

AMENDED ARTICLES OF INCORPORATION
OF
SAN DIEGO CHINESE-AMERICAN
SCIENCE AND ENGINEERING ASSOCIATION
(A California Non-profit Corporation)

ARTICLE I

The name of the corporation is -

SAN DIEGO CHINESE-AMERICAN SCIENCE AND ENGINEERING
ASSOCIATION

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE III

(A) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(B) All corporate property is irrevocably dedicated to the purposes set forth in Article II above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(C) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding

section of any future California revenue and tax law).

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

- Section 4.1 The board of directors shall consist of fifteen elected directors.
- Section 4.2 The officers of the association shall consist of a president, an executive vice president, a vice president, a treasurer and a secretary. The officers shall be elected by the directors among themselves.
- Section 4.3 The terms of the elected directors shall be three years with one-third of the directors to be replaced annually. The terms of the officers shall be one year and no individual shall hold the office of presidency for more than two consecutive years.
- Section 4.4 In the event of a vacancy occurring in the office of presidency, the executive vice president shall take over the office until the term expires.
- Section 4.5 An affirmative vote of 75% of the entire board of directors is required to remove a director or an officer.

ARTICLE V GOVERNMENT

- Section 5.1 The government of the association shall be vested in the members. The membership shall establish policies for the operation of the association in conformity with provisions of these by-laws.
- Section 5.2 The board of directors shall function between meetings of the membership at large and shall be responsible to the membership at large.

ARTICLE VI MEETING

- Section 6.1 The association shall hold an annual meeting and may convene additional meetings, conferences, and seminars as the board of directors deem necessary. The president or the designee shall preside and conduct all meetings.
- Section 6.2 A majority of the dues-paying members shall constitute a quorum.
- Section 6.3 An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. It, therefore, shall contain such information as required by Section 8321 of the corporations code of the State of California.

ARTICLE VII COMMITTEES

- Section 7.1 Various standings and technical committees may be established to carry out functions and activities approved by the board of directors.
- Section 7.2 Each committee shall be headed by a chairperson nominated by the president and approved by the board of directors.
- Section 7.3 Each committee shall consist of members appointed by the president in conjunction with the committee chairperson.
- Section 7.4 Committees shall be responsible to the board of directors.
- Section 7.5 The expiration of a committee shall coincide with the terms of the appointing president. Such a committee may be reappointed by the succeeding president.

ARTICLE VIII ELECTIONS

- Section 8.1 A nomination committee consisting of three members shall be appointed by the president prior to election. The slate of nominees proposed by the nomination committee shall be presented at the annual election.
- Section 8.2 Election of new members to the board of directors shall be held thirty days prior to the annual meeting.
- Section 8.3 Each dues-paying member shall have one vote on each matter presented to the membership with the exception of election of directors. For the purpose of electing directors each dues-paying member shall have one non cumulative vote for each director of be elected.
- Section 8.4 The newly elected board of director members shall start their term immediately following the annual meeting.

ARTICLE IX AMENDMENT

- Section 9.1 Proposals to amend these by-laws may be made by the board of directors via petitions signed by at least ten members.
- Section 9.2 An affirmative vote of two-thirds of all directors and the majority of voting members present in person or by proxy at a duly constituted meeting of membership shall be required for the adoption of any amendment to these by-laws.
- Section 9.3 Amendments adopted shall take effect immediately unless otherwise indicated in the amendment.

Adopted by the board of directors on January 14, 1998 and the members on February 21, 1998.