

**AMENDED AND RESTATED BYLAWS
OF
GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN
SOUTHERN CALIFORNIA CHAPTER,
(a California nonprofit public benefit corporation)**

ARTICLE I. NAME

The name of this corporation shall be: GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN SOUTHERN CALIFORNIA CHAPTER ("GFCBW- SCC").

ARTICLE II.SUBORDINATE CORPORATION

GFCBW-SCC is an integral subordinate of GLOBAL FEDERATION OF CHINESE BUSINESS WOMEN in Taiwan ("GFCBW-HQ"). The GFCBW-HQ guidelines now or hereafter in effect are incorporated by reference into these Bylaws. If any conflict arises between the GFCBW-HQ guidelines and these Bylaws, such conflicts will be resolved, as reasonably as possible based on the different law and practices applicable to GFCBW-SCC, in the spirit of the GFCBW-HQ guidelines. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. The GFCBW-HQ guidelines for branches is hereby attached as appendix A at the end of these Bylaws.

ARTICLE III. OFFICES

The County where the principal office for the transaction of the business of GFCBWSCC ("principal executive office") is located in Los Angeles County, California. The directors shall designate the exact location of the principal office and may at any time change the principal office from one location to another within Southern California.

ARTICLE IV. MISSIONS AND OBJECTIVES

Section 4.1 Formation.

GFCBW-SCC has been formed under the California Non-Profit Public Benefit Corporation Law for the missions and objectives described in the Articles of Incorporation and it shall be nonprofit and nonpartisan.

Section 4.2 Missions and Objectives.

The specific missions and objectives of GFCBW-SCC are as follows: Our mission is captured in four phrases: "Global frame of mind," "Embrace trends," "Build the networks," and "Develop the economic and trade relations." We seek to promote economic and trade relations based on a broad international perspective of world concerns and understanding of global trends. We aim to unite Chinese-American business women so that their talents, expertise and resources reach more business opportunities. Through the interaction between our members, we will build friendship, foster leadership

and gain personal growth. We strive to strengthen positive public relations with American business organizations and local communities to gain recognition of Chinese Business Women. Our business exchanges will raise global awareness of Chinese cultures and arts to help promote diplomatic ties.

Notwithstanding any other provision of these Bylaws, GFCBW-SCC shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501C(6) of the Internal Revenue Code, or Section 23701 of the California Revenue and Taxation Code, or the corresponding provision of any future federal and California tax laws;

GFCBW-SCC shall observe all local, state and federal laws that apply to a nonprofit organization as defined in section 501C of the Internal Revenue Code. Notwithstanding any of the above statements of missions and objectives, GFCBW-SCC shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the missions and objectives described in the Articles of Incorporation of GFCBW-SCC.

ARTICLE V. MEMBERSHIP

Section 5.1 Membership in GFCBW-SCC.

GFCBW-SCC shall have general members. There are four(4) types of members in GFCBW-SCC: (1) regular/annual members, (2) lifetime members, (3) corporate members, and (4) honorary members

(1) Regular/Annual Member: Enrolled as new member with annual membership renewal fee paid on schedule according to set forth in Section 5.3. Required to renew to make it good standing.

(2) Lifetime member: Enrolled with one time lifetime membership fee due or upgraded from Annual member with Board of Director meeting approval.

(3) Corporate member: has to be a company with annual renewal membership fee due according to fee schedule to make it good standing. Corporate member cannot be candidate of director to be elected.

(4) Honorary Member: An outstanding woman who is recommended from any **good standing member** to Board and get approved in Board meeting of GFCBW-SCC can be invited and certificated as a honorary member. Honorary member did not have **the** right to vote and/or to be voted for director election as it is not a paid membership but join GFCBW-SCC activity by invitation.

Section 5.2 Eligibility.

Any woman, or woman representing association, corporation, or partnership, having an interest in the objectives of this organization shall be eligible to apply for membership in GFCBW-SCC. The membership application should be approved by the Board of Directors with full membership fee due received according to fee schedule. All four(4) types of members have the right to participate in activities that GFCBW-SCC design for it's members. Only member is (1) Regular/annual member (2) Lifetime member or (3) Corporate member has the right to vote as **paid membership** for directors when their membership dues as set forth section 5.3 in good standing. **Only (1) Regular/Annual Member and (2) Lifetime member can run as candidate of director.**

Section 5.3 Membership Dues.

Membership dues shall be at such rate or rates to cover each calendar year as may be from time to time prescribed by the Board of Directors payable to GFCBW- SCC. January 31 of the renewal year is set to be the due date for membership dues for renewal members. Grace period of 90 days can be extended after the due date for renewal members; i.e. up to April 30. Renewal after April 30 of the year will make the member illegible to be nominated to run as candidate of director for that year. The membership dues shall not be refundable after being accepted by GFCBW-SCC.

All renewal Membership due paid 30days prior to annual election date will be valid for remaining days of current year and eligible to vote but not become candidate of director to be elected. Any membership due paid after the annual election will be valid for the remaining of current year and the coming calendar year. Members fail to pay consecutive two years of renewal membership due will be auto removed with or without notice and can re-enroll as new member with new application with Board of Director approval with current fee schedule.

Section 5.4 Termination.

Any member may resign from GFCBW-SCC upon written request to the Board of Directors. Any member may be removed by super majority vote (2/3) at a regular or special Board meeting thereof, for illegal conducts which involve immoral character, violate these Bylaws, or substantial prejudicial to the reputation of GFCBW-SCC, after notice and opportunity for a hearing are afforded the member complained against.

Section 5.5 Memberships Not Transferable.

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

ARTICLE VI. MEMBER MEETING

Section 6.1 Annual Meeting of Members.

A general meeting of members shall be held annually, but not later than October 31st of each given year, at such time and place, and on such notice, if any, as the Board may determine for the purpose of electing Board of Directors. Qualified voting members are those who have been members for at least one month prior to the annual meeting date. At the annual meeting, the voting members shall be provided a platform for the candidates nominated for the Board to introduce themselves and discuss their qualifications and plans for the Board if elected.

Section 6.2 Special Meetings.

The Board or the President may call a special meeting of the members for issues of special concerns at any time. However, the meeting date shall be at least five (5) days after the notification of special meeting.

Section 6.3 Location of Meeting.

The annual meeting and special meetings of the members shall be held at any place within Southern California designated by the Board. The Board may authorize members who are not present in person to participate by electronic transmission or proxy.

Section 6.4 Notice of Meeting. Notice of annual election meeting

When members are required to vote for Board of Directors at the annual meeting, or for any special meeting, a written notice of the meeting shall be given at least fourteen (14) days, but not more than thirty (30) days before the meeting date. For the annual election meeting, the notice should also include the names of all persons who are nominees and their credentials.

Section 6.5 Electronic Notice.

Notice given by electronic transmission by the GFCBW-SCC shall be valid only if delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that member on record with the GFCBW-SCC.

Section 6.6 Quorum.

Thirty-Three Percent (33%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

Section 6.7 Voting.

Members in good standing on the date of the annual or special meeting as determined under these Bylaws shall be entitled to cast one vote. Good standing refers to membership at a minimum of one month. Voting will be by ballot. If voting is by anonymous ballot then the ballots must be distributed at the meeting, and not beforehand.

Section 6.8 Majority Approval.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting (equal or greater than 51%) entitled to vote shall be deemed the act of the members.

Section 6.9 Solicitation of Ballots.

GFCBW-SCC shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by GFCBW-SCC, and responses may be returned to the GFCBW-SCC by electronic transmission that meets the requirements of Section 6.5 of these Bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; and (b) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) give the members a list of the candidates nominated for the Board and a brief summary of their qualifications and plans for the Board if elected; and (b) provide a reasonable time in which to return the ballot to GFCBW-SCC. A written ballot returned by postal mail or electronic transmission must bear member's signature to constitute a valid vote. A written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director, but can be counted toward quorum. A written ballot may not be revoked.

Section 6.10 Anonymous Ballots.

If the voting is anonymous the ballots can not be sent electronically and must only be distributed during the meeting. Anonymous ballots should be prepared with color paper.

Section 6.11 Retention and Filing of Ballots.

All written ballots shall be filed with the Secretary of GFCBW-SCC and maintained in the corporate records for at least one (1) year.

Section 6.12 Proxies.

Each member entitled to vote shall have the right to do so either in person or by one agent authorized by a written proxy, signed by the member and filed with the Secretary of GFCBW-SCC. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature or electronic mail signature. Each member, besides her own vote, is limited to carrying another two proxies.

Section 6.13 Validity of the Proxies.

Any proxy for which a vote of the members is required shall not be valid unless the proxy lists the candidates who have been nominated to the Board of Directors at the time the notice of the vote is given to the members. No proxy shall be valid after the annual meeting or special meeting for which the proxy was given.