

LAWS OF WAN HUA ALUMNI ASSOCIATION

ARTICLE I NAME

SECTION 1.1 The name of the Organization shall be Wan Hua Alumni Association.

ARTICLE II PURPOSES

SECTION 2.1 The goal of the Association is to provide networking opportunities among Wan Hua alumni worldwide.

SECTION 2.2 To provide assistance to former Wan Hua nuns and retired teachers in Burma.

SECTION 2.3 To assist alumni who are in difficult time due to illness or bereavement.

ARTICLE III Power of the Board of Directors

SECTION 3.1. The Board, led by a chairperson, shall consist of not less than five (5) directors and not more than twenty (20) directors.

SECTION 3.2. The Chairperson of the Board shall be the duly-elected President of Wan Hua Alumni Association or a member of the Board of Directors.

SECTION 3.3 The Board of Directors will serve without compensation. In the event the board asks a director to incur an expense, the director will be reimbursed.

SECTION 3.4 The duration of a term for officers shall be two years. No Officers shall serve more than two terms unless otherwise approved by a two-thirds vote of the members at a regular meeting.

SECTION 3.5. Any Officer who is found to have seriously violated the Association's bylaws or rules may be forced to relinquish his/her position by a two-thirds vote of the members at a regular meeting.

SECTION 3.6 The Association may consider propositions that are jointly sponsored, duly signed and submitted by five (5) or more members of the Association. If the propositions are approved by the majority of the members, they shall be incorporated into the by-laws of the Association.

SECTION 3.7 Officers shall obtain prior approval from the Board of Directors on purchases of goods or services that exceed \$300.00 in value.

SECTION 3.8 Officers shall not enter into any financial agreements with any party or company without proper authorization from the Board of Directors to do so.

SECTION 3.9. The annual and regular meetings of the Board shall be held at a restaurant or a residence of a member who volunteers to offer his/her place as a meeting venue. Members of the Association shall be notified of the time, place and agenda of each meeting at least fourteen (14) days in advance of such a meeting.

SECTION 3.10. The board of directors shall convene no less than one meeting per quarter at date and time to be decided by the president of the Association.

A quorum shall consist of a majority of the entire Board of directors. All decisions shall be made by a majority vote of those present at a meeting at which a quorum is present. A meeting at which a quorum is established may continue to transact business notwithstanding the absence of other directors.

There shall be no proxy voting. The majority of the quorum present will decide all votes except those requiring a two-thirds (2/3) vote.

A two-thirds (2/3) vote is required to adopt any motion that:

- (1) Suspends or modifies bylaws previously adopted.
- (2) Prevents a motion from being introduced.
- (3) Recommends removal of a board member from the board or from office.

SECTION 3.10. Officers/Directors/Members shall not in any way make the Association responsible for any unlawful act or wrongdoing.

ARTICLE IV Executive Committee Members

SECTION 4.1. The officers of the Association shall be President of the Board, two Vice Presidents, one Secretary and one Assistant Secretary, two Treasurers, one Auditor, one Web Administrator, one Photographer, one Activities Director, one Public Relations Director, one Social/Caring Director, two Advisors and one Senior Advisor.

SECTION 4.2. The Board committees may be established from time to time by the Board.

SECTION 4.3 The executive committee members shall be appointed by the Chairman of the board, subject to the approval of the Board. Appointments to committees may include members of the Board as well as non-board members or individuals, subject to the approval of the Board. The term of any committee shall be set at the time of its appointment.

SECTION 4.4. Officers/Directors/Members shall not use the Association's mailing Lists or other types of lists for any purposes other than promoting the Association's business.

SECTION 4.5. Each committee shall meet as often as necessary to perform its duties at the time and place set by its chair.

Section 4.6. The President of the Association shall be the chief executive officer of the association and shall be subject to the control of the Board of Directors. He or she shall preside over all meetings of the Board and shall prepare an agenda for all meetings of the board.

ARTICLE V. Wan Hua Presidential Election & Election Rules

The Election shall be a two-step process. First, members of Wan Hua alumni Association will nominate candidates for President. Second, all Wan Hua alumni will qualify to directly elect one of the candidates (nominees) on the list to be President of the Association. This list of candidates (nominees) shall automatically include the incumbent, unless the incumbent officially declares that he/she is not interested in getting reelected for a second term and requests in writing that his/her name be removed from the candidates list.

Former students of Catholic Anglo Chinese School and St. Emilies' Convent (both within and outside the U.S.) shall be asked to send in their nominations, either by mail or e-mail to the Secretary of the Association. Deadline for sending in the nominations shall be announced no later than 30 days before the election. No late mail or late email shall be accepted.