



**BY-LAWS OF TSINGHUA ALUMNI  
ASSOCIATION  
AT WASHINGTON DC (THAA-DC)  
華盛頓地區清華校友會章程**



**ARTICLE I: Name**

The official or registered name of the organization is Tsinghua Alumni Association at Washington DC (hereinafter the “Organization” or the “Association”), the abbreviation is THAA-DC, and the corresponding Chinese name is 華盛頓地區清華校友會.

**ARTICLE II: Principal Office**

The principal office of THAA-DC for recruiting members and conducting primary activities shall be located in the areas of District of Columbia, Maryland and Virginia (hereinafter “Washington DC area”), United States of America.

**ARTICLE III: Purpose and Mission**

The mission is to serve Tsinghua alumni at Washington DC area by providing service in (1) enhancing alumni connection, cultural exchange, and career and business development, (2) helping its members develop and grow personally and professionally; and (3) promoting values, integrity and principles of the alma mater of its members.

**ARTICLE IV: Entity**

The Organization is a nonprofit, non-political and non-religious association.

**ARTICLE V: Membership**

Members of the Association shall have studied or worked at Tsinghua University in either Beijing (北京) or Hsinchu (新竹) campus. Alumni members have rights to vote or serve for the Board of Directors or associated committees.

The annual membership fee is \$5 per member, subject to the change upon the Board approval.

**ARTICLE VI: Board of Directors (理事會)**

Section 1. Powers

The Board of Directors (hereinafter the “Board”) shall be responsible for the general management and supervision of the business and affairs of the Organization. It is responsible for the Organization’s by-laws

amendments and holds the ultimate power to interpret these By-laws. All policies, resolutions and all other new initiatives and proposals shall be approved by the Board.

The board is responsible for approving the annual budget plan and reviewing the annual financial reports, both of which shall be prepared by the president and the treasurer.

## Section 2. Election of the Board of Directors

The directors of the Board (hereinafter the “directors”) shall be nominated and elected by THAA-DC members. Only members of this Organization are eligible to be elected as directors. The directors may be directly voted or elected by THAA-DC members.

## Section 3. The Board Structure

The board shall consist of an odd number not less than five (5) of directors. The Board shall have one president and at least one vice president, and a treasurer (accountant). The president and treasurer (accountant) must be two separate members without any conflict of interest. The number of directors may be increased or decreased from time to time by a two-thirds (2/3) vote of the directors then in office.

It is recommended that the board includes student members. Additional alternate (候補) board member(s) is also recommended. The Board shall consist of at least one member from Beijing campus and Hsinchu campus, respectively.

The Board nominates and elects a president (會長) and one (or two) vice president(s) from the current board members. The president, vice president(s), and treasurer shall be elected by majority vote of the directors at their annual meeting.

## Section 4. Terms

In principle, the directors serve for a two-year term, and are eligible to be re-elected for a maximum of two additional two-year terms. However, under extenuating circumstances, the board may consider allowing the retiring director to be re-nominated to serve one (1) additional year, in order to ensure the continuity of the leadership.

The president serves one-year as a term until she or he becomes unavailable due to personal reason, resignation, or removal by the Board.

At the end of first year term, the Board may vote for the president to continue the second year term service. The Board may nominate and elect a new president for the second year term.

## Section 5. Annual Board Meeting

(a) *Time, Place and Notice* -- The annual meeting of the Board shall be held in the month of April or July, determined by the serving Board. Other regular meetings of the directors may be held at such places and at such times as the directors may determine.

(b) *Quorum and Voting* -- At any meeting of the Board, two-thirds (2/3) of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of major decisions. When a quorum is present at any meeting, a majority (more than ½) of the directors present and voting shall be

sufficient to take or authorize action upon any matter, including election of officers, unless the concurrence of a greater proportion is required for such action by law, or the articles of organization.

#### Section 6. Resignation and Removal of Directors

A board member (including the president) can resign at any time. The president and the Board will review and discuss with the member who submits the resignation for best resolution.

Upon the effectiveness of the president resignation, the vice president (or one of the two vice presidents) will become the acting president till the end of the president term. The board may also elect a new president for the remaining unexpired term (and the following term if the time is close to the next term).

If a director resigns or becomes absent, the above procedure can be applied as well by filling in the vacancy with a replacement director nominated by the directors and elected by a two-thirds (2/3) vote of a majority of the directors then in office.

A board member (including the president) can be removed by the Board at any time because of his/her significant malfunction against the organization's interest and mission, violation of international, federal, state and local laws, or improper moral conduct.

#### **ARTICLE VII: Committees**

The Board may form a counseling committee (諮詢委員會) by nominating / inviting honorary alumni who will dedicate to support, represent and promote the organization mission, value and interest, only in an honorary capacity . The honorary memberships can be for from one year to a lifetime.

#### **ARTICLE VIII: Financial and Accounting**

The Board shall nominate / appoint a treasurer (accountant) separate from the president. The treasurer shall assist the president and the Board to manage book keeping and all financial transactions.

All expenses shall be approved by the president or vice president prior to making an expense. An expense more than \$200 may need an approval by the Board. All reimbursements must have receipts or proof of expenses and be approved by the president or vice president, and must have electronic or hard copies with approval sent to the treasurer.

#### **ARTICLE IX: Fiscal Year**

The fiscal year of the Organization shall commence on the first day of May and end on the thirtieth of April in each year, unless otherwise provided by the Board of Directors.

#### **ARTICLE X: Personal Liabilities**

No Personal Liability. The directors and officers of the Organization shall not be personally liable for any debt, liability or obligation of the Organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Organization, may look only to the funds and property of the Organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Organization.

**ARTICLE XI: Amendments of By-Laws**

These by-laws may be amended, replaced, or altered, in whole or in part, and additional by-laws may be adopted, by a majority of the votes cast at any Board meeting, duly called and at which a quorum is present.

The foregoing by-laws were adopted and approved by the Board of Directors on March 9th, 2012.

