

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

Date of Adoption: December 14, 2023

ARTICLE I. NAME

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

ARTICLE II. BRANCH ORGANIZATION

GFCBW-SCC is a branch organization 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 GFCBW-SCC ("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 non-profit and non-partisan.

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 networks," and "Develop 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 culture 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(6) 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 any 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 three (3) types of members in GFCBW-SCC:

- (1) regular/annual members,
- (2) lifetime members, and
- (3) honorary members.

(1) Regular/Annual Member: Enrolled as new member with annual membership fees paid according to a schedule set forth in Section 5.3. Fees are required to be paid to be in good standing.

(2) Lifetime Member: Enrolled with one time lifetime paid membership fees or upgraded from Annual member with the approval of the Board of Directors. The eligible upgrade period should be before the expiration of the first-year anniversary date. All the membership fees paid before the first anniversary date can be applied towards the upgrade of the lifetime membership fees.

(3) Honorary Member: An outstanding woman who enhances GFCBW-SCC's image can be nominated and become an honorary member of the Board with a recommendation from a member of the Board in good standing with approval from the Board of GFCBW-SCC. Honorary members do not have the right to vote and/or to be voted for a position on the Board of Directors. An honorary member does not need to pay membership fees and can participate in GFCBW-SCC's activities. The membership of an Honorary Member is for one year at a time. Notice should be sent when the membership is terminated.

Section 5.2 Eligibility.

Any woman, who has an interest in the objectives of this organization shall be eligible to apply for membership with GFCBW-SCC. The membership application can be approved by the Board of Directors with the payment of full membership fees dues according to fee schedule.

Section 5.3 Member's Right

- (a) All three (3) types of members have the right to participate in activities organized by GFCBW-SCC for their members.
- (b) All members except Honorary Members have the right to vote for Board of Directors provided they are members in good standing including payment of their membership fees as set forth in section 5.4.
- (c) Only Lifetime members and with at least one year of membership can run as a candidate for Board Director. Special consideration with the approval of the super majority (2/3) of the full Board can be given to the Golden Crown awardees with less than one year lifetime membership.
- (d) Annual members can be candidates for Committee Members.

Section 5.4 Membership fees.

- (a) Membership fees 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 fees for annual members. A grace period of 90 days can be extended after the due date for renewal members, i.e. up to April 30. The membership fees shall not be refundable after being accepted by GFCBW-SCC.

- (b) Annual members joined or renewed 30 days prior to the Annual Meeting of Members will be eligible to vote and membership is valid for the rest of the year. Any membership fees paid 29 days prior to, during or after the Annual Meeting of Members will be valid for the rest of the current year and the coming calendar year.
- (c) For the first year, regardless of which month an annual member joins GFCBW-SCC, the full membership fees should be paid, i.e. no proration.
- (d) Members who fail to pay two consecutive years of renewal membership fees will be automatically removed with or without notice and can re-enroll as new member with new application with Board of Director approval at the current fee schedule.

Section 5.5 Termination.

- (a) Any member may resign from GFCBW-SCC upon written request to the Board of Directors.
- (b) Annual members who fail to pay two consecutive years of renewal membership fees will be automatically removed with or without notice.
- (c) Any member may be removed by super majority (2/3) of the full board vote 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. The members shall be given notice and the opportunity for a hearing prior to the Board vote for removal. The Board can proceed to vote if the member chooses inaction or no response towards Board's notice of hearing for three months from the date of notification.

Section 5.6 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.

There should be an Annual Meeting of Members 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 the 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, there should be a candidate forum for all the Board Director candidates to introduce and promote themselves.

Section 6.2 Special Meetings.

Any two Board Directors or the President may call a Special Meeting of the members for issues of special concerns at any time.

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.

The meeting notice shall be at least five (5) days for members Special Meeting. When members are required to vote for Board of Directors at the Annual 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 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 Meeting or Special Meeting as determined under these Bylaws shall be entitled to cast one vote. Good standing refers to membership for a minimum of one month prior to the meeting date.

Section 6.8 Anonymous Ballots.

If the voting needs to be in person, such as an anonymous vote, the ballots cannot be sent electronically and must only be distributed during the meeting. Anonymous ballots should be prepared with color paper, and must be distributed at the meeting, not beforehand. All anonymous ballots should look identical without any special mark to differentiate voters. The voting of the Annual Meeting to elect Board of Directors should be by anonymous ballots. An anonymous ballot may not be revoked.

Section 6.9 Solicitation of Ballots by electronic transmission or postal mail.

If the voting doesn't need to be in person, or when a meeting to vote is not necessary, 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 (c) 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 (d) 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 the 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 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 6.11 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 and dated 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 carry two proxies. Ballot will be given on site upon the presentation of proxy. For an anonymous in person vote, the proxy should be general (non-directed); i.e. no specific instructions on how the proxy holder should vote.

Section 6.13 Validity of the Proxies.

The proxy of the Annual Meeting should list the candidates who have been nominated to be the Board Directors at the time the notice of the vote is given to the members. It should be a general (non-directed) proxy since the voting is anonymous, and the proxy will be filed with the Secretary of GFCBW-SCC. But in case the proxy is marked with instruction it is still considered valid if the proxy is properly signed and dated by the proxy giver. No proxy shall be valid after the Annual Meeting or Special Meeting for which the proxy was given.

ARTICLE VII. BOARD OF SUPERVISORS

Section 7.1 Board of Supervisors.

In addition to the GFCBW-SCC's Board of Directors, there shall be a Board of Supervisors. The number of Supervisors shall be a minimum of five (5) and a maximum of nine (9). Supervisors must be former Presidents of GFCBW-SCC and shall not be a member of the current Board of Directors. The Board of Supervisors shall only supervise and advise if necessary; they have no voting rights.

Section 7.2 Purpose.

The purpose of the Board of Supervisors shall be to supervise the conduct and the business of the Board of Directors. If any conflict arises between the Board of Supervisors and the Board of Directors, the decision by a majority of the Board of Directors shall resolve the conflict.