

**BYLAWS
OF
GUIZHOU OVERSEAS PROMOTION ASSOCIATION**

**Article I
NAME, LOCATION AND STATUS**

Section 1. Name

The name of the organization shall be Guizhou Overseas Promotion Association (GZOPA), hereinafter the "Association".

Section 2. Location

The principal office of the Association shall be at such place inside the State of California as the Board of Directors may determine from time to time. The Association may have other offices, within or without the State of California, where it is qualified to do business, and as the Board may, from time to time, designate.

Section 3. Status

The Association is a non-profit corporation organized under the laws of the State of California.

**Article II
PURPOSE**

The mission of the Association is as follows:

To associate overseas Guizhou folks and friends to promote Guizhou.

US IRC SECTION 501 (c) (6) PURPOSES

The Association is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(6) of the United States Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the United States Internal Revenue Code.

**Article III
ORGANIZATIONAL ENTITY**

The decision making bodies of the Association are:

- (1) The Association General Meeting, hereinafter the "General Meeting"; and
- (2) The Association Board of Directors, hereinafter the "Board."

Article IV MEMBERSHIP

Section 1. General

There is one class of membership.

Section 2. Eligibility for Membership

Any individual, organization, or government agency that is supportive of Guizhou.

Section 3. Admission

- (1) Each applicant shall submit a written application in the form approved by the Board to the Association, along with the annual membership fee in the amount as determined by the Board.
- (2) The application shall be reviewed and either approved or denied by the Board within 10 working days. Failure to respond will not be deemed as approval by the Board.

Article V MEMBER OBLIGATIONS AND RIGHTS

Section 1. Obligations

- (1) Each member shall obey these Bylaws and other rules and regulations set forth by the Board.
- (2) Each member shall pay the annual membership fee as determined by the Board.
- (3) Each member shall comply with all decisions made by the General Meetings and the Board.

Section 2. Rights

- (1) Each member may participate in all activities and enjoy all services provided by the Association, unless the Board or the General Meeting imposes certain restrictions.

- (2) Each member shall have rights to vote, to nominate, to impeach, and to make motions of suggestions for review to the Association.
- (3) Each member with a minimum of six months membership shall be eligible for nomination to the Board. Members of the initial Board are exempted from such requirement.

Article VI
THE GENERAL MEETING

- (1) The General Meeting shall be the highest decision-making body of the Association.
- (2) The General Meetings shall be called for by the President and held at least once a year. A special General Meeting may also be called through a written petition submitted by at least one-third of the members or two-thirds of the Board.
- (3) At least **two-thirds** of the members must be present in person or by written proxy to constitute a quorum.
- (4) A majority of the votes at the General Meeting shall be required to approve any decision. Only members may vote at the General Meeting.
- (5) A written notice of date, time, place, the purpose, and the nature of the General Meetings must be delivered to all members no less than fifteen calendar days before the meeting. Mailing of the notice to the members' last known addresses or e-mail addresses on the Association membership list shall be considered delivery.
- (6) The annually required General Meeting shall be held before December 31 or no later than March 1 of the following year in case the General Meeting cannot be held prior to the end of the current year.

Article VII
THE BOARD, PRESIDENT AND VICE PRESIENT

Section 1. Organization

- (1) The term of each Board session shall be two years.
- (2) The Board members shall be elected by the General Meeting.

Section 2. Function

- (1) Subject to the decisions made by the General Meetings, the Board shall be the highest decision making body of the Association.
- (2) At least one third of the Board members shall be present to constitute a quorum for a Board meeting. Except where explicitly specified otherwise, a majority of the Board members present is required to approve Board decisions.
- (3) The President shall represent the Association to the general public.
- (4) The President shall call and preside over regular Board meetings. The President may call for special Board meetings as needed.
- (5) The President shall implement all decisions made by the General Meetings or by the Board.
- (6) The Vice President shall in general assist the President in discharging the presidential responsibility. The Vice President shall serve as Acting President if the President is temporarily unable to serve. The Acting President shall have the full authority and responsibility of the President.
- (7) If the President is unable to complete her or his term, the Vice President shall assume the presidency to serve the remainder of the Board session. Upon such succession, or when the Vice President is unable to complete her or his term, the Board shall within 30 days elect from among the Board members a new Vice President. If the President and the Vice President are simultaneously unable to complete their respective terms of office, the Board shall within 30 days elect from among Board members a new President and a new Vice President.
- (8) Board members, with at least one-half of the Board members' consenting, may call special Board meetings.
- (9) The Board shall meet at least once a quarter. Board members may attend Board meetings in person, by telephone, video conference, e-mail or any other means of telecommunication as deemed acceptable by the Board.

Section 3. **Duties**

The duties of the Board are as follows:

- (1) To set operating policies for the Association;
- (2) To implement all provisions of the Bylaws and to transact business of the Association;
- (3) To protect the Association's reputation and assets;

- (4) To elect the President of the Association;
- (5) To supervise all officers, agents and employees (if any) of the Association to assure that their duties are performed properly;
- (6) To plan and to oversee the Association's activities;
- (7) To review and to approve the Association's financial plan;
- (8) To appoint and/or to remove Honorary Advisors.

Section 4. **Terms of the Board Members, President and Vice President**

- (1) The term of the President and the Vice President is one year, commencing on January 1 and ending on December 31 of the same year. President and Vice President can be elected for two additional consecutive terms.
- (2) The term of the Board members is two years, commencing on January 1 ending on December 31 of the following year.

Section 5. **Eligibility**

- (1) Each member in good standing for at least six (6) months is eligible to be elected as a Board member.
- (2) An elected Board member is not eligible to be elected the President or the Vice President in the Board session immediately after serving as the President for two consecutive Board sessions. The calculation of this restriction should not include the session in which the concerned Board member started serving as the President after half of the term had passed.

Section 6. **Election**

(1) All members of the Board shall be elected by the General Meeting in accordance with the following procedures:

(a) The initial Board of Directors shall consist of nine (9) members, five (5) of whom shall serve for another two (2) year term in the second Board of Directors, and the General Meeting will elect four (4) new Directors in the election for the second Board of Directors. During the election for subsequent Board of Directors, all Directors who have served as members of the Board of Directors for the previous two (2) terms shall not be eligible for reelection for the new Board of Directors.

(b) The top number of candidates (depending upon the total number of

Directors to be elected) who have secured the most votes from Members present at the General Meeting shall become Directors of the Association.

- (c) The Chairman of the Board of Directors shall be elected by a majority of the members of the Board of Directors.
- (2) The incumbent President shall call a meeting of the members of the subsequent Board session to elect the next President before December 31 in the second year of each Board session. In the event that there are more than three candidates, and that no candidate has received a majority of the votes, a runoff election with the two candidates with the highest members of votes shall be held until one candidate receives the majority of votes. A majority of the Board members shall constitute a quorum.
- (3) The new President shall appoint the Vice President, Secretary and the Treasurer and obtain Board approval for the appointments by January 31 in the first year of each Board session. Vice President, Secretary and Treasurer shall be selected from the Board members.
- (4) Each Board member may serve for a maximum of two (2) consecutive sessions.

Section 7. **Impeachment**

- (1) The Board members, including the President and the Vice President, may be impeached for willful misconduct or gross negligence resulting in violations of these Bylaws, the spirit of the Association, or the laws of the State of California or the United States of America. At least one-third of the Board members must sign a petition for the impeachment of a Board member.
- (2) The President shall call for a Board meeting after receiving the petition for impeachment.
- (3) If two-thirds of the attending Board members agree to the motion of impeachment, the Board member(s) being impeached shall be deemed removed effective immediately..

Section 8. **Replacement of Board Members**

When an elected Board member cannot continue the term, the highest-ranking backup elected Board member shall fill the vacancy.

Section 9. **Non-liability of the Board Members**

A Board member shall not be personally liable for the debts, liabilities, or other obligations of the Association other than those caused by the willful misconduct or omission of such Director.

**Article VIII
ADVISORY BOARD AND WORKING COMMITTEES**

- (1) The Board shall have the power to form advisory board and working committees when it is deemed necessary or advisable to perform the functions and activities of this Association.
- (2) The President shall appoint working committee chairpersons with the advice and consent of the Board.
- (3) The immediate past president of the Association may serve two years in the advisory board, not to be considered as a Board member, and participate in the Board meetings in person or by electronic means.
- (4) The President may appoint up to five of the other past presidents of the Association and other distinguished individuals to the advisory board for two years with the consent of both the Board and the individuals.
- (5) The President may invite distinguished individuals to serve as Honorary Advisors with consent of the Board and the consent of the individuals. It is not a functional part of the advisory board. The removal of any Honorary Advisor shall be subject to consent by two-thirds of the total Board members.

**Article IX
AMENDMENTS**

- (1) Amendments to the Bylaws shall be subject to review and approval by the General Meetings.
- (2) All proposed amendments must be originated from the Board or from a written petition with at least twenty members or five percent of the total members, whichever is greater. The petition shall be submitted by certified mail to the Board of Directors for initial review no less than ninety days prior to the scheduled General Meeting.
- (3) The Board shall send the proposed amendments to the members at least fifteen days prior to the General Meeting.
- (4) The affirmative votes of two-thirds of the total members present or by written proxy at the General Meeting shall be required for adoption of the proposed amendments.
- (5) The Board shall revise the Bylaws to adopt any amendments within ninety days after the General Meeting.