

**BYLAWS
OF
TEXAS ASIAN AMERICAN ASSOCIATION**

(effective as of September 1, 2024)

**ARTICLE I
NAME**

SECTION 1.01. *Name.* The name of the Corporation is “Texas Asian American Association” (hereinafter the “Corporation” or “TAAA”).

**ARTICLE II
NATURE and PURPOSES**

The Corporation shall be conducted as a non-profit corporation in nature.

The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation’s Articles of Incorporation.

The Corporation is dedicated to fostering a deep appreciation and understanding of Asian American culture and heritage while advocating for racial equality and justice. TAAA aims to celebrate and preserve the rich tapestry of Asian American cultural traditions, including art, cuisine, music, language, and customs. Through various events, workshops, and initiatives, we strive to showcase the diversity and contributions of Asian Americans to the fabric of Texas society. In addition, we seek to educate the broader community about the unique experiences, challenges, and triumphs of Asian Americans, highlighting their historical significance and contemporary relevance. By fostering cross-cultural understanding and dialogue, we aim to combat stereotypes and promote inclusivity.

**ARTICLE III
OFFICES AND REGISTERED AGENT**

SECTION 3.01. *Offices.* The principal office of the Corporation shall be located within or without the Texas at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the Texas as the Board of Directors may designate.

SECTION 3.02. *Registered Agent.* The Corporation shall designate a person to serve as the registered agent for Texas. The Board of Directors may change the person designated as the registered agent from time to time.

ARTICLE IV MEMBERSHIP

SECTION 4.01. *Members.* The members of the Corporation shall be those persons who satisfy the qualifications of membership as determined from time to time by the Board of Directors (sometimes referred to collectively as the “Board”, and individually as a “Director” and collectively as “Directors”); provided that, any person who satisfies the qualifications of membership and who is admitted as a member shall continue as a member for the remaining term of his or her membership. Any change in the qualifications of membership shall only apply prospectively to members upon renewal of membership and shall not reduce the term or terminate the membership of any person who is already a member. The qualifications of membership as of the date of the adoption of these bylaws are listed in SECTION 4.02.

SECTION 4.02. *Membership Qualifications.* A member of the Corporation at any given point in time is someone who meets ALL of the following criteria, in addition to the criteria listed in SECTION 4.03 according to a class the member belongs to:

- A. Having executed a membership agreement with the Corporation, in writing or by electronic means; AND
- B. Not having submitted a membership termination request to the Corporation; AND
- C. Not having been denied new membership or membership renewal by the Corporation.

These criteria in this SECTION are subject to change by the Board of the Corporation.

SECTION 4.03. *Classes of Members.* The Corporation shall have the following classes of members according to the criteria listed below:

A. **HONORARY MEMBER:** Honorary Membership will be granted to any person who has made donations of at least \$10,000 to the Corporation, on the condition that the person meets ALL of the following criteria listed in SECTION 4.02. Honorary members shall not be required to pay annual membership due fees.

B. **FOUNDING MEMBER:** Founding Membership will be granted to any person who has made donations of at least \$1,000 to the Corporation for any single event organized by the Corporation, on the condition that the person meets ALL of the following criteria listed in SECTION 4.02. Founding members shall not be required to pay membership due fees.

C. **LIFE MEMBER:** Life Membership will be granted to any person who has made donations of at least \$500 to the Corporation, on the condition that the person meets ALL of the

following criteria listed in SECTION 4.02. Life members shall not be required to pay membership due fees. The HONORARY MEMBERS, the FOUNDING MEMBERS, and the LIFE MEMBERS are collectively referred to as “Active members.”

D. **REGULAR MEMBER:** Regular Membership will be granted to any person who agrees to pay \$50 membership due fee to the Corporation annually, on the condition that the person meets ALL of the following criteria listed in SECTION 4.02.

E **OTHER MEMBER:** Student Membership will be granted to any person between the ages of 13 and 17 and agrees to pay \$10 membership due fee to the Corporation annually, on the condition that the person meets ALL of the following criteria listed in SECTION 4.02 ; Family Membership will be granted to any family who agrees to pay the \$90 membership due fee to the Corporation annually, on the condition that the person meets ALL of the following criteria listed in SECTION 4.02 ; Senior and Child Memberships will be granted to any person over the age of 60 or under the age of 13 for free on the condition that the person meets ALL of the following criteria listed in SECTION 4.02.

These criteria in this SECTION are subject to change by the Board of the Corporation.

SECTION 4.04. *Membership Certificates.* Members of each class of members shall be given a certificate evidencing their membership upon request by the member. The Board shall issue electric evidence of membership. Memberships shall not be transferable without Board approval. All membership materials remain the property of the Corporation.

SECTION 4.05. *Members in Good Standing.* A member shall be considered to be in good standing only upon payment in full of all dues and any other charges due to the Corporation, and the completion of any information forms required by the Corporation.

SECTION 4.06. *Voting Rights.* Only Active members in good standing may vote. Each Active member shall have one vote on all matters brought before the members of the Corporation. Unless otherwise provided herein, or as required by law, all actions shall be taken by the affirmative vote of a majority of voting members present at a duly called meeting at which a quorum is present.

SECTION 4.07. *Meetings.*

A. An annual meeting of the members where a vote of members is required by law shall be held upon written notice to the members mailed or emailed to a member’s last known address at least 10 days in advance of the meeting, at such time and place as the Board shall direct in the notice of the meeting. Annual meeting shall be held in January or February of each year, it may be combined with Chinese New Year celebration event. The board of Directors

shall determine the exact date and place for the annual meeting. The agenda of the meeting shall at least include a review of the financial report for the prior fiscal year, and confirmation of new board member(s).

B. A special meeting of the members for any purpose for which a vote of members is required by law may be called at any time by resolution of the Board, to be held at such time and place as the Board shall designate in such resolution. Notice of any special meeting shall be given to each Director at least 48 hours in advance at the Director's address shown in the corporate records. Notice may be emailed; if mailed, notice shall be deemed delivered when deposited in the United States mail, postage prepaid, in a sealed, addressed envelope. The attendance of a Director at any meeting shall waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called. The business to be transacted at, or the purpose of, any regular or special meeting need not be specified in the notice, or waiver of notice, of such meeting, unless specifically required by law or by these Bylaws. A meeting attended by all Directors shall be a valid meeting without notice.

C. Each member shall have one vote at a meeting of members. The Board may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication. Subject to such guidelines and procedures as the Board may adopt, members and proxy holders not physically present at a meeting of members may, by means of remote communication (A) participate in a meeting of members and (B) be deemed present in person and vote at a meeting of member, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member or proxy holder, (ii) the Corporation shall implement reasonable measures to provide such members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

D. The quorum for a meeting of members shall be that number of members equal to 50% of the total number of members entitled to vote at such meeting and unless otherwise required by law, the certificate of incorporation or these bylaws the members shall act by a vote of a majority of the members present at any meeting at which a quorum is present.

E. Whether or not a quorum shall be present in person or represented at any meeting of the members, the Board may adjourn such meeting from time to time to a later date. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is

taken. At the adjourned meeting, the members may transact any business which might have been transacted by them at the original meeting.

F. The record date for determining members' eligibility to vote for any meeting of members shall be the close of business on the day prior to the sending of notice to members. Each member entitled to vote at a meeting of members may authorize another person or persons to act for such member by proxy. A member may revoke any proxy which is not by law irrevocable by attending the meeting or by filing with the Secretary either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date.

G. A waiver of notice of meeting by a member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a member at a meeting is a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

H. All meetings of the members shall be presided over by the Chair and, if he or she is not present, by such officer or director as is designated by the Board. The Secretary or, if he or she is not present, any Assistant Secretary or other person designated by the presiding officer shall act as secretary of the meeting. The date and time of the opening and the closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairperson of any meeting of members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include, without limitation, the following (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to members, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board or the chairperson of the meeting, meetings of members shall not be required to be held in accordance with the rules of parliamentary procedure.

SECTION 4.08. *Notice of Director Nominations.*

A. Nominations of persons for election to the Board and the proposal of business to be considered by the members may be made at an annual meeting of members only (i) pursuant

to the Corporation's notice of meeting (or any supplement thereto), (ii) by or at the direction of the Board, or (iii) by any member who was a member at the time the notice provided for in this Section 4.08 is delivered to the Secretary, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 4.08. Once the Corporation is incorporated for two years, only Active members who have been in good standing for at least two years can be nominated in accordance with the procedures set forth in this Section 4.08.

B. For nominations or other business to be properly brought before an annual meeting by a member pursuant to this Section 4.08, the member must have given timely notice thereof in writing to the Secretary and any such proposed business other than the nomination of persons for election to the Board must constitute a proper matter for member action. To be timely, a member's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the fifteenth day or earlier than the close of business on the thirtieth day prior to the first anniversary of the preceding year's annual meeting. In no event shall the announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a member's notice as described above. Such member's notice shall set forth: (i) as to each person whom the member proposes to nominate for election as a director: the name, age and qualifications of such person to serve as a director, and an affirmation that such person has been a member of the Corporation for the last 365 consecutive days on the date of the election at the annual meeting (and such person's written consent to being named as a nominee and to serving as a director if elected); (ii) as to any other business that the member proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such member; and (iii) as to the member giving the notice: the name and address of such member, as they appear on the Corporation's books and a representation that the member has been a member for the last 365 consecutive days (as of the date of the meeting) and is entitled to vote at such meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

C. Only such persons who are nominated in accordance with the procedures set forth in this Section 4.08 shall be eligible to be elected at an annual or special meeting of the Board of Directors to serve as directors. Except as otherwise provided by law, the chairperson of the meeting shall have the power and duty (i) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 4.08 and (ii) if any proposed nomination or business was not so made or proposed in compliance with this Section 4.08, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted.

SECTION 4.09. *Adverse Actions.*

A. Membership in this Corporation may be refused, suspended, or terminated by the Board for cause. Sufficient cause shall be violation of the Bylaws or of any rule or practice duly adopted by the Corporation; or of any conduct prejudicial to the interests of the Corporation.

B. Whenever these Bylaws provide for the refusal of membership, the prospective member shall be given written notice of such action, together with a statement of the reasons. The prospective member shall be given an opportunity in writing, to present facts, reasons, and arguments to the Board as to why such suspension or termination should not take place.

C. Membership in the Corporation may be terminated: (a) by the voluntary termination of a member upon written notice given to this Corporation and the payment in full of all dues and assessments to the date of termination; (b) for nonpayment of dues and assessments by a member who is 120 days or more in a row unless such member shall have made arrangements approved by the Board and agreed to a systematic repayment of said delinquent dues. Such termination shall not relieve the member from liability for payment of dues and assessments up until the date of termination; (c) for any violation of any of the Articles of Incorporation, Bylaws, orders and/or directives of this Corporation when, after a 30 calendar day written notice from this Corporation, the member has failed to comply.

D. Whenever these Bylaws provide for the suspension or termination of a member, such action shall not take effect until the following procedures have taken place. First, the Board shall determine the effective date thereof, in the event such suspension or termination is finally determined to be appropriate. Second, the member shall be given at least 15 days written prior notice of such suspension or termination, together with the effective date and a statement of the reasons. Third, the member shall be given an opportunity in writing, not less than five days before the effective date, to present facts, reasons, and arguments to the Board as to why such suspension or termination should not take place.

E. The suspension of membership or ineligibility of membership shall last for a period of time to be determined by the Board. After the assessed period of suspension or ineligibility of membership has ended, the member may reapply to the Corporation for membership.

F. A member may withdraw from the Corporation only by giving written notice to the Corporation Coordinator. Such notice shall be presented to the Board at the first meeting after receipt of the written notice of termination. All rights and privileges of Corporation membership shall cease upon resignation of membership. Membership resignations shall be prospective only. Termination of membership for any reason shall not result in dues refunds or forgiveness. Any member that withdraws from the Corporation must satisfy all previous dues obligations before being eligible to reapply for membership.

G. The Board may amend the membership policies of the Corporation from time to time, as it deems appropriate. The Board must approve deviations from the membership policies.

ARTICLE V BOARD OF DIRECTORS

SECTION 5.01. *Function of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation and these Bylaws. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 5.02. *Number of Directors; Qualifications.* The initial Board of Directors includes Three directors. By the end of the first fiscal year, the total number of directors constituting the Board shall be five (5) or seven (7). The Board may from time to time authorize, by resolution adopted by the affirmative vote of directors constituting a majority of the total number of directors authorized at the time of such vote, a change in the number of members in the Board, but the number shall at all times be not less than three (3) and not more than Seven(7). Each of the directors shall be a natural person. The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 5.04. Directors need not be residents of the Texas.

SECTION 5.03. *Election and Tenure of Directors.* The Board of Directors shall elect directors by the affirmative vote of all of the Board of Directors then in office at the annual meeting of the Board of Directors, from the persons who are nominated in accordance with the procedures set forth in this Section 4.08. The terms of each director shall be staggered. [The initial Board members shall be divided into three approximately equal classes and they shall serve staggered terms of one, two and three years, respectively.] Thereafter, each director shall hold office until the third annual meeting subsequent to his or her election with approximately one-third of the Directors elected at each annual meeting. Each Director shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws.

SECTION 5.04. *Removal or Resignation of Director.* Unless the Nonprofit Act provides otherwise, the Board of Directors may remove any director, with or without cause, by the affirmative vote of a two-thirds majority of all of the members of the Board of Directors then in office. A director may resign at any time upon written notice to the Secretary. Such

resignation shall take effect on the date the notice was delivered to the Secretary unless a later date is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

SECTION 5.05. *Vacancy on Board.* A majority of the remaining directors may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of the director whose resignation or removal created the vacancy on the Board. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of all of the Directors in office at a meeting held according to notice, or (iii) a sole remaining Director.

SECTION 5.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for (a) the election of directors and officers and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Nonprofit Act or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.07. *Special Meetings.* The Chairperson or any three (3) directors may call a special meeting of the Board of Directors at any time. Unless the Articles of Incorporation, the Nonprofit Act or these Bylaws provide otherwise, the only business that may be considered at a special meeting is such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 5.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting and, in the case of special meetings, the business to be conducted thereat. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail or email to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may

adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.09. *Action by Directors.* Unless the Articles of Incorporation, the Nonprofit Act or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 5.10. *Action by Written Consent.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 5.11. *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 5.12. *Compensation.* The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director, except that director may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

SECTION 5.13. *Attendance at Meetings.* In the event that any director has three (3) or more unexcused absences from regular meetings (which may include an annual meeting) in any twelve-month period, the Board of Directors may, in its discretion, deem such absences to constitute a resignation from the Board of Directors by such director.

SECTION 5.14. *Conflicts of Interest.* Any contract or transaction in which a director is interested must be approved by the Board acting in good faith through the affirmative vote of a majority of the disinterested directors then members of the Board (being not less than two directors) or by a committee made up of at least three disinterested directors after disclosure to the Board of all material facts as to the director's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction, and the fact that an interested director participated in meetings discussing or approving any such contract or transaction shall not make the approval void or voidable.

SECTION 5.15. ***Reliance on Accounts and Reports.*** In the performance of his or her duties, a director shall be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, reports or statements presented to the Corporation by any of its officers or employees or by any other person as to the matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE VI COMMITTEES

SECTION 6.01. ***Board Committees.***

(a) The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees of the Board comprised of one or more directors. The Board of Directors may delegate to a committee any of the powers of the Board, except the power to (1) elect or remove directors or Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or these Bylaws; or (4) decide such other matters as the Board may determine by vote of the directors.

(b) The Chairperson of the Board of Directors shall appoint the members and the chairperson of each committee subject to the approval of a majority of the directors then in office. Each committee shall adopt rules of procedure for its business that are consistent with Section 5.08 of the Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 5.11.

(c) Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed from such committee, with or without cause, by a vote of a majority of the directors then in office, or (3) such member shall cease to be a director or otherwise resign from such committee.

SECTION 6.02. ***Special Committees of the Board.*** The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they

are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 6.04. *Compensation of Members of Committees.* The Corporation shall not pay any compensation to any member of any committee for services rendered to the Corporation as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by the Board of Directors. A member of a committee who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VII OFFICERS OF THE BOARD

OFFICERS

SECTION 7.01. *Officers.* The Corporation shall have a Chairperson, Secretary, and Treasurer. The Chairperson shall be duly elected and qualified members of the Board. All other officers may, but need not be, members of the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as Chairperson and either Treasurer or Secretary of the Corporation. The Board may elect or appoint such other officers as may be deemed necessary or appropriate.

SECTION 7.02. *Chairperson.* The Chairperson shall preside at all meetings of the Board of Directors at which the Chairperson shall be present. In general, the Chairperson shall perform all such duties as are assigned from time to time to the Chairperson by these Bylaws and the Board of Directors. In the absence of an Executive Director, as specified in Section 7.08, the Chair shall be the chief executive officer of the Corporation.

SECTION 7.03. *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 7.04. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in

such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Chairperson and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

SECTION 7.05. *Election and Tenure of Officers.* The Board of Directors shall elect the officers, who shall be elected for terms not to exceed two (2) years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 7.06. *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

SECTION 7.07. *Executive Director.* In addition to the other officers of the Corporation specified in this Article VII, the Board may appoint an Executive Director. The Executive Director shall be the chief executive officer of the Corporation and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for providing leadership and direction to the Corporation and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors. The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the directors of the Corporation then in office. The Executive Director may be removed, with or without cause, by a majority of the directors. The Executive Director shall report to the Board and between Board meetings to the Chairperson.

SECTION 7.9. *Authority and Duties of Officers; Conflicts of Interest.* The officers of the Corporation shall have such authority and shall exercise such powers and perform such duties as may be specified in these bylaws, and in any event each officer shall exercise such powers and perform such duties as may be required by law. Any contract or transaction in which an officer has an interest must be approved by a majority of disinterested directors then members of the Board or by a committee made up of at least three disinterested directors after disclosure to the Board of all material facts as to the officer's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction.

ARTICLE VIII MISCELLANEOUS

SECTION 8.01. ***Maintenance of Tax Exempt Status.*** The Corporation shall not carry on any 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 1986 (or corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

SECTION 8.02. ***Fiscal Year.*** The fiscal year of the Corporation shall be the twelve calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

SECTION 8.03. ***Corporate Seal.*** The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 8.04. ***Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 8.05. ***Checks, Drafts, Etc.*** All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the either the Executive Director, the Treasurer or the Chairperson, or by the designees of either the Executive Director, the Treasurer or the Chairperson; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority. Under \$500.00: Must be

authorized by at least two members of the executive directors. Over \$500.00: Must be approved by a simple majority vote of the Board of Directors. All the expenses shall be reported at the Board of Director meeting and included in the financial report.

SECTION 8.06. *Books and Records; Inspection.* Except to the extent otherwise required by law, the books and records of the Corporation shall be kept at such place or places within or without the Texas as may be determined from time to time by the Board.

SECTION 8.07. *Electronic Transmission.* “Electronic transmission”, as used in these bylaws, means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

SECTION 8.08. TAAA shall take a neutral stand and not express any tendency toward any political system (including the Chinese and U.S. political systems). The TAAA shall promote harmonious coexistence among members with different political persuasions.

ARTICLE IX AMENDMENTS

SECTION 9.01. *Amendments.* The Corporation’s articles of incorporation may be amended by a resolution adopted by the affirmative vote of directors constituting two-thirds of the total number of directors authorized under these bylaws at the time of such vote and the filing of a certificate of amendment in accordance with the requirements of the Nonprofit Act, and the approval of the members of the Corporation shall not be required for any such amendment, provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote. These bylaws may be amended, altered or repealed by resolution adopted by the affirmative vote of directors constituting two-thirds of the total number of directors authorized under these bylaws at the time of such vote, provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote. No amendment, alteration, change or repeal of the articles of incorporation or these bylaws shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Code.

SECTION 9.02. *Construction.* In the event of any conflict between the provisions of these bylaws as in effect from time to time and the provisions of the

Corporation's articles of incorporation as in effect from time to time, the provisions of such certificate of incorporation shall be controlling.