

**POLICIES AND PROCEDURES OF
JOINT CHINESE COLLEGE ALUMNI ASSOCIATION
OF SOUTHERN USA**

(Approved by the Board of Directors on September 25, 2004 and June 4, 2006)

1. Name:
The full name of the organization is “Joint Chinese College Alumni Association of Southern USA,” also known as JCCAA.
2. Address:
The address of JCCAA shall be the address of its registered agent. The Board of Directors shall have the right to change the address from time to time.
3. Purposes:
JCCAA shall be a non-profit organization. As a nonprofit organization, the purposes of JCCAA are set forth in Article 2 of the Amended and Restated Articles of Incorporation of JCCAA, which includes the following:
 - 3.1 Enhance the networking and sharing among the various Chinese College Alumni Associations.
 - 3.2 Apply the alumni’s talents and skills to improve the members’ welfare.
 - 3.3 Provide assistance to alumni and their children in study and work.
 - 3.4 Unite Chinese Americans to protect our rights and well-being.
 - 3.5 Facilitate the communication, understanding and building of relationship between Chinese Americans and local communities
 - 3.6 Promote democracy, liberty, and equality in ideals and in life
4. Membership:
 - 4.1 Membership Categories
 - 4.1.1 Original Member: Each of the following Chinese College Alumni Associations is an original Member of JCCAA: University of Chinese Culture Alumni Association, Chung-Yuan University Alumni Association, National Chung-Hsing University Alumni Association, Taipei First Girls’ High School Alumni Association, Cheng-Kung University Alumni Association of Houston, National Taiwan University Alumni Association, Soo-Chow University Alumni Association, Tung-Hai University Alumni Association, National Cheng-Chi University Alumni Association, Taiwan Normal University Alumni Association, National Tsing-Hwa University Alumni Association, Tamkang University Alumni Association, Ming-Chuan College Alumni Association.
 - 4.1.2 General Member: Any other Chinese college or university alumni association in the Southern USA region may apply for and become a General Member of JCCAA.

4.1.3 Honorary Individual Member: JCCAA may offer one-year Honorary Individual Membership to those individuals who have made important contributions to JCCAA or to the society as a whole.

4.2 Membership Qualification

4.2.1 Any Chinese college or university alumni association of the Southern USA region with more than ten alumni may apply to become a General Member of JCCAA if it:

- a) agrees with the purposes of JCCAA, and
- b) provides its membership directory, and
- c) pays membership dues.

More than half of the Directors shall constitute a quorum for the review of such application. With a quorum being present, the application shall be approved by more than two thirds of the Directors present at the Board meeting.

4.2.2 The Honorary Individual Member shall be an individual who is not an alumnus of current Original Member or General Member of JCCAA nominated by the President and approved by the Board of Directors.

4.3 Cancellation of Membership

The membership of JCCAA may be cancelled upon any of the following events:

- Acts against the purposes of JCCAA
- Fails to pay annual membership dues
- Fails to provide its membership directory each year
- Request by a member

More than half of the Directors shall constitute a quorum for the review of such cancellation. With a quorum being present, the cancellation shall become effective upon approval by more than two thirds of the Directors present at the Board meeting.

5. Board of Directors

5.1 Organization: The Board of Directors shall have the highest power for decision making. It shall consist of one Chairperson, one Vice-Chairperson, and Directors. The responsibility of the Chairperson is to call for the Board meetings and to oversee the President in conducting JCCAA's affairs. The responsibility of the Vice-Chairperson is to assist the Chairperson and to perform all the duties of the Chairperson in the Chairperson's absence. Reporting to the Chairperson are the Officers, Legal Advisors, and Historian. The Chairperson may set up committees depending on the needs.

5.2 Responsibilities of the Board of Directors:

5.2.1 Approves any proposed changes for the Bylaws and "Policies and Procedures."

5.2.2 Formulates policies and makes decisions on all important issues.

5.2.3 Oversees all financial and administrative affairs.

- 5.2.4 Elects and removes the Chairperson, Vice-Chairperson, Officers, Legal Advisor, and Historian.
- 5.2.5 Meets on a regular basis and on special occasions, and determines membership dues.
- 5.2.6 Approves Membership application and Membership cancellation.
- 5.3 Regular Meetings: The Directors shall meet quarterly each year.
- 5.4 Special Meetings: May be called by the Chairperson or by more than one quarter of the Directors. Meeting notices must be sent to each Director in writing at least three days before the meeting.
- 5.5 Quorum: Unless specified otherwise, the quorum of the Board of Directors meeting shall be one third of all Directors. 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.
- 5.6 Action Without Meeting: Any action requiring a vote of the Board of Directors at any regular or special meeting may be taken without a meeting, without prior notice and without a vote, if more than two thirds of the Directors consent thereto in writing.
- 5.7 Qualifications, Election and Responsibility
 - 5.7.1 Chairperson of the Board of Directors
 - a) Qualification: Shall be the current Vice-Chairperson of the Board, or if the current Vice-Chairperson of the Board cannot serve as the Chairperson of the Board for whatever reason, the Nomination Committee shall nominate candidates. The candidates must be a current Director.
 - b) Nomination: shall be nominated by the Nomination Committee at a Board of Directors meeting.
 - c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Chairperson shall be elected by a majority vote of the Directors present at the meeting. If no one gets over 50% of the votes the first time, a run-off voting shall be conducted for the two candidates with highest votes. If the run-off still does not produce one with more than 50% votes, the one with the highest votes shall be elected.
 - d) Time for Election: at the Board of Directors meeting in the beginning of each year.
 - e) Term: The Chairperson shall hold office for one year or until his/her earlier resignation or removal. The Chairperson shall not be re-elected.
 - f) Removal: The Chairperson may be removed by the Board of Directors. One half of all the Directors shall constitute the quorum. With a quorum being present, the Chairperson may be removed by two-thirds vote of the Directors present at the meeting.
 - g) Responsibility: As described in Section 5.1.

5.7.2 Vice-Chairperson of the Board

- a) Qualification: must be a current Director or a qualified leader of a task force.
- b) Nomination: shall be nominated by the Nomination Committee at a Board of Directors meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Vice-Chairperson shall be elected by a majority vote of the Directors present at the meeting. If no one gets over 50% of the votes the first time, a run-off voting shall be conducted for the two candidates with highest votes. If the run-off still does not produce one with more than 50% votes, the one with the highest votes shall be elected.
- d) Time for Election: at the Board of Directors meeting in the beginning of each year.
- e) Term: The Vice-Chairperson shall hold office for one year or until his/her earlier resignation or removal. The Vice-Chairperson shall not be re-elected.
- f) Removal: The Vice-Chairperson may be removed by the Board of Directors. One half of all the Directors shall constitute the quorum. With a quorum being present, the Vice-Chairperson may be removed by two-thirds vote of the Directors present at the meeting.
- g) Responsibility: In addition to the responsibility described in Section 5.1, the Vice-Chairperson is also responsible for reviewing each proposed web site development during the adjournment of regular board meeting to ensure that all relevant web site development meets the guidelines and requirements of JCCAA policies and procedures. The Vice-Chairperson shall attend, if possible, all the Web Site Committee meetings.

5.7.3 Directors

5.7.3.1 Number: Each of the current Original Member or General Member of JCCAA shall nominate two representatives to serve as Directors. The current Chairperson, Vice-Chairperson, Officers, Legal Advisor, and Historian shall also serve as Directors. The immediate past Chairperson, Vice-Chairperson, and President shall serve as Directors for one year.

5.7.3.2 Responsibilities and Privileges: Directors act as representatives of their respective alumni associations to JCCAA.

5.7.3.3 Vacancies: When an Original Member or General Member of JCCAA has less than two Directors on the Board of Directors, it can submit a written request to the Chairperson to nominate a new Director to fill the vacancy. When a

Director is elected to serve as Chairperson or Vice-Chairperson, Officers, or when a Director resigns, that Director's seat is considered vacant. Each of the current Original Member or General Member of JCCAA shall not have more than four Directors on the Board.

5.7.3.4 Substitution: The current Original Member or General Member of JCCAA may change its Directors by submitting a written request to the Chairperson.

5.7.3.5 Voting right: Each Director shall have one vote. A Director may vote in person or by proxy. If the Board receives a notice of a representative for a Director in writing prior to the meeting, the representative has the same voting right as that Director.

5.7.3.6 Attendance: It is the responsibility of a Director to attend Board meetings. If a Director's attendance rate is below 75%, the Secretary shall verbally counsel that Director.

5.7.3.7 Term: Each Director shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal.

5.7.4 Advisors

The Chairperson and the President shall serve as Advisors for four years after serving as a Director for one year following the expiration of their respective terms. Advisors may sit in the Board meeting and may vote on matters other than elections, removals, and amendment of the Bylaws.

5.7.5 Legal Advisor

- a) Qualification: must be an alumnus of members of JCCAA and a licensed attorney.
- b) Nomination: shall be nominated by the Nomination Committee at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Legal Advisor shall be elected by a majority vote of the Directors present at the meeting-
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and may be re-elected.
- f) Responsibility: The Legal Advisor shall provide legal advice regarding JCCAA business and protect the interest of JCCAA within the confines of the laws.

5.7.6 Historian

- a) Qualification: must be a past President or Chairperson of JCCAA.
- b) Nomination: shall be nominated by the Nomination Committee at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Historian shall be

elected by a majority vote of the Directors present at the meeting. –

- d) Time for Election: at the mid-year Board meeting.
- e) Term: three years, and may be re-elected.
- f) Responsibility: The Historian shall be responsible for maintaining all the documents designated by the Board of Directors.

5.7.7 Procedures

All nominations shall be made with candidate's consent. Elections of the Chairperson and the Vice-Chairperson shall be conducted with written ballots signed by the Chairperson but without Director's names.

6. Committees

- 6.1 Bylaws Committee - to study any revisions and interpretations to the Bylaws, and make recommendation to the Board for approval. The committee shall have a minimum of five members, either by volunteers from the Directors or previous Chairpersons or Presidents appointed by the Chairperson of the Board. The Chairperson of the Board shall be the Chair of the Bylaws Committee and shall be a committee member. The term shall be one year, and may serve more than one term.
- 6.2 Web Site Committee – responsible for the administration and maintenance of JCAA web site based on the procedures approved by the Board. The Committee shall consist of five members nominated by the Chairperson of the Board and approved by the Directors at a Board meeting. The term is 3 years and may be re-elected. The Committee Chair shall be elected by the committee members for a one-year term and may be re-elected. The Committee Chair shall report to the Board regularly. The Board may remove the committee members at any time. The Committee Chair shall invite the Vice-Chairperson of the Board to all committee meetings. The committee shall submit a draft of each proposed web site development to the Vice-Chairperson of the Board for review during the adjournment of regular board meeting to ensure that all relevant development meets the guidelines and requirements of JCAA policies and procedures.
- 6.3 Special Committee – to be chaired by a Director appointed by the President. Under the Special Committee there may be one or more task forces. The leaders of task forces shall be alumni of members of JCAA. The task force leader may be invited to report the progress of the task at the Board meeting, but does not have any voting right, except on task related issues. The leader may be qualified for election to be an Officer or Vice-Chairperson of the Board within a year after completing the task. The President shall provide the names of those leaders who are qualified to be elected.
- 6.4 Scholarship Fund Investment Committee – responsible for investing and managing the scholarship fund, and reporting to the Board the Fund performance at the mid-year Board meeting. The Committee shall consist

- of seven committee members, three of whom are regular committee members.
- 6.4.1 The Chair of the Committee shall be one of the regular committee members elected by the Committee, serving one-year term, and may be re-elected.
 - 6.4.2 The regular committee members must be alumni of members of JCAA, nominated by the Chairperson of the Board, and approved by the Directors present at a Board meeting. The term is three years, and may be re-elected.
 - 6.4.3 Committee Members: The Chairperson of the Board and the President shall be committee members. The other two committee members shall be Directors nominated by the President and approved by the Directors present at a Board meeting. The term is one year, and may be re-elected.
- 6.5 Nomination Committee – responsible for the nomination of Chairperson and Vice-Chairperson of the Board, President, Executive Vice-President, Vice-President, Legal Advisor, and Historian. The Committee shall consist of seven committee members: current Chairperson of the Board, President, Executive Vice-President, Immediate Past President, Immediate Past Chairperson of the Board, and two Advisors recommended by the five aforementioned members. The Chairperson of the Board shall be the Chair of this Committee. The Chair shall call a meeting three months before the election to discuss potential candidates, accept recommendations in writing from other Directors, and acquire consent from candidates for participating in election.
- 6.6 Long Term Program Development and Planning Committee – responsible for the planning and development of long term programs. This Committee shall consist of nine committee members. The Chairperson and Vice-Chairperson of the Board and the President and Executive Vice-President shall be committee members. The Chairperson of the Board shall be the Chair of this Committee. The other five committee members shall be nominated by the Nomination Committee from the current Directors, all the past Chairpersons and Presidents, and approved by the Board. The term of elected members is three years, and may be re-elected. The committee shall meet periodically and report to the Board at the Board meeting the plan and the goals for the next three years. The plan shall be approved by the Board and then executed by the President.
- 6.7 Scholarship Committee – responsible for JCAA scholarship program based on the procedures approved by the Board. The Committee Chair shall submit to the Board for approval the proposed annual program at the January Board Meeting. The Committee shall consist of up to 11 committee members.
- 6.7.1 Committee Chair: Must be an alumnus of members of JCAA nominated by the President, and approved by the Directors present at the mid-year Board meeting. The term is two years and may be re-elected.

- 6.7.2 Committee Member: Must be an alumnus of members of JCCAA. The Chairperson, Vice-Chairperson, President, and Executive Vice-President shall be committee members. The remaining committee members shall be nominated by the President, and approved by Directors present at a Board meeting. The term of elected member is two years, and may be re-elected.
- 6.8 Leisure Learning Club (LLC) Committee – responsible for development and carrying out JCCAA LLC programs and procedures approved by the Board. Committee Chair shall submit to the Board for approval of the proposed annual program at the January Meeting. Committee shall consist of up to eleven committee members, five of whom are regular committee members.
 - 6.8.1 Committee Member: Must be an alumnus of members of JCCAA or current LLC member, invited by the committee Chair. The President and Executive Vice-President shall be committee members. The term is 1 year, and may be re-elected.
 - 6.8.2 Regular Committee Member: Must be an alumnus of members of JCCAA, nominated by the Nomination Committee, and approved by the Directors present at the Sep/Oct Board meeting. The term is 2 years, and may be re-elected.
 - 6.8.3 Committee Chair: Must be a regular committee member of this committee, nominated by the Nomination Committee, and approved by the Directors present at the Sep/Oct Board meeting. The term is one year and may be re-elected.

7. Officers

7.1 President

- a) Qualification
 - Shall be the current Executive Vice-President, or
 - If the current Executive Vice-President cannot serve as the President for whatever reason, the Nomination Committee shall nominate candidates. The candidates must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the Nomination Committee at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the candidate with the highest votes shall be elected as the President.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and shall not be re-elected.
- f) Responsibility: The President shall follow the resolutions from the Board, and represent JCCAA in all outside activities. The President is responsible for conducting all businesses and is held accountable to the Board. Except for Board meetings, Bylaws Committee meetings, Nomination Committee meetings, Long Term Program Development and Planning Committee meetings, Web Site Committee meetings,

Scholarship Committee meetings, LLC Committee meetings, and Scholarship Fund Investment and Management meetings, the President shall preside over all other meetings. All expenses shall be approved by the President. If necessary, the President may form working committees. The President shall submit a work plan for the year at the first Board meeting after inauguration, and implement it after approval by the Board. The President must cosign checks of over \$1000 with the Treasurer.

7.2 Executive Vice-President

- a) Qualification: must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the Nomination Committee at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the candidate with the highest votes shall be elected as the Executive Vice-President.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and shall not be re-elected.
- f) Responsibility: The Executive Vice-President shall assist the President in conducting the businesses, and serving as the President's deputy when the President is absent.

7.3 Vice-President

- a) Qualification: must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the Nomination Committee at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the candidate with the highest votes shall be elected as Vice-President.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and may be re-elected for one more term.
- f) Responsibility: The Vice-President shall assist the President in conducting the businesses. There may be a maximum of five Vice-Presidents depending on the needs.

7.4 Secretary

- a) Qualification: must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the President at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Secretary shall be elected by a majority vote of the Directors present at the meeting.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and may be re-elected.
- f) Responsibility: The Secretary shall maintain all meeting minutes for the year, assist the Chairperson and the President in drafting all business documents, send out meeting notices, verbally counsel Board

Directors with less than 75% meeting attendance rate, and carry out other duties requested by the President.

7.5 Treasurer

- a) Qualification: must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the President at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Treasurer shall be elected by a majority vote of the Directors present at the meeting.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and may be re-elected.
- f) Responsibility: The Treasurer shall collect membership dues, donations and registration fees for all activities sponsored by JCCAA, guard all funds that belong to JCCAA, set yearly budget and report to the Board in each Board meeting, provide annual financial data to the accountant, and sign any checks less than \$1000, and cosign checks of over \$1000 with the President.

7.6 Public Relations

- a) Qualification: must be a current Director, or the qualified leader of a task force.
- b) Nomination: shall be nominated by the President at a Board meeting.
- c) Approval: One half of all the Directors shall constitute the quorum. With a quorum being present, the Public Relations shall be elected by a majority vote of the Directors present at the meeting.
- d) Time for Election: at the mid-year Board meeting each year.
- e) Term: one year, and may be re-elected.
- f) Responsibility: The Public Relations shall be responsible for news release for JCCAA, assist the President in communicating with other organizations, enhance the image of JCCAA, and carry out other duties requested by the President.

7.7 Procedures

- a) All nominations shall be made with candidate's consent.
- b) Elections of President and Vice-Presidents shall be conducted with written ballots signed by the Chairperson but without Director's name.

8. Sources of Income

- 8.1 Membership dues from each alumni association, the amount to be determined by the Board at the beginning of each year.
- 8.2 Revenues from all activities sponsored by JCCAA.
- 8.3 Donations.

9. Other Matters

- 9.1 JCCAA shall assist the Directors or Officers in resolving any external issues or disputes arising from the performance of their duties.
- 9.2 More than one half of all the Directors shall constitute the quorum for any amendment to the Bylaws. With a quorum being present, the Bylaws may

be amended upon approval by more than two-thirds vote of the Directors present at the meeting.

- 9.3 All members of task forces or working committees shall be alumni of JCCAA.