

**BYLAWS  
OF ZHEJIANG CHAMBER of COMMERCE USA**

**(a California Nonprofit Public Benefit Corporation)**

Rectified on \_\_\_\_\_

**ARTICLE 1  
OFFICES AND FISCAL YEAR**

Section 1.1 Registered Office. The registered office of The Zhengjiang Chamber of Commerce USA in the State of California shall be located at 605 Market Street, Suite 1300, San Francisco, CA 94105, USA.

Section 1.2 Fiscal Year. The fiscal year of ZCC USA shall end on the 31st of December in each year.

**ARTICLE 2  
MEMBERSHIP**

Section 2.1 Membership. ZCC USA shall have one class of members. An individual may become a member of ZCC USA upon referral by two (2) members and approval by the Membership Committee. The Membership Committee may establish and amend from time to time the criteria for admitting members (the "Membership Criteria"), which criteria shall become effective upon approval by a majority vote of the entire Board of Directors. Members shall be individuals, or Organization in which case only one natural person representing the organization will participate in vote.

Section 2.2 Voting Right. Each member in good standing shall be entitled to one vote in person or by proxy on each matter submitted to a vote of the membership.

Section 2.3 Duty. Each member shall pay membership fee of \$500 USD to the Treasurer. The initial membership fee shall be set by and can be raised from time to time by the Membership Committee. Each member shall abide by the Bylaws and the Membership Criteria.

Section 2.4 Membership Not Transferable or Assignable. A member may not assign or transfer his/her membership.

Section 2.5 Termination of Membership. Membership is terminated upon a member's death, resignation or removal. Any member may resign at any time by giving a written notice to the Membership Committee and such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof. A member may be removed for cause if such removal is proposed by the Membership Committee, approved by a majority vote of the entire Board of Directors and conducted in accordance with Section 5341 of the Nonprofit Corporation Law of the State of California ("NCL"). The cause may include, but is not limited to, conviction of a crime, failure to pay the membership fee, and failure to comply with the Bylaws or the Membership Criteria.

### **ARTICLE 3 MEETINGS OF MEMBERS**

Section 3.1 Place of Meetings. Meetings of the members shall be held at any place designated by the Board of Directors.

Section 3.2 Regular Meetings. A regular meeting of the members shall be held every year for the purpose of electing Directors pursuant to Section 4.6 of these Bylaws and transacting any other proper business which may be brought before the meeting.

Section 3.3 Special Meetings. A special meeting of the members may be called at any time by the Board of Directors, the chairperson or at least ten (10) members.

Section 3.4 Calling Meetings by Members. If a special meeting is called by members other than the chairperson, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or by registered mail to the Secretary General of ZCC USA. The Secretary General shall cause notice to be promptly given to the voting members, in accordance with Section 3.5 and Section 3.6. If the notice is not given within twenty (20) days after the Secretary General's receipt of the request, the members requesting the meeting may give the notice.

Section 3.5 Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at such meeting. The notice shall specify the place, date and time of the meeting, and the general nature of the business to be transacted.

Section 3.6 Manner of Giving Notice. Notice of any meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall be given either personally, or by facsimile or electronic mail transmission, or registered or certified mail, or by other means of written communication, and shall be addressed to each member at the address of such member appearing on the books of ZCC USA or given by the member to ZCC USA for purpose of notice.

Section 3.7 Quorum and Voting. Ten Percent (10%) of the members, represented in person or by proxy or by any communication means, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the NCL. The members present at a duly called and held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding

the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Voting may be by voice or ballot, provided that any election of directors must be by ballot.

Section 3.8 Adjournment. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the voting members represented either in person or by proxy at the meeting.

Section 3.9 Waiver of Notice. Attendance by a member at a meeting shall constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting shall not constitute a waiver of any right to object to the consideration of any matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 3.10 Action by Written Ballot. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if a written ballot is distributed to every member entitled to vote on the matter.

(a) The ballot and any related material may be sent by electronic transmission by ZCC USA and responses may be returned by electronic transmission to ZCC USA. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of

votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited in a manner consistent with the requirements of Section 3.6. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) No written ballot may be revoked after it is delivered to ZCC USA.

(e) All written ballots shall be filed with the Secretary General of ZCC USA and maintained in ZCC USA' records.

(f) Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot and the superior court may compel compliance therewith at the suit of any member.

Section 3.11 Record Date for Notice, Voting, Written Ballots, and Other Actions. The record date for determining members entitled

(a) to received notice of a meeting of members shall be the business day next preceding the day on which notice is given,

(b) to vote at the meeting shall be the day on which the meeting is held,

(c) to vote by written ballot shall be the day on which the first written ballot is mailed or solicited, and

(d) to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later. For the purposes of this section, a

person that has been approved and remains as a member at the close of business on the record date shall be a member of record.

Section 3.12 Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary General of ZCC USA. A validly executed proxy shall continue in full force and effect until revoked by the member executing it before the vote is cast under that proxy, by a subsequent writing delivered to the Secretary General stating that the proxy is revoked, by a subsequent proxy executed by that member and filed with the Secretary General, or by the member's personal attendance and voting at the meeting; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution.

## **ARTICLE 4 THE BOARD OF DIRECTORS**

**Section 4.1 Power.** Subject to the provisions of law or any limitations in the Articles of Incorporation or these Bylaws, the business and affairs of ZCC USA shall be managed and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of ZCC USA to the Officers or other person, provided that the business and affairs of ZCC USA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.2 Assembly. The Board of Directors shall consist of members in good standing elected by the membership of ZCC USA.

Section 4.3 Number. The number of directors shall be five (5) or may be fixed from time to time by a resolution adopted by a

majority vote of the entire Board of Directors then in office, but in no event may there be less than three (3) directors or more than seven (7) directors.

Section 4.4 Quorum. At each meeting of the Board, more than fifty percent (>50%) of all directors, whichever is higher, shall constitute a quorum for a board decision. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting without notice other than an announcement at the meeting, until such a quorum is present.

Section 4.5 Board Decision. Unless explicitly stated herein, the vote of a majority of the directors present at any board meeting at which there is a quorum shall be the act of the Board of Directors.

Section 4.6 Election. The Board shall form a committee which shall be responsible for handling nomination of directorship candidates (the "Nomination Committee") by appointing at least two members who are not then seeking election. A candidate for directorship shall be a member in good standing, be nominated by the Nomination Committee or by at least five other members in good standing. Each candidate shall submit to the Nomination Committee his/her election statements, which statement shall include, among other requirements that may be set by the Nomination Committee, a description of such candidate's past contribution to ZCC USA. The Nomination Committee shall release the list of candidates and their election statements to the entire membership prior to the election. The election shall be conducted at the regular or special membership meeting by ballot. The candidates receiving the highest number of ballots shall be elected. The ballot shall be recorded by the Nomination Committee, confirmed by the Board of Directors, and the Directors elected for the subsequent term shall be officially declared. All other logistic aspects of the elections may be managed by the Nomination Committee in accordance with these Bylaws and the NCL.



Section 4.7 Chairperson. Chairperson of ZCC USA shall be a Director and elected by the majority of Directors. Chairperson shall direct board meetings, manage Officers of ZCC USA, present an annual report to ZCC USA, and represent ZCC USA in dealing with external affairs. A Chairperson may hold more than one term., provided however, in no event may a Chairperson hold the chairmanship position for more than two (2) consecutive terms.

Section 4.8 Term. Each Director, including a Director elected or appointed to fill a vacancy, shall hold office either until the next regular meeting and until a successor has been elected and qualified, or until his death, resignation or removal. A Director may hold more than one term., provided however, in no event may a Director hold Directorship for more than two (2) consecutive terms.

Section 4.9 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 4.10 Removal. A Director (other than the Chairperson) may be removed only for cause by motion proposed to the Board of Directors through a member. The removal shall become effective upon approval by a majority vote of the entire Board of Directors as well as by two-thirds (2/3) of the members that constitute a quorum. The chairperson may be removed by a motion initiated by one third of members singing the motion and approval of the motion by two thirds of all members.

Section 4.11 Vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or upon increase in the authorized number of directors or if membership fail to elect the full authorized number of directors at a regular or special meeting



of members or if, for whatever reason, there are fewer directors on the Board of Directors, than the full number authorized. Such vacancy or vacancies may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

## **ARTICLE 5 COMMITTEES AND OFFICERS**

**Section 5.1 Committees.** Committees of ZCC USA shall consist of Membership Committee, Nomination Committee, Executive Committee and such other executive committees as the Board of Directors may establish from time to time by resolution adopted by a majority of the entire Board then in office.

Section 5.2 Officers. The Officers of ZCC USA shall consist of the Chairperson of the Board of Directors, a Secretary General, a Treasurer, Executive Directors for each Committee, and such other Officers as the Board of Directors may determine from time to time by resolution adopted by a majority of the entire Board then in office. All Officers shall report to the Chairperson and subject to the supervision and direction of the Board of Directors.

Section 5.3 Functions of Officers. The objectives of all Officers are to promote ZCC USA, advance the interests of members, and implement the mission of ZCC USA under the guidance and leadership of the Board of Directors.

(a) Executive Directors of Membership Committee shall establish, amend, and implement the Rules for Membership Application, Membership Criteria, Membership Removal; screen and select candidates for membership; and remove members for cause.

(b) Executive Directors of Nomination Committee shall manage the nomination process, establish and implement the Rules for Election and coordinate the election process of Directors of ZCC USA.

(c) Executive Directors of Executive Committee shall consist of members who pay a predefined amount of fees in a calendar year in addition to the membership fee, whereas the predefined amount is determined and adjusted by the Board of Directors, and the Executive Committee members are approved by the Board of Directors. The Executive Committee shall be the executive branch of the Board of Directors and implement the decisions or guidelines made by the Board of Directors.

(d) The Secretary General shall keep all written records of ZCC USA, especially the Secretary General shall serve notices of ZCC USA or ZCC USA meetings; serve and record ballot; keep the minutes of all meetings of the Board in books to be kept for that purpose; keep official correspondence of the Board and perform all duties incidental to the office of Secretary General and any other duties assigned by the Board.

(e) The Treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of ZCC USA and shall deposit all funds of ZCC USA in the name and to the credit of ZCC USA in the banks or other depositories chosen by the Board. When requested by the Board, the Treasurer shall exhibit the books and accounts to the Board, and shall perform any other duties assigned by the Board. At the end of each term of the Board, the Treasurer, together with the **President**, shall present a report to the entire membership showing the balance sheet and cash flow of ZCC USA during such term.

(f) The Operation Director shall provide logistics assistance to the Board of Directors or each Committee herein.

Section 5.4 Approval of Rules. The rules or amendments thereof set forth by each Committee or Officer shall be presented to the Board by the Executive Director of such committee and shall become effective upon the approval by a majority of the entire Board.

Section 5.5 Appointment. Each Officer shall be appointed by a

majority vote of the entire Board. Officers for newly established Committees shall be appointed by a majority vote by the Board of Directors immediately after such Committee is established. All Officers shall serve at the pleasure of the Board of Directors.

Section 5.6 Committee Member. Other than the Executive Committee, Executive Director of each Committee may appoint up to five (5) members to join such Committee upon approval by a majority vote of the Board. A Committee Member may be terminated anytime by such Executive Director by whom the Committee Member is appointed. The number of Executive Directors in the Executive Committee shall be determined by the Board from time to time.

Section 5.7 Term. An Officer may stay in office as long as a newly elected directorship reaffirms the position through a majority vote, provided however, the Officer's term shall terminate upon the Officer's death, resignation, or removal.

Section 5.8 Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors

Section 5.9 Removal. Any Officer may be removed by a vote of a majority of the Board of Directors then in office, with or without cause, at any meeting of the Board at which a quorum is present.

Section 5.10 Vacancy. A vacancy for any office arising from any cause may be filled in the same manner prescribed by these Bylaws for initial appointment to such office.

## **ARTICLE 6 LIMITATION ON LIABILITY, INDEMNIFICATION AND INSURANCE**

Section 6.1 Limitation of Liability. To the fullest extent permitted

under the NCL, as it exists on the date hereof or may hereafter be amended, a Director or Officer of ZCC USA shall not be personally liable to ZCC USA, its members or any third party for monetary damages for breach of fiduciary duty as a Director or Officer. Any amendment to or repeal of ARTICLE 6 shall not adversely affect any right or protection of a Director or Officer of ZCC USA for or with respect to any act or omission of such Director or Officer occurring prior to such amendment or repeal.

Section 6.2 Indemnification of Directors and Executive Officers. ZCC USA shall indemnify its Directors and Officers to the fullest extent not prohibited by the NCL; provided, that ZCC USA shall not be required to indemnify any Director or Officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against ZCC USA or its other Directors or Officers unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors or (iii) such indemnification is provided by ZCC USA, in its sole discretion, pursuant to the powers vested in ZCC USA under the NCL.

Section 6.3 Determination by the Corporation. Promptly after receipt of a request for indemnification hereunder (and in any event within ninety (90) days thereof) a reasonable, good faith determination as to whether indemnification of the Director or Officer is proper under the circumstances because such Director or Officer has met the applicable standard of care shall be made by:

- (a) a majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) if such quorum is not obtainable, by independent legal counsel in a written opinion; or
- (c) approval or ratification by the affirmative vote of a majority of the members represented and voting at a duly held meeting at which a quorum is present or by action by written ballot pursuant

to Section 3.10.

Section 6.4 Expenses. ZCC USA shall advance, prior to the final disposition of any proceeding, promptly following request therefor, all expenses incurred by any Director or Officer in connection with such proceeding upon receipt of an undertaking by or on behalf of such person to repay said amounts if it shall be determined ultimately that such person is not entitled to be indemnified under these Bylaw or otherwise.

Section 6.5 Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances to Directors and Officers under these Bylaw shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between ZCC USA and the Director or Officer.

Section 6.6 Non-Exclusivity of Rights. To the fullest extent permitted by ZCC USA's Articles of Incorporation and the NCL, the rights conferred on any person under this ARTICLE 6 shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, agreement, vote of members or disinterested Directors or otherwise.

Section 6.7 Survival of Rights. The rights conferred on any person by this ARTICLE 6 shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.8 Insurance. ZCC USA, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this ARTICLE 6.

Section 6.9 Amendments. Any repeal or modification of this ARTICLE 6 shall only be prospective and shall not affect the rights under this ARTICLE 6 in effect at the time of the alleged

occurrence of any action or omission to act that is the cause of any proceeding against any Director or Officer of ZCC USA.

Section 6.10 Saving Clause. If this ARTICLE 6 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then ZCC USA shall nevertheless indemnify each Director and Officer to the fullest extent permitted by any applicable portion of this ARTICLE 6 that has not been invalidated, or by any other applicable law.

## **ARTICLE 7**

### **AMENDMENT OF THE BYLAWS**

Section 7.1 The Bylaws herein may be amended or repealed by the affirmative approval of the entire Board of Directors except as provided in Section 5150 of the NCL or by the affirmative vote of a majority of the members present at a meeting where a quorum exists, provided that, any amendment or repeal of any provision of the Bylaws adopted by the members shall not be further amended or repealed except by the members voting in accordance with the requirements of these Bylaws.