

**BY-LAWS OF
NATIONAL CHENG-KUNG UNIVERSITY
ALUMNI ASSOCIATION IN MIDWEST**

ARTICLE I NAME

The official name of the organization shall be "National Cheng-Kung University Alumni Association in Midwest" abbreviated "NCKUAA in Midwest," hereinafter referred as the Association.

ARTICLE II OBJECTIVES

Section 1

The objectives of the Association shall be the following:

1. to promote the status of the National Cheng-Kung University (NCKU) and
2. to enhance the friendship and mutual benefit of its members.

Section 2

The Association shall not participate in political activities.

ARTICLE III MEMBERSHIP

Section 1

Membership of the Association shall include regular, student, honorary, and others.

Section 2

Regular and student membership shall be open to an individual who was a student of, or an employee at the NCKU, including the Graduate and Evening Schools, and is willing to subscribe to the By-laws. Regular/student membership may be applied by submitting

- a. a completed membership application form and
- b. membership fee payment to the Association.

A full time student is a student member and shall pay a reduced annual fee. The acceptance or rejection of a membership application shall be decided by the Board of Director.

Section 3

Honorary membership shall be awarded to an individual who makes significant contribution to the Association or the NCKU. Such award shall be recommended by the Board of Director and approved by a two-thirds majority in a general meeting. Annual fee of an honorable member shall be waived.

Section 4

Membership annual fee paid in US dollars shall be determined by the Board of Director and due by January 31 of a term year from January 1 to December 31. A member who pays his/her annual fee in due time is deemed active, otherwise in default.

Section 5

An active member shall have voting rights in general meetings and the following privileges:

- a. to attend general meetings of the Association,
- b. to become a candidate of the Board of Director,
- c. to vote for the Board of Director, and
- d. others.

Section 6

Membership may be terminated if a member fails to pay membership due in three consecutive years.

ARTICLE IV ORGANIZATION

Section 1

The Association shall have a Board of Directors (hereinafter referred as the Board) consisting of eleven elected directors. The Board oversees the direction of the Association affairs.

Section 2

The administrative officers of the Association responsible to the Board shall include a president, a secretary, a treasurer, and committee chairpersons. President shall be elected among the Board directors. The other officers shall be appointed by the president and reckoned by the Board.

Section 3

A general or a Board meeting shall be held at the request of,

- a. the president,
- b. one half of the Board, or
- c. one tenth of the active members.

Quorum for a general meeting is one tenth of the active member and quorum for a Board meeting is one half of the directors.

Section 4

The president is an ex-officio member of the Board and shall

- a. represent the Association in external events,
- b. supervise general affairs of the Association,
- c. appoint secretary, treasurer, and administrative committees,
- d. convene and preside at Board and general meetings,
- e. organize at least two social gatherings for all members in a term year, and
- f. coordinate other activities.

Section 5

The secretary shall keep the By-laws, produce meeting minutes, and maintain all documents of the Association.

Section 6

The treasurer shall be empowered to operate a bank account in the name of the Association and receive and disburse all moneys under the direction of the Board. The treasurer shall be responsible for collecting membership dues.

ARTICLE V ELECTION AND TERMINATION OF TERMS

Section 1

Board Directors shall be elected by active members via mail ballots by November 15. All seats of directorship are two-year terms except in the first Board election five seats of directorship are one-year term. Board director may be re-elected only once.

Section 2

A nomination committee, appointed by the president, shall publicly announce the Board election one month before election. An active member may submit,

- a. written recommendation by two other active members, and
- b. a written statement indicating that he/she understands the duties and responsibilities of the Board, and intends to perform the duties if elected,

to the committee to claim his/her candidacy:

Section 3

After the Board election, nomination committee shall tabulate the ballots in a Board meeting and inform all candidates the election result before December 15. Candidates with simple majority are elected to the Board.

Section 4

President shall be elected among the Board to a one-year term before December 15 and may be re-elected only once.

Section 5

Board directors and officers of the Association may resign by submitting a letter of resignation to the secretary.

Section 6

The president or a director may be removed from his/her position by a two thirds majority in a Board meeting, if he/she fails

- a. to perform his/her duties in accordance with the By-laws, or
- b. to attend three consecutive Board meetings.

Section 7

If there is a vacancy in the Board, the Board may:

- a. make a temporary appointment for the unexpired term, or
- b. leave the seat open until next regularly scheduled election if more than six directors remain in the Board.

Section 8

If the presidency is vacated, the Board should make a temporary appointment for the unexpired term until the next regularly scheduled election. Before the temporary appointment is made, the most senior Board director becomes the interim president.

ARTICLE VII AMENDMENT

The power to alter, amend, or repeal the by-laws shall be vested in the Board or in the general meeting and approved by a two-thirds majority. Such action may be taken at a Board or general meeting for which written notice of the purpose is given. The by-laws may not contain any provisions for the regulation and management of the affairs of the Association that are inconsistent with the law or the Articles of incorporation.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

In accordance with the provisions of Chapter 32, p8.75 of the General Corporation Law of the State of Illinois the Association shall have power to indemnify any person who was or is a party or is threatened to be made a party any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) judgments, fines and amounts paid in settlement actual and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of solo contender or its equivalent, shall not, of itself, create a manner which he reasonably believed to be in or not opposed to the best interests of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Drafted and Recommended by the interim Board

Date: _____

This by-laws will be approved if there is no objection from more than one half the current active members within 30 days of public written announcement.

Date: _____