

BY-LAWS
OF THE
TSINGHUA UNIVERSITY ALUMNI
ASSOCIATION IN THE GREATER CHICAGO
AREA

ARTICLE I
NAME

Section 1. The official title of the Association will be "TSINGHUA UNIVERSITY ALUMNI ASSOCIATION IN GREATER CHICAGO AREA" abbreviated THAAC. Hereafter referred to as the "Association".

ARTICLE II
OBJECTIVES

Section 1. The Association shall be a not-for-profit organization under the laws of the state of Illinois.

Section 2. The association shall accomplish its purposes and exercise its powers in a manner consistent with the provisions of Section 501(c)(3) of the Internal Revenue code.

Section 3. The Association shall present regular and special programs devoted to all aspects of the subject

- a. To engage in charitable activities and promote research and education development of Tsinghua University.
- b. To promote fellowship among Tsinghua University alumni and grow networking between the alumni of Tsinghua University living in North America.
- c. To promote Tsinghua University alumni in regional activities, including social, academic and professional events,
- d. To assist and support Tsinghua University in school development and liaison with alumni,
- e. To communicate with other regional Tsinghua University alumni associations in general information exchange.
- f. To have normal functions, operations, programs and pursuits incidental to an Alumni association for university.

ARTICLE III
MEMBERSHIP

Section 1. Regular membership in THAAC shall be open to any person who studied or taught at or employed by Tsinghua University and has paid the annual membership fee.

Section 2. Corporate membership shall be available to those corporations that wish to support the Association in a more tangible manner by payment of an annual fee established by the THAAC Board of Directors.

Section 3. Emeritus Membership. Members of THAAC who retired or who suffer a permanent disability will be awarded an Emeritus Membership in the Association if approved by the Board of Directors. Emeritus members have full voting privileges and all other privileges of the regular membership but shall be exempt from further payment of the membership fee.

Section 4. Friendly Membership. The person who can not meet the membership qualifications listed in Section 1, 2 and 3 can register as a friendly member per the approval of the board. The friendly member shall to pay the annual membership fee in the same amount of regular membership, but he/she has no voting privilege.

Section 4. All classes of members shall be of good moral character and must subscribe to the By-Laws.

Section 5. The actual dollar amount of the annual membership fee shall be determined by the President with approval from the Board of Directors.

ARTICLE IV ADMINISTRATION

Section 1. The Association shall have a President, a Vice President, a Treasurer, a Secretary, and chairpersons of the regular committees defined in this Article as its officers, The President will also be the Chairperson of the Board of Directors. The Board of Directors of the Association shall consist of seven (7) Board Directors including the Chairperson.

Section 2. Regular committees of the Association shall consist of the following:

1. Nomination Committee
2. Membership Committee
3. By-Law Committee
4. Administration Committee
5. Program Committee
6. Public Relations Committee
7. Finances Committee
8. Publication committee

Ad hoc committee may be commissioned and disbanded by the President for functions not covered by any of the regular committees as needs arise.

Section 3. The terms for the President and Vice President shall be one (1) year, starting May 1st of each year. No one can serve as the President for more than two consecutive years. The terms for Board of Directors will be three (3) years. The terms of the Secretary and Treasurer shall be up to three (3) years but no more than three (3) consecutive years.

Section 4. Each member of a committee shall continue as such until his successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee.

Section 5. In the event of a vacancy either in the Board of Directors or in the committees occurring between elections, the President may make a temporary appointment until the next regularly scheduled election, when the position will be filled by normal balloting procedures. Alternatively, the vacancy may stand until the next election if the President decides so.

Section 6. At meetings of the Board of Directors or of committees, a quorum shall consist of at least one half (1/2) of the total number of its constituted members.

Section 7. The Board of Directors and each Committee shall meet, when considered necessary, at the request of the President, but no less than twice a year.

Section 8. In the event that the Board of Directors or staff members fail to perform his or her duties in accordance with the By-Laws or in the best interests of the Association, that Board director or staff member can be removed from office by the approval of more than three quarters (3/4) of Board directors.

Section 9. As the general rule unless specifically stated in this document, the vote result of the Board of the Directors shall be recognized as approval as more than half (1/2) of Board directors cast approval votes.

ARTICLE V DUTIES OF OFFICERS

Section 1. The President shall have general supervision of the affairs of the Association and, when possible, convene and preside at the Association, board and officers meetings.

Section 2. The Vice President shall assist the President and represent the President at the President's request. If the Presidency is vacated permanently, the Vice President shall assume the office of President for the remainder of the unexpired term at which time, the Vice President shall become the President and serve the term he/she was elected for. The Vice President is responsible for special projects and public relations.

Section 3. The Secretary shall be the custodian of the By-laws of the Association and all other important documents such as the Incorporation, Affiliation, Amendments, etc. The Secretary shall keep minutes of all Association meetings. In the absence of the Secretary at an Association meeting, the President shall appoint a Secretary for that meeting. The Secretary shall undertake other duties that the Board of Directors may properly assign to him or her.

Section 4. The Treasurer shall receive and disburse all money under the direction of the President and shall be empowered to operate a bank account in the name of the Association. The Treasurer shall be responsible for the collection of all membership dues, for maintaining an accurate record of all members' names and addresses, and for making them available to the President or Board of Directors on request. The Treasurer will submit a yearly statement showing the financial status of the Association to its all members. The Treasurer must file all necessary documents with the Internal Revenue Service on a yearly basis and all other documents necessary to maintain the Association as a non-prost organization.

Section 5. The Vice President shall serve as an ex-official member of the Board of Directors. Vice President shall perform such duties as may be assigned by the President to him/her. He/She shall take the office of President in the following term. The Vice President is responsible for the promotion of membership.

[SC1]

ARTICLE VI NOMINATIONS & ELECTIONS

Section 1. The past President will be Chairman of the Nomination committee, which will consist of the Vice President and two (2) to four (4) members appointed by the Board of Directors. Such members must be in good standing and will not become ex-official member of the Board of Directors.

Section 2. Any member in good standing for at least one year is eligible for nomination. Each nomination must be supported by the recommendation of the Nomination Committee or by the signatures of three (3) other members in good standing and by written statement from the nominee that he/she is familiar with the duties and responsibilities of the office and is prepared to perform these duties if elected to office.

Section 3. Nominations shall be called for through the newsletter of the Association. Written nominations must be submitted to the chairman of the Nomination Committee in accordance with the provision of the By-Laws. Nomination will be closed on March 31 of the election year[SC2].

Section 4. A slate of candidates shall be presented to the membership for balloting by mail no later than March 31 of the election year. After verifying that the ballots are from members in good standing, the Secretary shall transfer the ballots to two scrutinizers appointed by the Directors for counting and tabulation. A plurality shall be required. The Secretary will inform all candidates of the results of the election by the end of May.

Section 5. Board of Directors shall be elected by the members to a two-year term in the annual meeting. Candidates for the directorship shall be nominated by the Nomination Committee or as write-in.

Section 6. The officers of the Association shall be appointed annually by the President at the regular annual meeting.

Section 7. All members of good standing shall be eligible to vote and be voted in elections and in any other Association transactions that require voting approval.

Section 8. The Nomination Committee will seek to insure that the qualified nominees are available for each open position on the Board of Directors.

ARTICLE VII GENERAL MEETINGS

Section 1. There shall be at least one General Meeting of the members each year.

Section 2. One of the general meetings shall be known as the Annual Meeting, which shall be held in April or May.

Section 3. The meeting notice of the Annual Meeting shall be sent out by email or mail to all members at least thirty (30) days in advance.

ARTICLE VIII AMENDMENTS TO BY-LAWS

Section 1. The power to alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and approved by two-thirds (2/3) of the Board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Association which are not inconsistent with the law or the Articles of Incorporation.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. In accordance with the provisions of Chapter 32, P8.75 of the General Corporation Law of the State of Illinois the Association shall have power to indemnify any person who was or is a party or is threaten to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of the association or who is or was serving at the request of the association as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actual and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not apposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or Proceeding by judgment, order, settlement, conviction, or upon 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 he reasonably believed to be in or not opposed to the best interests of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.