



BYLAWS OF THE SINO-PROFESSIONAL CLUB

ARTICLE 1 NAME AND OFFICES

SECTION 1.1 NAME

The name of this organization shall be Sino-Professional Club (SPC). It shall be a non-political and nonprofit organization incorporated under the laws of the State of Texas.

SECTION 1.2 PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Harris County, State of Texas.

SECTION 1.3 CHANGE OF ADDRESS

The Board of Directors may change the designation of the county or state of the Corporation's principal office from one location to another within the named county or any other county in the state of Texas.

SECTION 1.4 OTHER OFFICES

The Corporation may also have offices at such other places, within or outside its state of incorporation where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 2.1 IRC SECTION 501(c)(3) PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2.2 SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Corporation include:

1. Promoting the mutual support among the overseas Chinese;
2. Advancing the cultural, art, and scientific exchanges between the U.S. and China;
3. Promoting multi-cultural arts, language, and Chinese heritage;



4. Enriching lives of individuals and families;
5. Enhancing friendship and links between the U.S. and People's Republic of China;
6. Fostering the goodwill and mutual understanding between the Chinese community and other ethnic groups in the U.S.

ARTICLE 3 THE ORGANIZATION

SECTION 3.1 GENERAL ORGANIZATION STRUCTURE

The Sino-Professional Club (SPC) shall be comprised of a Board of Directors (BOD) and an Executive Committee (EC). The EC shall be responsible for the daily operation of the SPC, and has the authority and responsibility of all internal and external affairs of the SPC, except those specifically given to the General Assembly and the BOD as defined in the Bylaws. The President of the EC shall act as the sole legal representative and spokesman for the SPC. The BOD shall be responsible for setting the SPC policies and strategies, and interpreting the SPC Bylaws. The BOD shall also provide advice to and supervise the operation of the SPC.

SECTION 3.2 MEMBERS

Any person who agrees with the mission and the purposes of the SPC may become an SPC member by paying specific dues.

SECTION 3.3 SPC ANNUAL MEETING

The SPC annual General Assembly shall be held during the week of Spring Festival each year. The EC may delay the date of the annual meeting up to six (6) weeks if necessary. The Secretary of the EC shall inform the SPC members of the time and venue at least fifteen (15) days before the annual meeting by e-mails and/or mail.

SECTION 3.4 SPC SPECIAL MEETINGS

Upon written request from more than one-third ($1/3$) (round up to the nearest integer, i.e., 7.001 should be rounded up to 8) of the registered SPC members, the EC President shall: a) notify the BOD, and b) call a special meeting within three (3) days to address the specific issues. The EC President shall notify all registered SPC members via mail and/or e-mail at least one week in advance. The quorum for holding a special meeting shall be two-thirds ($2/3$) of all registered SPC members. In order for a resolution to be passed at a special meeting, a simple majority vote shall be required from those who are present at the meeting.

ARTICLE 4 BOARD OF DIRECTORS



SECTION 4.1 QUALIFICATIONS

Directors shall be of the age of majority in this state and meet all the following qualifications:

1. Have served this corporation as Executive Committee President in the past;
2. Promote the mission of this Corporation;
3. Be accountable to the Chinese community, and have significant positive influence in the Chinese community;
4. Willing to serve as a member of the BOD.

The newly elected SPC EC President shall be automatically qualified as a Director of the Corporation.

SECTION 4.2 NUMBER AND OFFICER OF BOARD MEMBERS

There are seven to fifteen members of Board of Directors. One of BOD should be elected annually as the Secretary General. The Secretary General may choose to appoint an acting Secretary when he/she is for any reason unable to perform the role of Secretary General.

One of BOD should be elected as Treasurer who is responsible for auditing SPC and NDF accounts. The Treasurer may be re-elected for up to 5 years.

Any BOD member can only serve one BOD position at a time.

SECTION 4.3 POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.4 DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove the EC President, and approve or reject the EC member list.
- (c) Supervise the performance of the Corporation and the EC President;
- (d) Meet at such times and places as required by these Bylaws;



- (e) Register their addresses with the Secretary of the Corporation; and notices of meetings e-mailed, surface-mailed, faxed, or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Raise and/or contribute money to support the corporation;
- (g) Participate in the strategic planning process and help and support SPC annual activities;
- (h) Set policy and approve work flows and procedures for the Corporation;
- (i) Review and approve the initial National Day Show budget; manage and supervise the National Day Foundation; and audit the final National Day Show financial report;
- (j) Audit the final annual SPC financial report;
- (k) Assist the EC President to maintain a strong and good relationship between SPC and the government, local Chinese community, and the community and corporative sponsors to SPC and NDF.

SECTION 4.5 NATIONAL DAY FOUNDATION

The National Day Foundation (NDF) was created specifically for the operation of the annual China National Day Celebration Multi-art Evening Show. The NDF shall be managed by the BOD. Any surplus funds from China National Day Evening Shows shall be deposited into the NDF bank account. In the event that the China National Day Evening Show incurs an operating deficit, then the NDF shall use the NDF fund to cover the loss.

The NDF fund is, in general, for the China National Day Evening Shows only, and any usage of NDF funds for other purposes is prohibited unless the BOD approves such usage in special occasions.

SECTION 4.6 COMPENSATION

Directors shall serve without compensation.

SECTION 4.7 PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors or at such other places as may be designated from time to time by resolution of the BOD.

SECTION 4.8 REGULAR MEETINGS

Regular meetings of Directors shall be held at the main office of the SPC or a place agreed to by the BOD. If, for any reason, the regular meeting cannot be held at the above date, it shall be moved up or delayed for no more than thirty (30) days from the originally planned date.

There shall be at least two BOD meetings per year.



SECTION 4.9 SPECIAL MEETINGS

The Secretary General of the Board may call special meetings of the Board of Directors. A special meeting may also be called by any BOD member if at least one-third (i.e., 7.001 round up to 8) of the BOD agree to do so.

Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 4.10 NOTICE OF MEETINGS

Notice of any meeting of the Board of Directors shall be given at least fifteen (15) days prior to the meeting by written notice delivered personally or sent by e-mail or facsimile transmission to each Director at his or her address as shown by the records of this Corporation. If e-mailed, such notice shall be deemed to be delivered when the e-mail transmission is submitted. If the notice is given by facsimile transmission, such notice shall be deemed to be delivered when transmitted. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business thereat because such meeting was not lawfully called or convened.

Meeting notices shall state the place, date, time of the meeting, and the matters proposed to be acted upon at the meeting.

Waiver of Notice: Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 4.11 QUORUM FOR MEETINGS

A quorum shall consist of two-thirds (2/3) of the members of the Board of Directors (round up to the nearest integer, i.e., 7.001 should be rounded up to 8). Except as otherwise provided for under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chair shall entertain at such a meeting is a motion to adjourn.

SECTION 4.12 MAJORITY ACTION AS BOARD ACTION

Every act or decision by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.



SECTION 4.13 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Secretary General of the BOD, or by a person chosen by a simple majority of the Directors present at the meeting.

Meetings shall be governed by Board resolutions, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 4.14 APPOINTMENT OF SPC PRESIDENT

The BOD shall vote on the next SPC President at one of its regular meetings before the SPC annual meeting. BOD members shall have the right to nominate candidates to the SPC President position.

The SPC annual meeting shall be held one month before or one month after Chinese New Year.

Voting for the SPC President shall be by written anonymous ballots. Each director shall cast one vote. The candidate receiving the highest number of votes, but no less than the majority present at the meeting, shall be elected to serve as the new president of SPC. If, in the first round, no candidates have received enough votes that are more than the majority at the meeting, then subsequent rounds of voting shall be carried out until at least one candidate receives enough ballots that exceed the majority present at the meeting.

SECTION 4.15 NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 4.16 INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 4.17 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities 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 Articles of Incorporation, these Bylaws or provisions of law.



Article 5 EXECUTIVE COMMITTEE

SECTION 5.1 EXECUTIVE COMMITTEE

The Executive Committee is the executive branch of the SPC. It is responsible for the daily operation of the SPC.

SECTION 5.2. QUALIFICATIONS

Members of the Executive Committee shall be of the age of majority in this state and meet all the following qualifications:

1. Promote the mission of this Corporation;
2. Anyone who is interested and willing to serve the SPC.

SECTION 5.3 THE STRUCTURE OF THE EXECUTIVE COMMITTEE

The EC shall consist of at least seven (7) members and shall have one president, at least two vice-presidents, a secretary, at least one assistant secretary, and one treasurer. Other office positions may include sports coordinator, art director, public relations officer, media relations officer, government relations officer, or any other positions the BOD deems necessary and appropriate.

SECTION 5.4 DUTIES OF EXECUTIVE COMMITTEE

It shall be the duty of the Executive Committee to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by these Bylaws, and by the BOD;
- (b) Prepare and execute the annual National Day Multi-arts Evening Show;
- (c) Provide SPC members networking opportunities by holding various activities and gatherings such as seminars, group discussions, conferences, and visits to academic and industrial institutes in China, Taiwan, and other places;
- (d) Organize entertaining activities that allow SPC members to enjoy a diversion from their daily work and improve their performance at their work places. These activities may include picnic parties, camping trips, fishing trips, and various art competitions;
- (e) Promote teamwork spirit and solidarity within the Houston Chinese community;
- (f) Maintain a strong and good relationship between the SPC and the government, the local Chinese community, and the community and corporate sponsors to SPC and NDF.

SECTION 5.5 DUTIES OF THE PRESIDENT OF THE EXECUTIVE COMMITTEE

The EC president shall

1. Act as the chief executive officer of the SPC and be responsible for the daily operation of the SPC under the guidance and supervision of the BOD;
2. Execute the policies, strategies, and projects determined by the BOD;



3. Lead the preparation and execution of the annual National Day Multi-art Evening Show by serving as the chairperson of the Evening Show Organization Committee;
4. Recruit new SPC members and maintain the SPC's strong presence in the Greater Houston metropolitan region;
5. Maintain a good relationship with other sister organizations in the Greater Houston area;
6. Seek private and corporate sponsorships to support SPC activities and keep SPC in good financial health;
7. Organize various activities to provide network opportunities for SPC members;
8. Protect SPC members' interests and speak for them whenever deemed necessary by the BOD and majority of the SPC members.

SECTION 5.6 DUTIES OF THE FIRST VICE-PRESIDENT

The first VP shall

1. Assist the SPC President in performing his/her duties;
2. Prepare to be nominated as the candidate of SPC EC President for the next year;
3. Handle the SPC operation during the absence of the SPC President.

SECTION 5.7 DUTIES OF THE 2ND VICE-PRESIDENT

The second VP shall

1. Assist the President and First Vice-President;
2. Focus on the areas of membership and media liaison.

SECTION 5.8 DUTIES OF THE SECRETARY

The Secretary shall:

1. Assist the SPC EC President in performing his/her duties;
2. Call meetings under the instruction of the President or the BOD, and take meeting minutes;
3. Assist the President in handling the daily work of the SPC;
4. Coordinate the maintenance and update of SPC/NDF website;
5. Keep and update SPC member list;
6. Maintain the inventory of the SPC property, and make sure all equipment and assets of SPC are transferred to the new EC after each annual meeting.

SECTION 5.9 Duties of the Treasurer

The duties of treasurer include

1. Manage SPC and NDF bank accounts;
2. Provide tax return information to the SPC President at the end of year and be responsible for filing tax return on time;
3. Keep bank account and other financial documents and transfer these documents to the newly elected Treasurer.

SECTION 5.10 TERM OF OFFICE

Each EC member shall hold office for a period of one year. Once elected, an officer shall hold office for the term for which such member is elected, and until such member's



successor is elected and qualifies or until his or her earlier death, resignation, or removal. There is no limit on how many terms an EC member can serve.

SECTION 5.11 EC VACANCIES

Should an EC officer resign, become incapacitated, be disqualified or otherwise be unable to serve, the EC President shall appoint a representative to fill the vacancy. A vacancy occurring in the EC President's position shall be filled by the BOD.

SECTION 5.12 OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

SECTION 5.13 REMOVAL AND RESIGNATION

The EC President may be removed, either with or without cause, by the Board of Directors at any time. The EC President may resign at any time by giving written notice to the Secretary General of the BOD.

Any EC officer may be removed, either with or without cause, by the EC President at any time with BOD's approval. Any EC officer may resign at any time by giving written notice to the EC President or EC Secretary.

Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5.14 MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 5.15 CODE OF CONDUCT

All EC and BOD members should avoid conflicts of interests and do not mix personal interests or business with SPC operations. EC and BOD members shall serve without any compensation.



Any trips made by EC and BOD members on behalf of SPC should be reported to the EC and BOD. In principle, the NDF and SPC accounts should not be used to finance any trips made by EC or BOD members, unless the BOD approves to do so.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 6.1 EXECUTION OF INSTRUMENTS

The Board of Directors may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 6.2 CHECKS AND NOTES

SECTION 6.2.1 SPC CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the SPC account shall be signed by the **Treasurer and countersigned by the President of the Executive Committee.**

SECTION 6.2.2 NDF CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the NDF account shall be signed by the **Treasurer and countersigned by President of the Executive Committee.**

SECTION 6.2.3 WRITING CHECKS

Neither the SPC President nor the BOD Secretary General writes checks for NDF or SPC accounts. The SPC President approves and signs the receipts for both SPC and NDF accounts.

SECTION 6.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. This rule applies to both SPC and NDF accounts.

SECTION 6.4 GIFTS

The EC President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.



ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 7.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the Board, and members (if any), indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at reasonable times during office hours.

SECTION 7.2 CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. This seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 7.3 DIRECTORS' INSPECTION RIGHTS

Each director of the BOD 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 and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 7.4 MEMBERS' INSPECTION RIGHTS

Each member shall have the following inspection rights for any reasonable purpose that is related to a member's interest in the Corporation:



- (a) To inspect and copy at reasonable times the record of all members' names, addresses and voting rights upon a written request to the Secretary of the Corporation This request shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Corporation a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of request. The request shall be in writing and shall state the purpose for which the list is requested. The member requesting this list shall be required to make a reasonable payment. The membership list shall be furnished within a reasonable time after the Secretary of the Corporation receives the request or after the date specified in the written request.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the board. This request shall be made in writing to the Secretary of the Corporation by the member for any reasonable purpose that is related to a member's interest in the corporation.

Members shall have the right to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 7.5 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person, by an agent, or by an attorney; and the right to inspection shall include the right to copy and make extracts.

SECTION 7.6 PERIODIC REPORT

The BOD and EC shall ensure that any annual or periodic report required under law is prepared and delivered to an office of this state or to the members, if any, of this Corporation within the time limits set by law.

ARTICLE 8 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 8.1 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.



Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 8.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

SECTION 8.3 DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 8.4 PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 AMENDMENT OF BYLAWS

If 1/3 BOD members (round up to higher integer, i.e., 7.01 round up to 8) deem necessary, the Bylaws of this Corporation, may be altered, amended, or repealed and new Bylaws adopted by approval of BOD with majority votes first and then by SPC general assembly with 2/3 votes.

ARTICLE 10 CONSTRUCTION AND TERMS



If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.