

**BY-LAWS OF
HIGHLAND PARK CHINESE ASSOCIATION,
A NEW JERSEY NON-PROFIT CORPORATION**

ARTICLE I – NAME AND LOCATION

The name of the corporation is HIGHLAND PARK Chinese Association, A New Jersey Nonprofit Corporation (the “Corporation”). The principal office of the Corporation shall be in the Borough of Highland Park, County of Middlesex, State of New Jersey.

ARTICLE II – PURPOSES

Section 2.01 Objectives

The Corporation shall be a Not-for-Profit organization incorporated in the State of New Jersey for the purpose of promoting Chinese culture, enhancing community relations, and welcoming new immigrants into the community through the arrangement, coordination, and promotion of charitable, educational, social, and cultural events and activities.

The organization is organized in accordance with the New Jersey Statutes, Title 15 A, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Section 2.02 Tax Exempt Status

The Corporation is organized exclusively for charitable or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or any corresponding section of any future Federal tax code (hereinafter the “Internal Revenue Code”).

ARTICLE III – MEMBERSHIP

Section 3.01 Qualifications for Membership

All residents in the Borough of Highland Park are eligible for regular memberships, and non-residents are eligible for guest memberships. Members *must* be *18 years* of age or older. Members must uphold the bylaws and believe in the values and benefits of the harmony in the community, support the purpose of the organizations, and pay an annual membership fee. Only regular members are entitled to all the rights and privileges thereof, including the right to vote. Any member may be suspended or removed from membership by a majority vote of the Board of Directors if he or she fails to abide by the bylaws such as failure to pay membership dues.

Section 3.02 Membership Meeting

Annual Meetings: The membership meeting of the Corporation shall be held annually. The Board Directors (hereafter “the Board”) shall fix a date at least two weeks prior to the meeting. A notice, stating the time and place of the annual meeting, shall be mailed or emailed or by other means, to every member in good standing as it appears on the membership roll book of the Corporation.

Special Meetings: Special membership meetings of the Corporation may be called at any time by the majority votes of the Board or by petitions from more than one-fifth of the Corporation members. The notice of such meetings shall be sent at least two weeks before the scheduled date of meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

Section 3.03 Quorum

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, majority of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-laws. If, however, such quorum shall not be present or represent at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.04 Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 3.05 Order of Business

The order of business at all meetings of members shall be as follows:

- a) Reading of the minutes of the preceding meeting.
- b) Reports of committees.
- c) Reports of officers.
- d) Old and unfinished business.
- e) New business.
- f) Adjournments.

Section 3.06 Membership Fees

Annual membership fee is determined by the Board.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01 Management of the Corporation

The Corporation shall be managed by the Board of Directors which shall consist of Seven directors (“Board Directors”). Each director shall be at least eighteen years of age.

Section 4.02 Duties

It shall be the duty of the Board of Directors to:

- a) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the Corporation;
- b) Supervise all officers and agents of the Corporation to assure that their duties are performed properly;
- c) Meet at such times and places as required by these bylaws;
- d) Register their addresses with the secretary of the Corporation, and notices of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notices thereof;
- e) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the members who are entitled to vote.
- f) Adopt and publish rules and regulations pertaining to the conduct of its meetings to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws;
- g) Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these bylaws.

Section 4.03 Election and Term

All Board of Directors shall be elected from regular members. All regular members are qualified to vote for electing the Board of Directors. The term of directors shall be two years. No director may serve more than two full terms consecutively. The term of the Directors should expire at the end of June of the election year. Directors shall hold office until the expiration of the term of which he or she was elected,

or until his successor has been elected and qualified, or until his resignation or removal. An Election committee with at least three members should be appointed by the Board two months before the end of each term to conduct elections for the Board of Directors.

Section 4.04 Quorum of Directors

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

Section 4.05 Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board. Each director present shall have one vote.

Section 4.06 Increase or Decrease in Number of Directors

The number of directors shall be seven (7), but may be increased or decreased by majority vote of the members. The total number of the Directors should be an odd number. No increase or decrease in number of directors shall shorten or lengthen the term of any other incumbent director.

The Board shall be considered as dissolved if the majority of the directors resign or are removed; hereby it should appoint an Election Committee to elect the new Board of Directors. The Board then in office shall hold office until the new Board has been elected and qualified.

Section 4.07 Removal of Directors

A director may be removed for causes by vote of the two-thirds majority of the Corporation members.

Section 4.08 Resignation

A director may resign by giving a written notice to the Board in advance. If any director shall fail to attend three consecutive Board meetings without excuse accepted as satisfactory by the Board, the director shall be deemed to have resigned.

Section 4.09 Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason in the middle of the Board then in office may be nominated by members of the Corporation and be filled by a vote of a majority of the Directors then in office, if a quorum exists; otherwise, vacancies shall be filled by vote of the members. A director elected to fill a vacancy caused by resignations, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 4.10 Place and Time of Board Meetings

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the state.

Section 4.11 Board Meeting

The Board shall meet regularly at a three months interval; notice and provisional agenda shall be given at least one week in advance. Special meetings of the Board shall be held upon notice to the Directors and may be called by the Board chair or the majority of the directors upon at least one week's notice to each director either personally or by mail or by other means. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment, unless such time and place are announced at the meeting, to the other Directors. The voting options at the Board meeting are yes, no or abstention. In case of a tie the Board chair or the majority of the directors may decide if a vote by all Corporation members is deemed necessary.

Section 4.12 Board Chair

The Board Chair should be elected by the Board of Directors and presides at all Board meetings. In his/her absence, a temporary chairperson shall be chosen by the Directors present and he/she shall preside the meeting.

Section 4.13 Non-Liability of Directors and Officers

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

Section 4.14 Honorary and Standing Advisors

The Board of Directors may adopt individuals to serve as the Honorary or Standing Advisors of the Corporation by the recommendation of the President and the majority vote of the Board of Directors. The primary responsibility of the Advisors shall be to advise the Board of Directors on any aspects of operation of and/or purposes of the Corporation. Both the Honorary and Standing Advisors may attend each Meeting of the Board of Directors. The term of all appointed advisers is two years. The Board of Directors may adopt resolutions to create other honorary positions if necessary. All these honorary positions shall be appointed by the Board of Directors.

Section 4.15 Conduct

A Director and his/her spouse shall avoid engaging in activities that may conflict with the interest of the Corporation. Should such a potential conflict arise, the Director involved must fully disclose the information related to the potential conflict to the Board immediately, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the Board meeting minutes. The Board shall evaluate the potential or resulting impact on the Corporation and take actions, if needed, that may include either ratifying the Director's conduct or removal of the Director involved from the Board by unanimous votes of all of the remaining Directors.

ARTICLE V – OFFICERS AND DUTIES

Section 5.01 Officers

The President, Vice President, Secretary, and Treasure shall be elected by the Board of Directors, at any time. Other Officers shall be recommended by the President and approved by the Board of Directors. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. There is no restriction for the number of terms of any officer.

Section 5.02 Term of Office.

The officers shall hold the office for a one-year term or until he or she is replaced by the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 5.03 Removal.

Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 5.04 Resignation from Office.

Officers may resign at any time by providing written notice to the Chair.

Section 5.05 Duties. The duties of the officers are as follows:

President The President shall be the chief executive officer of the Corporation. He or she shall have the general management of the affairs of the Corporation and shall see that all orders and

resolutions of the Board are carried into effect. The President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community.

Vice President In case of the absence of the President, or of her/his inability from any cause to act, the Vice President shall perform the duties of that office. Like the President, the Vice President shall play a major role in resource development and in representing the organization within and outside the community.

Treasurer The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; s/he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; s/he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; he or she shall at all reasonable times exhibit his books and accounts to any director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, he or she shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the Corporation.

Secretary The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature.

ARTICLE VI – COMMITTEES

Section 6.01 Committees.

The Board of Directors may designate and appoint one or more committees, to carry out the decisions and resolutions by the Board. Each committee should be chaired by a Board Director and consist of at least one member. Each member of the committee shall serve for one year, unless he or she is replaced by the Board.

Section 6.02 Task Forces.

The Board of Directors may create and appoint members to task forces as they shall deem appropriate. Such task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 6.03 Compensation.

The Officers shall not receive salaries for their services. Officers shall serve without compensation except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Section 6.04 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 are under the leadership of the Board. They may consist of persons who are not board members. The Chairperson of each committee shall be chosen by the President. The adding or removal of member(s) of each committee shall be recommended by the Chairperson of the committee and approved by the President.

ARTICLE VII – FUNDS AND ACCOUNTS

All funds and assets of the Corporation shall be used exclusively for the purposes as set forth herein and in the certificate of incorporation, and no portion thereof shall be paid or transferred directly or indirectly, in any manner or form by way of profit, to any individual, organization or corporation, provided that nothing herein shall prevent the payment, in good faith, of any reasonable and proper remuneration to any officer, agent or employee of the Corporation.

True accounts, books and records of the funds received and expenditures made with respect to the assets and liabilities of the Corporation shall be kept; the same shall be located at the principal office of the Corporation or at such other place or places as the Board may see fit. The books and records shall at all time, during reasonable business hours, be subject to inspection by any member. At the annual meeting of the members, a financial report in accordance with pertinent provisions of the Not-For-Profit Corporation Law shall be presented.

Charitable donation funds will be recorded differently from the membership fees. All donations received will be used solely on charity activities. Donations received which are designated for specific purposes will be only used for the specific purposes, with trackable records. Donor advised funds are also acceptable with the agreement that the wishes of the donors will be considered when the charity spends the contributed funds. Other donations without clearly designated purpose will be used on a need basis for township wide charity needs.

ARTICLE VIII – CONSTRUCTION

The Board shall have the ultimate authority in interpreting or construing the Bylaws. In the event of any conflict between any provision of the Bylaws and the applicable federal or state laws, the corresponding federal or state laws shall govern.

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

ARTICLE IX – DISSOLUTION

The Corporation may not be dissolved unless with a two-thirds majority vote of all Corporation members.

No Board member, officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after paying or adequately providing for the debts and obligations of the Corporation, remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations that have established their tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X – AMENDMENTS

The amendment of the By-laws shall be presented to the Board for discussion at the joint proposal made by at least one third of the Directors, and be approved by three-fourth majority of the entire Board before it comes into effect.

ARTICLE XI – BASIC POLICIES

The following are basic policies of the Corporation:

- a) The Corporation shall be non-commercial, non-sectarian and non-partisan;
- b) The Corporation shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
- c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Objectives set forth in Article II hereof;
- d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.