

BYLAWS  
OF THE  
CHINESE AMERICAN EDUCATIONAL  
RESEARCH AND DEVELOPMENT ASSOCIATION  
(A California Non-Profit Corporation)

ARTICLE 1  
OFFICES

Section 1.1 Principal Office. The corporation's principal official shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any place or places by the Board at any time.

ARTICLE 2  
PURPOSES

Section 2.1 Primary Purpose. Subject to the statement of charitable purpose and limitations set forth in Article II of the articles of incorporation, the corporation aims to assist Chinese Americans in educational research and policy development as well as to provide members with opportunities for collaborative and cooperation in the promotion of the corporation's goals.

Section 2.2 Goals. The major goals of the corporation are as follows: (i) to encourage members to participate in educational research and development; (ii) to inform members of grant opportunities and other financial resources for engaging in educational research; (iii) to enhance understanding of educational issues, and to promote educational development for Chinese and Chinese American students; (iv) to create opportunities for scholarly discourse regarding research findings, learning, collaboration, and cooperation among members; and (v) to establish a network for those who are committed to educational research and development.

ARTICLE 3  
MEMBERSHIP

Section 3.1 Members. The corporation (sometimes hereinafter called the "Society" or "Association") shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the Board.

Section 3.2 Associates. Nothing in this Article 3 shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" or "associates" even though such persons are not members, and no such reference shall constitute anyone a member within the

meaning of Section 5056 of the California Nonprofit Corporation Law. With the consent of the chairman or the Board, such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups or committee as it deems appropriate to advise and support the corporation.

Section 3.3 Contributor Categories. Anyone interested in the objects and purposes of the Society may become an associate of the Society upon contribution of money, property, or services to the Society or to the public for the purpose consistent with the objects of the Society, under policies or categories set by the Board.

Section 3.4 Transfer or Assignment. None of the rights and privileges set forth in this Article are transferable or assignable.

#### ARTICLE 4 DIRECTORS

Section 4.1 Powers. Subject to limitations in the articles of incorporation and these bylaws, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Society to any person or persons, a management company, or committee however composed, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared the Board shall have the following powers in addition to the other powers enumerated in these bylaws and permitted by the law:

(a) To select and remove all the other officers, agents and employees of the Society, prescribe powers and duties for them as may be consistent with the law, the articles of incorporation and these bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct manage and control the affairs and activities of the Society and to make such rules and regulations therefore consistent with law, the articles of incorporation and these bylaws, as the Board may deem best.

(c) To adopt, make and use a corporate seal, and to alter the form of the seal from time to time as the Board may deem best.

(d) To borrow money and incur indebtedness for the purpose of the Society, and to cause to be executed and delivered therefore, in the corporation name, promissory notes, bonds, debentures, deeds or trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which the Society may lawfully engage.

Section 4.2 Number, Terms and Qualifications. The authorized number of directors shall be fixed by the Directors at a variable number not less than five or more than nine. The number may be changed from time to time by vote of the Directors. Directors shall be elected for three (3) years; provided, however, of those Directors initially elected, one third, or nearly as possible, thereto, shall have initial one-year terms; one third, or as nearly as possible thereto, shall have initial two-year terms; one third, or as nearly as possible thereto, shall have initial three-year terms. Each Director shall hold office until the expiration of the elected term and until a successor has been elected and qualified. A Director may be elected to no more than two successive terms.

Section 4.3 Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Board member may resign effective upon giving notice to the president, the secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Subject to Section 4.2, vacancies on the Board shall be filled by a majority of the remaining Board members, although less than a quorum, or by a sole remaining Board member. Each Board member so selected shall hold office until the expiration of the term of the replaced Board member and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Board member or if the authorized number of Board members is increased.

The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Any member of the Board may be removed, with or without cause, by a majority vote of the Board following due notice of a meeting called for that purpose and which time the board member shall have an opportunity to be heard and present evidence.

Section 4.4 Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Society.

Section 4.5 Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 4.6 Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the president or any two directors.

Regular and special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice given personally or by telephone, telegraph, fax, or other similar means of communication. Any such notice shall be addressed or delivered to each director at the Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purpose of notice or, if the address is not shown on the Corporation's records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage paid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicated it to the recipient.

Section 4.7 Quorum. Fifty percent (50%) of the Directors then in office constitutes a quorum for the transaction of business, except to adjourn as provided in Section 4.10. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the articles of incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action takes is approved by at least a majority of the required quorum for such meeting.

Section 4.8 Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipped, so long as all members participating in the meeting can hear one another.

Section 4.9 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, proper thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.10 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn and director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were present at the time of the adjournment.

Section 4.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceeding of the Board.

Section 4.12 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.13 Fees and Compensation. Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a director's actual and necessary expenses incurred in the conduct of the Society's business. The Society may carry liability insurance respecting the conduct of the Society's business by the directors.

Section 4.14 Open Meetings. Meetings of the Board shall be open to the public, except where executive sessions are required to discuss litigation, communication with the corporation's attorney at law, or personnel matters. However, notice of meetings is not required except to members of the Board. The public may not participate in any meetings of the Board except with the consent of the chairman or the Board.

## ARTICLE 5 OFFICERS

Section 5.1 Election. The Officers of the Society shall be elected by the Board at any meeting of the Board. Officers shall be elected to a term which may be indefinite and shall be specified as such or by length by the Board. The officers of the Society shall be President, Vice President, Secretary and Treasurer and such other officers as the Board may deem necessary. Their powers and responsibilities shall include those listed below and others which may be granted by the Board.

Section 5.2 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any written contract of employment between the officer and the Society. Any officer may resign at any time by giving written notice to the Society, but without prejudice to the rights, if any, of the Society under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of the notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation shall be necessary to make it effective.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to the office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.4 President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be ex-officio a member of all the standing committees and shall have the general powers and duties of management usually vested in the office of President of an incorporated body and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws.

Section 5.5 Vice President. In the case of the absence, disability or death of the president the vice president shall perform all the duties of the president, and when so acting shall have all the powers and be subject to all the restrictions upon the president.

Section 5.6 Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board. The Secretary shall keep or cause to be kept a register showing the names of all the associates and other donor and their respective addresses. The Secretary shall give or cause to be given notice of all meetings to the extent required by law.

Section 5.7 Treasurer. The Treasurer shall be the chief financial officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Society including account of its assets, liabilities, receipts and disbursements. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Society with such depositors as may be designated by the Board. The Treasurer shall disburse the funds of the Society, or cause the same to be disbursed, as may be ordered by the Board, and shall render or cause to be rendered to the president and the directors upon request an accounting of all his or her transactions as Treasurer and of the financial condition of the Society. The Treasurer shall present to the Board at each regular meeting held thereof a monthly operating statement and a report of any and all purchases and sales of securities and investments made by and on behalf of the Society since the last preceding regular meeting of the Board. The Treasurer shall be responsible for the maintenance of adequate insurance coverage to protect funds received by the Society against loss. The Treasurer shall cause the books of account to be audited each year by a certified public accountant, and a report of such audit shall be presented to the Board no later than the fourth month following the close of the respective fiscal year.

## ARTICLE 6 COMMITTEES

Section 6.1 Board Committees. The Board may appoint one or more committees, each consisting of one or more Board members, and delegate to such committees any of the authority of the Board except as otherwise provided in Section 5212 of the California Nonprofit Corporations Law. Meetings and actions of such committees shall be governed by the same procedures as outlined in Article 3 concerning meetings and actions of the Board.

Section 6.2 Other Committees

(a) The president, subject to the limitations imposed by the Board, or the Board itself may create other committees to serve the Board which do not have the powers of the Board. The president shall be ex-officio member of all committees established under this article.

(b) The creation of committees is discretionary with the Board. If the Board determines that any one or more committees should exist, it shall assign the functions of such committee to a new or existing committee or to the Board acting as a committee of the whole.

(c) The president, with the approval of the Board, shall appoint members to serve on committees. One of the members appointed shall be designated chairman. If a Board member is on the committee he shall be the chairman. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member shall sooner resign or be removed from the committee.

(d) Meetings of a committee may be called by the president, the chairman of the committee, or a majority of the committee's voting members. Each committee shall meet as often as it is necessary to perform its duties. Notice of a meeting of a committee may be of the time and place of the meeting.

(e) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board.

(f) A committee may take action by majority vote.

(g) Any member of a committee may resign at any time by giving written notice to the chairman of the committee or to the secretary. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The president may, with prior approval of the Board, remove any appointed members of the committee.

(h) A vacancy in any committee or nay increase in the membership thereof shall be filled for the unexpired portion of the tem by the president with approval of the Board.

## ARTICLE 7 MISCELLANEOUS

Section 7.1 Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence or indebtedness, contract conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the president or a vice president and the secretary or the treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Ant such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Corporation and, unless so authorized by the Corporation, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 7.2 Construction and Definitions. Unless the context otherwise requires, the general provisions rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Word used in these bylaws shall

be read as the masculine or feminine gender and as the singular or plural, as the context requires. The caption and headings in these bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 7.3 Annual Report. The Corporation must prepare an annual report not later than 120 days after the close of each of the Corporation's fiscal years. The report must satisfy the requirements of the Corporation Nonprofit Public Corporation Law.

#### INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnification. The Corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, and in accordance with the law, indemnify each of its agent against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this section, an "agent" of the Corporation includes any person who is or was an officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation.

Section 8.2 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this article.

#### ARTICLE 9 AMENDMENTS

These bylaws or the Articles of Incorporation may be amended or repealed by two-thirds (2/3) vote of the entire Board, provided notice of such proposed amendment has been given to the Board at least seventy-two (72) hours in advance of the vote.

Rui Bari, President of the Chinese America Educational Research and Development Association, certifies that these bylaws were adopted by the board of directors of the corporation on the TWENTY-EIGHTH DAY OF FEBRUARY, 2013.



Rui Bai, President, 2012-2013

12 March 2013

Day, Month, Year