

**AMENDED AND RESTATED BYLAWS
OF THE
GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN
IN SOUTHERN U.S.A.**

Date of Adoption: October 3, 2017

These Amended and Restated Bylaws supersede and replace all prior Bylaws, including Amendments, in their entirety.

Table of Contents

ARTICLE I - NAME	4
ARTICLE II - ORGANIZATION	4
<i>Section 2.1. Independent, Non-religious and Nonprofit.</i>	4
<i>Section 2.2. Affiliation.</i>	4
ARTICLE III - MISSION AND OBJECTIVES	4
<i>Section 3.1. Mission.</i>	4
<i>Section 3.2. Objectives.</i>	4
ARTICLE IV - OFFICES	5
<i>Section 4.1. Registered Office and Agent.</i>	5
ARTICLE V - MEMBERSHIP	5
<i>Section 5.1. Eligibility.</i>	5
<i>Section 5.2. Application Procedure.</i>	5
<i>Section 5.3. Members.</i>	5
<i>Section 5.4. Membership Dues.</i>	5
<i>Section 5.5. Code of Conduct.</i>	5
<i>Section 5.6. Resignation.</i>	6
<i>Section 5.7. Termination and Reinstating of Membership.</i>	6
<i>Section 5.8. Transfer of Membership.</i>	6
<i>Section 5.9. Annual Meeting of Members.</i>	6
<i>Section 5.10. Special Meetings.</i>	7
<i>Section 5.11. Notice of Meeting.</i>	7
ARTICLE VI - THE BOARD OF DIRECTORS	7
<i>Section 6.1. Management.</i>	7
<i>Section 6.2. Number, Qualifications and Term.</i>	7
<i>Section 6.3. Voluntary Resignation.</i>	8
<i>Section 6.4. Automatic Removal.</i>	8
<i>Section 6.5. Forced Resignation.</i>	8
<i>Section 6.6. Forced Removal.</i>	9
<i>Section 6.7. Vacancy.</i>	9
<i>Subsection 6.7.1. Filling of the Vacancy with Backup Candidates.</i>	9
<i>Subsection 6.7.2. Filling of the Vacancy with Regular Members.</i>	9
<i>Section 6.8. Increase in Number of Directors.</i>	9
<i>Section 6.9. Proxy.</i>	9
<i>Section 6.10. Early Voting.</i>	9
<i>Section 6.11. Regular Meetings.</i>	9
<i>Section 6.12. Special Meetings.</i>	9
<i>Section 6.13. Meetings by Telephone.</i>	10
<i>Section 6.14. Quorum.</i>	10
<i>Section 6.15. Procedure at Meetings.</i>	10
<i>Section 6.16. Presumption of Assent.</i>	10
<i>Section 6.17. Action without a Meeting.</i>	10
<i>Section 6.18. Conflict of Interest.</i>	10
<i>Section 6.19. Compensation.</i>	11
<i>Section 6.20. Nominating Committee.</i>	11
<i>Section 6.21. Approval of President of the Board.</i>	11
<i>Section 6.22. Election of Vice President of the Board.</i>	12
<i>Section 6.23. Nomination of New Board Members.</i>	12
<i>Section 6.24. Annual Charity Contribution.</i>	13
<i>Section 6.25. Other Committees.</i>	13
ARTICLE VII - OFFICERS	13
<i>Section 7.1. Number.</i>	13

<i>Section 7.2. Election and Term.</i>	14
<i>Section 7.3. Vacancies.</i>	14
<i>Section 7.4. Duties.</i>	14
<i>Section 7.5. The President of the Board.</i>	14
<i>Section 7.6. The Vice President of the Board.</i>	15
<i>Section 7.7. Secretary.</i>	15
<i>Section 7.8. Treasurer.</i>	15
<i>Section 7.9. Audit Committee.</i>	16
<i>Section 7.10. Delegation.</i>	16
<i>Section 7.11. Removal.</i>	16
ARTICLE VIII - ADVISORY BOARD	16
<i>Section 8.1. Number and Qualification.</i>	16
<i>Section 8.2. Responsibilities.</i>	16
<i>Section 8.3. Term.</i>	17
<i>Section 8.4. Vacancies.</i>	17
<i>Section 8.5. Special Meetings Called by Advisory Board.</i>	17
<i>Section 8.6. Grievance Liaison.</i>	17
<i>Section 8.7. Supervision on Approval/ Election Processes for Board Members and Officers.</i>	17
<i>Section 8.8. Interpretation of Bylaws.</i>	17
ARTICLE IX - PHILANTHROPY COMMITTEE	18
<i>Section 9.1. Number, Qualifications and Term.</i>	18
<i>Section 9.2. Responsibilities.</i>	18
<i>Section 9.3. Funding.</i>	18
<i>Section 9.4. Charity Donation Project Guideline.</i>	18
ARTICLE X - LEGAL COUNSELS	19
<i>Section 10.1. Number, Qualifications and Term.</i>	19
<i>Section 10.2. Responsibilities.</i>	19
ARTICLE XI - MISCELLANEOUS	19
<i>Section 11.1. Advance Expense.</i>	19
<i>Section 11.2. Checks, Drafts, etc.</i>	19
<i>Section 11.3. Depositories.</i>	19
<i>Section 11.4. Organization Seal.</i>	19
<i>Section 11.5. Books and Records.</i>	20
<i>Section 11.6. Donations, Sponsorship and Gifts.</i>	20
<i>Section 11.7. Waiver of Notice.</i>	20
<i>Section 11.8. Winding Up of the Corporation.</i>	20
<i>Section 11.9. Conflict of Interest.</i>	20
ARTICLE XII - AMENDMENTS	21
<i>Section 12.1. Ad-hoc Bylaws Committee.</i>	21
<i>Section 12.2. Approval of the Amendments.</i>	21

**AMENDED AND RESTATED BYLAWS
OF THE
GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN
IN SOUTHERN USA**

ARTICLE I - NAME

The name of this corporation is Global Federation of Chinese Business Women in Southern U.S.A., formerly named Chinese Business Women's Association in Southern U.S.A., (hereinafter called the "**GFCBW in Southern USA**"). The Chinese name of this corporation is 世華人工商婦女企管協會美南分會, also known as 世華工商婦女協會美南分會.

ARTICLE II - ORGANIZATION

Section 2.1. Independent, Non-religious and Nonprofit. **GFCBW in Southern USA** is an independent, non-religious and nonprofit corporation registered in the State of Texas.

Section 2.2. Affiliation. **GFCBW in Southern USA** is affiliated with Global Federation of Chinese Business Women (hereinafter called the "GFCBW") headquartered in Republic of China in Taiwan as a chapter member organization. If any conflict arises between GFCBW's guidelines and these Bylaws, such conflicts shall be resolved, as reasonably as possible based on the laws and practices applicable to **GFCBW in Southern USA**, in the spirit of GFCBW's guidelines. Unless the context requires otherwise, the general provision, rules of construction and definitions in the Texas Business Organization Code shall govern the construction of these Bylaws.

ARTICLE III - MISSION AND OBJECTIVES

Section 3.1. Mission. **GFCBW in Southern USA** and GFCBW headquarters share the same mission which is captured in four phrases: "Global Frame of Mind", "Embrace Trends", "Build the Networks" and "Develop the Economy and Trade Relations".

Section 3.2. Objectives. The major objectives of **GFCBW in Southern USA** include, but not limited to, the following:

1. To establish networks and promote economic and trade relations from a broad international perspective, world concern, and understanding of global trends;
2. To unite Chinese business and professional women in **GFCBW in Southern USA** and its affiliate chapter member organizations around the world to build consensus; and apply talents and skills to improve members' welfare;
3. To strengthen international exchange of information and promote diplomatic ties;
4. To enhance members' business and management knowledge; and foster excellence among Chinese business and professional women;

5. To enhance the international status of Chinese business and professional women;
6. To raise global awareness of Chinese culture and arts; and promote worldwide cultural exchange; and
7. To support and improve the well-being of our community through participating or organizing charity events to reach out the individuals or groups of individuals with needs.

ARTICLE IV - OFFICES

Section 4.1. Registered Office and Agent. The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

ARTICLE V - MEMBERSHIP

Section 5.1. Eligibility. All business and professional women residing in southern USA with Chinese heritage who agree with the mission and objectives of **GFCBW in Southern USA** are eligible to apply for membership.

Section 5.2. Application Procedure. To become a member of **GFCBW in Southern USA**, all applicants are required to follow the Membership Application Procedure stated in **GFCBW in Southern USA's** Policies and Procedures.

Section 5.3. Members. Those with eligibility as stated in Section 5.1 and who have completed the membership application procedures as stated in Section 5.2 are considered New Members in the year they are accepted by the Board of **GFCBW in Southern USA**. Those who comply with the Code of Conduct of **GFCBW in Southern USA** as stated in Section 5.5 and have their membership fees paid on time annually after the year of their initial joining the organization are considered Renewal Members.

Section 5.4. Membership Dues. Membership dues encompass, but are not limited to, Registration Fee for new and rejoined members and Annual Membership Fee which shall be set from time to time by the Board of Directors of **GFCBW in Southern USA** at such rates as stated in its Policies and Procedures to cover each calendar year. All membership dues are non-refundable.

Section 5.5. Code of Conduct.

Policy: **GFCBW in Southern USA** and its members must, at all times, comply with all applicable Federal and Texas laws and regulations. The organization will not condone the activities of its members who achieve results on behalf of **GFCBW in Southern USA** through violation of Federal and Texas laws and regulations. These include, but not limited to, any payments for illegal acts, indirect contributions, rebates, kickbacks and bribery. The organization does not permit any activity that fails to stand the closest possible public scrutiny. All **GFCBW in Southern USA's** business conduct should be well above the minimum standards required by law. Accordingly, any member, when representing **GFCBW in Southern USA**, must ensure that her

actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the organization's operations. Any member uncertain about the application or interpretation of any legal requirements should refer the matter in writing to the Advisory Board. The advisors may seek legal advice as needed to provide adequate support.

Compliance Requirement: Every member in **GFCBW in Southern USA** shall use her best efforts to comply with the Code of Conduct Policy. Every board member is required to sign a consent form to comply with this Code of Conduct Policy each year at its first regular board meeting. Any board member who is found to be in violation of the Code of Conduct Policy is subject to progressive disciplinary actions as stated in **GFCBW in Southern USA's** "Code of Conduct and Conflict of Interest Policies Consent Form".

Section 5.6. Resignation. Any member may resign at any time from **GFCBW in Southern USA** by notifying any member(s) of its Board of Directors in writing. Such resigned member shall forfeit all of her membership rights and benefits from **GFCBW in Southern USA** effective immediately upon her resignation notification. No refund of the membership fee, in whole or partial amount, shall be offered to any members who have resigned from **GFCBW in Southern USA**.

Section 5.7. Termination and Reinstating of Membership. Any member who does not pay her Annual Membership Fee by the deadline as stipulated in **GFCBW in Southern USA's** Policies and Procedures is considered to have automatically withdrawn her membership and will be removed from **GFCBW in Southern USA's** directory.

Any member who wishes to rejoin within a year after resignation or withdrawal of membership from **GFCBW in Southern USA** may do so by completing the Membership Application Form. The rejoined members are required to pay the annual membership fee plus the membership registration fee as stated in **GFCBW in Southern USA's** Policies and Procedures at the time of rejoining. Any member who has resigned or withdrawn her membership from **GFCBW in Southern USA** for more than a year and wishes to rejoin needs to re-apply the membership as a new member.

The Board of Directors of **GFCBW in Southern USA** has the right to terminate any individual's membership should there be any act against **GFCBW in Southern USA's** mission and objectives or in violation of its Code of Conduct by the individual. More than half of the board members shall constitute a quorum for the review of such termination proposal. With a quorum being present, the termination proposal shall become effective upon an affirmative vote more than two thirds of the board members present at the Board meeting.

Section 5.8. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 5.9. Annual Meeting of Members. A general meeting of members shall be held annually on such date, and at such time and place, and on such notice, if any, as the Board may determine for the purpose of electing Vice President and Board of Directors. These elections shall follow the procedures detailed in **GFCBW in Southern USA's** Policies and Procedures.

Section 5.10. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors for issues of special concerns at any time. However, the meeting date shall be at least ten (10) business days after the notification of the special meeting. Only the business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Section 5.11. Notice of Meeting. Written or printed notice stating the place, date, and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) business days nor more than sixty (60) days before the date of the meeting, either personally or by mail or email, sent out by or at the direction of the President, the Secretary, the officers or other persons who is or are authorized to call the meeting in accordance with these Bylaws, to each member entitled to vote at such meeting. If given by mail, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If given by email, notice is deemed to be given on successful sending of the email.

ARTICLE VI - THE BOARD OF DIRECTORS

Section 6.1. Management. The affairs of the **GFCBW in Southern USA** shall be governed by the Board of Directors (hereinafter called the "Board") which shall exercise all the authorities of the organization, unless herein otherwise indicated. The directors shall act only as a board and individual board member shall have no authority as such except as may be otherwise provided by the Bylaws. To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Without limiting the foregoing, the Board of Directors shall specifically determine the policies and procedures; approve events/activities, and elect officers (including filling of vacancies) according to the bylaws of **GFCBW in Southern USA**.

Section 6.2. Number, Qualifications and Term. The board of directors shall consist of thirteen members. Such number may be increased or decreased by amendment of these Bylaws, provided that neither the increase nor the decrease shall result in an extension or shortening of the term of any incumbent director. All board members should be residents of Harris County and its surrounding counties in the State of Texas.

Each position of the Board of Directors shall be filled by the election at **GFCBW in Southern USA's** Annual Member Meeting. The qualifications to become a board member candidate shall include the following:

- 1) The candidate must not be an immediate family member of an incumbent ~~a current~~ board member such as a spouse, a parent, a child, or a sibling.
- 2) The candidate must have been a member of **GFCBW in Southern USA** in the year prior to the election year.

- 3) The candidate must have paid the Annual Membership Fee by March 31 of the election year.
- 4) Those who have served on the Board for two (2) consecutive full two-year terms must wait for a minimum of two years to become qualified for board member election again.
- 5) Those who left the Board pursuant to Section 6.3 Voluntary Resignation or Section 6.4 Automatic Removal of these Bylaws must wait for a minimum of two years after the year of their leaving to become qualified for board member election again.
- 6) Those who were forced to resign or have been removed from the Board pursuant to Section 6.5 Forced Resignation or Section 6.6 Forced Removal of these Bylaws during their prior services to the Board are not qualified for board member election again.

The starting date of a full term position (of the Board of Directors) shall be January 1 of the year after the election. Any such election shall be conducted in accordance with Section 6.23 of these Bylaws. Each person elected to the Board of Directors shall be elected for a two-year term, unless resigned or removed in accordance with Section 6.3, 6.4, 6.5, or 6.6 of these Bylaws, or until her successor has been duly elected and qualified.

All board members, including the remaining ones and newly elected ones, are required to prepay the Annual Membership Fee for the following year on or before the election day; or otherwise shall be considered to automatically withdraw their directorship from the Board for their remaining terms effective January 1 of the following year.

Section 6.3. Voluntary Resignation. Any director may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President of the Board or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation notification.

Section 6.4. Automatic Removal. Any director will be automatically removed from the Board of Directors when the director is found to be under one of the following circumstances:

- 1) Has not paid her Annual Membership Fee by the due date pursuant to Section 6.2 of these Bylaws.
- 2) Fails to attend the regular meetings (the “Regular Board Meetings”) for three (3) consecutive times or for fifty percent (50%) of the total number of the Board Regular Meetings, unless the director’s absence was due to serious health problems.

Section 6.5. Forced Resignation. Any director may be forced to resign by a super majority (2/3) of the incumbent directors when the director is found to be under one of the following circumstances:

- 1) To have engaged in activities that are directly and seriously contrary to the interests of GFCBW in Southern USA.
- 2) To have engaged in the misrepresentation of **GFCBW in Southern USA** and its policies to outside third parties, either willfully or with gross negligence.

- 3) To have engaged in the activities or transactions that violate the bylaws of **GFCBW in Southern USA** causing serious risk of injury to **GFCBW in Southern USA's** interest, function or reputation.

Section 6.6. Forced Removal. Any director may be removed by a super majority (2/3) of the incumbent directors when the director is forced to resign in accordance with Section 6.5 of these Bylaws but refuses to do so within 30 days of the resolution.

Section 6.7. Vacancy.

Subsection 6.7.1. Filling of the Vacancy with Backup Candidates. Vacancies in the Board of Directors may be first filled by the backup candidates in the latest annual Board of Directors election in the order of the most votes they received in accordance with **GFCBW in Southern USA's** Policies and Procedures. A director elected to fill a vacancy is elected for the unexpired term of the predecessor (i.e. a partial term) in office.

Subsection 6.7.2. Filling of the Vacancy with Regular Members. In the event that no backup candidates described in preceding subsection 6.7.1 are available, the Board of Directors may announce the vacancies to members to identify the qualified and interested members as the candidates. All candidates shall be approved by the affirmative vote of a majority (1/2) of the remaining directors and in accordance with Section 6.14 of these Bylaws. The Board of Directors shall pursue its best effort to fill the vacancy and ensure total number of directors is maintained at least with eleven members. A director elected to fill a vacancy is elected for the unexpired term of the predecessor (i.e. a partial term) in office.

Section 6.8. Increase in Number of Directors. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be recommended at a regular board meeting, or a special board meeting duly called for such purpose. Such recommendation shall be approved in the Annual Meeting of Members of the **GFCBW in Southern USA** by an affirmative vote of two-thirds of the members present at the meeting where the quorum is present.

Section 6.9. Proxy. Proxies shall not be counted toward constituting a quorum. Voting by proxy in any meeting shall not be allowed.

Section 6.10. Early Voting. Early voting in any meeting shall not be allowed.

Section 6.11. Regular Meetings. The regular meetings of the Board of Directors of the **GFCBW in Southern USA** shall be held at least quarterly. All board members should be notified of the meeting according to **GFCBW in Southern USA's** Policies and Procedures. Regular Board meetings should be held face-to-face unless that due to unusual circumstances causing difficulty for the Board to hold the meeting face-to-face and the substitute meeting methods are communicated and approved by the majority of the Board before the meeting.

Section 6.12. Special Meetings. Special meetings of the Board of Directors shall be held at any time by call of the President of the Board, the Secretary or one third of all directors. The President or her designated agent shall give notice of each special meeting according to **GFCBW**

in Southern USA's Policies and Procedures. Such notice shall state the time when and the place where the meeting will be held and the purpose(s) for which the meeting is called.

Section 6.13. Meetings by Telephone. Members of the Board or members of any committee designated by the Board may participate in and hold any meetings required or permitted under these Bylaws by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. For face-to-face Regular Board Meetings, directors who participate in them by telephone or other communications equipment beyond one-third (1/3) of the total number of the regular meetings will be considered "absent" from these meetings and will automatically lose their eligibility to participate in any voting in such meetings.

Section 6.14. Quorum. Unless required by Law or specified otherwise, the quorum of the Board shall be the majority of the number of directors who are incumbent in the office. At all meetings of the Board of Directors, a quorum being present, all matters shall be decided by a majority votes of the Directors present at the meeting, unless specified otherwise.

Section 6.15. Procedure at Meetings. The President of the Board shall preside at all regular board meetings. In the absence of the President, the Vice President of the Board shall preside. In the absence of both President and Vice President at any meeting, any officer authorized by these Bylaws or any member of the board selected by the members present shall preside. The Secretary of the **GFCBW in Southern USA** shall act as Secretary at all meetings of the board. In her absence, the presiding officer of the meeting may designate any person to act as Secretary. At meetings of the Board of Directors, the business shall be transacted in such order as the board may from time to time determine.

Section 6.16. Presumption of Assent. Any director of the **GFCBW in Southern USA** who is present at a meeting of the Board of Directors shall be presumed to have assented to the actions taken on all matters for **GFCBW in Southern USA**.

Section 6.17. Action without a Meeting. Any urgent matters requiring Board's approval that cannot wait for regular or special meetings, after consulting with Advisors, may be conducted without a meeting. Any action without a meeting should be discussed with the directors who are available to reach via means such as telephone or email communication, and approved in accordance with Section 6.14 of these Bylaws.

Section 6.18. Conflict of Interest. **GFCBW in Southern USA**'s Policies and Procedures include a Conflict of Interest Policy and each board member is required to sign a consent form to comply with this policy each year at its first regular board meeting. Each member shall disclose any potential Conflict of Interest to the President of the Board when transactions present a Conflict of Interest relating to a board member of the **GFCBW in Southern USA**, she must not participate in or be present for the discussion of the merits of the transaction and she must abstain from voting on the transaction.

Any business and professional opportunities and/or transactions initiated by the **GFCBW in Southern USA** shall be offered and awarded with fair and equal procedures to all members and approved by the Board of Directors. No board members shall receive preferential treatment.

If any board member is found to have potentially violated the Conflict of Interest Policy, a special fact-finding meeting should be called as early as possible by the board with the presence of the potential violating board member. After the fact-finding meeting, the board should review the concerns and decide within ten (10) business days if the Conflict of Interest policy has been violated by the board member with an affirmative vote of a super majority (2/3) of the directors excluding the concerned board member.

Any board member who is found to be in violation of the Conflict of Interest Policy is subject to progressive disciplinary actions as stated in **GFCBW in Southern USA**'s "Code of Conduct and Conflict of Interest Policies Consent Form".

Section 6.19. Compensation. Directors as such shall not receive any stated salary or compensation for their service as directors for **GFCBW in Southern USA**, but by resolution of the Board of Directors, reimbursement for reasonable expenses, may be allowed for special cases.

Section 6.20. Nominating Committee. The Nominating Committee, consisting of the Secretary, one board member, two advisors and one former president, shall be formed at the first regular Board meeting for a one-year term. The Secretary shall serve as the Chairman of the Nominating Committee. The primary duty of Nominating Committee is to assist **GFCBW in Southern USA**'s elections of new President, Vice President and Board Members annually.

Notwithstanding anything herein to the contrary, pursuant to the Section 6.18 – Conflict of Interest, if any member of the Nominating Committee is participating as a candidate for any election, such member shall not be qualified as a member of the Nominating Committee, then the most recent former president, who is available, shall become a member for this Nominating Committee.

Section 6.21. Approval of President of the Board. The new President of the Board shall be filled by the incumbent Vice President with the Board's approval at a regular meeting in the month of October for the following one-year term. In the event that the incumbent Vice President is not approved by the board or does not desire to fill in as the new President, the board shall call a special member meeting to elect the new President by November 15 of the year. The qualifications to become a presidential candidate shall include the following:

- 1) The candidate must not be an immediate family member of an incumbent board member such as a spouse, a parent, a child, or a sibling.
- 2) The candidate must have been a member of **GFCBW in Southern USA** for at least three consecutive years prior to the election year.
- 3) The candidate must have paid the Annual Membership Fee by March 31 of the election year.
- 4) The candidate must have served on the Board previously, and completed at least one full two-year term prior to the election year.
- 5) Any former board member who was forced to resign or has been removed from the Board pursuant to Section 6.5 or 6.6 of these Bylaws during her prior services to the Board is not qualified to be a presidential candidate.

The Board of Directors shall complete the search for qualified presidential candidates and provide the Official Candidates List to the Nominating Committee two weeks (10 business days) before the Special Member Meeting. The Nominating Committee shall verify qualifications of the Official Candidates and prepare the Approved Recommendation List with all the qualified candidates. Any person not listed in such Recommendation List is not allowed to participate as a candidate in the election process. The nomination procedures and election process for President shall be detailed in **GFCBW in Southern USA**'s Policies and Procedures.

The newly approved or elected president shall become the new President effective January 1 of the upcoming year.

Section 6.22. Election of Vice President of the Board. The new Vice President shall be nominated from among the current board members or regular members in the **GFCBW in Southern USA**. The qualifications to become a vice presidential candidate shall include the following:

- 1) The candidate must not be an immediate family member of an incumbent board member such as a spouse, a parent, a child, or a sibling.
- 2) The candidate must have been a member of **GFCBW in Southern USA** for at least three consecutive years prior to the election year.
- 3) The candidate must have paid the Annual Membership Fee by March 31 of the election year.
- 4) The candidate must have served on the Board previously, and completed at least one full two-year term prior to the election year.
- 5) Any former board member who was forced to resign or has been removed from the Board pursuant to Section 6.5 or 6.6 of these Bylaws during her prior services to the Board is not qualified to be a vice presidential candidate.

The Board of Directors shall complete the search for qualified vice presidential candidates and provide the Official Candidates List to the Nominating Committee three weeks (15 business days) before the Annual Meeting of Members. The Nominating Committee shall verify qualifications of the Official Candidates and prepare the Approved Recommendation List with all the qualified candidates. Any person not listed in such Recommendation List is not allowed to participate as a candidate in the election process. The nomination procedures and election process for Vice President shall be detailed in **GFCBW in Southern USA**'s Policies and Procedures. The newly elected vice president shall become the new Vice President effective January 1 of the upcoming year.

Section 6.23. Nomination of New Board Members. The Nominating Committee should provide forms and procedures to accept recommendations for new board members by all members of the **GFCBW in Southern USA**. The nomination procedures should require the nomination of any candidate be endorsed by at least three other members of the **GFCBW in Southern USA** who remain current with their Annual Membership Fee. The number of endorsements allowed per member should not exceed the total number of board members that needs to be filled. The Nominating Committee should complete the compilation of the Official Candidates List and present it to the Board of Directors at least three weeks (15 business days) before the Annual Meeting of Members for approval and ensuring that the nominees are selected according to the

aforementioned procedures. Once approved by the Board, the Official Candidates List will become the Approved Recommendation List. Any person not listed in such Recommendation List is not allowed to participate as a write-in candidate in the election process.

It shall be the Nominating Committee Chairman's duty to present the Approved Recommendation List at the Annual Meeting of Members and conduct the election in accordance with **GFCBW in Southern USA's** Policies and Procedures.

Section 6.24. Annual Charity Contribution. The **GFCBW in Southern USA** considers that reaching out the community through charity contributions one of its critical missions. The Board of Directors is responsible to ensure that at least one charity contribution is made annually to a qualified organization with endorsement by the Philanthropy Committee.

Section 6.25. Other Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may appoint one or more committees of two or more directors each. Such committees may exercise such authority of the Board of Directors in the business and affairs of the **GFCBW in Southern USA** as the Board of Directors may, by resolution duly adopted, delegate, except as prohibited by law. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or her by law. Any member of a committee may be removed at any time by the Board of Directors.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman of the committee by the President and approved by the Board of Directors, unless be appointed by others provided in these Bylaws. .

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII - OFFICERS

Section 7.1. Number. The officers of the **GFCBW in Southern USA** shall consist of a President of the Board, a Vice President of the Board, a Board Secretary and a Board Treasurer. No director is allowed to serve more than one of these four officer positions. The Board of Director is not allowed to create/add new officer positions unless the new positions are approved through full Bylaws amendment process.

Section 7.2. Election and Term. With the exception of President and Vice President, Secretary and Treasurer of the Board shall be nominated from among board members. The President may nominate the candidate for the Secretary, but shall not nominate the candidate for the Treasurer. With the exception of the President, all other board members may nominate the candidate for the Treasurer. The election for both Secretary and Treasurer shall be held annually at the first regular board meeting following 6.14 of these Bylaws to approve the new Secretary and Treasurer.

The term of President and Vice President of the Board shall become effective January 1 of the upcoming year after the approval or election process according Sections 6.21 and 6.22 of these Bylaws. The term of Secretary and Treasurer of the Board shall become effective immediately upon completion of the approval process in this section of the Bylaws. Each officer shall hold office for one-year term or until her successor has been chosen and qualified, or until her death, resignation, or removal.

Section 7.3. Vacancy. With the exception of President and Vice President, any vacancy in other offices for any cause may be filled by the Board of Directors at any regular meeting. Board of Director vacancies that may occur during the year and as such, shall be filled in accordance with Section 6.7 of these Bylaws.

Section 7.4. Duties. The officers of the **GFCBW in Southern USA** shall have such authorities and duties, except as modified by the Board of Directors, as generally pertain to their offices, respectively, as well as such authorities and duties as from time to time shall be conferred by the Board of Directors and by these Bylaws.

Section 7.5. The President of the Board. The President of the Board shall have general direction of the affairs of the **GFCBW in Southern USA** and general supervision over its officers, subject however, to the control of the Board of Directors. She shall at each regular meeting, and from time to time, report to the Board of Directors all matters within the scope of her duties which, in her opinion, are in the interest of the **GFCBW in Southern USA**. She shall sign and execute in the name of the **GFCBW in Southern USA** (i) all contracts or other instruments authorized by the Board of Directors, and (ii) all contracts or instruments in the usual and regular course of business except in cases when the signing and execution thereof shall be expressly delegated or permitted by the board or by these Bylaws to some other officer or agent of the **GFCBW in Southern USA**. In general, the President of the Board shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned to her by the Board of Directors or as prescribed by these By-Laws. Unless otherwise specified in these bylaws, the President may nominate Event Committee Chairs to the Board for consideration for annual major events such as Inauguration Gala, Chinese Speech Contest, Charity Fundraiser, Yearend Member Meeting, etc. The nomination shall be considered approved if no concerns or objections were raised after review by the Board. However if concerns or objections were raised after the Board's review, the Board should follow Section 6.14 of these Bylaws to approve the nomination.

Any board member who has completed one full two-year term of directorship since the inception of **GFCBW in Southern USA** (and its former legal entity) are eligible to be elected as the new President. The term of President is one (1) year, but may be re-elected for an additional one (1)

year should the incumbent Vice President fail to become new President in accordance with Section 6.21 of these bylaws. The term limits for the President is two (2) full one-year terms.

Section 7.6. The Vice President of the Board. The Vice President of the Board shall perform such duties as may, from time to time, be assigned to her by the Board of Directors or the President of the Board. During the absence or disability of the President, or being authorized by the President, the Vice President of the Board shall perform the duties of the President of the Board and, when so acting, shall have all the authorities of, and be subject to all restrictions upon, the President of the Board

Should the President no longer be able or available to complete her term of office, after an affirmative vote of the super majority (2/3) of the directors then in office, the Vice President will assume the role of President and appoint a board member as her replacement. The term served by both the newly approved interim President and Vice President is considered a “partial term”, not a “full term”.

Only those board members who have completed one full two-year term of directorship are eligible to be elected as the Vice President. The term of Vice President is one year and cannot be re-elected for additional consecutive terms.

Section 7.7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, if any, of the Board of Directors in one or more books provided for such purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. She shall be the custodian of the official records and have general charge of such books and papers of the **GFCBW in Southern USA** as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any director, and in general shall perform all duties and exercise all authorities incident to the office of the Secretary and such other duties and authorities as the Board of Directors or the President of the Board from time to time may assign to or confer on her. All **GFCBW in Southern USA**’s official records shall be retained for at least seven (7) years by the Secretary.

In the event that both President and Vice President are absent or unable to perform their duties, the Secretary of the Board shall perform the duties of the President of the Board and, when so acting, shall have all the authorities of, and be subject to all restrictions upon, the President of the Board. This acting role shall end when the President or Vice President is able to perform her duties again.

Section 7.8. Treasurer. The Treasurer shall be responsible for insuring that all records of accounts are complete and accurate, showing at all times the financial conditions of the **GFCBW in Southern USA**. She shall be responsible for ensuring to the Board of Directors that all records and finances of the organization are maintained as required by the laws of the State of Texas. These records and finances include, but are not limited to money, contributions and other valuables which may from time to time come into the possession of the **GFCBW in Southern USA**. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the **GFCBW in Southern USA** and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer shall maintain a complete and accurate list of all contributions to **GFCBW in Southern USA**.

The Treasurer shall work with the Board to develop budget proposals for **GFCBW in Southern USA**'s annual major events, such as Inauguration Gala, Chinese Speech Contest, Charity Fund-Raising Event, Annual Meeting of Members and any other events deemed necessary by the Board. The final budget for the proposed event should be approved by the Board in accordance with Section 6.14 of these Bylaws during the planning phase.

All of **GFCBW in Southern USA**'s financial records shall be retained for at least seven (7) years by the Treasurer.

Section 7.9. Audit Committee. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information of the **GFCBW in Southern USA**. The Audit Committee shall consist of two advisors and at least two former presidents nominated by the President and approved by the board at the first regular board meeting. Such approval shall be conducted in accordance with Section 6.14 of these Bylaws. The responsibilities of the Audit Committee are as follows:

- 1) Conduct semi-annual review to ensure the accuracy of income and expense records maintained by the Treasurer, and the Board's compliance with the expense approval guidelines in these Bylaws.
- 2) Review the revenue and expenses of **GFCBW in Southern USA**'s major events and compare actual result to the budget to ensure reasonableness of the expenditures for those events.
- 3) Report the audit results to the Board in its January and July regular board meetings.

Section 7.10. Delegation. The Board of Directors may delegate temporarily the authorities and duties of any officer of the **GFCBW in Southern USA**, in case of her absence or unavailability for any reasons, to any other officer, and may authorize the delegation by any officer of the **GFCBW in Southern USA** of any of her authorities and duties to any agent, subject to the general supervision of such officer.

Section 7.11. Removal. Any officer elected or appointed may be removed, with or without cause, by the super majority (2/3) of the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby.

ARTICLE VIII - ADVISORY BOARD

Section 8.1. Number and Qualification. The number of Advisory Board members shall be two (2). The Advisory Board shall be comprised of the two immediate former presidents.

Section 8.2. Responsibilities. The responsibilities of Advisory Board are to advise and provide consultation to the Board of Directors to perform its duties. The Advisory Board members (also called Advisors) are invited to attend all board meetings but shall not have voting rights. All elections within the Board shall be observed by the Advisory Board. The Nominating, Audit, Philanthropy and Bylaws Committees should include members from Advisory Board as stated in

these Bylaws. The Board of Directors may invite the Advisors to serve on any ad-hoc committees as deemed necessary.

Section 8.3. Term. The term of each Advisory Board member shall be two (2) years.

Section 8.4. Vacancies. Any vacancy in the Advisory Board for any cause may be filled by other former presidents. The President of the Board of Directors may nominate candidate or candidates to the Board of Directors for approval. Such approval shall be conducted in accordance with Section 6.14 of these Bylaws.

Section 8.5. Special Meetings Called by Advisory Board. In the event of violation by any board director or member of **GFCBW in Southern USA** with the Bylaws, the Advisory Board may call for Special Meeting to conduct an investigation. Depending on the nature of the violation, the Advisory Board should decide if participants to the Special Meeting should include 1) the current Board of Directors only, 2) former Presidents only, or 3) the current Board of Directors and former Presidents. The Advisory Board should ensure the violation is handled appropriately with sufficient documentation according to the **GFCBW in Southern USA's** bylaws and applicable laws if necessary.

Section 8.6. Grievance Liaison. Any regular member or board member who has been removed of her membership or directorship in **GFCBW in Southern USA** may appeal the decision to this Advisory Board. Such appeal must be in writing to both Advisors and received within ten (10) working days of receiving notice of her removal. The written appeal should outline why the regular member or board member feels that she should not have been removed and include any other pertinent information that may prove helpful in reviewing the removal. Upon receipt of the appeal, the Advisory Board should lead an ad-hoc Grievance Review Committee consisting of the two Advisors, two former presidents and one former board member. The Grievance Review Committee should consult with **GFCBW in Southern USA's** legal counsel(s) to determine steps necessary to review the board's decision in removing such regular member or board member, and if such removal decision shall stand or be overturned. The review results shall be discussed with the Board of Directors to reach the agreed-upon final resolution with documentation of reasoning. The Advisory Board shall report the final resolution to the removed regular member or the removed board member within two (2) months of receiving the appeal.

Section 8.7. Supervision on Approval/ Election Processes for Board Members and Officers. The advisory board shall supervise all approval and election processes to ensure they are conducted in accordance with Sections 6.21, 6.22, 6.23 and 7.2 of these Bylaws for new President, Vice President, Board Members and Officers. The advisory board shall also supervise the process of filling any vacancy in the board to ensure its compliance with Section 6.7 of these Bylaws.

Section 8.8. Interpretation of Bylaws. In the event that the Bylaws need to be interpreted for clarity, the Advisory Board should be sought to provide guidance and help interpret the Bylaws. In the event that further clarification is still needed after the Advisory Board's guidance, the Advisory Board should seek legal counsel(s) for final interpretation.

ARTICLE IX - PHILANTHROPY COMMITTEE

Section 9.1. Number, Qualifications and Term. The Philanthropy Committee shall consist of seven members comprised of President, Vice President, two Advisors and three former presidents. The terms of these seven committee members should be staggered with three classes with each class serving for one-year, two-year and three-year terms respectively. There shall be four (4) one-year term members, two (2) two-year term members and one (1) three-year term member. This staggering approach will ensure the committee consists of experienced core members after the first year of its setup. Former presidents can be re-elected to the Philanthropy Committee without term limitation. The committee member staggering approach may be further explained in **GFCBW in Southern USA's** Policies and Procedures.

The President may consult with the advisors to form the committee during the first quarter of the year. The first committee meeting should be called by the President after the committee is formed and no later than the second quarter of the year. The committee chair should be nominated and elected from the six members other than the President and approved by the committee during the first meeting.

Section 9.2. Responsibilities. The Philanthropy Committee's responsibilities include ensuring that 1) the Board's commitment to its annual fundraising effort as required by Section 9.3. of these Bylaws, 2) the charity projects proposed by the Board adhere to the Section 9.4 Charity Donation Project Guideline of these Bylaws, 3) the project donation amounts proposed by the Board follow the Charity Project Endorsement and Fund Disbursement Guidelines in **GFCBW in Southern USA's** Policies and Procedures, and 4) **GFCBW in Southern USA's** charity fund is disbursed to donation projects with Philanthropy Committee's endorsement.

The committee chair should call a committee meeting during the second quarter of the year to review **GFCBW in Southern USA's** charity fund account balances with a briefing by the President on the Board's charity fundraising and donation plan for the year.

Section 9.3. Funding. **GFCBW in Southern USA's** Board is required to fund its charity fund by 1) allocating one-third of the Annual Membership Fee collected from its members, and 2) committing to an annual effort either through a public fund-raising activity or by donations from private funding sources allowed under federal and state laws and regulations.

A perpetual account shall be maintained by **GFCBW in Southern USA** to keep track all the charity fund transactions, including both the contributions and disbursements. Every year the board is responsible to ensure depositing into this perpetual account 1) one-third of the Annual Membership Fee collected from its members semi-annually by June 30 and December 31, 2) the charity fund raised by the Board's annual fundraising effort, 3) any additional contributions made by **GFCBW in Southern USA's** members or outside philanthropists, and 4) any surplus fund from its operations designated and approved by the Board of Directors in accordance with Section 6.14 of these Bylaws.

Section 9.4. Charity Donation Project Guideline. A Charity Donation Project is a project in which **GFCBW in Southern USA** provides the financial fund to help or relieve the poor, the needy, the disabled, casualty victims or causes toward humanity. The project can be

executed in different forms which may include 1) **GFCBW in Southern USA**'s own initiatives and sole funding; 2) **GFCBW in Southern USA**'s participating as a lead or co-sponsoring organization in a community project; or 3) **GFCBW in Southern USA**'s participating in routine donation or special casualty relief programs managed by non-profit social service organizations such as Red Cross, UNICEF, etc.

ARTICLE X - LEGAL COUNSELS

Section 10.1. Number, Qualifications and Term. The Board of Directors may retain up to three attorneys licensed in Texas to serve as legal counsels to **GFCBW in Southern USA**. The legal counsels shall be nominated by the President and approved by the board at its first regular board meeting. Such approval shall be conducted in accordance with Section 6.14 of these Bylaws. The term of the legal counsels should be effective upon the Board's approval for one year or until next year's election of the new legal counsels. All members of the legal counsels may be re-elected.

Section 10.2. Responsibilities. The Responsibilities of the legal counsels are to provide legal advice to **GFCBW in Southern USA** regarding its business and to protect its interest within the confines of the laws.

ARTICLE XI - MISCELLANEOUS

Section 11.1. Advance Expense. The President of the Board is authorized with advance expense according to **GFCBW in Southern USA**'s Policies and Procedures. The President shall report the expenditure at the immediate next regular board meeting. The annual limit for this type of expenditure is determined by **GFCBW in Southern USA**'s Policies and Procedures. After the limit is reached, the President is required to obtain Board's approval for any additional expenses.

Section 11.2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the **GFCBW in Southern USA** shall be signed by such officers of the **GFCBW in Southern USA** as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Board of Directors as stated in its Policies and Procedures.

Section 11.3. Depositories. All funds of the **GFCBW in Southern USA** shall be deposited from time to time to the credit of the **GFCBW in Southern USA** in such banks or other depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and maintaining within any such depository as it may designate, of general and special accounts, and may make such special rules and regulations with respect thereto as it may deem expedient.

Section 11.4. Organization Seal. The organization seal, if any, shall be in such form as the Board of Directors shall approve, and such seal, or a facsimile thereof, may be impressed on,

affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the **GFCBW in Southern USA**.

Section 11.5. Books and Records. The **GFCBW in Southern USA** shall keep correct and complete books and records of accounts by the Treasurer and shall keep minutes of the proceedings of its Board of Directors and Member Directory by the Secretary. All books and records should be transferred over to the new officers annually by the first Regular Board Meeting.

Section 11.6. Donations, Sponsorship and Gifts. The **GFCBW in Southern USA** maintains a Gift Acceptance Policy detailed in the organization's Policies and Procedures. The policy allows **GFCBW in Southern USA** to accept donations, sponsorship and gifts for events or activities approved by the Board of Directors to support and promote the organization's mission and objectives. The Board of Directors should follow its Gift Acceptance Policy for all other gifts given to **GFCBW in Southern USA** to determine the appropriateness of accepting those gifts.

Section 11.7. Waiver of Notice. Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 11.8. Winding Up of the Corporation. After the winding up, the remaining property of the Corporation shall be determined by a majority of Board of Directors and distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), Internal Revenue Code, with similar purposes.

Section 11.9. Conflict of Interest.

Scope of Contracts or Transaction: This section applies only to a contract or transaction between the Corporation and

- 1) one or more of the Corporation's Directors, President, Vice President, or other officers;
or
- 2) an entity or other organization in which one or more of the Corporation's Directors, President, Vice President, or other officers:
 - (A) is a managerial official or a member; or
 - (B) has a financial interest.

Duty to Disclose the Conflicts of Interests: An otherwise valid contract or transaction is valid notwithstanding that a Director, or Officer of the Corporation is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or votes to authorize the contract or transaction, if:

- 1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the Corporation's Board of Directors, and the Board in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested Directors regardless of whether the disinterested Directors constitute a quorum; or

- 2) the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board of Directors.

ARTICLE XII - AMENDMENTS

Section 12.1. Ad-hoc Bylaws Committee. These Bylaws may be requested for amendment by written request signed by more than two-thirds of the **GFCBW in Southern USA's** incumbent board members. Upon receipt of the Bylaws amendment request, a special ad-hoc Bylaws Committee shall be formed to review the amendment request. The committee shall consist of at least nine members which include President, Vice President, two Advisors, three board members and two former Presidents. The three board members and two former Presidents shall be nominated and approved by the Board in the regular board meeting immediately following the receipt of Bylaws amendment request. Such approval shall be conducted in accordance with Section 6.14 of these Bylaws. The Board of the Directors shall also determine the length of time that the ad-hoc Bylaws committee should take to complete the review and present the final recommendation regarding the amendment request to the Board for endorsement.

Section 12.2. Approval of the Amendments. Upon completing the review, the Bylaws committee shall present the amendment recommendations to the Board, and consult with legal counsels where necessary, to reach the final recommendations for Board's approval. Such approval shall be conducted in accordance with Section 6.14 of these Bylaws.

The Board shall inform members (via email or any written notice) of the amendments endorsed and approved by the Board of Directors within five (5) business days after obtaining the approval by the Board of Directors.

The amendments shall become effective after the notification to members.