USTC ALUMNI ASSOCIATION IN GREATER NEW YORK

BYLAWS

(Amended February 9, 2025)

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ARTICLE 1. NAME AND OFFICES

SECTION 1. NAME

The name of this organization is USTC ALUMNI ASSOCIATION IN GREATER NEW YORK ("**USTCAA-GNY**" or the "**Association**"). USTC is abbreviated for The University of Science and Technology of China.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Association shall be located in the State of New York as designated by the Board of Directors (the "**Board**").

SECTION 3. OTHER OFFICES

The Association may have offices at such other places as designated by the Board from time to time.

ARTICLE 2. MISSION, OBJECTIVES AND PURPOSES

SECTION 1. MISSION

(a) The Association is organized exclusively for purposes within those set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future Federal tax code (the "**Code**"). More specifically, the mission of the Association shall be to provide a forum for the USTC Alumni (defined hereinafter) and their families and friends to connect with each other and grow personally and professionally and to promote the general welfare of the USTC.

(b) The Association does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission set forth above.

(c) The Association shall not support or engage in any program or activity not permitted to be carried on by a corporation recognized as tax exempt under the Code.

SECTION 2. SCOPE OF ACTIVITIES

In furtherance of such mission, the Association shall:

(a) Strengthen the communications and association among the Alumni, strengthen the communications between the Alumni and the USTC, promote the image of the USTC, and develop and promote the prestige and interests of the Alumni and the USTC;

(b) Promote social and business opportunities and development for the Alumni; and

(c) Develop USTC alumni community by promoting better understanding, appreciation, cooperation, and harmony among Alumni, through charitable, educational, musical, cultural, athletic, or international programs, projects, exchanges, services or activities.

ARTICLE 3. MEMBERS

SECTION 1. MEMBERSHIP AND QUALIFICATIONS

A. Alumni Members

The following persons shall be eligible for membership in the Association and shall hereinafter be called "Alumni" or "Alumnus" (interchangeable herein):

(a) All persons who have completed one semester of work in any USTC program requiring at least one year for completion; or

(b) All persons who have received a degree from USTC.

To become a member of the Association, an Alumnus shall pay a membership fee annually or a lifetime membership fee. Unless otherwise determined by the Board, the lifetime membership fee is set to be ten (10) times of then-current regular annual membership fee. The terms for the membership fees shall be established from time to time by the Executive Committee as hereinafter defined in Article 6. A member of the Association shall be referred to as a Member hereinafter.

B. Honorable Members

An individual who has made significant contributions to the Association, is interested in the Association's missions, and agrees to abide by the Association's Bylaws can become an Honorable Member of the Association ("Honorary Membership") through nomination by a board member and approval by the Board. An Honorary Membership is renewable every three years at the discretion of the Board.

C. Family Members

A spouse, parent, child, or sibling of an Alumni can become a Family Member of the Association through the regular application process by paying the regular annual membership fees. A Family Member is eligible to become a lifetime member.

SECTION 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

Alumni Members of the Association shall have the following rights and privileges:

(a) to vote in all Association elections that are open to the Members;

(b) to be eligible to hold office in the Association;

(c) to receive all official communications of the Association; and

(d) other membership benefits.

Honorable Members and Family Members of the Association shall have the rights and privileges (c) and (d) above.

The Board reserves the right to revoke an Honorary Membership at any time with or without cause.

ARTICLE 4. THE BOARD OF DIRECTORS

SECTION 1. NUMBER AND ELIGIBILITY

(a) The Association shall have at least five (5) but not more than fifteen (15) directors and collectively they shall be known as the Board of Directors (the "Board"). The number of directors shall be established from time to time by the Board including for the purpose of staggering the terms of directors.

(b) The directors shall be drawn only from the Members of the Association.

SECTION 2. POWERS

The activities and affairs of this Association shall be conducted and all organizational powers shall be exercised under the direction of the Board unless otherwise explicitly stated herein.

SECTION 3. DUTIES

It shall be the duty of the Board directors to:

(a) perform any and all duties imposed on them collectively or individually by law or by these Bylaws;
(b) advise the Executive Committee to assure that its duties are performed properly;
(c) review the spending report and balance sheet at least once a year to ensure that adequate resources and proper controls are in place for the Association to fulfill its mission;
(d) meet at such times and places as required by these Bylaws; and
(e) register and update in a timely manner their addresses with the Secretary of the Association.

SECTION 4. TERMS OF OFFICE

(a) Each director serves a term of office of three (3) years or until his or her successor is duly chosen and qualified.
(b) There is no limit on the number of terms one can serve on the Board.
(c) The terms shall be staggered so that approximately one third (1/3) of the number of directors will end their terms in any given year.

SECTION 5. ELECTION

Candidates for the directors shall be nominated by a nomination committee appointed by the Board. The directors shall be elected from the nominated candidates by Members of the Association by a simple majority vote of all valid votes in the election. Absent a valid election by the Members, the directors shall be elected from the nominated candidates by members of the Board by a simple majority vote of the filled positions on the Board.

SECTION 6. COMPENSATION

Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 7. CHAIRPERSON OF THE BOARD

A chairperson of the Board shall be elected by the Board directors. The chairperson can call and preside at meetings of the Board and shall exercise and perform such other powers and duties as the board may assign from time to time.

SECTION 8. BOARD MEETINGS

(a) The Board directors shall hold a regular meeting at least once every half year at the location designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.
(b) Special meetings can be called by the chairperson of the Board or at least three members of the Board.
(c) All members of the Board must be notified of all meetings at their addresses provided to the Secretary of the Association, and the notice must be given a reasonable amount of time prior to each of the meetings.
(d) A Board director is considered participating in a meeting if attending in person, calling in, or sending a proxy to attend the meeting.

SECTION 9. WAIVER OF NOTICE AND CONSENT

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice if a quorum, as hereinafter defined, is present, unless any of the directors not present at the meeting states otherwise and notifies all members of the Board in writing within two weeks

of the distribution of the meeting minutes. Any dissent to a resolution made during any meeting of the Board must be provided to all members of the Board in writing within two weeks of the distribution of the meeting minutes. The absence of such writing notice or dissent from a director shall be construed as a waiver of notice, a consent to holding the meeting, or an approval of the resolution from the director.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the filled positions on the Board.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

(a) Every act or decision done or made by a simple majority of the directors present at a meeting duly held at which a quorum is present is considered the act of the Board, unless required otherwise by the Bylaws of this Association, the federal laws or laws the New York State.

(b) The chairperson can exercise a casting vote to break a tie in addition to his or her normal vote.

SECTION 12. VACANCIES

(a) Vacancies on the Board shall exist (1) on the death, resignation, disqualification or removal of any director, (2) when a director fails to participate in two duly notified meeting without cause, or (3) whenever the authorized number of directors is increased.

(b) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty and following of the federal laws or the laws of the New York State.

(c) Directors may be removed with cause by a majority of the directors then in office.

(d) A director may resign from the Board by giving written notice to the chairperson of the Board, the secretary of the Board or all members of the Board.

(e) Vacancies on the Board can be filled by the Board until the next election by Members.

ARTICLE 5. THE ADVISORY BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Association. The Advisory Board and each member thereof shall serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled by the Board and the Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters concerning the Association. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Association in any matter. An advisor may resign from the Advisory Board anytime by giving written notice to the chairperson of the Board, the secretary of the Board or all members of the Board.

ARTICLE 6. EXECUTIVE COMMITTEE AND OFFICERS

SECTION 1. EXECUTIVE COMMITTEE

(a) The Association shall have an Executive Committee composed of up to fifteen (15) Executive Committee members and headed by a President or Co-presidents (interchangeable, hereinafter “President”).

(b) Members of the Executive Committee shall be drawn only from Members of the Association.

(c) The Executive Committee shall exercise such powers and authority and conduct such business affairs of the Association as the Board delegates to the Executive Committee. In the intervals between meetings of the Board, the Executive Committee may act on behalf of the Board, subject to the direction and guidance of the Board.

(d) The Executive Committee shall meet in person or by writing to discuss and decide on-going matters of the Association. The President has the final decision authority.

SECTION 2. OFFICERS

The Officers of the Association include a President, a Secretary and a Treasurer, all being members of the Executive Committee.

SECTION 3. APPOINTMENT/ELECTION AND TERM OF OFFICE

(a) The Board shall appoint the succeeding President.

(b) The succeeding President shall appoint members of the succeeding Executive Committee, subject to the approval of the Board.

(c) Each Executive Committee member serves a term of office of two (2) years or until his or her successor is duly chosen and qualified.

(d) There is no limit on the number of terms one can serve on the Executive Committee, with the exception of the President, who can serve two terms at maximum.

SECTION 4. REMOVAL AND RESIGNATION

Any Executive Committee member may be removed, either with or without cause, by the President or a majority vote of the Executive Committee at any time. Any Executive Committee member may resign by giving written notice to the President or the Board if the resigning member is the President. Any such resignation shall take effect when his or her successor has been elected and qualified.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any Executive Committee member shall be filled in the manners prescribed in these bylaws for regular appointments to that office. In the event of a vacancy in any office other than that of President, such vacancy may be filled by appointment by the President or election by a majority vote of existing members of the Executive Committee.

SECTION 6. DUTIES OF PRESIDENT

(a) The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incidental to his or her office and such other duties as may be required by law, or by these Bylaws, or which may be prescribed from time to time by the Board.

(b) The President can call and preside at meetings of the Executive Committee. Except as otherwise expressly provided by law, or by these Bylaws, the President shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time require authorization from the Board.

(c) In the context of the above general duties, the President shall:

    (i) Define the number of the functional areas to nominate vice presidents (VPs) and form the Executive Committee;

(ii) Monitor the performance of the other officers and replace the officers who resign or prove ineffective in serving their roles;
(iii) Manage the day-to-day operations of the Association;
(iv) Respond to internal and external requests and resolve issues; and
(v) Represent USTCAA-GNY in dealing with other sister alumni organizations and government agencies.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

(a) Certify and keep at the principal office of the Association the original or a copy of these Bylaws as amended or otherwise altered to date;
(b) Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of directors and of Members, recording therein the time and place of holding, whether regular or special, how called, the notice given, the names of those present or represented at the meeting, and the proceedings thereof;
(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
(d) Be custodian of the records and of the seal of the Association if any and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or these Bylaws;
(e) Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased; and
(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board or the President.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Executive Committee;
(b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever;
(c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board, taking proper vouchers for such disbursements;
(d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board or the President.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The President, unless otherwise provided herein, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no other officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 4. GIFTS

The Board, the President and the Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association pursuant to the gift acceptance policy of the Association.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office in the State of New York:

(a) Minutes of all meetings of directors, committees of the Board and, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and

(d) A copy of the Association's Bylaws as amended to date, which can be open to inspection by the Members at reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. ANNUAL REPORT

The Executive Committee shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all directors of the Association, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE 9. FISCAL YEAR, FINANCES AND BUDGETS

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of August and end on the last day of July in the following year.

SECTION 2. FINANCES

The financing of the Association shall be provided by means of

- Membership dues;
- Payment for any service carried out by the Association allowable by laws and regulations; and
- Any other resources and gifts allowable by laws and regulations.

SECTION 3. BUDGETS

The President shall prepare, with the assistance of other members of the Executive Committee, an annual budget for the Association and submit it to the Board for approval. No director, officer, agent or employee of the Association may exceed the budget or authorize the exceeding of the budget of the Association without cause.

SECTION 4. SURPLUSES

The mission of the Association does not include the making of profit but if any surplus should result from its activities the Board shall decide how such funds are to be apportioned or retained for the purpose of funding services as desired by the Association. Notwithstanding the above, the Association may at its discretion choose to generate a surplus in one area in order to fund other activities or projects within the scope of activities.

ARTICLE 10. AMENDMENT OF BYLAWS

Subject to any applicable law and regulation, these Bylaws or portions thereof, may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of at least two-third (2/3) of the Board directors, or an affirmative vote of more than 50% of the total number of Members of this Association. Any notice of the meetings at which the bylaws are to be altered, amended, or repealed shall include notice of such proposed action.

ARTICLE 11. PROHIBITION AGAINST PECUNIARY GAIN

(a) No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws.

(b) No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

SECTION 1. NO PERSONAL LIABILITY

The directors, advisors, officers, and other agents of the Association shall not be held personally liable for the debts, liabilities or other obligations of the Association.

SECTION 2. INDEMNIFICATION

The Association shall indemnify and hold harmless each directors, advisors, officers, and other agents of the Association and their heirs, executors, or administrators against, and make reimbursement to them, for all reasonable cost, loss, expense, and/or liability incurred by any of them in connection with the defense or reasonable settlement in any action, suit, or proceeding in which they are made party by reason of their being, or having been, a director, advisor, officer, and other agent of the Association, except in such instances where the Board shall find that (1) such director, advisor, officer, and other agent acted in bad faith or was guilty of willful misconduct in the performance of duties on behalf of the Association; of (2) such indemnification and reimbursement would be contrary to public policy or the laws of the State of New York.

SECTION 3. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance to the full extent permitted by law on behalf of its directors, advisors, officers, employees, and other agents, against any liability asserted against or incurred by any director, advisor, officer, employee, or agent in such capacity or arising out of the director's, advisor's, officer's, employee's or agent's status as such.

ARTICLE 13. DISSOLUTION

All Members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the remaining assets of the Association, after all debts have been satisfied, shall be distributed to a successor of the Association or another party designated by the Board.

ARTICLE 14. MISCELLANEOUS

(a) The headings to the clauses are for ease of reference only and shall not affect the interpretation or construction of these Bylaws.

(b) All references to the singular are deemed also to refer to the plural and vice versa.

These Bylaws are hereby adopted by the Board of Directors of USTCAA-GNY on February 9th, 2025.

Signature:	Name:	Title:
	Du, Yunson	Co-Chair
B. Hilda Ye	Ye, B. Hilda	Co-Chair
	Chen, Dingju (Steve)	Director
	Chen, Gang	Director
	Li, Ke (Rick)	Director
	Ni, Hong	Director
Peng	Peng, Jingjiang	Director
	Wei, Rui	Director
	Wu, Zhidong (Tom)	Director
	Zhang, Pusheng	Director