

BY-LAWS
(Revised 2007)

US-CHINA PEOPLES FRIENDSHIP ASSOCIATION
A California Non-profit Corporation

ARTICLE I. OFFICES

SECTION 1.1 NAME AND OFFICES (Amended National Convention Chicago IL 10/19/03)_

The name of this corporation is the US-China Peoples Friendship Association, hereinafter referred to as the Association. The Association may have offices at such places as may be designated by the Board of Directors (hereinafter referred to as the National Board).

SECTION 1.2 ADDRESS (Amended National Convention Chicago IL 10/19/03)

The address of any office of the Association shall be submitted to the proper authorities (including the California Secretary of State's office).

ARTICLE II. PURPOSE AND ORGANIZATIONAL STRUCTURE OF ASSOCIATION

SECTION 2.1 PURPOSE AND STATEMENT OF PRINCIPLES

The USCPFA is a non-profit educational organization. Our goal is to build active and lasting friendship based on mutual understanding between the people of the United States and the people of China.

We recognize that friendship between our two peoples must be based on the knowledge of and respect for the sovereignty of each country; therefore, we support the declaration of the United States of America and the Peoples Republic of China that the resolution of the status of Taiwan is the internal affair of the Chinese on both sides of the Taiwan Straits.

We also recognize that friendship between our two peoples and good relations between our two governments plays a critical role in maintaining peace in the Pacific Basin and in the world.

As an educational organization, our activities include sponsoring speakers and programs which inform the American people about China, organizing tours and special study groups to China, publishing newsletters and other literature, promoting friendship with Chinese students and scholars while in the United States, and promoting cultural, commercial, technical, and educational exchanges.

Everyone is invited to participate in our activities, and anyone who agrees with this Statement of Principles is welcome to join.

SECTION 2.2 ORGANIZATIONAL STRUCTURE (Amended National Convention, Washington D.C. 10/01; Amended National Convention, Schenectady, New York 10/05)

For organizational purposes, the Association is divided into national, regional, sub-regional and chapter units. The Association is a national membership organization and all its sub-units are governed by these By-laws and by other national resolutions and rules as adopted by the Association's members. All (national and sub-units) are subject to IRS and other requirements for nonprofit organizations tax-exempt under 501(C)(3), and sub-units listed as subsidiaries share in USCPFA group tax exemption. Each subunit (region, subregion, and chapter), will submit a written financial report for the previous calendar year to its membership by June 15, of each year. All subunits (regions, subregions, and chapters), will deliver a financial report for the previous calendar year to the National Treasurer by June 15, each year, contents of such financial report to include the subunit's financial statement and a copy of any required reports for the IRS and the State of California.

However, the autonomy of regional, sub-regional, and chapter units is recognized as an important element of the Association's functioning. Each sub-unit of the Association is entitled to adopt its own bylaws and rules for the governance of its activities and finances which are in conformity with the By-laws and resolutions and rules adopted by the National Convention and National Board.

SECTION 2.3 CHAPTERS AND REGIONS (Amended National Convention, Washington D.C. 10/01)

Chapters should hold regular meetings, and must meet at least once a year. Chapters are to collect dues and transmit to the person/office designated by the National Board the amount of dues specified by the national membership. Chapters are to maintain accurate membership records and minutes of meetings.

The governing body of each region and sub-region shall meet at least once a year. To facilitate communication within the Association, the regions and sub-regions will relay information, ideas, and concerns between the national level and the chapter level.

If called upon, regions and sub-regions should provide support whenever possible to the chapters in organizational, program, membership, and other matters.

SECTION 2.4 CHAPTER, REGIONAL, AND SUB-REGIONAL OFFICERS AND ELECTIONS (Amended National Convention, Washington D.C. 10/01)

Open elections of officers are to be held at least every two years. Nominating Committees may present a slate of officers, but there must always be the opportunity for write-in nominees on a mail ballot or nominations from the floor at a meeting that has been duly announced to the members as to when elections will take place. All persons nominated for office and persons making nominations must have been members in good standing for at least three months. The only exception to this is when a chapter is being organized.

If at any time an officer or officers fail to call meetings, hold elections, transmit dues, or if such officer or officers in any way fail in their duties, the duly elected officers of the next higher body (sub-region or region over chapter, region over sub-region, national over region) or the National Board

have the obligation to call a meeting of members for the purpose of electing new officers who will uphold the purpose of the USCPFA and carry out the stated duties of such officers.

SECTION 2.5 ORGANIZING A CHAPTER AND DISSOLVING CHAPTERS, REGIONS, AND SUB-REGIONS (Amended National Convention, Washington D.C. 10/01)

In general, regions and sub-regions are responsible for organizing and dissolving chapters within their geographic areas, and the National Board is responsible for reviewing and hearing appeals of such decisions. The National Administration chair, appointed by the National Board, will be the liaison between the National Board and the chapter, region, and sub-region in these matters. Each region or sub-region may have its own specific procedures for establishing and dissolving chapters; the National By-laws here describe the general process and requirements.

(A) Organizing a Chapter

(1) Persons interested in beginning a USCPFA chapter should contact the relevant USCPFA region or sub-region for information and assistance. If there appears to be sufficient community interest after one or more public meetings, the group may request Organizing Committee status from the region/sub-region. When the request is approved and dues for at least five members have been paid to USCPFA National, USCPFA National will recognize the group as an O.C. and list it as such in the *US-China Review*. Members will be added to the USCPFA National membership database as dues are received, however, members can be assigned to the new group only after the group has received Organizing Committee status.

(2) Chapter status may be requested from the region or sub-region and may be granted by said body after the Organizing Committee has completed the following and has certified their completion to the region/sub-region.

- a. Adopted the USCPFA Statement of Principles.
- b. Collected membership dues from 10 or more people and sent national dues for those members to USCPFA National.
- c. Elected officers and reported their names/addresses to the region/sub-region and to USCPFA National.
- d. Held public programs for six months and maintained written records for those six months (dated from first public meeting).
- e. Agreed to support and participate regularly in regional (sub-regional, if in Western Region) and National USCPFA activities (for instance, by sending representatives to conferences, conventions, and seminars).
- f. Adopted by-laws/operational procedures in conformity with regional, sub-regional, and National By-laws and policies.

(3) USCPFA National will recognize the new chapter after the region or sub-region certifies to the USCPFA National Administration chair that the group has completed the requirements in (A)(2) above, and the USCPFA National Membership chair confirms that membership dues have been paid for a least ten members.

(B) Dissolution and Reactivation of Chapters.

(1) Voluntary Dissolution. A chapter may be dissolved voluntarily by a vote of its membership with proper notice. Proper notice requires that the region/sub-region and each chapter member be notified of the proposed dissolution and voting procedure at least 30 days before the vote is taken.

(2) Inactive Chapters. A chapter may be considered inactive if it has not held a meeting for 12 months and has not sent to USCPFA National the membership dues for any members for 15 months. To identify chapters that might become inactive, the region/sub-region will monitor the quarterly membership reports from USCPFA National to identify chapters with many expired memberships, and will contact the most recent chapter officers or members to encourage reactivation and offer assistance as appropriate. If reactivation (with existing or new members) appears unlikely in the near future, the region/sub-region may dissolve the chapter after giving written notice to the recent officers and members.

(3) Reporting, Review, and Appeal. The region/sub-region shall report to the USCPFA National Administration chair, with a copy to the USCPFA National President, any voluntary dissolution and any dissolution proposed by the region/sub-region. The proposed dissolution shall be reported at least 30 days before the action is taken, stating the reasons for the dissolution, and the final action to dissolve the chapter shall be reported within 7 days of this action. The National Administration chair will report the proposed and final actions to the USCPFA National Board. A chapter thus dissolved may appeal the action to the USCPFA National Board within 30 days of the final action. Any appeal must be signed by at least two unrelated chapter members and must explain reasons they think the chapter should not be dissolved.

(4) Reactivating Chapters. A chapter that was voluntarily dissolved under (B)(1) above or was dissolved because it was inactive under (B)(2) above may be reactivated by going through the steps to become a chapter (2.5(A) above) except that the waiting period before gaining chapter status may be shorter.

(C) Disposition of Assets upon Dissolution.

(1) When a USCPFA chapter, sub-region, or region, is dissolved under 2.5(B)1-2, the most recently elected officers have the legal obligation to see, after debts are paid, that checking and savings accounts are closed and that any and all funds, securities, and assets, and records, are sent to the next higher body. (The next higher body to the chapter is the region or sub-region, to the sub-region is the region, and to the region is the National.) If such officers fail to do so, the governing board of the next higher body has the authority to notify banks that the chapter, sub-region, or region, is no longer in operation and that funds, as per these By-laws, are to be transmitted to their next higher body. If the next higher body fails to take action within a reasonable time the National Board has the legal obligation to see to the disposition of funds.

(2) The chapter and region/sub-region shall report to the USCPFA National Administration chair, with a copy to the USCPFA National President, on the proposed action to transfer funds at least 30 days before the action is taken, and shall report the final outcome. The Administration chair will review the proposed action and report to the USCPFA National Board. Members of the chapter, sub-region, or region whose funds are to be disposed of may appeal the action to the USCPFA National Board within 30 days of the final action. Any appeal must be signed by at least two unrelated chapter members and must include explanation of the reasons for opposition.

(3) Assets of an inactive or dissolved chapter, sub-region, region may be returned upon reactivation of the sub-unit, if feasible.

SECTION 2.6 USCPFA GROUP TAX-EXEMPT STATUS (New, adopted National Convention, Washington D.C. 10/01)

USCPFA National is recognized as a non-profit and tax-exempt 501(C)(3) organization by the Internal Revenue Service under a group tax-exemption letter issued February 4, 1976. (The IRS affirmed USCPFA's tax-exempt status in a shortened letter dated May 3, 1999.) This group tax-exemption allows USCPFA subsidiaries (including chapters, regions, sub-regions, and projects) to share USCPFA's tax-exempt status.

(A) Requirements for becoming and continuing as a USCPFA Subsidiary. Pursuant to IRS rules, a USCPFA subsidiary must be affiliated with the National organization (USCPFA National), be subject to the general supervision and control of the National organization, and conduct educational activities for which the National organization obtained tax-exempt recognition.

(B) Becoming a USCPFA Subsidiary. A chapter, region, sub-region, or project may be added to the USCPFA subsidiary list for the benefits of group tax exemption under IRS regulation 501(C)(3) by submitting its request, with required information, to the USCPFA Tax Coordinator. If the chapter, region, sub-region, or project meets the requirements stated in 2.6(A) above, the Tax Coordinator will obtain a tax identification number (Federal Employer Identification Number or FEIN) for the chapter and request that the Internal Revenue Service add the chapter to the USCPFA subsidiary list. (An Organizing Committee must achieve chapter status before being listed as a USCPFA subsidiary.)

(C) Losing and regaining tax-exempt status.

(1) A chapter declared inactive or dissolved (in accordance with 2.5 above) will be reported to the IRS by the USCPFA National Tax Coordinator as an inactive subsidiary, effectively terminating the chapter's group tax-exempt status.

(2) A chapter, region, or sub-region may lose group tax-exempt status by failing to meet the requirements for subsidiaries under 2.6(A) above.

(3) A chapter, region, or sub-region may seek to regain group tax-exempt status through the process described in 2.6(B) above.

ARTICLE III. MEMBERS

SECTION 3.1 RIGHTS OF MEMBERS

The Association shall have only one class of members. No member shall hold more than one membership, and each shall have the same rights, privileges, restrictions, and conditions.

SECTION 3.2 ADMISSION OF MEMBERS (Amended National Convention, Sarasota, FL, 10/7/07)

Persons applying to become members shall be admitted to membership upon paying the annual dues and applying for membership in writing, which shall include the applicant's agreement with the Association's Statement of Principles. The National Membership Chair, with the approval of the

National Board, may reject a membership application, including membership renewals, if there is evidence that the person has willingly and knowingly engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association, or its members.

SECTION 3.3 DUES

Dues are determined by action of the membership.

SECTION 3.4 MEMBERSHIP RECORDS (Amended National Convention, Portland, ME, 8/19/97)

All membership records, including renewals and terminations, shall be maintained by local chapters. Accurate information regarding membership records shall be given by the local chapters to the person/office designated by the Association's National Board. This designated person/office shall have the responsibility of providing an updated membership list to each chapter periodically, as determined by the National Board, and shall provide a complete report on membership for each National Convention.

SECTION 3.5 TERMINATION OF MEMBERSHIP (Amended National Convention, Washington D.C. 10/01)

(A) Grounds for Termination: The membership of an individual shall terminate upon the occurrence of any of the following events:

- (1) Upon the member's notice of such termination to his or her local chapter. Members-at-large can terminate membership by notifying the National Membership chair.
- (2) Upon failure to renew his or her membership by not paying dues.
- (3) Upon determination by the local chapter, region, sub-region, or National Board based on adequate evidence that the member has willingly and knowingly engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association.

(B) Procedure for Expulsion:

- (1) Any complaint that requests a chapter, region, sub-region, or National Board to consider expelling a member must be signed by at least five USCPFA members. The complaint should describe the conduct of the member and how this conduct is detrimental to the interests or purposes of the association. The complaint will be delivered to the president/chair of the next higher entity (chapter, region, sub-region, or National Board) which shall be responsible for considering the complaint and taking necessary action.
- (2) If the body (chapter, region, sub-region, or National Board) is convinced that there is reason to believe the complaint is valid and that the conduct described is seriously and materially prejudicial to the association, the body shall send a copy of the complaint by mail to the last address of the member as shown on association records, and request that the member respond in writing within fifteen (15) days. If needed, the body may request additional information or corroboration from the members who signed the complaint or other persons.

(3) If the body, after reviewing the complaint, response, and any additional information, decides to expel the member, a notice shall be sent by certified or registered mail to the last address of the member as shown on the Association's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the effective date of the proposed expulsion. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing.

(4) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at the hearing conducted by the body and held not less than five (5) days before the effective date of the proposed expulsion.

(5) Following the hearing, the body shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way, and shall notify the member of their decision.

(6) A written record of the hearing, the decision, and the reasons therefore shall be sent to the National Board Membership chair, with a copy to the National President, within one week of the decision. The decision may be appealed to the National Board within 30 days of the decision.

(7) If the body (chapter, region, sub-region, or National Board), fails to act in the case of a member engaged in conduct as described in 3.5(A)(3), and the member does not cease such conduct, and upon request to the National Board by at least five USCPFA members, the National Board may initiate the expulsion procedure (described above) and may expel the member if expulsion is deemed in the best interests of the organization.

ARTICLE IV. MEETINGS OF MEMBERS AND ACTION WITHOUT MEETING

SECTION 4.1 PLACE AND TIMES OF MEETINGS (Amended National Convention, Houston, TX, 10/18/99.)

Special meetings and biennial meetings (hereinafter referred to as "National Convention") of the entire national membership shall be held at such times as may be designated by the National Board. (Time, place, and procedures for regions, sub regions where applicable, and chapter meetings may be designated by regions, sub regions where applicable, and chapters.)

SECTION 4.2 BIENNIAL NATIONAL CONVENTION

The members shall meet biennially in odd-numbered years at a National Convention for the purpose of electing the President and Treasurer and transacting other business. In years in which National Conventions are not held, national working papers will be distributed to all regional conferences and local chapters for discussion and voting.

SECTION 4.3 NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, written notice of the meeting shall be given not less than twenty (20) nor more than ninety (90) days

before the date of the meeting to each member.

(b) Manner of Giving Notice. Notice of a members' meeting shall be given either by mail or other means of written communication (including a notice in an Association publication), addressed to the member at the address of such member appearing on the records of the Association. Notice shall be deemed to have been given at the time when deposited in the mail or sent by other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and the time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the National Convention, those matters which the National Board, at the time notice is given, intends to present for action by the members. However, any proper matter may be presented at a special meeting or the National Convention for action. The notice of any national meeting of members at which officers are to be elected shall include the names of all those who are nominees at the time notice is given to members.

SECTION 4.4 QUORUM FOR MEETINGS

A quorum is achieved when there are present official representatives of local chapters whose members, when combined, total one-third (1/3), or more, of the members of the Association.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of local chapter representatives from the meeting. However, any action taken after the loss of an initial quorum must be approved by at least a majority of the number required to achieve the initial quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. Notice of the adjourned meeting shall be required, however, if the adjournment is for more than forty-five (45) days from the date of the original meeting.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes cast at the meeting, but no other business shall be transacted at such meeting.

SECTION 4.5 MAJORITY ACTION AS MEMBERSHIP ACTION (Amended National Convention, Houston, TX 10/18/99)

Every act or decision done or made by a majority of votes cast at a duly held meeting at which a quorum is present, is the act of the members, unless the law, or these By Laws require a greater number.

SECTION 4.6 VOTING PROCEDURE (Amended National Convention, Houston, TX 10/18/99)

The procedure for voting is determined by the National Board for National meetings of the

Association's membership.

SECTION 4.7 NO PROXY VOTING (Amended National Convention, Houston, TX 10/18/99)

No voting by proxy shall be permitted at any National meeting of the membership.

SECTION 4.8 CONDUCT OF MEETINGS (Amended National Convention, Houston, TX 10/18/99)

National meetings of members shall be presided over by the President of the Association or by a Chairperson chosen by the President. These meetings shall be governed by the rules of the National Convention Committee and by the latest edition of Robert's Rules of Order.

SECTION 4.9 NUMBER OF DIRECTORS AND ELECTION PROCEDURES (Amended National Convention, Washington D.C. 10/01)

The authorized number of Directors on the National Board shall be eleven (11). Each region shall elect two (2) directors. The Hawaii Sub-region of the Western Region shall be entitled to elect one (1) director. The President and Treasurer, who are elected by the entire membership, shall be directors.

The procedure for elections of region and/or sub-region officers (including National Board Representatives) may be decided by the region and/or sub-region involved. If proportional voting is used, the formula shall be the same as for National meetings (as shown below). The formula for determining the number of votes per chapter for National special meetings, Conventions, or mail ballot, will be as follows:

10-25 members	– 1 vote
26-50 members	– 2 votes
51-75 members	– 3 votes
76-100 members	– 4 votes
101-125 members	– 5 votes
126-150 members	– 6 votes
151-175 members	– 7 votes
176 + members	– 8 votes

The number of chapter members used in this formula for National meetings will be the number of chapter members on the date designated by the National Board, which will be reported to the chapters and regions.

SECTION 4.10 ACTION WITHOUT MEETING

Any action which may be taken at a meeting of members may be taken without a meeting if a written ballot is distributed to every local chapter and a reasonable time is specified for its return. Action by such written ballot is valid only when: (a) the number of votes cast within the time period specified equals the quorum required to be present at a meeting to authorize the action; (b) approval is made by a majority of votes cast as provided in Section 4.5 herein; and (c) the ballot specifies the number of responses needed to meet the quorum requirement and the percentage of votes necessary to pass the measure submitted.

ARTICLE V. DIRECTORS

SECTION 5.1 NATIONAL BOARD

Collectively, the directors shall be known as the “National Board.”

SECTION 5.2 POWERS

The Association’s management activities and affairs shall be conducted, and legal corporate powers shall be exercised, by or under the direction of the National Board, in accordance with the

policies established by National Convention and other decisions of the Association's members in whom ultimate corporate power shall reside.

SECTION 5.3 DUTIES (Amended National Convention, Washington D.C. 10/01)

It shall be the duty of the directors to establish policy within the limits of the By Laws. It is furthermore the duty of the directors to see that the mandates of the National Convention are carried out. The directors review and approve an annual budget for the National organization. Their primary responsibility is to maintain the organization with sound and prudent fiscal management and in accordance with all legal requirements for a not-for-profit organization.

When the Association has an Executive Director position, directors review and ratify the appointment of the Executive Director, to whom they delegate the responsibility for administration of those programs and policies established by the directors and the National Convention. They also review and ratify the performance evaluation of said Executive Director as stated in Article 6, Sec. 5.

Directors chair and serve on committees of the National Board to direct and operate programs established by the board.

SECTION 5.4 TERM OF OFFICE (Amended National Convention, Houston, TX 10/18/99.)

The term of office for Directors is two years. The term starts at the close of each National Convention and finishes at the end of the next National Convention. There shall be no limit to consecutive terms served by directors. Outgoing officers and directors shall turn over all records for which they were responsible to their replacements as soon as possible, not to exceed 60 days of their leaving office, and they shall be available to assist their replacement until the end of the calendar year.

SECTION 5.5 COMPENSATION

Directors shall serve without compensation except that they may be reimbursed for their actual and necessary expenses incurred in the performance of their regular duties.

SECTION 5.6 QUORUM FOR AND CONDUCT OF MEETINGS

A quorum shall consist of a majority of the National Board. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action thereafter taken must be approved by at least a majority of the quorum required to commence for such meeting. No voting by proxy shall be permitted. Meetings shall be governed by the latest edition of Robert's Rules of Order.

SECTION 5.7 VACANCIES AND RESIGNATIONS (Amended National Convention 10/21-23/95.)

Vacancies on the National Board shall be filled in the same manner as the director whose office is vacant was elected. A vacancy shall be deemed to exist in case of the death, resignation, or removal of any director. Any resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.8 NON LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 5.9 INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a director, officer, employee, or other agent, of this Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, the indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings, shall be provided by this association.

SECTION 5.10 INSURANCE FOR ASSOCIATION AGENTS

The National Board may authorize the purchase of insurance on behalf of any agent of the Association (including a director, employee, or other agent, of the Association) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability.

ARTICLE VI. OFFICERS

SECTION 6.1 ELECTION OF OFFICERS (Amended National Convention, Portland, ME, 8/19/97.)

The Officers shall be a President and a Treasurer who shall be elected at a National Convention for a two-year term. Effective for the terms beginning on and after the 1997 National Convention, such an office may be elected for such consecutive terms as the membership shall determine. A secretary will be appointed by the President and ratified by the National Board. The secretary must be a duly elected member of the National Board.

SECTION 6.2 OTHER OFFICERS AND AGENTS

The Association may also have, as determined by the National Board, one or more Vice Presidents, other officers and agents.

SECTION 6.3 REMOVAL

Members of the Board of Directors who serve as officers may be removed from such office by action of the Board.

The President and/or Treasurer can only be removed by action of the membership. The procedure for such action is that a petition may be circulated to chapters requesting a recall vote. If 25% or more of the chapters sign such a petition a ballot recall vote must take place within 60 days after the petition has been received by that National Board.

A recall ballot would use the same voting formula as stated in Article 4, Section 9.

The 25% of the chapters requesting such a vote must represent 25% of the total membership based on the proportional formula.

SECTION 6.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the National Board. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the National Board shall fill the vacancy.

SECTION 6.5 DUTIES OF PRESIDENT

The President, as Chief Executive Officer, shall: preside at meetings of the membership and the National Board, unless he or she appoints another qualified person to preside; serve as an ex-officio member of all National Board committees; give leadership in development and implementation of national goals; and appoint chairpersons to National Board standing and ad hoc committees, subject to approval of the Board.

The President is the chief protocol officer of the organization. As such, the President maintains proper relations with personnel from the Embassy of the People's Republic of China, and with friendship associations and other such organizations within the P.R.C. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these By-laws, or which may be prescribed from time to time by the National Board. He or she shall, in the Name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, that may from time to time be authorized by the National Board.

When the Association has an Executive Director position, the President with Board Personnel committee, issues job announcements when there is a vacancy in the position of Executive Director, reviews applications, interviews selected candidates, and recommends appointment of an Executive Director to the National Board for ratification.

SECTION 6.6 DUTIES OF VICE PRESIDENT(S)

The National Board may establish one or more Vice President positions. In the absence of the President, or in the event of his or her inability or refusal to act, a Vice President may be designated by the national Board to perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. Such Vice President shall have other powers and perform such other duties as may be prescribed by the National Board.

SECTION 6.7 DUTIES OF SECRETARY (Amended National Convention, Houston, TX 10/18/99)

The Secretary shall: Certify and keep at a location determined by the National Board the original, or a copy, of the By-laws of this Association as amended, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members;

See that all notices are duly given in accordance with the provisions of these By-laws or as required by law;

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-laws, or which may be assigned to him or her by the National Board.

SECTION 6.8 DUTIES OF TREASURER Amended National Convention, Portland, ME, 8/19/97.)

The Treasurer will be responsible for supervising any non-director employees of the Association delegated to carry out any of the functions described herein. Subject to the provisions of Article 8 of these By Laws relating to the "Execution of Instruments" the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the National Board.

The Board may delegate to other responsible persons the custody and investment of program funds such as the Endowment Fund and the Center for Teaching about China (CTAC). In the event of such delegation, the Treasurer will be responsible for reconciling the year-end balances of those funds and reporting on all funds in the annual report to members.

Receive, and give receipt for, monies due and payable from any source whatsoever.

Disburse or cause to be disbursed funds as may be directed by the National Board, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of accounts and financial records to any director, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements and any required reports, including reports for the Internal Revenue Service and the State of California, where the Association is incorporated; and deliver a copy of such required reports to the Association President within thirty days of submission to the IRS or the State of California.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these By-laws, or which may be assigned to him or her by the National Board.

ARTICLE VII. COMMITTEES

SECTION 7.1 COMMITTEES (Amended National Convention, Chicago IL 10/19/03)

The National Board shall have Standing Committees, which may change from time to time, to direct and operate the programs of the National Board. These Standing Committees may include, but are not limited to, the following:

Administration (internal concerns, archives, UN NGO status).

By-laws (review for changes needed and draft proposed amendments).

Endowment (investment, reporting).

Finance (budget, financial accounting, investments, reporting, tax exempt status).

Outreach (CTAC, Teach in China, Film Library, Pen Pal in China, Photo Exhibits, Friendship through the Arts, Friendship through Athletics).

TV Documentary.

Membership (receive & report memberships & dues, oversees contractor who keeps database).

Program (US-China Review, exchanges & delegations).

China Travel in the U.S.

Tours (design itineraries, recruit leaders and passengers, prepare & disseminate tour information, receive, disburse, and account for income and expenses).

Long-Range Planning (sets goals, recommends future activities, review effectiveness of programs & committees, promotional items).

DC Seminar (secure meeting rooms, decide theme & topics, recruit speakers, publicize set fees, register participants, prepare written program).

The Association shall have such other committees as are designated by resolutions of the National Convention and/or the National Board. Standing Committees and ad hoc committees will be chaired by National Board members or by USCPFA members designated by the National Board. Non-board members are encouraged to serve as members of ad hoc and Standing Committees.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

SECTION 8.1 EXECUTION OF INSTRUMENTS

The National Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee, shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE IX. ASSOCIATION RECORDS

SECTION 9.1 MAINTENANCE OF ASSOCIATION RECORDS (Amended National Convention, Chicago IL 10/19/03)

The Association shall keep at a designated office or with designated members whose responsibilities include these duties, the following:

Minutes of all meetings of Directors and committees of the National Board and all National meetings of members;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 9.2 MEMBERS' INSPECTION RIGHTS (Amended National Convention, Washington D.C. 10/01)

It is a requirement of USCPFA's non-profit corporate status that any member, at any time, may ask to examine the fiscal records and the minutes of meetings of the governing bodies of his or her chapter, sub-region, region, and the National Board. Every member, or his or her agent or attorney, shall have the right, for any legitimate purpose, to inspect all books and records of the Association. Officers must provide access to such information in a timely manner.

SECTION 9.3 ANNUAL REPORT

The National Board shall cause an annual report to be furnished not later than thirty (30) days after filing the annual IRS report, barring any unforeseen mitigating circumstances beyond the Treasurer's control, to all members of the Association, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including trust funds, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) Revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) Expenses or disbursements for both general and restricted purposes, during the fiscal year;
- (e) Any transaction in which the Association, or its subsidiary was a party, and in which any

director had a direct or indirect material financial interest.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE X. BY-LAWS

SECTION 10.1 AMENDMENT

These By-laws, or any of them, may be altered, amended, or repealed, and new By-laws adopted by action of the membership.

CERTIFICATION:

This is to certify that the foregoing is a true and correct copy of the US-CHINA PEOPLES FRIENDSHIP ASSOCIATION BY LAWS as amended by the members at their National Convention held in Sarasota, Florida, October 5-7, 2007.

Date

March 26, 2008

Barbara Cobb, Secretary to the Board
US-CHINA PEOPLES FRIENDSHIP ASSOCIATION