

BYLAWS OF FUDAN UNIVERSITY ALUMNI ASSOCIATION IN SOUTHERN CALIFORNIA

ARTICLE I. PURPOSE

Section 1.1

Fudan University Alumni Association in Southern California (FDAASC) is an independent nonprofit organization. FDAASC does business as (DBA) The Alumni of Fudan University and Shanghai Medical University in Southern California.

Section 1.2

The mission of FDAASC is to promote friendship, networking and mutual benefit among association members; to encourage educational exchange and cultural understanding; to organize and support scholarly and scientific forums; to provide assistance to members in need; and to facilitate communication between members and Fudan University.

Section 1.3

FDAASC shall not engage in any political, commercial or religious activities.

ARTICLE II. OFFICES

Section 2.1

The principal office of FDAASC for the transaction of its business is located in Southern California.

Section 2.2

The geographic region of FDAASC's principal office can be changed only by amendment to the Bylaws. The Board of Directors may, however, change the principal office from one location to another within Southern California.

ARTICLE III. MEMBERSHIP

Section 3.1

FDAASC shall have one class of membership. Anyone who have studied or worked at Fudan University and/or Shanghai Medical University, including their affiliates, predecessors, successors and relevant schools in China, resides in southern California, and accepts the FDAASC Bylaws is qualified to join. Member may elect to retain their membership after moving out of Southern California.

Section 3.2

Each Member shall be entitled to one vote, which may be casted online but may not be casted by proxy.

Section 3.3

Members shall oversee the activities of FDAASC. The fundamental and directional issues shall be approved by a referendum of the registered members with a quorum of a simple majority.

Section 3.4

Annual membership fee is not required.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1

The corporate powers of FDAASC shall be vested in a Board of Directors, which shall consist of neither fewer than seven nor more than thirteen members, including Chairperson, Chairperson-Elect, President, and President-elect. The composition of the Board shall well represent the academic and affiliated units of the university community.

Section 4.2

Election of Directors shall take place via online voting and by a relative majority of votes. Directors shall have a two-year term.

Section 4.3

Should a vacancy occur on the Board of Directors, the Board is empowered to select a replacement (who shall serve until the next election) by a simple majority vote of the Directors present at a regularly scheduled Board meeting that meets quorum. Director may be involuntarily removed from office before completion of their term only by a two-thirds vote of a quorum of the Board. Directors who are absent from the Board meetings for over a year shall be recognized as resigning from the position voluntarily.

Section 4.4

The responsibilities of the Board are:

- To approve the establishment and composition of the Executive Council;
- To oversee the programs and activities organized by the Executive Council;
- To oversee the financial and tax issues handled by the Executive Council;
- To organize election, which may be executed by the Chairperson-Elect;
- To appoint standing non-voting Treasurer, Secretary and/or Web Master to stabilize the administrative and financial affairs;
- To host membership meetings, and approve the annual reports of the Executive Council.
- To name and/or recognize Honorary Chairpersons, Presidents, Directors, Members or Consultants.

FDAASC is legally represented by Chairperson and President as empowered by the Board.

Section 4.5

Each Director shall have one vote, which may not be casted by proxy. Absent Directors may not be represented by alternates. The presence of a simple majority of the Directors shall constitute a quorum for conducting a valid business meeting. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business despite loss of a quorum, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting (or a greater percentage if required by law, Articles or Bylaws). The incorporator of FDAASC may attend the Boarding meeting as an observer.

Section 4.6

The Chairperson shall coordinate, supervise and operate the business of the Board. The Chairperson's term is two years, and shall be succeeded by the Chairperson-elect at the end of the two-year term.

Section 4.7

Board meetings shall be held at the principal office of FDAASC or a designated venue, online or over other communication equipment. Meetings shall be governed by Roberts' Rules of Order insofar as such rules are not in conflict with this Corporation's Articles or these Bylaws. The agenda for the meeting and minutes of the last meeting with a notice of the time and place of meeting shall be electronically mailed to each Director at least three days prior to the meeting. Special meetings of the Board may be called at any time by the Chairperson or by three or more Directors. Notice of a special meeting shall be given (by the person(s) calling such meeting) to all Directors at least twenty-four hours before such meeting shall take place.

Section 4.8

Directors, except fulltime students, shall be obligated to make monetary donation annually, set by the Board, to support the basic functions of FDAASC. Directors shall serve without compensation except that they may be paid their actual and necessary expenses incurred in performing their duties.

ARTICLE V. Executive Council

Section 5.1

Officers of FDAASC constitute the Executive Council, which shall be composed of the President, President-Elect, Vice Presidents, Treasurer, Secretary and Web Master. The members of the Executive Council shall be selected by the incoming President, except the President-Elect, Treasurer, Secretary and Web Master, and approved by the Board of the Directors, with a term the same as the President. Board Directors may be selected to serve at the Council.

Section 5.2

The President shall be the Chief Executive Officer of FDAASC and shall, subject to the control of the Board of Directors, supervise and control the affairs of FDAASC and activities of the officers, including presiding at meetings of the Council and executing in the name of FDAASC. The President's term is two years, and shall be succeeded by the President-Elect at the end of the two-year term.

Section 5.3

The responsibilities of the Council are:

- To plan and execute association programs and activities with focusing on educational exchange and cultural understanding;
- To recruit new members and maintain a membership roster;
- To cooperate with other Fudan alumni internationally and other university alumni;
- To open and maintain an association WEB page on the Internet;
- To control over the budget, file tax returns, and handle governmental and legal issues;
- To raise fund as a non-profit organization;
- To present annual report to the Board of Directors and the members.

Section 5.4

The Council shall establish Committees, led by Vice Presidents, which may include but will not be limit to:

- Membership
- Scholarly Programs
- Alumni Activities
- Network and Communication
- General and Financial Affairs
- Public Relations
- External Liaison

Section 5.5

Each Committee may recruit Committee members, recommended by the Vice Presidents and approved by the Executive Council, for fulfilling the charges. Committee may establish sub-committees, *ad-hoc* teams or taskforces as needed and approved by the Executive Council.

Section 5.6

In the absence of a selected officer, another person may be appointed by the President with the consent of the Board of Directors.

Section 5.7

President and the Executive Council members shall serve without compensation except that they may be reimbursed their actual and necessary expenses incurred in performing their duties.

ARTICLE VI. AMENDMENT

Section 6.1

Subject to any provisions of law applicable to the amendment of Articles of Incorporation and Bylaws of mutual benefit nonprofit corporations, the Articles of Incorporation and Bylaws of FDAASC may be altered, amended, repealed, or new Articles of Incorporation or Bylaws adopted by approval of a majority of the Board of Directors.

June 23, 2004, Los Angeles, CA, United State of America
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