after the mailing of such notice of delinquency, his, her or its Membership shall automatically terminate on that date by reason of such nonpayment. Members who have been dropped from Membership for nonpayment of dues may be reinstated, in the Board of Directors' sole discretion, upon payment of dues for the current year, provided that such reinstatement shall not entitle the Member to membership for a term longer than December 31 of that current year.
- (b) Life Membership Dues. Applicant who pays a one-time life membership due in such amount as may be fixed by the Board of Directors from time to time, shall become a Member for life.

Section 2.04 Number of Members

There shall be no limit on the number of Members the Foundation may admit.

Section 2.05 Transferability of Membership

Neither Membership in the Foundation nor any rights in Membership may be transferred or assigned for value or otherwise.

Section 2.06 Membership Book

The Foundation shall keep in written form or in any form capable of being converted into written form a Membership book containing the name, address, and telephone numbers of each Member. The book shall also contain the fact of termination of Membership and the date on which such Membership ceased. Such book shall be kept at the principal office of the Foundation and shall be subject to the rights of inspection required by law and as set forth in Section 2.07 of these Bylaws.

Section 2.07 Inspection Rights of Members

- (a) Demand. Subject to the Foundation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Foundation provides a reasonable alternative as permitted by Section 2.09(c) of these Bylaws, a Member satisfying the qualifications set forth hereinafter may do either or both the following:
- (i) Inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on ten (10) business days' prior written demand on the Foundation, and which demand shall state the purpose for which the inspection rights are requested; or
 - (ii) Obtain from the Secretary of the Foundation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- (b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.08(a) of these Bylaws may be exercised by the following:
- (i) Any Member for a purpose reasonably related to such person's interest as a Member; and
 - (ii) Any number of Members for a purpose reasonably related to the Members' interest as Members.
- (c) Alternative Method of Achieving Purpose. The Foundation may, within ten (10) business days after receiving a demand pursuant to Section 2.07(a) of these

Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the Membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.07(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Foundation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Foundation does not meet the proper purpose of the demand made pursuant to Section 2.07(a) of these Bylaws.

Section 2.08 Nonliability of Members

A Member of the Foundation shall not solely, because of such Membership, be personally liable for the debts, obligations, or liabilities of the Foundation.

Section 2.09 Termination of Membership

- (a) Causes. The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following causes:
- (i) The voluntary resignation of a Member by delivering a written resignation to the Foundation;
 - (ii) The failure of a Member to pay the dues in a timely manner;
 - (iii) The death of an Individual Member;
 - (iv) The dissolution or winding up of an Association Members;
 - (v) The failure of an Association Member to meet the membership requirements set forth in Section 2.01. The failure of an Association Member to furnish documents described in Section 2.02(b) within thirty (30) days from the date of written request by the Foundation shall be conclusively deemed as the failure to meet the membership requirements. From time to time the Foundation may, in its sole and absolute discretion, and with or without cause, request any Association Member to furnish the documentation without requesting any other Association Member to do so.
 - (vi) Revocation for just cause by action of the Board of Directors pursuant to Section 2.09(b) of these Bylaws; and
 - (vii) The termination of all Memberships or any class of Members upon the

amendment of these Bylaws permitting the termination, pursuant to Section 4342 of the Corporations Code.

Section 2.10 Revocation Hearing

The Membership of any Member may be revoked or terminated for cause, provided such Member is given a written notice by mail no more than 30 and not less than 7 days before the meeting of the Board of Directors or its Committee at which such action will be considered. The hearing shall be presided over by the President or chairperson of the designated Committee. Such person shall perform the following duties:

- (a) Read the charges against the subject Member;
- (b) Require that the charges be verified by the testimony of the person or persons making them;
- (c) Hear any other witnesses against the subject Member;
- (d) Allow the subject Member to cross-examine each witness following the testimony of that witness;
- (e) Allow the subject Member to make a statement in his or her own behalf;
- (f) Allow the subject Member to call witnesses in his or her own behalf; and
- (g) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject Member.

The Board or the Committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. Decision of the Board or its designated Committee, by a majority of Two-Thirds (2/3) of its members at a validly constituting hearing, shall be final and binding. All rights of a Member in the Foundation shall cease on the effective date set forth in the decision of the Board or its designated Committee.

ARTICLE 3 MEETINGS OF MEMBERS

Section 3.01 Place

Meetings of Members shall be held at the principal office of the Foundation or at such other location within the County of Los Angeles or County of Orange as may be designated from time to time by resolution of the Board of Directors.

Section 3.02 Annual Meetings

The Members shall meet annually in June of each year, for the purpose of transacting such proper business as may come before the Annual Meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the Members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall, in the absence of Board action, or ten (10) percent of the Members may, cause the election of Directors to be held at a special meeting of Members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the Members.

Section 3.03 Special Meetings

Special meetings of Members shall be called by the Board of Directors or the President and held at such place within the location as is fixed in Section 3.01 of these Bylaws. Ten (10) percent or more of the Members of the Foundation may call special meetings for any lawful purpose.

Section 3.04 Notice of Meetings

Written notice of every meeting of Members shall be either personally delivered or mailed twenty (20) days before the date of the meeting to each Member who on the record date for notice of the meeting is entitled to vote thereat.

Section 3.05 Contents of Notice

The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the Members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members.

Section 3.06 Waivers, Consents, and Approvals

The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.07 Quorum

A quorum at any meeting of Members shall consist of one-third (1/3) of the voting power, represented in person or by proxy. For purposes of these Bylaws, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 3.08 Loss of Quorum

The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Members required to constitute a quorum.

Section 3.09 Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 3.10 Voting of Membership

- (a) **Voting Rights.** Each Lifetime Member and each Association Member in good standing is entitled to one vote on each matter submitted to a vote of the Members. An Individual Member who is not a Lifetime Member does not vote in the affairs of the Foundation. Each Member entitled to vote at any election for Individual Directors and for Elected Trustees, as defined in the Bylaws of the Board of Trustees, may cast one vote for any candidate up to the total number of Individual Directors or Elected Trustees to be elected.
- (b) **Record Date of Membership.** The record date for the purpose of determining the Members entitled to notice of any meeting of Members is forty (40) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to vote at any meeting of Members is thirty (30) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

Section 3.11 Ballot Requirements

- (a) **Written Consent.** Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of Incorporation of the Foundation, any action which may be taken at any regular or special meeting of Members may be taken without a meeting. If an action is taken without a meeting, the Foundation shall distribute a written ballot to every Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Foundation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (b) **Voting by Written Ballot.** The form of written ballots distributed to Members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot.
- (c) **Revocation of Ballot.** Unless otherwise provided in the Articles of Incorporation of the Foundation of these Bylaws, a written ballot may not be revoked.

Section 3.12 Conduct of Meetings

- (a) **Chairman.** The President or, in his or her absence, the First Vice President, shall preside over the meetings of the Members.
- (b) **Secretary of Meetings.** The Secretary of the Foundation shall act as the secretary of all meetings of Members; provided that in his or her absence, the Chairman of the meetings of Members shall appoint another person to act as secretary of the meetings.

Section 3.13 Inspectors of Election

- (a) **Appointment.** In advance of any meeting of the Members or any action by written ballot, the Board may appoint any persons, other than Directors and candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any Member or Member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so

appointed refuses to act, the President must appoint inspectors of election for that written ballot upon request of any Member or Member's proxy. The number of inspectors shall be three (3).

- (b) Duties. The inspectors of election shall perform the following duties:
- (i) Determine the number of voting Memberships outstanding, the voting power of each, and when applicable the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
 - (ii) Receive votes, ballots or consents;
 - (iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
 - (iv) Count and tabulate all votes and consents;
 - (v) Determine when the polls shall close;
 - (vi) Determine the result; and
 - (vii) Do any other acts that may be proper to conduct the election or vote with fairness to all Members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

- (c) Vote of Inspectors. As there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.
- (d) Report and Certificate. On request of the Chairman or any Member or Member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE 4 DIRECTORS

Section 4.01 Number.

The Foundation shall have Directors. Collectively, the Directors shall be known as the Board of Directors. The Foundation shall have not less than fifteen (15) nor more than fifty (50) Directors. The exact number of each class of Directors shall be fixed from time to time, within the limit specified in these Bylaws, by the incorporators or directors then in office. For purposes of these Bylaws, if the number of the Directors then in office exceeds the minimum requirement, i.e., fifteen (15), then the resolution made by said Directors shall have all the authority of the Board.

Section 4.02 Qualifications and Composition

The Board of Directors shall comprise:

- (a) Individual Directors. Individual Directors are natural persons elected from the Members at large.
- (b) Association Directors. Association Directors are directors appointed by Association Members pursuant to these Bylaws. At least one-fourth (1/4) of the Board of Directors shall be Association Directors.
- (c) Designated Directors. Designated Directors are prominent community leaders, who has the unique ability to assist the Foundation achieve the purposes set forth in Section 1.03.

An Association Director or Designated Director, need not be a voting Member of the Foundation. All Directors shall be elected in a manner set forth in Sections 4.03 to 4.05, and shall take office only after having taken and executed the following oath of office:

- (i) Oath of the Board Member to be installed:

"I, (name), as the director of the Taiwan Center Foundation of Greater Los Angeles, hereby pledge to perform all the duties of my office, to the best of my ability".

- (ii) Collective Oath by all the new Board Members

"We, the members of the newly installed Board of Directors of the Taiwan Center Foundation of Greater Los Angeles hereby pledge that, we will work together, hand in hand, to perform all the duties of directors to the best of our abilities."

Section 4.03 Terms of Office

Directors, other than Trustee Directors, are elected or appointed on even years and shall serve for a term of two (2) years without staggering. Each Director shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 4.04 Nomination of Individual Directors

- (a) **Nomination Considerations.** Nominations for Individual Directors shall be solicited from a wide cross-section of the Members, in terms of contributions to the Foundation, attendance to Foundation activities, occupation, institutional affiliation, level of educational achievement, and level of subscription to Foundation's purposes.
- (b) **Nominating Committee Selection Process.** Nomination for election to the Board of Directors shall be made by an ad hoc committee appointed by the Board of Directors ("Nominating Committee") to serve from the date of such appointment until the close of the annual election. The Nominating Committee shall consist of five (5) or more members of the Board, including a chairperson appointed by the President and four or more members elected by the Board of Directors. The top five directors who receive the highest points based on his or her attendance records and amount of fund raised for the Foundation in the last term year and are willing to serve, shall be elected to the Committee. The Nominating Committee shall provide a slate of candidates for election at the Annual Meeting, which slate shall be published in said meeting notice. The Committee shall obtain the consent of each candidate and make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. The list of nominees selected by the Nominating Committee shall be approved by the Board of Directors prior to becoming an official slate.
- (c) **Nominee Qualifications.** Nominee must be a voting Member of good standing, who is of either a life membership or a regular membership for five (5) consecutive years or more. Nominations may also be made from the floor at the Annual Meeting, provided, however, that (i) endorsement consisting of signatures of at least eighteen (18) voting Members in good standing is obtained, (ii) the consent of the nominee to his or her election has been obtained in advance, and (iii) a resume of the nominee's background is made available to the Members at or before the Annual Meeting at which the selection occurs. No two nominees may be nominated by the same voting Member.

Section 4.05 Election

Directors shall be eligible for reelection without limitation on the number of terms they may serve.

- (a) Individual Directors. The candidates for election of Individual Directors receiving the highest number of votes from voting Members are elected. A brief biographical sketch on each of the candidates for election of Individual Directors shall be set forth in the ballot or notice of Annual Meeting.
- (b) Association Directors. At the first Board meeting immediately following the Annual Meeting at which Individual Directors are elected, the Individual Directors shall elect the Association Members to be represented on the Board of Directors. Solicitation of nomination for Association Directors shall be published to the Members and the general media prior to the election. Upon election, each elected Association Member shall appoint an individual within 20 days of such election to serve as its representative on the Board of Directors. An Association Member may not change its appointee after the appointee has taken the oath of office. If there is a conflict or dispute as to such Association Member's appointment, the certification issued by its duly constituted Board shall control.
- (c) Designated Directors. Within ninety (90) days of the Annual Meeting at which Individual Directors are elected, the President shall nominate candidates for appointment to the Board of Directors as Designated Directors. Nominations approved by the majority of the Directors present at the meeting shall be the Designated Directors of the Board to serve until his resignation, removal or term expiration. The number of Designated Directors shall not exceed one-tenth (1/10) of the members of the Board of Directors. A Designated Director may be removed without cause by or only with the written consent of the President.

Section 4.06 Compensation

The Directors shall serve without compensation.

Section 4.07 Meetings

- (a) Time of Regular Meetings. Regular meetings of the Board shall be held, without call or notice, at the principal office of the Foundation immediately following each annual meeting of the Members of the Foundation as set forth in Section 3.02 of these Bylaws. Regular meetings of the Board of Directors shall be held not less than once every month. Notice of the time and place of a regular meeting shall be communicated to all directors not less than seven (7) days prior to the meeting; provided, however, that notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meetings.

- (b) Place of Meetings. All meetings of the Board shall be held at the principal office of the Foundation or at such place as may be fixed from time to time by resolution of the Board.
- (c) Special Meetings. Special meetings of the Board may be called by the President or any five (5) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of a special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.
- (d) Quorum. One-fourth of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- (e) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.
- (f) Conduct of Meetings. The President or, in his or her absence, the Vice President shall preside at meetings of the Board of Directors. The Secretary of the

Foundation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

- (g) **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. A director's attendance at a meeting also constitutes a waiver of notice of that meeting, unless the director at the beginning of the meeting objects to the transaction of any business on the ground that the meeting was not lawfully called or convened. In addition, attendance at a meeting does not constitute a waiver of any right to object to consideration of matters required by law to be included in the notice of the meeting which were not so included, if that objection is expressly made at the meeting.
- (h) **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.08 Vacancies

Vacancies due to resignation or removal of a member on the Board of Directors shall be filled at a regular meeting of the Board of Directors occurring within three (3) months of the date of removal or resignation by the majority of the Directors present at a validly constituted meeting of the Board. A Director elected to fill a vacancy shall be elected to serve for the unexpired portion of the departing member's term, and may be elected to an additional term consecutive to this service.

Section 4.09 Resignation and Attendance

- (a) **Written Resignation.** Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors of the Foundation unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when resignation becomes effective.
- (b) **Resignation by Conduct/Attendance.** Attendance at meetings of the Board of Directors is a responsibility of each member. A member of the Board who fails to attend sixth (6) meetings in any twelve (12) month period shall be given notice by

the President that if the member concerned shall miss one more meeting after the sixth absence, then that member will be deemed to have resigned from the Board. Members of the Board of Directors must attend all scheduled activities of the Board at any given meeting in order to receive credit for attendance at that meeting. All members of the Board, elected or appointed, must observe the attendance policies of the Board.

Section 4.10 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board individually or collectively consent in writing to such action. "All" Directors does not include a Director that has a conflict of interest in the matter being considered. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.11 Director Voting

Each director shall have one vote on each matter presented to the board of directors for action. No director may vote by proxy.

Section 4.12 Committees

- (a) **Committee Formation.** The Board of Directors may create committees by a majority vote of the Directors then in office. Such committees shall include no less than two (2) Directors. Appointments to Board Committees shall be approved by a majority vote of the Directors then in office. To the extent provided in the resolution designating and appointing the Board Committee, it may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than those actions specifically prohibited in Section 4.09 of this Article. Each committee may prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure. Absent any such prescription, the majority decision of the committee shall govern. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.
- (b) **Restrictions on Board Committees.** Pursuant to Section 5212 of the California Nonprofit Public Benefit Corporation Law, a committee shall not have authority with respect to:
 - (i) The filling of vacancies on the Board or in any committee which has the authority of the Board.

- (ii) The appointment of officers.
- (iii) The fixing of compensation of the Directors for serving on the Board or any committee.
- (iv) The amendment or repeal of bylaws or the adoption of new bylaws.
- (v) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able.
- (vi) The appointment of committees of the board or the members thereof.
- (vii) The approval of any self-dealing transaction.

Section 4.13 Audit Committee

- (a) The corporation shall have an audit committee consisting of at least one director and one member of the Board of Investment Trustees, and may include nonvoting advisors. Directors who are employees or officers of the corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation may not serve on the audit committee.
- (b) The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the board. Such duties include, but are not limited to:
 - (i) Assisting the board in choosing an independent auditor and recommending termination of the auditor, if necessary;
 - (ii) Negotiating the auditor's compensation;
 - (iii) Conferring with the auditor regarding the corporation's financial affairs; and
 - (iv) Reviewing and accepting or rejecting the audit.
- (c) Members of the audit committee shall not receive compensation for their service on the audit committee. If the corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

Section 4.14 Board of Investment Trustees

The board of directors shall establish a Board of Investment Trustees to hold, manage and administer contributions received by the corporation. The Board of Trustees shall be governed by the Bylaws of the Board of Investment Trustees attached hereto and made a part hereof. Notwithstanding any provisions in these Bylaws, the Bylaws of the Board of Investment Trustees may be amended only by the consent of two-thirds majority of all the Directors then in office and two-thirds majority of all the members of the Board of Trustees then in office. Proposed amendments shall be sent to all Directors and Trustees at least three weeks before the votes are taken.

Section 4.15 Board of Honorary Directors

A Board of Honorary Directors composed of not more than 50 prominent men and women in the community may be selected in the manner and for such duties as determined by the Board of Directors, provided, however, that said Board of Honorary Directors shall constitute only an advisory board to advise the Board of Directors and shall have no authority to act on behalf of or as agent for or in any manner bind the Foundation's duly acting and appointed Board of Directors.

ARTICLE 5 OFFICERS

Section 5.01 Titles, Appointment and Terms

- (a) Title. This Foundation shall have a President, one or more Vice Presidents, a Secretary, a Chief Financial Officer who may also be called Treasurer, one or more Assistant Secretaries and one or more Assistant Treasurers. The Board of Directors may designate and appoint any other officers by resolution. Absent any resolution, the number of Vice Presidents shall be fixed at four (4); the number of Assistant Secretaries shall be fixed at two (2); and the number of Assistant Treasurer shall be fixed at one (1). These officers shall have the authority, and perform the duties that the Board may, by resolution, determine. One person may hold any two or more offices, except that one person may not hold the offices of both President and Secretary, President and Vice President, or controller, if any, and any other executive officer. The Foundation shall have several professional advisors, including, without limitation, an independent auditor and legal counsel(s), who shall not be considered as officers of the Foundation.
- (b) Appointment. The President, and the Vice Presidents shall be elected by the Board. The Secretary, the Chief Financial Officer and other officers shall be nominated by the President and approved by the Board. The professional advisors shall be nominated by the President and approved by the Board.

- (c) **Term.** The term of offices of the President, and the Vice President shall be two (2) years. The term of offices of the Secretary, the Chief Financial Officer, the Assistant Secretary, and the Assistant Treasurer shall be one (1) year. In its discretion, the Board of Directors may leave unfilled, for any period it may fix, any offices except those of President, Secretary, and Chief Financial Officer. The President, and the Vice President(s) shall be eligible for election to a second term of the same office. Thereafter, he or she can be reelected after being out of the same office for at least one term. If there is more than one Vice President, each title of Vice Presidency shall be considered a different office (i.e. First Vice President is a different office from Second Vice President). Any vacancy on the office of a Vice President may be filled upon election by the Board. Filling of a vacancy of an office due to resignation, disqualification or removal for less than one term shall not be considered a term served. The Secretary, the Chief Financial Officer, the Assistant Secretary, and the Assistant Treasurer have no term limit and is eligible for election to more than one term. All officers shall serve at the pleasure of the Board, until their successors shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this Foundation.
- (d) **Oath of office.** An officer may take office only after having taken and executed the following oath of office:
- "I, (name), as the (title) of the Taiwan Center Foundation of Greater Los Angeles, hereby pledge to perform all the duties of my office, to the best of my ability".

Section 5.02 President

The President shall be the Chief Executive Officer of the Foundation and the Chairman of The Board of Directors. He or she shall call meetings, preside at all meetings of the Board, generally direct the activities of the Board and perform any other powers and duties that may from time to time be assigned by the Board or prescribed by laws or by these Bylaws. Subject to any supervisory powers that may be given by the Board of Directors, the President shall perform all the duties commonly incident to that office, including acting as the Foundation's spokesperson to the media and the public, unless such duty is delegated to another officer or director by the President. The President shall preside at all meetings of the Members.

Section 5.03 Vice President

The Vice President, or the Vice Presidents in the order of the seniority of their title (i.e. First Vice President, Second Vice President, Third Vice President and Fourth Vice

President), may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant, and shall perform any other duties and have any other powers that the Board or the President shall from time to time designate.

Section 5.04 Secretary

The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall keep the minutes of all proceedings of shareholders and of the Board; and shall perform any other duties that are incident to the office of Secretary or that are assigned from time to time by the Board or by the President. Subject to the Secretary's delegation, the Assistant Secretary shall perform all the duties of the Secretary and shall for this purpose act within the Secretary's scope of authority.

Section 5.05 Chief Financial Officer

The Chief Financial Officer shall receive and have custody of all funds of the Foundation; keep and maintain adequate and correct books and records of account and of the Foundation's assets and liabilities; and shall perform any other duties that may be assigned from time to time by the Board or by the President. Subject to the Chief Financial Officer's delegation, the Assistant Treasurer shall perform all the duties of the Chief Financial Officer and shall for this purpose act within the Chief Financial Officer's scope of authority.

Section 5.06 Removal of Officers

All officers shall serve at the pleasure of the Board and may be removed by the Board at any regular or special meeting called for that purpose, with or without cause. The Secretary, the Chief Financial Officer, the Assistant Secretary and the Assistant Treasurer may also be removed by the President, subject to the Board's approval. The President, the Vice President(s), the Secretary and the Chief Financial Officer may only be removed or terminated at a meeting, where at least one-half of the total authorized/fixed Directors of the Board are present. Any officer proposed to be removed shall be entitled to seven (7) days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 5.07 Compensation

The Officers shall serve without compensation.

ARTICLE 6 STAFF

Section 6.01 Executive Director

The Foundation shall employ an Executive Director who shall be charged with the day to day administrative functions of the Foundation and other duties prescribed by the Board of Directors or the President, provided that any such delegation of authority to the Executive Director shall not operate to relieve the Board or any individual directors of any responsibility imposed upon him or her by law. In the event of a vacancy in the position of Executive Director, the President shall forthwith appoint an ad hoc search committee whose responsibility shall be to identify, investigate, and interview candidates for the position and make recommendations to the President for filling the vacancy. The Executive Director shall be nominated by the President and approved by the Board. Executive Director is not an officer and need not be a Director. There is no limit as to Executive Director's term of office. The Board of Director shall, from time to time, determine the compensation to be paid, if any to the Executive Director. The Executive Director may be removed by the Board or the President, subject to the Board's approval.

Section 6.02 Additional Personnel

From time to time, the President is authorized to employ a staff responsible to assist with the duties of the Executive Director according to available administrative funds and needs without the Board's prior consent.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 7.01 Power to Indemnify

The Foundation shall, to the maximum extent permitted by the California General Corporation Law, have power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Section, an "agent" of the Foundation includes any person who is or was a Director, officer, employee, or other agent of the Foundation.

ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL

Section 8.01 Keeping Records

The Foundation shall keep adequate and correct records of account and minutes of the proceedings of its Members, Board, and committees of the Board. The Foundation shall also keep a record of its Members giving their names and addresses and the class of Membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 8.02 Annual Report

Except as provided in subdivision (c), (d), or (f) of Section 6321 of the Corporations Code, the Board shall cause an annual report to be sent to the Members not later than one hundred twenty (120) days after the close of the Foundation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation. The annual report shall be furnished to all Directors.

Section 8.03 Annual Statement of Certain Transactions and Indemnifications

The Foundation shall furnish annually to its Members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Section 8.04 Corporate Seal

The Board of Directors shall adopt a corporate seal. The Secretary of the Foundation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

Section 8.05 Out-of-Pocket Expenses

Members, Directors and officers are expected to contribute their services. It is not expected that they will bear out-of-pocket expenses directly related to meetings and

projects. The Board shall establish rules that are just and reasonable for reimbursement of expenses.

ARTICLE 9 DISSOLUTION

In accordance with Corporations Code Section 6610, the Foundation may elect voluntarily to wind up and dissolve (1) by approval of a majority of all Members (Corporations Code Section 5033) or (2) by approval of the Board of Directors and approval of the Members (Corporations Code Section 5034).

In the event of dissolution of the Foundation, all of its properties or assets shall, subject to the discharge of valid obligation of the Foundation, be distributed to the University of California, Los Angeles, and the University of Southern California to be used as scholarship for students from Taiwan.

ARTICLE 10 CONFLICT OF INTEREST

Section 10.01 Conflict of Interest

The Foundation should conduct its business affairs so as to avoid any possible conflict of interest when discharging the duties and responsibilities that the Foundation's directors and officers owe to the Foundation. The Conflict of Interest Policy immediately following these Bylaws is the Policy of the Foundation, and shall be observed by all the Directors and officers of the Foundation.

ARTICLE 11 AMENDMENTS

Except as provided in subdivision (c) of Section 5150, and Sections 5151, 5220, 5224, 5512, 5613, and 5616 of the Corporations Code, these Bylaws, except Section 4.14 Board of Investment Trustees, may be amended or repealed, and new or additional Bylaws adopted, by approval of a two-thirds (2/3) vote of the Board of Directors, provided, however, that the Bylaws may not contain any provisions in conflict with law or with the Articles of Incorporation. Section 4.14 Board of Investment Trustees and the Bylaws of the Board of Investment Trustees may be amended only pursuant to Section 4.14.

ARTICLE 12 GENERAL PROVISIONS

Section 12.01 Notices

(a) Except as differently provided elsewhere in these Bylaws, all notices, requests,

demands, or other communications under this Agreement shall be in writing. Notice shall be sufficiently given for all purposes as follows:

- (i) Personal delivery. When personally delivered to the recipient. Notice is effective on delivery.
 - (ii) First-class mail. When mailed first class to the last address of the recipient known to the party giving notice. Notice is effective three mail delivery days after deposit in a United States Postal Service office or mailbox.
 - (iii) Certified mail. When mailed certified mail, return receipt requested. Notice is effective on receipt, if delivery is confirmed by a return receipt.
 - (iv) Overnight delivery. When delivered by nationally recognized overnight delivery services, charges prepaid or charged to the sender's account. Notice is effective on delivery, if delivery is confirmed by the delivery service.
 - (v) Telex or facsimile transmission. When sent by telex or fax to the last telex or fax number of the recipient known to the party giving notice. Notice is effective on receipt, provided that (a) a duplicate copy of the notice is promptly given by first-class or certified mail or by overnight delivery, or (b) the receiving party delivers a written confirmation of receipt. Any notice given by telex or fax shall be deemed received on the next business day if it is received after 5:00 p.m. (recipient's time) or on a nonbusiness day.
 - (vi) Other electronic mail transmission. When sent by electronic mail to the e-mail address of the recipient known to the party giving notice. Notice is effective on receipt, provided that (a) a duplicate copy of the notice is promptly given by first-class or certified mail or by overnight delivery, or (b) the receiving party delivers a written confirmation of receipt. Any notice given by electronic mail shall be deemed received on the next business day if it is received after 5:00 p.m. (recipient's time) or on a nonbusiness day.
- (b) In the event given by mail or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the books of the Foundation or at the address given by the Member to the Foundation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Foundation or by publication in any newspaper of general circulation in the county in which the principal office of the Foundation is located. The Secretary or Assistant Secretary of the Foundation, or any transfer agent specially designated by the Secretary or Assistant Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of Members. Upon the request in writing to the President or

Secretary by any person (other than the Board) entitled to call a special meeting of Members, the officer forthwith shall cause notice to be given to the Members entitled to vote that a meeting will be held at a time fixed by the board, not less than 35 nor more than 90 days after the receipt of the request.

Section 12.02 Rules of Order

- (a) Except where these Bylaws specifically provide differently, the term “majority of all Members (Directors, or other similar wording)” shall mean the affirmative votes of a majority of the Members, (Directors or other similar wording) who are entitled to vote, whether or not voting or present.
- (b) Except where these Bylaws specifically provide differently, the term “majority” and “majority of (Members, Directors, or other similar wording) present” shall mean the affirmative votes of a majority of the Members (Directors or other similar wording) who are entitled to vote and present, whether or not voting.
- (c) The Robert's Rules of Order, as amended from time to time, shall govern the meetings of Members and Directors insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the Foundation, or the law, or rules governing agenda, motions, and related matters.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned Secretary of the Foundation hereby certify that the above amended and restated Bylaws have been duly adopted by the Foundation and became effective _____, 2016.

Secretary

Dated: _____, 2016