

Bylaws of the Fudan University Alumni Association of Northern California (FDAANC)

December 1, 2025

1. Fudan University Alumni Association of Northern California (FDAANC) is an independent, non-profit organization, and the home of alumni who studied or worked at Fudan University Shanghai, China, including those who studied and worked at former Shanghai No.1 Medical Institute, and currently resides in Northern California, U.S.A., and throughout the world. FDAANC shall not engage in any political activities.

2. Members of the FDAANC shall meet the following qualification:

- Have studied or worked at Fudan University, Shanghai, China or Shanghai No.1 Medical Institute
- Reside in northern California currently

3. The missions of the FDAANC are:

- Promote the interests of Fudan University in Shanghai, China
- Provide a community for Fudan University alumni, their family and friends in Northern California to connect with each other and grow personally and professionally

4. FDAANC is managed by a Board of Directors. Members will elect the Board of Directors online, which will be hosted and monitored by all current Board Members. The Board of Directors shall consist of at least nine (9) members, but no more than eleven (11) members, provided that the number of Directors shall not be even at any time. Each Board Member shall serve a term of two (2) years and can serve for more than one term.

5. Board Election Procedure

5.1 The timeline of the election will be proposed by the current President and approved by the Board of Directors. A notice for nominations shall be publicized and provided to members on FDAANC's website, and will be disclosed via email list of members, Wechat group, or other tools available to members.

5.2 Nominations

Members of the FDAANC can nominate him or herself or another member who voluntarily submits their basic information to be a Director of the Board, as long as the person meets the following criteria:

- Be physically present in the Northern California area for at least 50% of the time in a single year
- Has demonstrated active involvement in FDAANC prior to nomination
- Commits to participate in organizing at least two (2) events in a single year

Basic information of each nominated candidate includes his/her graduation year from Fudan University, major, and reasons he or she wants to be a Director of the Board of FDAANC.

5.3 Voting by Members

After the nomination period ends, the nomination results and information of candidates shall be publicized and provided to members on FDAANC's website, and will be disclosed via email list of members, Wechat group, or other tools available to members. If the number of nominated candidates is less than 9, the nomination period shall be extended to attract more candidates, and/or the current Board members and current candidates shall recommend others for the Board.

If the number of candidates standing for election to the Board is equal or less than 11, and equal or more than 9, no voting will be required. All candidates will become the Board of Directors by the time the voting period ends.

If the number of candidates standing for election to the Board is greater than 11, a Board election shall be carried out by way of web-based electronic voting by all FDAANC members.

Each member of FDAANC is entitled to a number of votes which is no more than the number of 11. Cumulative voting is not required. No member can cast more than one (1) vote in favor of each candidate.

The first 11 candidates receiving the greatest number of votes in his/her favor will be declared to be elected to the Board. In case of an equality of votes, the election shall be decided by way of lot.

After the voting period ends, results will be published to all FDAANC members on FDAANC's website, and will be disclosed via email, Wechat group or other tools available to members.

Directors will not receive compensation for serving as a director of the FDAANC, but shall be reimbursed for out of pocket expenses on behalf of FDAANC, and are approved by the Board in advance.

6. The Board of Directors shall evaluate the qualifications of the Board of Directors annually, around the time of a Board Meeting at the beginning of each year. If a director fails to meet the qualification above, he or she will be removed and no longer be a director on the Board for the following year. When any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, the Board of Directors shall appoint a member as a substitute Director and keep the total number of Directors equals to 9, provided the remaining number of Directors is less than 9, provided further if the remaining number of Directors is 9 or more, no substitute Director will be appointed. A substitute director appointed to fill a vacancy shall serve the remaining term of his or her predecessor or until a successor has been elected and qualified as specified in Section 5.

7. The responsibilities of the Board are:

- Open and maintain an association website on the internet;
- Edit and maintain a membership directory;
- Plan and organize association activities. The Board shall at least organize one social activity annually;
- Participate in all Board votes. If one has no opinion, submit an abstention;
- Coordinate communication with other Fudan alumni around the world;
- Serve as the official representative of the Association, subject to the Board's authorization;
- Supervise fundraising and operation of FDAANC;
- Prepare the annual budget and annual operating report of FDAANC and disclose to all members every year;
- Appoint or depose the President/CEO.

8. Quorum and voting procedure of Board of Directors

8.1 A majority of directors shall constitute a quorum.

8.2 The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. Each Director has one vote for each issue presented for vote. The Board shall keep written minutes of its proceedings in its permanent records. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Organization, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently; and (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Organization.

8.3 The following activity can not be implemented without approval of more than 2/3 of the Board members:

- Amend these bylaws;
- Modification of Board officer positions;
- Any activity that relates to political group or government institution;
- Determine if an activity is related to a political group or government institution.

9. Officers: President/CEO, Vice President, Treasurer/CFO, and Secretary

9.1 The Annual General Meeting of the Board is held around January 1st of each year, when Board members elect the next President every other year by simple majority vote. The President is the Chief Executive Officer as well. The result is announced the same day. The President takes office on the same day and shall start to organize the executive team and assign tasks to the Director of the Board.

9.2. A 3/4 majority of the Board may depose the President/CEO and reelect a new one.

9.3 The President's term is two years and one can serve no more than two consecutive terms and no more than three terms in total over one's lifetime. The President shall coordinate, supervise and operate the business on behalf of the Board of Directors.

9.4 The President shall nominate one Secretary, one Vice President, and one Treasurer/CFO, and may propose the replacement of individuals in these positions. Such nominations and proposals shall be subject to approval by more than 2/3 of the Board members..

9.5 The Secretary is responsible for forming an Election Committee for the next election. The Election Committee is responsible for collecting brief bio from all nominated Directors of the Board and nominated President. The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the Organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

9.6 The Treasurer, also called Chief Financial Officer, shall be responsible for conducting the financial affairs of FDAANC as directed and authorized by the Board of Directors, and shall make reports of FDAANC's finances as required, but no less often than at each Annual General Meeting of the Board of Directors.

All fundraising income or donations shall provide the operation budget of FDAANC. The Board of Directors shall have the authority over the budget. The Board of Directors shall provide regular financial statements to members.