BY-LAWS OF THE UNIVERSITY OF UTAH ALUMNI CLUB OF CHINA

ARTICLE I. NAME
The name of the organization shall be "THE UNIVERSITY OF UTAH ALUMNI CLUB OF CHINA (the "Club").

ARTICLE II. PURPOSES AND NATURE

Section 1. Purposes. The Club is formed to be operated exclusively for non-profit purposes to promote the friendship, relationship and cultural links between and among the University of Utah (the “University”) and its current, prospective and former students.

The Club is not an institution organization under Chinese laws and has no business or operational purposes. It maintains its nature as a non-institutional and non-contractual group of Chinese alumni of the University. To further clarify, the Club has a clear intent to be an informal organization that is not required under Chinese laws to register with any governmental authorities.

With such purposes the Club shall provide a link between the former, present and future students of the University by:

a. Fostering a spirit of loyalty and fraternity among graduates, current, prospective and former students and friends of the University;

b. Promoting, fostering and encouraging alumni to maintain personal involvement in, and support of, the activities of the University;

c. Interacting with the University of Utah International Center (the “International Center”) and other alumni clubs of the University to represent the interests of alumni of the University of Utah who reside or work in the mainland of the People’s Republic of China (“China”).

e. To encourage qualified family members and friends of University alumni who reside or work in China to attend the University.

f. To provide the International Center the following types of assistance:

- reaching out to newly admitted University students in China;
- reaching out to newly graduated University students returning to China;
- working closely with the University and the International Center to host distinguished visitors to China;
- assisting with fairs/events in China; and
- sharing information to keep the alumni website up-to-date.

Section 2. Nature of Operations. The Club shall operate as an international alumni club of the University. The Club shall thus operate in accordance with the terms of these By-laws and the University International Club Guide, as amended from time to time, in addition to be in conformity with all applicable laws.
Section 3. License from University of Utah. The Club is authorized by the University to use the name "University of Utah" in the Club's name and to represent that it is an approved international alumni club of the University.

ARTICLE III. MEMBERSHIP

Section 1. Persons Eligible.

(a) Alumni members. Any person residing or working in China who has graduated from or attended the University shall be eligible for membership. Alumni members of the Club ("Members") shall have the rights to vote at the Club’s membership meetings and may serve as Officers or on its Board.

(b) Affiliate Members. Affiliate membership shall be open to family members of present and former University students, prospective students and to individuals who consider themselves to be friends of the University. Affiliate members shall have no voting privileges and may not serve as Officers or Directors of the Club, but they may participate in Club meetings, serve on committees, and attend Club events.

Section 5. Annual Meeting. An annual meeting of the Club's Members shall be held at such time and place and in such form and methods as the Board shall designate, for the purpose of electing Directors and Officers and conducting the business and affairs of the Club. The Members in attendance, shall constitute a quorum.

Section 6. Special Meetings. The President may call a special meeting of the Members, at such time and place and in such form and methods as specified in the notice, at his/her discretion or upon the request of two or more Directors or 10% or more of the Members entitled to vote. The Members in attendance shall constitute a quorum.

Section 9. Voting. Each Member of the Club shall have one vote. Unless otherwise provided in another section of these By-laws, action shall be taken by simple majority vote of the votes cast at a meeting of the Members by the Members entitled to vote on the matter, subject to applicable quorum requirements.

Section 10. Proxies. Voting by proxy shall not be allowed at meetings of the Club.

Section 11. Membership List. Use of University alumni lists shall be approved by the Board. The Club shall use reasonable efforts to prohibit the lists from being used for commercial purposes. All individuals having access to the membership list shall safeguard the personal data that it contains, thereby maintaining its confidentiality.

ARTICLE IV. OFFICERS

Section 1. Officers. The Officers of the Club shall be a President, Vice President(s), a Secretary and such other Officers as the Board may deem necessary or advisable (the “Officers”). Officers shall also be members of the Board. Officer positions may be combined, except that the same person may not simultaneously serve as President and Secretary.
**Section 2. Nomination of Officers.** The Board shall nominate candidates for Officers during each election or when there is a vacancy of an Officer.

**Section 3. Election.** The Officers shall be elected by a majority vote of the Club's Board at the annual meeting of the Directors.

**Section 4. Term of Office.** The President shall be elected for a term of three years and other Officers for a term of two years. All terms shall begin at the date of appointment or election, or until their successors have been elected and have qualified. No person shall serve more than two consecutive terms in the same office.

**Section 5. Vacancies.** Any vacancy occurring in an office may be filled by a majority vote of the Board.

**Section 6. Removal.** Any Officer may be removed with or without cause, at any time, by affirmative vote of two-thirds of the Board.

**Section 7. Duties of Officers.**

a. **President.** The President shall preside at all meetings of the Board and of the Members. Subject to the authority of the Board, the President shall have general charge of the business of the Club. The President shall also be responsible for submitting an annual report to the International Center that includes a list of activities and events held by the Club during the year in question, names of registrants at activities and events (where possible), the current membership list, and a roster of current Officers and Directors with their terms of office specified.

As the major Club contact, the President shall act as liaison between the University and the Club. Any important program ideas that the Club has shall be discussed with the International Center before planning begins.

b. **Vice President(s).** The Vice President(s) shall assist the President, and shall have such powers and perform such duties as may be specifically assigned by the Board, and shall also carry out the duties of the President in the President’s absence.

c. **Secretary.** The Secretary shall be responsible for managing the Club email account and daily communication with Members and assisting the President in organizing Club events. The Secretary shall also prepare and keep minutes of all meetings of the Members and of the Board; shall serve as custodian of the Club's records; shall see that proper meeting notices are emailed to each Member and affiliate member of the Club; and shall perform such other duties as may be specifically assigned by the Board or the President. As designated by the Board or the President, the Secretary shall also have charge and custody of all funds of the Club; shall keep and maintain accurate and complete books and records of accounts of the Club; shall handle all Club funds in accordance with these By-laws and directions from the Board or the President; and shall perform such other duties as may be specifically assigned by the Board or the President.

d. **Other Officers.** Other Officers may be elected by the Directors to exercise such powers and perform such duties as may be specifically assigned to them by the Board.
ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties and Number of Directors. The affairs and management of the Club shall be vested in and controlled by a Board of Directors (the “Board”), all of the members of which shall be voting Members of the Club (The “Directors”). There shall be three Directors, unless that number is changed by 2/3 votes of the Members at the annual meeting, but in no event shall the number of Directors be less than three. The immediate past President of the Club shall also be an ex officio voting member of the Board, for one year after the expiration of his/her term as President.

Section 2. Nominations. A slate of candidates to serve as Directors of the Club shall be prepared and presented at the annual meeting of the Members by the Board. Nominations may also be jointly made by at least 10 voting Members at the annual meeting of the membership.

Section 3. Election and Term. The initial Board shall be elected at the first meeting of the Members. The terms of all Directors shall begin on the date of election. No Director shall be elected for more than one term without a lapse of at least one year between terms.

Section 4. Vacancies. Any vacancy occurring in the Board shall be filled by simple majority vote of the remaining Directors.

Section 5. Removal. Any Director may be removed with or without cause, at any time, by 2/3 majority vote of the Members present at a membership meeting and subject to quorum requirements. When an Officer is removed by the Board from his/her position according to these By-laws, he/she shall be removed concurrently from the Board without the need to be further approved by the membership meeting.

Section 6. Meetings. The annual meeting of the Board shall be held promptly following the annual meeting of Members. Other meetings of the Board may be held from time to time as determined by the President. The President shall call a meeting of the Board whenever requested to do so in writing by two or more Directors.

Section 7. Notice and Quorum. Notice of each meeting (other than the annual meeting) of the Board shall be given to each Director, not less than seven days prior to the meeting. A majority of the Board shall constitute a quorum. Any Director may waive notice of a meeting of the Board and shall be deemed to have waived notice by attending the meeting. Except as otherwise provided in these By-laws, all action shall be approved by simple majority vote of the Directors present at a meeting, subject to quorum requirements.

Section 8. Board Resolution. The Board shall make a resolution at the meeting for any matters decided by the Board and such resolutions shall be kept by the Secretary. In lieu of a Board meeting, a written resolution may be adopted by the Board if such resolution is sent to all its members and affirmatively signed by a majority of Directors.

Section 9. Rules. The Board may, from time to time, adopt and amend rules of operation not inconsistent with these By-laws concerning its own activities, as well as those of the Club. In no event, however, shall the Board adopt or amend any rule of operation that violates any applicable law or regulation, or that otherwise jeopardizes the Club’s not-for-profit or tax-exempt status as a chartered alumni club of the University.
ARTICLE VI. FINANCIAL MATTERS

Section 1. Donations. Members are encouraged to make or solicit donations to the Club to sponsor its operation, events and meetings. Donations can be made in any form, either cash, in-kind or facilities. The funds donated by members shall be under the custody of the Board and managed by the Secretary under the supervision of the President. The funds shall be used under the instruction of the Board and shall be reported at the meetings of Members. All such donations shall be used for the benefit of the Club.

Section 2. Compensation of Directors and Officers. Unless reimbursement is specifically authorized by the Board, Directors and Officers shall not be entitled to be reimbursed by the Club for expenses incurred in the performance of Club duties, or for the value of their services rendered to the Club.

Section 3. No Personal Liability. The Directors and Officers shall not be personally liable for the payment of any debts or obligations of the Club, nor shall any of the property of any Director be subject to the payment of the debts or obligations of the Club to any extent whatsoever.

ARTICLE VII. EFFECTIVENESS AND AMENDMENTS

The first By-laws shall become effective upon approvals by the International Center. These By-laws may be amended by vote of a 2/3 majority of the Board or by vote of a 2/3 majority of the Members entitled to vote, at a meeting called for that purpose. However, any amendment adopted by the Members may not be amended or repealed by the Board. The contents of any proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered. Amendments shall become effective upon approval by the International Center.