

BY-LAWS

OF

TRIANGLE AREA CHINESE AMERICAN SOCIETY, INC.

ARTICLE I - NAME

The name of the corporation is Triangle Area Chinese American Society, Incorporated.

ARTICLE II - OBJECTS

Triangle Area Chinese American Society, Inc. is a non-political, non-profit, public education, cultural exchange, and public service organization. The purposes for which the corporation is formed are (1) to conduct Chinese language schools in Wake, Orange, and Durham, Counties, North Carolina, (2) to conduct or participate in public discussion groups, forums, lectures, or panels, and to sponsor fine artist performances or presentations, to promote the exchange of information concerning the Chinese culture; (3) to conduct or participate in public discussion groups, forums, lectures, or panels to assist new arrivals including immigrants about the language and culture of the United States; (4) to conduct or participate in fund raising activities the proceeds of which shall be distributed exclusively to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); and (5) to make donations for the public welfare or for religious, charitable, scientific or educational purposes.

ARTICLE III - ORGANIZATION

The organization of the Corporation shall be vested in its voting members who shall elect from among themselves a Board of Directors as provided hereinafter.

ARTICLE IV - GENERAL POWERS

In order to carry out its objects and purposes, the corporation shall have full power and authority to purchase, lease, and otherwise dispose of any and all kinds of property, real, personal, or mixed, as the same shall be necessary or essential in the promotion of the objectives set forth herein. The corporation shall have full power to receive donations, bequests, devises, and other forms of assistance from persons, firms, associations, or corporations, and to handle, manage, and use such funds or properties for the uses and purposes for which the corporation is created; and to do any other act or thing which is necessary, essential, or proper to carry out the objects herein set forth.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Membership, Election, Term and Removal. The Board of Directors of the corporation shall consist of not fewer than nine (9) nor greater than fifteen (15) members, said number to be determined as follows: The Board of Directors shall consist of nine (9) members until membership in the corporation reaches One Hundred Eighty (180) persons, at which time one additional member shall be elected to the Board of Directors, and one additional member shall be elected to the Board of Directors for every twenty (20) person increase in the general membership of the corporation thereafter, until the Board of Directors consists of fifteen (15) members.

The Board of Directors shall consist of the four officers and five or more general members. There shall be one general member elected to coordinate and oversee each of the following areas of responsibility:

- a. Education - cultural exchange and educational programs
- b. Finance - fund raising and charity activities
- c. Publication - publication of the monthly newsletter
- d. Membership - encouragement of membership growth, orientation of new members, and maintenance and publication of the roster of members
- e. Youth Program - coordination of educational and cultural programs for the children of members.

The Board of Directors shall be elected as follows: The President-elect and general members shall be elected by ballot at the annual meeting of members of the corporation from a slate of candidates for each position. To be eligible as a candidate for election to the Board of Directors, a member of the corporation must receive the endorsement, in writing, of six (6) other members of the corporation. Election shall be by simple majority of the members present at the annual meeting, and shall be for a term of one year. General members may be re-elected for unlimited additional one-year terms and may become candidates for the position of President-elect. The position of President shall be filled each year by the person who served as President-elect during the immediately preceding year. Board members shall serve without compensation.

If the position of President becomes vacant prior to the annual meeting, the President-elect shall immediately assume the position of President and shall serve the remainder of the vacated term plus the term which he or she would have served by reason of having been President-elect. If the position of President-elect becomes vacant, the Board of Directors by simple majority, shall fill the vacancy from among its members. The person elected to fill such vacancy shall serve for the remainder of the term only, and shall not assume the position of President for the following term. At the next annual meeting the members of the corporation shall elect a President in addition to, and in the same manner as, the election of President-elect and general Board members, and such President shall serve a one year term. Vacancies in general membership of the Board shall be filled by majority vote of the Board from among the members of the corporation for the remainder of the vacated term.

Requests for removal of any member of the Board of Directors shall be presented to the Board in writing and signed by ten (10) members of the corporation. Upon receipt of such a request the Board shall immediately call a special meeting of the members of the corporation. At such meeting the ten (10) members who signed the written request shall present their request to the members of the corporation in attendance. The impeached party may then make a presentation of defense. Upon completion of the presentations, the President (or President-elect in the event the President has been impeached) shall put the matter to the vote by ballot of the members in attendance. Removal shall be by vote of two-thirds (2/3) of the members in attendance. The vacancy created by the removal of a Board member in such fashion shall be filled as stated hereinabove with the exception that the removed member shall not be eligible to fill the vacancy.

Section 2. General Powers. The Board of Directors shall be vested with the management of the general affairs of the corporation and shall have full power and authority to do all things reasonably necessary to the conduct of the affairs and operations of the corporation. The Board of Directors shall have the power to employ and/or dismiss such professional and clerical personnel as shall become necessary and proper to carry out the purpose and objectives of the corporation, and to fix and determine the salaries or other compensation and expense of such personnel.

The Board of Directors is further empowered to negotiate and conclude leases and make other provisions for the establishment and maintenance of the purposes and objectives of this non-profit corporation. The Board is authorized to borrow money, sign notes and other bills of exchange, and is in general, vested with such powers as are specifically granted to the Boards of Directors of corporations under Chapter 55A of the General Statutes of North Carolina.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time upon call of the President, Vice-President, or any five (5) members of the Board of Directors; such meeting shall be called by written notice given at least five (5) days prior to the date of such meeting, which notice shall state the purpose of such meeting and the business to be transacted.

Section 4. Regular Meetings. The Board of Directors shall meet regularly once a month and/or at the call of the President.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held in any city or town in Wake, Orange, or Durham County, North Carolina, designated by the Board of Directors, and at any location designated by the Board of Directors, on the first Saturday of October each year.

Section 6. Notice of Meetings. With the exception of Special Meetings as provided herein, the notice of time, place, and purpose of each meeting shall be given in writing, mailed to each member at the last recorded address, at least seven (7) days prior to the appointed time for such meeting.

Section 7. Quorum. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer.

Section 2. The officers shall be elected annually as herein provided and shall enter upon their official duties on the first Saturday of October each year and shall serve for a term of one (1) year or until their successor shall be duly elected and qualified.

Section 3. The duties of the officers shall be as follows:

(a) President - The President shall preside at the meetings of the members of the corporation and the Board of Directors, and shall at any meetings and at such times as he may deem proper, make such recommendations as may, in his opinion, tend to promote the objectives of the corporation and increase its usefulness. In addition, he shall perform such other duties as are incident to the office of President, as provided by law.

(b) President elect - In cases of decease or resignation or absence of the President or his inability to act from any cause, the President elect shall succeed to the power and authority of the President and perform the duties of such office. In addition, he shall perform other duties as prescribed to him by the Board of Directors or as becomes necessary to carry out the purposes of the corporation.

(c) Secretary - The Secretary shall keep the minutes of all meetings of the corporation and the Board of Directors; shall keep and preserve all records, deeds, contracts, or other instruments belonging to the corporation and provide for the safekeeping thereof; shall furnish the chairmen of committees with names of members appointed thereon, if any; shall keep a record of all resolutions and actions of corporation, and shall give notice of all meetings of the corporation, and the Board of Directors; shall conduct all correspondence prescribed by the Board of Directors and shall perform such other duties as prescribed by the Board of Directors.

(d) Treasurer - The Treasurer shall receive all funds of the corporation and keep an accurate account of the same; shall report gifts and donations at each meeting of the Board of Directors; shall maintain such book and records as are required by the Board of Directors; shall deposit the funds of the corporation in such bank as directed by the Board of Directors; shall, by resolution duly adopted, designate as the depositor for the corporation; shall keep an accurate account of all disbursements and funds on hand and shall permit inspection of the books and records and vouchers, incident to full account for all funds, open to inspection by an officer or member of the Board of Directors. The Treasurer shall deliver over to his successor all monies,

books and other records and property of the corporation in his possession or under his control.

ARTICLE VII - MEMBERS

Section 1. Membership, Membership Fees. The corporation shall have one class of members who shall pay such annual membership fee as is from time to time established by the Board of Directors. Each member shall be entitled to one vote on all matters properly brought before the corporation.

Section 2. Special Meetings. Special Meetings of members of the corporation may be held at any time upon call of the Board of Directors, President, President-elect, or any ten (10) members of the corporation. Such meeting shall be called by written notice given at least five (5) days prior to the date of such meeting, which notice shall state the purpose of such meeting and the business to be transacted. Attendance at a Special Meeting shall constitute waiver of notice of the meeting.

Section 3. Annual Meeting. The annual meeting of the members of the corporation shall be held in Wake, Durham, or Orange County, North Carolina on the last Saturday of September each year, at a time and place designated by the President, for the purpose of electing the Board of Directors, and transacting such other business as may be properly brought before the annual meeting, including annual reports of officers, directors, and committees.

Section 4. Notice of Meetings. With the exception of Special Meetings as provided herein, the notice of time, place, and purpose of each meeting shall be given in writing, mailed to each member at the last recorded address, at least seven (7) days prior to the appointed time for such meeting. Attendance at any meeting shall constitute waiver of notice.

Section 5. Quorum. A majority of the Board of Directors and 25% of the total members of the corporation shall constitute a quorum for the transaction of business at any meeting of the corporation.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation shall end December 31.

ARTICLE IX - CORPORATE SEAL

The corporate seal is as shown below:

ARTICLE X - AUDITS

The books of the corporation and of its fiscal agent shall be audited annually by an auditor appointed by the Board of Directors. A certified statement of the auditor showing in detail the investments held by the corporation, the amount of income received and disbursements made during the year, and the purpose for which the funds were used during the year shall be filed with the Treasurer and a copy sent to the President. The Treasurer shall present the report to the Board of Directors.

ARTICLE XI - AMENDMENTS

The by-laws of the corporation shall be modified, amended or rescinded by the a two-thirds vote of a quorum of the membership of the corporation. Any proposed change shall be endorsed by twenty (20) voting members and submitted to the Board of Directors in writing prior to the meeting at which the proposed change is to be voted upon. Such action may be taken at any meeting of the membership, provided notice of the proposed change, modification, or amendment in the by-laws is given in the notice of such meeting.

We, the initial Directors met this day and unanimously adopted the attached by-laws of the corporation.

The meeting was adjourned.

This is the _____ day of _____, 1983.

