

# **XIANGYA OVERSEAS ALUMNI ASSOCIATION**

## **BYLAWS**

### **ARTICLE I. NAME AND PURPOSE**

#### **Section 1.1. Name**

The name of the organization is the **Xiangya Overseas Alumni Association**, hereinafter the Association or XYOAA.

#### **Section 1.2. Nature**

XYOAA is an independent, non-political/non-partisan, nonprofit and volunteer-based organization of and for all overseas alumni who have graduated from, or worked at Xiangya School of Medicine or its affiliates (the Alumni).

As set forth in the Articles of Incorporation, XYOAA is organized exclusively for charitable, educational, and scientific purposes. The organization shall not participate in any political campaign in any manner, and shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax.

#### **Section 1.3. Mission**

The mission of the organization is 1) to promote the friendship among alumni and to facilitate their career development through education and exchange of information; and 2) to support the growth and advancement of Xiangya School of Medicine and its affiliates (Xiangya) through educational and scientific exchange.

### **ARTICLE II. MEMBERS**

#### **Section 2.1. Member Categories**

**2.1.1. Member** Any individual who has graduated from, or studied or worked at Xiangya, and is currently living outside of China, is considered a member of the Association.

**2.1.2. Registered Member** A member registered with the Association is a registered member. To become a Registered Member, a member shall provide the following information to the Association, and pay an annual Registration Fee as shall be determined from time to time by the Board.

Full name in Chinese and English

Affiliation with Xiangya

Current employment

Contact information (must provide at least an active email address)

#### **Section 2.2. Rights and Benefits of Members**

**2.2.1.** To join or leave the Association freely;

**2.2.2.** To participate in all social and educational activities of the Association (some events may require registration fees as shall be determined by the Board);

**2.2.3.** To partially access the information and resources provided on the Association's website ([www.xyoaa.org](http://www.xyoaa.org)).

### **Section 2.3. Rights and Benefits of Registered Members**

**2.3.1.** All the rights and benefits of Members;

**2.3.2.** Full access to the Association's website, and other services provided through the Association;

**2.3.3.** Discounted rates for attending the Association's events that require registration fees;

**2.3.4.** To elect or nominate, and to be elected as, officers or committee members of the Association.

### **Section 2.4. Chapters**

Local alumni may form their own association, which, under its own bylaws, can become a chapter of XYOAA, provided that the local association recognizes XYOAA and its leadership and bylaws, subject to the approval of the Board. The governance, organization and financial management of such chapter shall reside with the chapters and their officers. The president of a local chapter shall become a vice president of XYOAA upon appointment by the President of XYOAA.

## **ARTICLE III. BOARD OF TRUSTEES**

### **Section 3.1. Power and Duties of the Board**

**3.1.1.** The Board of Trustees, hereinafter the Board, is the legal body of the Association, and shall collectively manage and direct the affairs of the Association in consonance with these bylaws. In governing the Association, the Board shall evaluate the performance of the President and any other officer, and reserve the right and power to approve or dismiss any officer including the President by a three-fourths (3/4) majority vote.

**3.1.2.** The Board shall determine and be responsible for the employment of any agents or other employees the Association may need.

**3.1.3.** At all times and in all ways, the Board shall endeavor to advance the interests of the Alumni and its related entities.

### **Section 3.2. Composition**

**3.2.1.** The number of trustees on the Board shall be five at a minimum but no more than fifteen. The number of trustees may be increased or decreased from time to time by amendment to the Bylaws.

**3.2.2.** The Board shall be composed of:

- A. The President, President-elect and immediate past President;
- B. Six (6) appointed trustees: the President and/or the Chair of the Board may appoint up to six trustees, subject to the approval of the Board by majority vote;
- C. Six (6) at-large members: the six largest recognized chapters, as determined by the number of

registered members, may each elect one at-large member to the Board.

**3.2.3.** The total number of appointed and at-large members from a single chapter shall not be more than two (2).

### **Section 3.3. Election and Term of Trustees**

**3.3.1.** Election of trustees shall occur annually with approximately one-third of the trustees being elected or appointed each time.

**3.3.2.** The Nominating Committee shall present a list of candidates for trustees to be elected or appointed.

**3.3.3.** Trustees shall serve three-year terms except during the first three years when this bylaw becomes effective.

**3.3.4.** An appointed trustee may be reappointed, or be elected if not reappointed.

**3.3.5.** No one shall serve as an at-large member of the Board for more than two consecutive terms.

### **Section 3.4. Qualifications and Obligations**

**3.4.1.** A trustee must be a Registered Member of the Association.

**3.4.2.** An appointed trustee must have demonstrated significant contributions and/or much-needed expertise to the Association.

**3.4.2.** A trustee must pay the Trustee's due as set by the Board, and present at the Board meeting at least once annually.

### **Section 3.5. Board Meetings**

**3.5.1.** A quorum for conducting the business of the Board shall consist of 50% or more of the voting members. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. The act of a majority (>50%) of the trustees present at a meeting at which a quorum is present shall be the act of the Board, except for the amendment of the Articles and Bylaws, and the removal of the officers or trustees, which require a three-fourths (3/4) majority of the trustees.

**3.5.2.** Each trustee shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

**3.5.3.** An annual meeting shall be held once a year in November or December at a location set by the Board. The President's report and financial report shall be given, and during the election year, the new President shall be confirmed and a new President-elect shall be decided, both by voting. Newly-elected Board members can present at the annual meeting as non-voting members.

**3.5.4.** The first meeting of the new Board will be held on the same day, and immediately following, the annual meeting. The Board shall 1) elect the new Chair of the Board and elect or approve new committee chairs if applicable; and 2) determine the schedule of regular meetings for the upcoming fiscal year. Retired members may present as non-voting members.

**3.5.5.** The Board shall hold a mid-year meeting between June and August for the purpose of 1) presenting the candidates for the presidency (President-elect); 2) appointing and/or approving newly-

elected Board members; and 3) transacting other business as may be deemed appropriate.

**3.5.6.** Special meetings may be called by the President, the Chair or by written petition of one-third (1/3) of the Board members.

### **Section 3.6. Informal Action by Trustees**

**3.6.1.** Any action required by the Board may be taken without a meeting if a majority of the Board consents in writing through fax, mail or email to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the trustees shall be filed with the minutes of the Board.

**3.6.2.** Any or all trustees may participate in a Board meeting by means of telephone or video conference, or any other means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

### **Section 3.7. Vacancies**

Vacancies for the unexpired term shall be filled by majority vote of the remaining trustees or by popular vote of the alumni.

### **Section 3.8. Absence and Removal of Trustee**

**3.8.1.** Each trustee is expected to communicate with the Chair in advance of all Board meetings stating whether or not s/he is able to attend or participate by agreed-upon means of communication. Any trustee who is absent from three (3) consecutive meetings, or fails to participate for a full year, whichever occurs first, shall be deemed to have resigned due to non-participation.

**3.8.2.** A trustee may be removed by a three-fourths (3/4) majority vote of the Board, at any regularly or special meeting of the Board, whenever in its judgment the best interests of the Association would be served thereby.

## **ARTICLE IV. COMMITTEES**

### **Section 4.1. Committees of Trustees**

The Board may designate one or more Committees, which shall have and exercise the authority of the Board in the governance of specific programs of the Association.

Each Committee, with exception of the three standing Committees as noted below in section 4.2, 4.3 and 4.4, shall consist of at least one trustee who acts as the Committee Chair or Co-chair, and other members chosen by the Committee Chair in consultation with and upon approval of the President.

### **Section 4.2. Executive Committee**

The Executive Committee, with the President serving as the Chief Executive Officer, shall conduct all on-going affairs of the Association, and include the immediate past President, the President-elect, the Chair and Secretary of the Board and other members chosen by the President.

### **Section 4.3. Finance Committee**

The Finance Committee, consisting of at least two trustees, the President-elect and other members appointed by the Chair, is responsible for ensuring that the financial statements and procedures are evaluated, that adequate fiscal controls and procedures are in place and that the Association is in good financial health. The Treasurer of the Board shall chair the Finance Committee. The fiscal year of the Association shall be the calendar year.

### **Section 4.4. Nominating Committee**

This Committee, consisting of five members that include the President, the Chair of the Board, the immediate past President who shall serve as the Committee Chair unless determined otherwise by the Board, and two other trustees, shall seek and receive nominations, and make recommendations to the Board of a slate of qualified alumni to serve on the Board and as the candidates for President. The committee shall actively seek nominations from the Association.

### **Section 4.5. Other Committees and Task Forces**

The President, upon approval by the Board, may create and appoint Committee Chairs and members to such other Committees and task forces as s/he shall deem appropriate. Such Committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the President.

Each Committee member shall serve for two years until a new President is in office.

## **ARTICLE V. OFFICERS AND EMPLOYEES**

### **Section 5.1. The President**

**5.1.1.** The President is the Chief Executive Officer of the Association who carries out all decisions of the Board, and plays a major role in resource development and in representing the organization within and outside the community. S/he can take any necessary initiatives to fulfill the decisions of the Board and/or the missions of the Association, provided prompt reports to the Board are ensured.

**5.1.2** The President shall present at all meetings of the Board. At the first Board meeting of his/her term, the President shall present a program for his/her term (Term Plan) for the Board's consideration and approval. At the annual meeting, the President shall submit a written report (State of the Association) containing information and recommendations related to the current business affairs and policies of the Association.

**5.1.3.** The President may sign any deeds, bonds, mortgages, or other instruments and enter into agreements/contracts necessary to carry out the mission and programs of the Association, except where these Bylaws or policies adopted by the Board require the signature of some other officer of the Association. The Board authorizes the President or his/her designee, to accept on behalf of the Association any contribution, gift, bequest, or devise for the purposes of the Association.

**5.1.4.** The term for the presidency is two years, with the possibility of re-election, but not consecutively. The term starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

**5.1.5.** The Nominating Committee shall nominate two (2) or three (3) candidates for the presidency at

a time. The Board shall review the candidates' information and conduct an interview. The candidate with the most votes of the Board shall be the next President-elect.

**5.1.6.** The President shall, subject to the approval of the Board, appoint one Executive Vice-President and Chairs of various Committees except the Finance and Nominating committees.

## **Section 5.2. Other Officers**

**5.2.1.** The Board shall elect a Chair, a Secretary and a Treasurer among the trustees. These three officers shall serve a three-year term and may be re-elected. All other officers shall serve a two-year term.

**5.2.2.** The Chair of the Board (the Chair) shall 1) lead the Board in long-term strategic planning and development of the Association, as well as in supporting and evaluating the work of the President; 2) preside all meetings of the Board, oversee the election and function of the Board; and 3) ensure that the bylaws and procedures are followed and that all programs and activities of the Board are in accordance with the mission of the Association and the best interest of the Alumni. In the event the Chair becomes the President or President-elect, s/he shall resign from the chairmanship and the Board shall elect its new Chair.

**5.2.3.** The Executive Vice President and the President-elect shall assist the President. In case of the absence of the President, or of his/her inability from any cause to act, the Executive Vice President shall perform the duties of the President until the Board elects a new President.

**5.2.4.** The Secretary shall be responsible for 1) keeping an accurate record of all meetings of the Board; 2) seeing that all notices are duly given in accordance with the Bylaws or as required by law; 3) maintaining the official records of the organization; and 4) performing all duties customary to the office of Secretary and such other duties as the President, the Chair or the Board may assign from time to time.

**5.2.5.** The Treasurer shall be responsible for financial management, keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent and monitored consistent with funders as well as legal requirements.

## **Section 5.3. Removal and Resignation**

Any officer may be removed by a three-fourths (3/4) majority vote of the Board, whenever in the Board's judgment the best interests of the Association will be served thereby. Officers may resign at any time by providing written notice to the President or the Chair.

# **ARTICLE VI. MISCELLANEOUS**

## **Section 6.1. Compensation**

No officers or trustees shall receive any compensation from XYOAA for services rendered to the Association, except that officers and trustees may be reimbursed for expenses incurred in the performance of their duties to the Association and approved by the President or the Board.

The Association may pay compensation in reasonable amounts, as determined or approved by the President or the Board, to agents and employees for services rendered.

## **Section 6.2. Checks, Drafts**

**6.2.1.** All checks, drafts or other orders for the payment of money shall be signed by such officer or officers in such manner as shall be from time to time determined by the Board. In the absence of such determination, the President shall sign such instrument.

**6.2.2.** All funds of the Association shall be deposited to the credit of the Association in such banks or trust companies as the Board may select from time to time.

## **Section 6.3. Books and Records**

The Association shall keep at its registered office in the State of Texas (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board and any committee having any of the authority of the Board; and (3) a record of the names and addresses of the Board members entitled to vote.

## **Section 6.4. Indemnification**

Unless otherwise prohibited by law, the Association shall indemnify any trustee or officer, current or former, and any employee, by resolution of the Board, against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding to which s/he may be or is made a party by reason of being or having been such trustee, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Association for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Association.

## **ARTICLE VII. AMENDMENT OF ARTICLES AND BYLAWS**

The Articles of Incorporation and the Bylaws of the Association may be adopted, amended, or repealed by a three-fourths (3/4) majority vote of the trustees then in office, provided that at least ten days' written notice has been given to each member of the Board of such intention.