

**Bylaws of National Cheng-chi University Alumni Association of
Northern California
A California Nonprofit Mutual Benefit Corporation**

Article I: Location of Offices

The name of this corporation is National Cheng-chi University Alumni Association of Northern California, abbreviated NCUAA-NC. It is a California nonprofit mutual benefit corporation with principal offices at 137-17th Avenue, San Francisco, California 94121. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date to the president.

Article 2: Purpose

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The general purposes of this corporation are to provide its members with reunion and social activities for pleasure, recreation and other similar non-political purposes; and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law. Specifically, this corporation honors the spirit of our school motto, “Qing Ai Jing Cheng” and :

1. Promotes camaraderie and friendship among alumni, relatives and friends, via various channels and events.
2. Ensures and strengthens communication between the alumni and our alma mater
3. Contributes toward the development of our alma mater.
4. Defends the rights and benefits of our members.

Article 3: Membership

Section 3.1 Determination and rights of members

This corporation shall have only one class of members with voting rights. No member shall hold more than one membership in the corporation. All members shall have the same rights, privileges, restrictions and conditions.

Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation’s assets. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

The corporation may designate non-voting “**associate members**”. Associate members can be a person or entity, and is not a voting member as set forth in the previous sections of this article. References in these bylaws to members or memberships shall mean only voting members or memberships set forth previously in this article, unless the context makes it clear that reference is to a non-voting member.

Section 3.2 Qualifications of members

The qualification for membership with voting rights in this corporation is that the membership applicant is an alumnus or alumna of the National Cheng-chi University.

Section 3.3 Fees, dues, assessments and good Standing.

Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. The fees charged for making application for membership in the corporation shall be in such amounts as may be specified from time to time by resolution of the Board of Directors, charged for, and payable with, the application for membership.

Two types of membership dues are designated :

1. Regular Annual Membership dues
2. Lifetime Membership dues

The Board of Directors may decide, for each year, to apply only one type or both types of member fees.

Those members who have paid the required dues, fees, and assessments and are qualified in accordance with these Bylaws shall be members in good standing.

Section 3.4 Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or outside the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

Section 3.5 Members Annual Meeting

The Members Annual Meeting shall take place in the month of May, at the designated place by the resolution of the Board of Directors. At the Members Annual Meeting the members shall consider reports of the affairs of the corporation, and transact other business as may properly be brought before the meeting, including but not limited to, the inauguration of Directors and Officers of the corporation to serve for the ensuing year and until their successors are elected and qualified.

Section 3.6 Special Meetings

Special meetings of the members may be called at any time by order of the President, any Vice President, or the Secretary, or by two or more members or of the Board.

Section 3.7 Notice of Special Meetings

Written notice of special meetings of members shall be given by email, or by mailing through first class, registered, or certified mail, to each member, at his or her last known address, postage pre-paid, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day, and the hour of meeting and in case of a special meeting as provided by the California Corporations Code, the general nature of the business to be transacted.

Section 3.8 Quorum

At all meetings of the members, whether regular, special or adjourned, the presence of attending persons shall constitute a quorum for the transaction of business, regardless of percentage of the members present. It is understood by all members that the decisions are all well-intended to benefit NCUAA-NC. Every act or decision done or made by a majority of voting members present at a duly held meeting is the act of the members, unless the law, the articles of incorporation of this corporation, or these bylaws require a greater number.

If there should be any debate arising from the decision, the Board of Directors has the right to discuss and arbitrate over the matter afterwards. Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents this majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 3.9 Action without Meeting/Ballots

- (a) Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) are satisfied.
- (b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.
- (c) Approval by written ballot pursuant to this section shall be valid only when the

number of ballots cast on or before the time the ballot must be returned to be counted 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 the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

Section 3.10 Absentee Ballots

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.

Section 3.11 Voting Rights

Only those members, whose names stand on the membership records of the corporation on the day of any meeting of members, shall be entitled to vote at the meeting.

Every member entitled to vote at any election for Directors shall be entitled to one vote.

Section 3.12 Proxies

Members entitled to vote shall not be permitted to vote or act by proxy.

Article 4: Directors

Section 4.1 Powers

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service.
- (b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(e) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 4.2 Number of Directors

The authorized number of Directors of the corporation shall be at least 15 but not more than 27 with the exact number to be determined from time to time by a majority of the Directors then in office.

Section 4.3 Election and Tenure of Office

All the Directors shall be elected prior to the Members Annual Meeting in May. Directors may be elected at any special members' meeting held for that purpose, or by written ballot sent by the Nomination Committee, or by technology designed to record votes, or other electronic means. Each Director shall serve for a period of one or two year term and until a successor has been elected and qualified. Any director can be re-elected only once at end of the first term.

Section 4.4 Qualifications

Each Director must be a good standing member. In addition, each Director must have attended and fully participated in at least one official event of the corporation.

Section 4.5 Vacancies

Any Director may resign effective on giving written notice to the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant, was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by

a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law governing assets in charitable trust. [Corp. Code § 7238.]

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Removal of Directors

A Director may be removed from office if any of the following has been found to have occurred:

- (1) The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board.
- (2) A conflict of interest is found to exist between the Director and the corporation.
- (3) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.
- (4) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (5) A majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present to the Board any contrary evidence, or explanation he or she may have. Removal must be by a majority vote of all the Directors. In addition, unless the Director is being removed under subdivision (a), or for misconduct involving assets held in charitable trust, a vote of a majority of the members must also be obtained.

Section 4.7 Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 4.8 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a 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, prior to the meeting or at its commencement, the lack of notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.9 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.10 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 consents in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 4:11 Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 4.12 Official Board Committees

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 7233.

Any committee may be designated a Subcommittee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 4.17 Fees and Compensation

Directors shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members; reimbursement for expenses as may be fixed or determined by the Board.

Article 5: Officers

Section 5.1 Officers

The officers of the corporation shall be a President or both, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. Neither the Secretary nor the Treasurer may serve concurrently as the President.

Any member may serve as officer of this corporation. The President and Vice presidents must be a board director and is elected by the members of the Board of directors. The Secretary and Treasurer is nominated by the President and need not be a current Director but must be a current member. The nomination must be approved by the Board of Directors. All officers can be re-elected once at end of the first term

Section 5.2 Election

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve

at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 5.3 Subordinate Officers

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have the authority, and perform those duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 5.4 Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 5.6 Inability to Act

In the case of absence or inability to act of any officer of the corporation and of any person authorized by these Bylaws to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

Section 5.7 President

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall be ex_officio a member of all the standing committees, including the Subcommittees Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other

powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 5.8 Vice President

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 5.9 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the members, the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

Section 5.10 Treasurer and Chief Financial Officer

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

Section 5.11 Assistant Treasurer

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

Section 5.12 Salaries

The salaries of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving this salary because the Officer is also a Director of the corporation.

Article 6: Other Provisions

Section 6.1 Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the President or any Vice President, and any Secretary, Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6.2 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority in this section may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 6.3 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6.4 Amendments

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by a majority of the members or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of a Bylaw changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

Section 6.5 Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

Article 7: Indemnification of Agents of the Corporation

Section 7.1 Definitions

For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(b) of this Article.

Section 7.2 Indemnification in Actions by Third Parties

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) because that person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.3 Indemnification in Actions by or in the Right of the Corporation

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.3:

- (a) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 7.4 Indemnification Against Expenses

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.5 Required Indemnification

Except as provided in Section 7.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.2 or 7.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney or other person rendering services in connection with the

defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 7.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7.7 Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 7.8 Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article, except as provided in Sections 7.4 or 7.5(b) in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.9 Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity as an agent or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

Section 7.10 Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in the person's capacity as such, even though the person may

also be an agent of the corporation as defined in Section 7.1 of this Article. The corporation shall have power to indemnify the trustee, investment manager or other fiduciary to the extent permitted by Corporations Code section 207(f).

Article 8: Receipt, Investment, and Disbursement of Funds

Section 8.1 Receipt

The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

Section 8.2 Investment

The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 8.3 Disbursement

No disbursement of corporation money or property shall be made until it is first approved by the Directors of the corporation. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 8.4 Execution of Checks, etc.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

Article 9: Corporate Records and Reports

Section 9.1 Records

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 9.2 Inspection of Books and Records

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board shall be open to inspection on the written demand of

any member at any reasonable time, for a specifically stated purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

Section 9.3 Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the corporation at all reasonable times during office hours.

Article 10: Dissolution

On dissolution of this corporation, the Board of Directors shall cause the assets herein to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

Certificate of Secretary

I, the undersigned, being the Secretary of National Cheng-chi University Alumni Association of Northern California, hereby certify that the above Bylaws consisting of 16 pages were adopted as the Bylaws of this corporation pursuant to board resolution effective as of January 14, 2006.

IN WITNESS WHEREOF, I have set my hand this January 14, 2006

Lumin Chang