



Joint Chinese College Alumni Association of Southern USA, Inc.

BYLAWS Of JOINT CHINESE COLLEGE ALUMNI ASSOCIATION OF SOUTHERN USA, INC.

(Revised and Approved by JCCAA Board, January 22, 2006 and June 4, 2006)

Article 1- Name

1.1 The name of this organization shall be known as the Joint Chinese College Alumni Association of Southern USA, Inc. (Also known as JCCAA, Southern USA).

Article 2 – Purpose

2.1 The organization is a non-profit organization.

2.2 The organization is to provide financial assistance to the students in the Greater Houston area.

- a) To provide education needs to student with joint effort from other organizations.**
- b) To award scholarships to students who have demonstrated superior leadership, outstanding academic achievements, extra-ordinary extra-curricular activities and community services.**

2.3 The organization is actively involved and interested in charity activities in the community of the Greater Houston area.

2.4 The organization is actively involved and interested in cultural and educational activities in the community of the Greater Houston area.

Article 3 – Board of Directors

3.1 The Board of Directors of the corporation has general responsibility for the management of the business and the affairs of the corporation. The directors are vested with the duty to oversee the operation of the fund as required.

3.2 Director Qualifications and Action

a) Number of Directors, Selection and term of Office

- 1. The corporation may have up to 80 directors.**
- 2. Directors are nominated and approved by the existing Board of Directors.**
- 3. A director's term is one year, and, can be reelected for more terms.**

b) Board Meetings

- 1. Directors may act in regular or special meetings**
- 2. A majority of the Board of Directors constitutes a “quorum”. The Board can pass resolutions if there is a quorum.**

c) Delegation of Authority

- 1. Chairperson and Vice Chairperson shall be elected among the Board of Directors.**
- 2. Officers consist of President, Vice President, Treasurer, Secretary and Public Relation, shall be elected among the Board of Directors.**
- 3. The officers prepare budget for projects, maintain records of board meetings, prepare proposals for any changes on the policy and procedures and participate in charitable activities. All these mentioned shall be submitted to the Board of Directors for approval.**
- 4. The Officers exercise all the operation functions with the parameters of the authority delegated.**
- 5. Special committee shall be recommended by the officers and approved by the Board as the needs arise.**

Article 4 – Annual Audit

- 4.1 The Board of Directors may assign an external auditor to conduct an annual audit. When completed, the audit report shall be submitted to the Board of Directors for approval and shall constitute the official audit of the corporation's financial operation.**

Article 5 – Discipline

- 5.1 The officers may recommend suspending or expelling any director whose conduct is considered contrary to the interest of the organization. A majority vote is required for any action to be taken by the Board of Directors, and the director may request a hearing before the Board.**
- 5.2 A director may not have a conflict of interest in any transaction with an entity by which he/she personally profits or in which he/she has a personal interest.**

Article 6 – Funding

6.1 Pubic Donations

Article 7 – Fund Management

- 7.1 The officers shall manage the scholarship fund. It shall be used for the sole purpose of scholarship related business.**
- 7.2 The officers shall manage the charitable fund. It shall be used for the sole purpose of charitable activities.**

These bylaws of the Joint Chinese College Alumni Association of Southern USA, Inc. shall replace the previous bylaws and supersede if a conflict with any statement in the article of incorporation of the Joint Chinese Alumni Association of Houston Scholarship, Inc.