

## **BYLAWS**

*of the*

### **DFW ASIAN-AMERICAN CITIZENS COUNCIL, INC.,**

#### **a Texas Non-Profit Corporation**

AS ADOPTED on the 26th day of May, 2001, incorporating portions of the Texas Non-Profit Corporation Act, as amended (the “Act”), and amended on the 5th day of April, 2014.

#### **ARTICLE I. BUSINESS OF THE CORPORATION**

1. Section Name. The name of the corporation is DFW ASIAN-AMERICAN CITIZENS COUNCIL, INC.
2. Section Purpose. The purpose for which the DFW Asian-American Citizens Council, Inc. (the “Corporation”) is organized and to be operated are those purposes stated in the Articles of Incorporation supplemented by the following: The Corporation is organized and to be operated for charitable and educational purposes, and, in accomplishment of such purposes, the Corporation is to be operated, for the following purposes: (a) to serve and function as a coalition of Asian-American organizations, associations, groups, entities, and foundations throughout the Dallas-Fort Worth metropolitan geographic area (the “DFW Area”); (b) to promote public and public official awareness concerning the issues, concerns, and initiatives of Asian-American citizens, including, without limitation, social, educational, civil rights, and economic opportunity issues, concerns, and initiatives within American society, the State of Texas, and the DFW Area; (c) to encourage, create, implement, and develop efforts, programs, and initiatives designed to charter, nurture, promote, safeguard, protect, and support affiliated or newly-formed Asian-American organizations, associations, groups, entities, and foundations throughout the DFW Area (“Alliance Associations”); (d) to create, develop, and implement a

system to monitor applicable entities with respect to the sufficiency of such entity's response to issues and concerns raised by the Corporation on behalf of the Asian-American citizens in the communities its members; (e) to create, develop, and build a network of strategic alliances involving the Corporation, and to serve as a partner or sponsor for programs, activities, and initiatives of state, county, and local governments, within both the public and private sectors of the State of Texas; and (f) to provide a benefit to all Asian-American citizens and their respective communities through the creation, development, and implementation of programs, activities, and initiatives designed to enhance the quality of life and foster the empowerment of Asian-Americans within the DFW Area.

The broadest discretion is vested in and conferred upon the directors of the Corporation for the accomplishment of these purposes, provided, however, that no contribution is allowed to be made or distributed to or for any person, firm, corporation, or other entity that will apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of all local, state, and federal laws. Further, the Corporation may not contribute funds to or for any person, firm, corporation, or other entity that will apply, directly or indirectly, such contributed funds for the endorsement of any particular candidate for political office, nor participate in any other activity traditionally maintained by a general-purpose or specific-purpose political action committee. Anything to the contrary notwithstanding, no funds will be expended other than for the encouragement, promotion, creation, development, and implementation of efforts, initiatives, programs, and activities associated with or related to the purposes of the Corporation as specified above, or as will be determined from time to time by the Executive Board of Directors in consultation with the Board of Directors, Advisory Board of Directors, and Honorary Board of Directors.

3. Section Principal Office. The principal office of the Corporation is at 1615 Dorchester Dr., Suite 106, Plano, Texas 75075.

4. Section Other Offices. The Corporation may also have offices at such other places, both within and without the State of Texas, as the Executive Board of Directors may from time to time determine or the business of the Corporation may require.

5. Section Registered Office and Registered Agent. The Corporation is required by law to have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office. The registered office may be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Board of Directors.

## **ARTICLE II. MEMBERS**

1. Section Classes of Members. The Corporation shall have four classes of members (i.e. general members, members of the Board of Directors, officers, and organizational members) but its affairs shall be governed by the Officers and the Directors of the Corporation. Unless otherwise defined by these bylaws, the membership fees and qualifications for general members, including family and lifetime membership fees, members of the Board of Directors, officers, and organizational members shall be set by the Board of Directors but only after recommendation of proposed membership fees and qualifications by Executive Board of Directors. All membership dues pertaining to specific classes of membership in the Corporation shall be made on an annual basis on a date set by the Board of Directors. .

2. Section Meetings of the Members. The Annual Meeting of the members of the Corporation shall be held at a date and time designated by the Executive Board of Directors of the Corporation. The location of such Annual Meeting shall be determined by the Executive

Board of Directors of the Corporation. Any member in good standing with the Corporation may attend, and the purpose of the Annual Meeting shall be to install and administer the oath of office to the Board of Directors, the Advisory Board of Directors, and the Executive Board of Directors of the Corporation, and to conduct any business that may come before the Annual Meeting concerning the Corporation.

3. Section Proof of Membership. The official membership books, electronic or written, of the Corporation shall be prima facie evidence as to who are the current paid members of the Corporation. These membership books shall be prepared and kept by an officer or officers designated by the President and shall be subject to inspection by any member by appointment. A person who has timely paid the required organization membership dues by the date set by the Board of Directors shall be consider a qualified member of the organization.

4. Section Closing of Membership Books; Record Date. (deleted)

5. Section Presiding Officials at Meetings. The Chairperson shall preside at, and the Secretary shall prepare minutes of, each meeting of members, and in the absence of either such officer, the duty of the Chairperson shall be performed by the highest ranking officer at the meeting, and the duty of the Secretary shall be performed by a person appointed by the Chairperson or the highest ranking officer at the meeting.

**ARTICLE III. EXECUTIVE BOARD OF DIRECTORS,**  
**BOARD OF DIRECTORS, ADVISORY BOARD OF DIRECTORS,**  
**HONORARY ADVISORY BOARD OF DIRECTORS AND VOTING RIGHTS**

1. Section Management and Investment of Funds. The property and affairs of the Corporation should be managed by the Executive Board of Directors, and subject to the restrictions imposed by law, by the Articles of Incorporation, or by these Bylaws with respect to matters requiring a vote or consent of the Board of Directors or the members of the Corporation,

such Executive Board of Directors shall exercise all of the powers of the Corporation and in the interest of the Corporation. In connection with the investment of property of the Corporation consisting of cash, the Directors may only invest in federally insured interest-bearing accounts or certificates of deposit in obligations of the federal government of the United States or in obligations of the State of Texas. The Executive Board of Directors shall manage and invest any property of the Corporation consisting of other than cash at its discretion, subject to the terms and conditions under which the property is accepted by the Corporation.

2. Section Policy and Procedures. The Board of Directors as provided for in these Bylaws determines the policies, expenditure of funds, promotion of activities, and educational thrusts of the Corporation. In such capacity, the Board of Directors is responsible for considering and approving proposals made by the Executive Board of Directors in connection with policy-making, procedural, promotional, fiscal, and educational initiatives, activities, and undertakings of the Corporation.

3. Section Special Counsel. The Honorary Board of Directors as provided for in these bylaws may provide special counsel and advice to the Corporation.

4. Section Directors on the Executive Board of Directors. The number of Directors that constitute the entire Executive Board of Directors is determined by resolution of the Board of Directors at any meeting thereof called for such purpose, but must never be fewer than the Chairperson, President, Executive Vice President, General Counsel, Secretary, and Treasurer. Beginning at an Annual Meeting of members called for the purpose of installing and administering the oath of office, the Executive Board of Directors shall hold office until the next Annual Meeting of the members.

5. Section Directors on the Board of Directors and the Advisory Board of Directors.

The Board of Directors shall consist of the Executive Board of Directors, and a specified number of Directors that shall be no less than one director per fifty members of the Corporation. Beginning at an Annual Meeting of members called for the purpose of installing and administering the oath of office, the Board of Directors shall hold office until the next Annual Meeting of the members. The Advisory Board of Directors shall consist of the highest ranking official or representative of Alliance Associations or community organizations. The Advisory Board of Directors are ex-officio and have no voting rights. Advisory Board Directors do not have to be members in good standing of the Corporation. The term “Board of Directors” in these Bylaws refers to the Board of Directors and the term “Director” refers to a Director on the Board of Directors, who has voting rights, and not to the Advisory Board of Directors or a member of the Advisory Board of Directors.

6. Section Election. A Nominating Committee consisting of the Chairperson, President, past Chairpersons, and at least one member of the Board of Directors selected by the Chairperson shall be formed to administer the election process. The Nominating Committee may accept nominations submitted by the members prior to the Regular Meeting or Special Meeting called for the purpose of election. The Nominating Committee shall create an official slate of nominees for the Board of Directors, including an slate of nominees for the Officers. The Board of Directors shall cast votes for the official slates of nominees, at a Regular Meeting or Special Meeting called for the purpose of election, through secret ballots. The newly elected Board of Directors shall elect, at the same Regular or Special Meeting called for the purpose of election, through secret ballot, the Executive Board of Directors. The immediate past President shall serve as the Chairperson of the Corporation. A member of the Executive Board of

Directors or the Board of Directors may be, but does not have to be, an Officer of the Corporation, but must be a member in good standing. Notwithstanding the foregoing, during the first two (2) years of the Corporation's existence, no Nominating Committee shall be convened for the purpose of electing members to either of the Executive Board of Directors or the Board of Directors, such that the Nominating Committee process described in this Section 6 shall not be effectuated until the third (3<sup>rd</sup>) year of the Corporation's existence.

7. Section Removal. Any Director on the Board of Directors, Advisory Board of Directors, or Executive Board of Directors may be removed without cause at a Special Meeting of the Board of Directors called for that purpose. Removal must be accomplished by the affirmative vote of a majority of the Board of Directors present in the Special Meeting.

8. Section Vacancy. A vacancy on the Executive Board of Directors or the Board of Directors may be filled either (1) by appointment at any meeting of the Board of Directors or Executive Board of Directors, respectively, by a majority of the respective Directors present in the meeting, or (2) by election at a Special Meeting of Board of Directors or Executive Board of Directors, respectively, called for that purpose. Each successor Director shall be elected or appointed for the unexpired term of his predecessor in office and shall serve until his successor shall be elected and shall qualify. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an Annual Meeting of the members as set forth in Section III.6. above. No action by the Executive Board of Directors or Board of Directors shall be invalid solely for the reason that there is existing one or more vacancies on such Board at such time.

9. Section Presumption of Assent. A Director of the Corporation who is present at any meeting of either the Executive Board of Directors or the Board of Directors at which action

on any matter is taken is presumed to have assented to the action unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards any dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

10. Section

(a) Executive Committee. (deleted)

(b) Other Committees. Other committees not having the authority of the Executive Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors of such Board at a meeting called by the Chairperson, or by the Chairperson authorized by a resolution of the Executive Board of Directors. Membership on such committees may, but need not be, limited to Directors.

11. Section Committee Changes. The Executive Board of Directors has the power at any time to fill vacancies in, to change the membership of, and to discharge any committee. However, a committee member may be removed by the Executive Board of Directors only if, in the judgment of the Executive Board of Directors, the best interests of the Corporation will be served thereby, but such removal does not diminish the contract rights, if any, of the person so removed.

12. Section Compensation. The Board of Directors, the Advisory Board of Directors, the Honorary Board of Directors, and the Executive Board of Directors shall not receive any salary for their services or attendance of meetings. Reasonable expenses previously approved in



writing by the Board of Directors or the Executive Board of Directors for effecting business of the Corporation may be reimbursed.

13. Section Location of Meetings. The Executive Board of Directors and the Board of Directors may hold regular or special meetings either within or without the State of Texas as may be designated by the person or person calling such meetings.

14. Section Annual Meeting. The Executive Board of Directors and the Board of Directors should hold an Annual Meeting without any other notice than these Bylaws.

15. Section Other Regular Meetings. Each of the Executive Board of Directors and the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. The Executive Board of Directors shall meet on a monthly basis, and the Board of Directors shall meet on a quarterly basis, with the notice of the time and place for such meetings being given in accordance with the notice provisions herein contained.

16. Section Special Meetings. Other than Regular Meetings, Special Meetings of the Executive Board of Directors and/or the Board of Directors may be called by or at the request of the Chairperson or the President. The Chairperson or the President shall call for a Special Meeting at the request of two or more Board of Directors. Notice of the call of a Special Meeting should be in writing or in electronic form and delivered for transmission to each of the Directors not later than during the third day immediately preceding the day for which such meeting is called. Any notice required or permitted to be given by telegram, telex, cable, telecopy, email, or facsimile transmission, or similar means is deemed to be delivered and given at the time transmitted. Neither the business proposed to be transacted, nor the purpose of any Special Meeting of the Executive Board of Directors or the Board of Directors need be specified in the

notice. The Board of Directors or the Executive Board of Directors may waive notice requirements of waiver of such Special Meeting.

17. Section Minutes. Each committee should cause minutes of its proceedings to be prepared and report the same to the Executive Board of Directors. The minutes of the proceedings of each committee should be delivered to the Secretary of the Corporation for placement in the minute books of the Corporation or in a minute directory in electronic form.

18. Section Quorum. At least seven of the qualified Board members, which must include either the Chairperson or President and at least one other officer, must be present in person, as part of an authorized conference call, or by proxy to constitute a quorum for the transaction of business with respect to a meeting of the Board of Directors. At least 3 officers, which must include either the Chairperson or President and two other officers, must be present in person for the transaction of business with respect to a meeting of the Executive Board of Directors. The act of the majority present at a meeting at which a quorum is present is the act of the Executive Board of Directors and the Board of Directors as applicable, unless otherwise specifically required by law or these Bylaws. The transaction of all business calling for the vote at meetings should be conducted in accordance with these Bylaws and Robert's Rules of Order.

19. Section Chairperson. The immediate past President shall serve as the Chairperson of the Corporation and preside at each meeting of the Board of Directors and Executive Board of Directors. In the absence of the Chairperson at any meeting or if the Chairperson is unwilling or unable to serve, the Executive Board of Directors and/or the Board of Directors, by resolution adopted by a majority of the Directors at the meeting, may elect one from among their number to serve as Chairperson and preside at that meeting. The Chairperson serves at the will of such Board.

20. Section Honorary Advisory Board of Directors. The Board of Directors may from time to time elect certain members of the public to the Honorary Advisory Board of Directors of the Corporation, to advise and consult with both of the Executive Board of Directors and the Board of Directors. Past Chairpersons shall automatically become members of the Honorary Advisory Board of Directors of the Corporations and shall have the same membership fee requirements and voting rights as members of the Board of Directors.

21. Section Voting Rights. Any member who has paid membership dues in full on or before the date set by the Board of Directors shall be entitled to notice of a meeting of the Board of Directors. Only members of the Board of Directors (including Past Chairpersons) and Officers shall have the right to vote, either in person or by proxy, at a meeting of the Board of Directors. Unless otherwise provided by these bylaws, only officers may vote at a meeting of the Executive Board of Directors. All paid members are entitled to notice and to vote at the annual meeting.

#### **ARTICLE IV. OFFICERS**

1. Section Designation of Officers. The Officers of the Corporation are elected by the Board of Directors, they include, by rank order, a Chairperson, President, the Executive Vice President, the General Counsel, the Secretary, the Treasurer, and eight Vice Presidents. The Board of Directors may also elect additional Vice Presidents, and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person except that the offices of Chairperson and Secretary must not be held by the same person. An Officer of the Corporation may be, but need not be, a Director, but must be a member in good standing of the Corporation.

2. Section Executive Director. The Executive Board of Directors for the Corporation may select an Executive Director, and may compensate him for his services. The Executive

Director, if chosen, serves as a member of the Executive Board of Directors, but will not serve as a voting member. The Executive Director has such power and duties as designated to him by the Executive Board of Directors.

3. Section Election of Officers and Term of Office. The Officers of the Corporation are elected annually by the Board of Directors pursuant to Section III.6., and serve for a term of one year. Vacancies may be filled at any meeting of the Board of Directors or Executive Board of Directors to serve until the next election of Officers. Each Officer holds office until his successor has been elected and qualifies, or until the death, incapacity, resignation, or removal of the Officer. New offices may be added and elected according to Section III.6.

4. Section Appointment of Other Officers and Agents. The Executive Board of Directors or Board of Directors may appoint such other officers and agents as it deems necessary. Such officers and agents are appointed for such terms and should exercise such powers and perform such duties as may be determined from time to time by the Board.

5. Section Authority. Officers have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Executive Board of Directors not inconsistent with these Bylaws.

6. Section Compensation. The Officers shall not be compensated for their service or attendance of meetings. Reasonable expenses previously approved in writing by the Board of Directors or the Executive Board of Directors for effecting business of the Corporation may be reimbursed.

7. Section Removal. Any officer or agent may be removed at any time by the affirmative vote of a majority of the whole Executive Board of Directors. Such removal may not

diminish the contract rights, if any, of the person so removed. Election or appointment does not of itself create any contract right.

8. Section Duties of Chairperson. The Chairperson of the Board should preside at all meetings of the members, the Executive Board of Directors, and the Board of Directors. The Chairperson should present at each Annual Meeting a report of the business of the Corporation. The Chairperson should call the Regular and Special Meetings of the Executive Board of Directors, the Board of Directors, and members in accordance with these Bylaws. The Chairperson has the power and should appoint and remove, employ and discharge, and fix the compensation of all agents and employees of the Corporation other than himself, subject to the approval of the Executive Board of Directors. Subject to the approval of the Executive Board of Directors, the Chairperson has the power and should sign and make contracts and agreements in the name of the Corporation. The Chairperson must see that the books, reports, statements, and certificates required by law are properly kept. The Chairperson has the power and should sign certificates of membership and evidence of indebtedness of the Corporation. The Chairperson has the duty of enforcing these Bylaws and perform all of the duties normally incident to the position and office of the Chairperson.

9. Section Duties of President. In the absence of the Chairperson or in the event of his inability or refusal to act, the President shall perform the duties of the Chairperson, and when so acting, has all the powers of, and is subject to all the restrictions upon, the Chairperson. The President also has such powers and should perform such other duties as from time to time may be assigned to him by the Chairperson or by the Board of Directors.

10. Section Duties of Executive Vice President. In the absence of the President or in the event of his inability or refusal to act, the Executive Vice President shall perform the duties

of the President, and when so acting, has all the powers of, and is subject to all the restrictions upon, the President. The Executive Vice President also has such powers and should perform such other duties as from time to time may be assigned to him by the Chairperson or by the Board of Directors.

11. Section Duties of Other Vice Presidents. All other Vice Presidents provided for hereunder has such powers and should perform such other duties as from time to time may be assigned to such officer by the Chairperson or by the Executive Board of Directors.

12. Section Duties of General Counsel. The General Counsel manages and provides for the management of the legal affairs of the Corporation. The General Counsel must be an attorney in good standing and duly-licensed to practice law in at least one jurisdiction within the United States. The General Counsel also has such powers and should perform such other duties as from time to time may be assigned to him by the Chairperson or by the Board of Directors.

13. Section Duties of Secretary. The Secretary should attend all meetings of the members, the Executive Board of Directors, and the Board of Directors. The Secretary keeps a true and complete record of the proceedings, including all votes and resolutions presented at these meetings, in a book to be kept for that purpose. The Secretary is the custodian of the records and of the seal of the Corporation, and affixes the same to documents, the execution of which is duly authorized. The Secretary gives or causes to be given all notices required by law or these Bylaws. The Secretary also performs such other duties as may be prescribed by the Executive Board of Directors or Chairperson.

14. Section Assistant Secretaries. Each Assistant Secretary performs such duties as may be prescribed from time to time by the Executive Board of Directors or as may be delegated from time to time by the Chairperson or the Secretary. The Assistant Secretaries (in the order

designated by the Executive Board of Directors or, in the absence of such designation, as determined by the length of time each has held the office of Assistant Secretary continuously) may exercise the powers of the Secretary during that officer's absence or inability to act.

15. Section Duties of Treasurer. The Treasurer has the care and custody of and be responsible for the funds and properties of the Corporation and deposits such funds in the name of the Corporation in such depositories as the Executive Board of Directors may from time to time designate. The Treasurer, together with such other officers as may be designated by the Executive Board of Directors, signs, makes, and endorses in the name of the Corporation all checks, drafts, warrants, and orders for the payment of money and pays out and disposes of the same and receipt therefor, under the direction of the Chairperson. The Treasurer shall prepare and file or supervise the preparation and filing of required income tax returns. The treasurer should exhibit at reasonable times and upon reasonable request his books and records of account to any director or member of the Corporation. The treasurer renders a statement of the condition of the financial affairs of the Corporation at each regular meeting of the Board of Directors and Executive Board of Directors and at such other times as he may be directed by the Executive Board of Directors or by the Chairperson.

16. Section Assistant Treasurers. Each Assistant Treasurer performs such duties as may be prescribed from time to time by the Executive Board of Directors or as may be delegated from time to time by the Chairperson or the Treasurer. The Assistant Treasurers (in the order as designated by the Executive Board of Directors or, in the absence of such designation, as determined by the length of time each has held the office of Assistant Treasurer continuously) may exercise the powers of the Treasurer.

17. Section Bond. (deleted)

## **ARTICLE V. MISCELLANEOUS PROVISIONS**

1. Section Contracts. The Executive Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confirmed to specific instances.

2. Section Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Executive Board of Directors. Such authority may be general or confined to specific instances.

3. Section Checks. All checks or demands for money and notes of the Corporation may be signed by the Treasurer or such officer or officers or such other person or persons as the Executive Board of Directors may from time to time designate.

4. Section Compensation. The Corporation shall not compensate any member or volunteer for their service or attendance of meetings. Compensation for services rendered is permissible if specifically contracted by written agreement pursuant to Article V Section 1 above. Reasonable expenses previously approved in writing by the Board of Directors or the Executive Board of Directors for effecting business of the Corporation may be reimbursed.

5. Section Fiscal Year. The fiscal year of the Corporation begins on the first day of January in each year and end on the last day of December in each year.

6. Section Corporate Seal. The Executive Board of Directors may provide a seal of the Corporation, which seal should include the full name of the Corporation.

7. Section

(a) Indemnification. The Corporation may indemnify, defend, and hold harmless any person who was or is a party or is threatened 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 Corporation) by reason of the fact that he is or was a Director, Officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually 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 opposed to the best interests and purposes of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation is authorized upon a majority vote of the Executive Board of Directors to secure insurance coverage on behalf of the Corporation and the members of the Executive Board of Directors and the Board of Directors covering all authorized acts of the Corporation and members of the Executive Board of Directors and the Board of Directors. If insurance coverage is authorized by the vote of the Executive Board of Directors, the indemnification described in this Section 6 is limited to the deeds and acts covered in such insurance policy unless otherwise provided by the majority vote of the Executive Board of Directors.

(b) No Presumption. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, does 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 Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final

disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(d) Determination to Indemnify. Indemnification hereunder should be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination should be made (1) by the Executive Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) by independent legal counsel in a written opinion, or (3) by the terms and provisions of any insurance policy provided by the Corporation as described in Section 6(a) above.

8. Section Books and Records. Notwithstanding the provisions of Section 8 below, the Corporation should keep correct and complete books and records of account and should also keep minutes of the proceedings of the Executive Board of Directors, the Board of Directors, and committees having any authority of the Executive Board of Directors or the Board of Directors, and should keep at the registered or principal office all books and records of the Corporation for inspection by any director or his agent or attorney for any proper purpose at any reasonable time.

9. Section

(a) Financial Records. The Corporation should maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

(b) Annual Reports. Based on these records, the Executive Board of Directors should annually prepare or approve an audited report of the financial activity of the

Corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accounts and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

(c) Location of Financial Records and Reports. All records, books, and annual reports of the financial activity of the Corporation is kept at the registered office or principal office of the Corporation in this state for at least three (3) years after the closing of each fiscal year and is available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. Section Notice. Whenever by law, the Articles of Incorporation, or these Bylaws notice is required to be given to any member, director, or committee member and no provision is made as to how such notice should be given, it should be construed to mean that notice may be given either (i) in person; (ii) in writing, by mail; (iii) except in the case of a member,—by telegram, telex, cable, telecopy, email, or facsimile transmission, or similar means; or (iv) by any other method permitted by law. Any notice required or permitted to be given hereunder (other than personal notice) should be addressed to such member, director, or committee member at his address as it appears on the books on the Corporation or, in the case of a member, on the membership records of the Corporation or at such other place as such member, director, or committee member is known to be at the time notice is mailed or transmitted. Any notice required or permitted to be given by mail is deemed to be delivered and given at the time when such notice is deposited in the United States mail, postage prepaid. Any notice required or

permitted to be given by telegram, telex, cable, telecopy, email, or facsimile transmission, or similar means is deemed to be delivered and given at the time transmitted.

11. Section Waiver of Notice. Whenever by law, the Articles of Incorporation, or these Bylaws any notice is required to be given to any member, Director, or committee member of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time notice should have been given, is equivalent to the giving of such notice. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

12. Section Telephone and Similar Meetings. Members, Directors, or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting constitutes presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

13. Section Action Without Meeting. Any action that may be taken, or is required by law, the Articles of Incorporation, or these Bylaws to be taken, at a meeting of members, Directors, or committee members may be taken without a meeting if a consent in writing, setting forth the action so taken, must be signed by the members holding not less than the minimum number of votes required to approve such action, or all of the Directors, or committee members, as the case may be, entitled to vote with respect to the subject matter thereof, then such consent has the same force and effect as a vote of such members, a unanimous vote of the directors, or committee members, as the case may be, and may be stated as such in any document filed with

the Secretary of State of Texas or in any certificate or other document delivered to any person. The consent may be in one or more counterparts so long as each member, director, or committee member signs one of the counterparts. The signed consent should be placed in the minute books of the Corporation.

14. Section Reserves. The Executive Board of Directors may create out of funds of the Corporation legally available therefor such reserve or reserves as the Executive Board of Directors from time to time, in its discretion, considers proper to provide for contingencies, to repair or maintain any property of the Corporation, or for such other purpose as the Executive Board of Directors considers beneficial to the Corporation. The Executive Board of Directors may modify or abolish any such reserve.

15. Section Resignation. A Director, committee member, Officer, or agent may resign by so stating at any meeting of the Executive Board of Directors, Board of Directors, or by giving written notice to the Executive Board of Directors, the Chairperson, the President, or the Secretary. Such resignation takes effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified, a resignation is effective without being explicitly accepted.

16. Section Securities of Other Corporations. The Chairperson, President, and Executive Vice President of the Corporation have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of any issuer thereof that may be held or owned by the Corporation and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

17. Section Power to Amend. These Bylaws may be altered, amended, or repealed by the Board of Directors at any meeting, upon receiving a proposal for such action from the Executive Board of Directors advocating such action, provided notice of the proposed alteration,

amendment, or repeal be contained in the notice of such meeting. Any provision to the contrary herein contained notwithstanding, any alteration, amendment, or repeal of the Bylaws must be approved by a two-thirds majority of the members of the Board of Directors present at such meeting.

18. Section Invalid Provisions. If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, remains and operative.

19. Section Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

20. Section Choice of Law. These Bylaws shall be construed according to the laws of the State of Texas.

21. Section Communication. The Chairperson, President, and Secretary shall have unfettered access to membership information for the purpose of conducting business of the Corporation.

BYLAWS ORIGINALLY ADOPTED May 26, 2001, Amy Ling, Secretary, Keh-Shew Lu, Chairperson;

Amended *5th of April*, 2014.

Anand Krishnaswamy, Secretary

APPROVED:

Margaret Tsai, President  
Wei Wei Jeang, Chairperson