

Constitution of
Hua Culture & Life Association
(HCLA)

State College, PA
(Adopted, November 15th, 2020)

ARTICLE I

NAME AND PURPOSE

Name

Section 1 — The name of this organization shall be Hua Culture & Life Association (HCLA, the "Corporation").

Incorporation

Section 2 — HCLA shall be incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, 15 Pa. C.S.A. § 5101 et seq. (the "Act").

Seal

Section 3 — The corporate seal of HCLA shall be its logo and the words "Corporate Seal" at the bottom.

Purpose and Vision

Section 4 — To be the focal point of culture heritage from the greater China region that embraces the full life cycle and a place called home; to be an integral part of society of the United States of America.

願景

成為華文化的聚焦點: 涵蓋人生始末, 融合美國社會, 共建文化家園.

Mission

Section 5 — To define, enrich, practice, and promote the culture heritage through activities for individuals, families, and community; and to establish and maintain a culture center, elderly living, and life destiny facilities for members.

使命

通過個人、家庭和社區的活動來定義、豐富、實踐和促進華文化,並為會員建立和維護文化中心、晚年生活和人生歸宿設施.

ARTICLE II

LIMITATIONS AND DISSOLUTION

Limitations

Section 1 — The following limitations shall apply to the operation and activities of HCLA: (1) No part of the net earnings of HCLA shall inure to the benefit of any individual. (2) No substantial part of the activities of HCLA shall consist of carrying on propaganda or otherwise attempting to influence Legislation, and HCLA shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, and any religious propaganda on behalf of any religious groups.

Endorsement

Section 2 — The seal, name or approval of HCLA shall be used only in connection with activities which are consistent with the Vision and Mission of HCLA.

Dissolution

Section 3 — In the event of dissolution of HCLA, the Board of HCLA (hereinafter called Board) shall transfer the net assets remaining, after the payment of all debts and obligations, to one or more organizations or institutions, selected by the Board, which are organized and operated for purposes similar to those of HCLA and which are exempt from the payment of Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or of corresponding provisions of subsequent Internal Revenue Codes.

ARTICLE III

MEMBERSHIP

Classes

Section 1 — (a) The membership of HCLA shall consist of only one type: Individual Members. (b) Those seeking membership shall meet the requirements of Section 2 of this Article, and in addition shall pay any fees specified in the Rules for the Government of HCLA (hereinafter called Rules). (c) Other special classes of membership and requirements for a member to remain in good standing may be given by the Rules. (d) There shall be no bar to membership in HCLA because of gender, citizenship, or country of origin.

Qualifications

Section 2 — An Individual Member shall be any person who (1) supports the purpose statements in Article I; and (2) maintains a non-trivial set of cultural practice related to the Greater China Region. Membership is granted after completion and receipt of a membership application and annual dues by the Board of HCLA with a simple majority vote of the Board as defined in Article IV, Section 4.

Voting Rights

Section 3 — Each member shall be entitled to cast one vote, in person, on each question arising at any annual or special business meeting of the members of HCLA.

Availability of Membership List and Records

Section 4 — The records of HCLA, including the complete membership list, shall not be made available to any member without a specific statement from the member of the information desired and the written approval of the Board. Any such information shall be treated as confidential.

Resignation and Termination

Section 5 — Any member may resign by filing a written resignation with the secretary of the Board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Board of Directors

Section 1 — (a) The incorporators shall appoint the initial five (5) Directors and can appoint additional two (2) Directors. (b) The term of each Board member is three (3) years unless elected to Society Officers and may be re-elected after at least two (2) years' gap. (c) The Board of Directors should consist of seven (7) members. (d) Any three quarters (3/4) of members shall constitute a quorum for the transaction of any and all business except as set forth in Article IV, Section 5. (e) No less than four-fifths (4/5) of the Board of Directors shall consist of tenured faculty at Pennsylvania State University (PSU). (f) Not fewer than thirty (30) days prior to each annual meeting of the Board of Directors, the Board (itself or through a nominating committee) shall nominate for election at the upcoming annual meeting persons to serve as directors of the Board, following the expiration of the terms of the then-current directors.

Power

Section 2 — The property and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have and is vested with all the unlimited powers and authorities, except as it may be expressly limited by law, the Articles of incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of incorporation or by a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania; and (2) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

Officers

Section 3 — (a) The Officers of HCLA shall consist of President, Immediate Past President, Vice President (also known as President elected), Secretary, and Treasurer, elected by the Board of Directors at the Board Annual Meeting. The term length for President, Immediate Past President, Vice President is two (2) years. The term length for Secretary and Treasurer is one (1) year. (b) The President shall be the chief executive officer of the Corporation. (c) An Officer may be re-elected to the Board after at least a gap of three (3) years.

Succession and Filling Vacancies

Section 4 — (a) The office of President shall be filled through succession of Vice President. The vacant Vice President, Secretary, and Treasurer shall be nominated by the Board of Directors. (b) If a vacancy occurs on the Board, the prior Nominating Committee shall make a new nomination per Article VI.

Removal or Expulsion

Section 5 — (a) The Board, by vote for expulsion by three quarter (3/4) of its members, may remove any member from elected or appointed position on the Board. (b) The Board, by simple majority, remove any member from elected or appointed position on a committee. (c) The Board, by simple majority, may expel any member from HCLA. (d) Good cause for such removal or expulsion must be shown at a hearing by the Board duly called and held after at least thirty (30) days' notice in writing to the person to be removed or expelled who shall have the right to speak and be represented by counsel. It shall be considered good cause if it becomes impracticable for any incumbent to perform duties because of extended illness, incompetency, extended absence from the country, or the like. (e) The Board may expel any member for nonpayment of dues.

ARTICLE V

BOARD MEETINGS

Annual Meeting

Section 1 — An annual meeting of the Board of Directors shall be held during the month of January in each year, or such other date as the Board of Directors may determine by resolution. The annual meeting shall be held for the purpose of appointing new directors and electing officers by the Board of Directors, and for the transaction of such other business as may come before the meeting. If election of officers shall not be held on the day designated for an annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board as soon thereafter as is convenient.

Regular Meetings

Section 2 — In addition to the annual meeting, the Board of Directors shall hold regular meetings at such time and places as shall from time to time be designated by the President or determined by resolution of the Board of Directors. Such resolution may provide that its adoption shall constitute notice of such regular meeting.

Section 3 — Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the directors holding office at any time.

Place of Meetings

Section 4 — All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at such other place as may be designated by the Board of Directors and specified in the notice of the meeting.

Notice of Meeting

Section 5 — Notice of any annual, regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered personally, electronically or mailed to each director at his/her business or home address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or conceived. Except for any proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws, for which notice of the terms thereof must be given as above provided, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

Quorum

Section 6 — The presence of three quarters (3/4) of all the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time and place to place and cause notice of each such adjourned meeting to be given to all absent directors.

Meetings by Conference Telephone

Section 7 — One or more persons may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Action by Unanimous Consent

Section 8 — Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or electronically, setting forth the action so taken, shall be signed by all of the directors and filed with the Secretary of the Corporation.

ARTICLE VI

NOMINATION AND ELECTION OF MEMBERS OF BOARD OF DIRECTORS

Selection of Nominating Committee

Section 1 — (a) The Nominating Committee consists of **five (5)** members to be nominated and approved by the Board. (b) The Board shall publish the names of the Nominating Committee in a regular publication of HCLA which is distributed to all members.

Meeting of Nominating Committee

Section 2 — The Nominating Committee shall meet at a time and place designated by the Chairman, to be selected by the Nominating Committee, during the election year and shall name one or more candidates for each position on the Board which shall become vacant at the close of the annual business meeting of HCLA. The Immediate Past Chairman of the Nominating Committee shall be invited to the meeting. The Nominating Committee, in making its selections to fill the vacancies on the Board of Directors is charged with attending to proper balance of representation on the Board of Directors with regard to geographic representation, occupational experience, knowledge of HCLA, and technical, professional, and business skills within the terms specified in Article IV, Section 1.

Assistance in Selecting Qualified Nominees

Section 3 — (a) The general membership of HCLA, individually, may recommend to the Nominating Committee any qualified Individual Member. (b) The Nominating Committee shall include in its annual deliberations all names that have been considered by the previous nominating committee. Recommendations for candidates received in the prior election year must be updated, and the candidates' willingness to serve must be reaffirmed in order to accredit the candidates for Nominating Committee consideration. (c) To assist in selecting the best qualified nominees, each member of the Nominating Committee, and particularly the Chairman, may ask the general membership of HCLA for written recommendations for consideration by the Committee; however, the Nominating Committee shall be free to consider and to nominate any individual of HCLA, who meets the requirements of Section 4 of this Article. The Nominating Committee collectively through its Chairman or individually shall be free to call on anyone in HCLA for counsel or advice before selecting a nominee, and shall be free to have any pertinent records of HCLA made available for this purpose. (d) Members of the Nominating Committee shall be ineligible for nomination.

Requirements for Nomination

Section 4 — Before the name of any candidate for membership on the Board is announced, the Nominating Committee shall confirm that the candidate (1) is an Individual Member of HCLA, and (2) has indicated an understanding of the duties required and an availability and willingness to serve, if elected. The Nominating Committee shall allow a reasonable amount of time for the candidate to establish availability.

Announcement of Nominees of Nominating Committee

Section 5 — Immediately after confirming a nominee to fill each vacancy which will exist, the Nominating Committee Chairman shall report its candidates to the Board, who shall publish the report in a regular publication of HCLA, which is distributed to all members.

Election

Section 6 —(a) Vote shall be casted by all members for election of nominees of the Nominating Committee at the annual meeting. (b) All votes shall be counted by a Tellers Committee, all of whom are Individual Members, appointed in writing by the President in advance of and for the duration of the special election at which they are to function. For each vacancy for which a single nominee is to be elected, the nominee who receives a larger vote than any other nominee for the particular vacancy shall be designated as the duly elected nominee. In case of vacancies for which more than one nominee is to be elected, the required number of nominees who receive the highest number of votes for the particular vacancies shall be designated as the duly elected nominees. The nominees elected shall be so certified by the Tellers Committee immediately upon completion of the count.

Frequency of Election and Term of Office

Section 8 — (a) The term of office of each member of the Board shall begin on the day after the annual business meeting of HCLA at which the results of the election are announced and shall last until a successor is qualified and takes office. (b) Vacant positions of Directors shall be elected to the Board to match the number of Board members specified in Article IV.

ARTICLE VII

MEETINGS OF HCLA

Annual and Special Business Meetings

Section 1 — (a) An annual business meeting of HCLA for regular election as specified in Article VI and consideration of reports or other business to be laid before such meeting shall be held in conjunction with the annual meeting of the Board as specified in Article V. (b) Special business meetings of HCLA may be called, for stated purposes, at any time, by the Board. A special business meeting must be called by the Board.

Quorum

Section 2 — At all annual or special business meetings of HCLA a quorum shall consist of members, present in person or by proxy. A majority of the members present may adjourn the meeting.

Notice of Annual or Special Business Meetings

Section 3 — (a) At least thirty (30) and not more than ninety (90) days written or published notice of an annual business meeting of HCLA shall be sent to each member. Such notice shall be sent by mail or publication to each member at the mailing address shown in the official records or electronically to validated email addresses of members. (b) The notice of an annual business meeting of HCLA at which an amendment to the Constitution is to be voted upon shall state the existing provision and the proposed amendment in full. (c) The notice of a special business meeting of HCLA shall state specifically all business to be transacted at the special business meetings, and no other business shall be transacted at such meeting. (d) A special business meeting may be requested by the Board or simple majority of members, and the notice shall be issued within thirty (30) days of the receipt of the request and sent to members

Method of Approval of Business at Annual or Special Business Meetings

Section 4 — Any business brought before any annual or special business meeting of HCLA shall require for approval an affirmative vote of the majority of the members present in person at such meeting. Any such action shall be effective immediately unless otherwise specified in the action.

ARTICLE VIII

INDEMNIFICATION

Section 1 — HCLA shall reimburse and indemnify each present and future Director, Officer and Employee of HCLA for and against all amounts paid (other than amounts paid to HCLA itself) and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred in connection with any claim, action, suit or proceeding, (or in connection with any appeal therein) thereafter made or instituted in which the person may be involved by reason of being or having been a Director, Officer or Employee of HCLA, whether or not the person continues to be a Director, Officer or Employee at the time of such payments or the imposition of such costs or the incurring of such expenses. HCLA shall not, however, reimburse or indemnify such Director, Officer, or Employee with respect to matters wherein the person shall be finally adjudged in any

such action, suit or proceeding to be liable because of dereliction in the performance of duties as such Director, Officer or Employee. In case any such action, suit or proceeding shall be settled, in whole or in part, any such Director, Officer or Employee shall be reimbursed and indemnified by HCLA for or against all amounts paid and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred by the person in connection with the matter settled (other than amounts paid to HCLA itself), but only if such settlement shall have been made with the consent of HCLA and if, in the judgment of a disinterested majority of the Board or any disinterested committee or group of persons to whom the question may be referred by the Board, such Director, Officer or Employee was not guilty of dereliction in the performance of duties in relation to the matter settled. Any persons appointed by the Board to membership on a committee of HCLA or Affiliate Society shall be considered to be in the service of HCLA and shall be included within the class of persons entitled to reimbursement and indemnification thereunder. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE IX

RULES FOR THE GOVERNMENT OF HCLA

Section 1 — The Board shall be authorized to adopt and amend Rules for the Government of HCLA, not inconsistent with this Constitution, for regulation of HCLA. This Constitution, together with Rules for the Government of HCLA, shall be deemed to constitute the regulations of HCLA within the meaning of the Pennsylvania Not-For-Profit Corporation Law.

ARTICLE X

AMENDING THE CONSTITUTION

Procedure

Section 1 — This Constitution shall be amended only at an annual business meeting of HCLA by affirmative majority vote of members present. Amendments shall be offered in one of the following ways: (a) By an affirmative vote of three quarters (3/4) of all members of the Board, at a meeting of the Board duly called and held, notice of which meeting shall have stated that amendments to the Constitution are to be discussed at the meeting, or (b) By unanimous affirmative vote of all members of the Board present at a meeting duly called and held. Provided that no Amendment which may be made prior to the Year Two thousand one hundred (2100) shall in any Manner affect Article I and Section 1(e) of Article IV.

Renumbering and Publication

Section 2 — (a) Without changing the meaning, the Board shall be authorized to renumber the Articles and Sections of the Constitution to correspond to any amendments which have been made. (b) Any amendment to the Constitution or to the Rules shall be published as soon as possible after adoption in a regular publication of HCLA which is distributed to all Members.

ARTICLE XI

IMPLEMENTATION

Effective Date

Section 1 — This Constitution shall become effective immediately upon its adoption, and shall supersede in all respects of all earlier revisions.

Transition Clause

Section 2 — The Board shall be authorized to fill temporary vacancies resulting from adoption of this Constitution. Any person filling such temporary vacancy and serving not longer than one (1) year shall be exempt from the provisions in Article VI, Section 8.