

Bylaws of Taiwan Benevolent Association of America

Section 1: Name, Mandate, and Mission

1. This association shall be called 全美台灣同鄉聯誼會, 全美台聯會 for short (henceforth referred to as this association). The English name shall be Taiwan Benevolent Association of America, TBAA for short.
2. This association's aims are to always care about Taiwan and to serve Tongshiang (同鄉) in every way 「時時關心台灣，處處服務同鄉」, on one hand to contact those Taiwanese Tongshiang who reside in the U.S. to rally together and expand all services for our Tongshiang and fight for the rights of ethnic Chinese in the U.S., and on the other hand to promote economic trade and cultural exchange between Taiwan and the U.S., and to help further diplomatic and overseas compatriot affairs advancement in support of the Republic of China (Taiwan).
3. This association was founded in 1978 and was originally registered in Washington, D.C. Subsequently, this association was registered in the State of Nevada as a nonprofit organization headquartered in Las Vegas.

Section 2: Memberships

1. This organization recognizes memberships on the basis of local chapter member organization.
2. Any Taiwanese Tongshiang Associations, formed in the North America Region (U.S. and Canada) for the purpose of networking, which approve of this association's objectives, abide by this association's bylaws, have completed this association's entrance procedures, and are approved by the Board of Directors of this association, can be induced as member organization. The entrance procedures include presenting recommendations from at least three members of the Board of Directors and/or Board of Advisors of this association and the bylaws and the rosters of Board of Directors and Board of Advisors of the applicant member organization. The local chapter name of the approved member organization shall be Taiwan Benevolent Association of "the city name of the member organization".
3. This association's term of Taiwanese TongShiang is for those who, through the living experience in Taiwan and subsequently derived connection with one another as a basis, without regard to provincial origin, only that they were born, resided, were educated, or worked in Taiwan, or depended upon a fellow citizen of the Republic of China (Taiwan), are all equally deemed as TongShiang.
4. Members have the obligation to attend general assembly events of this association and have the rights and duties associated with this association.
5. Each member organization shall provide a copy of their bylaws and current rosters of board of directors and board of advisors to the Secretariat of this association for reference; such bylaws should not contradict this association's bylaws. In case of contradiction, this organization shall notify in written format the member organization to rectify the contradiction. Otherwise, such

contradictory portion of the member organization's bylaws shall be deemed invalid. Every member organization has independent operations in terms of executive (administrative and managerial control), financial, and sponsoring activities, and is solely responsible for its own liabilities.

6. If a member organization or individual member fails to follow this association's bylaws or acts in a way which damages the reputation of this association, the offender will be stripped of membership privilege upon the approval of Board of Directors following the required process. The offending member organization shall not continue to operate under the originally approved local chapter name of the said member organization.

Section 3: The Organization

A. General Assembly: The general assembly is of the highest authority in the organization of this association.

B. The Board of Directors:, During the adjournment of the general assembly, this association is represented and operated by the Board of Directors. This association's Board consists of Designated Directors, Executive Directors, Elected Directors, and Missionary Directors.

1. Designated Directors: Include this association's President, Vice-President, Secretary General, Treasurer, and the Presidents of branch (local chapter) organizations; their term of duration is commensurate with their individual, official position.
2. Executive Directors: Any former presidents of this association who still actively partake in the activities of this association, once approved by the Board of Directors, are eligible for a three-year term; renewed term is allowed when approved by the Board of Directors.
3. Elected Directors: Every local chapter organization is allotted one seat. Elected Directors serve for 3 years, and every year 1/3 are reseated, those who are re-elected may be reseated. Any vacated seat before its term ends can be backfilled upon nomination by its pertinent local chapter organization's president and approval by the Nomination Committee and by the Board of Directors.
4. Missionary Directors: To facilitate preparation for annual convention, the local chapter organization hosting the event is entitled to 3 Missionary Directors of one-year term.
5. Nominations for Elected and Missionary Directors shall be made at least 30 days prior to the annual convention, and shall be reviewed initially at the discretion of Nomination Committee and then approved by the Board of Directors in a follow-up validation.
6. The Board must convene at least once a year, convened by the President, with at least half of all the Directors present as the legal attendance (i.e., quorum). It requires at least half of all Designated Directors to file a request in order for the President to call an exigency convening of the Board when needed.

C. The President: This association has one President, with a term of one year and is promoted from the Vice-President. The President is the one who convenes the general assembly and the Board, represents this association externally, and directs all the activities of this association.

D. The Vice-President: This association has one Vice-President, who has a term of one year and is nominated and elected by the Board. The general commissioner of (the local chapter organization hosting) the annual convention shall be the recognized Vice-President nominee. The Vice-President normally assists the President, and shall become the President subsequent to the next year's annual convention. When the President is unable to perform his/her duties, the Vice-President shall take over in his/her stead.

E. The Advisory Board: Executive Directors are also members of the Advisory Board. In order to serve this association's professional needs, scholar, expert of outstanding merit, or any Tongshiang, who is an enthusiastic supporter of the association's missions and shows passionate and excellent records on serving the needs of Tongshiang, shall be nominated and approved by the Board as an advisor. The term of office is 3 years, and this designation can be renewed at the end of the term. There is one Convener of the Advisory Board who convenes the Advisory Board with a term of 1 year. The Convener Advisor is nominated and elected by the Board of Directors and the Advisory Board from the Executive Directors, whose last term as President of this association has ended for at least 3 years, or Advisory Directors; this person may be re-elected for only 1 consecutive term.

F. Office of the Secretary: This association's Office of the Secretary consists of one Secretary General and several Executive Secretaries, who are all appointed by the President, and are confirmed by the Board, all with a one-year term and re-electable. The main responsibilities are to execute, coordinate, and communicate the General Assembly's and the Board's resolutions, also to take care of daily affairs of this association.

G. Financial officer: This association's Treasurer will be appointed by the President and confirmed by the Board, with a one-year term and re-electable. The primary responsibility of this officer shall be taking charge of all of this association's funds whether it is expenditure or revenue, and also to present to the Board yearly financial reports.

H. Nomination Committee: Made up of the Convener Advisor, last President, current President, and two Directors from the Board of Directors and Advisory Board who are picked by the joint Advisory Board and the Board of Directors for a total of 5 people; this committee is responsible for nominating and recommending candidates to the Board as well as supervising financial audit and ethics reviews.

I. Project Committee: Directors designated to work on special project needs are authorized to form Project Committee consisting of 3 to 5 commissioners with one designated by the President as the chief commissioner.

J. All positions including the President, Vice-President, Advisory Board Convener, Secretary General, Executive Secretaries, Financial Officer, etc., are all considered voluntary, non-compensated positions.

K. Revocation of any of the aforementioned positions, including all voluntary ones and the Board of Directors, requires at least 15 of the Board of Directors to file a request in order for an

exigency convening of the Board, half of the Board of Directors attending, and half of the attending Directors passing.

Section 4: The Assembly

The general assembly is the highest governing body of this association; it shall convene at least once a year. The president of this association has the authority to convene an exigency session of the general assembly as needed.

Section 5: Sources of Funds

This association's funds' sources: Yearly dues paid by members, voluntary donations and donations from other sources. The amount of the yearly dues shall be determined by the Board.

Section 6: Bylaws

This association's bylaws can be amended only through the satisfaction of one of the following two requirements:

1. Half of the Directors' signatures and accompanied by 2/3 majority vote of the Directors present.
2. Half of the member organizations' signatures and accompanied by 2/3 majority vote of the Directors present.

Section 7: Addendum

To facilitate the execution of the bylaws, the Board of Directors shall provide approved execution guidelines/rules. Other items not mentioned shall be decided separately by the Board.

Section 8: Passage

This association's bylaws take effect immediately when they were passed on August 28, 2010 by a 2/3 majority vote of the members present at the general assembly.

Notes:

1. This association's bylaws were initially passed on August 26, 1978 and became effective immediately.
2. The first revision was made on August 6, 1983.
3. The second revision was made on August 3, 1990.
4. The third revision was made on October 26, 1994.
5. The fourth revision was made on May 27, 2000, and it was passed and became effective on August 26, 2000.

6. The fifth revision was made on February 6, 2010, and it was passed and became effective on August 26, 2010.

Execution Guidelines for TBAA Bylaws

Article 1:

The guidelines were provided based on Section 7 of the Bylaws to enforce the execution of the bylaws and to establish a structured organization.

Article 2:

Any Tongshiang who resides in a city where no local chapter organization of this association exists can either form a new local chapter organization through the collaboration of this association or join an existing, neighboring local chapter member organization through the induction of this association.

Article 3:

In the bylaws, the meanings of [year] and [term] are considered the same and thus interchangeable. TBAA's term begins after the swearing in of the President at the annual convention and ends when that President hands off at the next annual convention.

Article 4:

The President and Vice President of TBAA have the same term. All other administrative members including Advisory Board Convener, Secretary General, Executive Secretaries, Treasurer, and Annual Convention Chair, and all the committee members including members of the Authorizing Committee, the Grassroots Diplomacy Council, and Special Affairs Committee have a term which begins after the first joint board of directors and advisors meeting and ends at the end of next year's first joint board of directors and advisors meeting.

Article 5:

When the board of directors has decided upon the sub-committee for the annual convention, the designated local chapter to host annual convention must quickly submit its list of ad hoc Missionary directors to the Authorizing Committee. Those elected assume office after the list is ratified during the first joint board of directors and advisors meeting. If any member of the ad hoc Missionary directors' term is less than a year, it must be approved by the Authorizing Committee first, so that the director can proceed to perform his/her duties and his/her directorship can later be retroactively ratified.

Article 6:

The Board of Directors is obligated to attend annual general assembly, board of directors meetings and/or joint board of directors and advisors meetings. Any absentee from meetings for three consecutive times (excluding delegating a proxy with a written statement) shall be deprived of his/her voting rights. The remainder term shall be backfilled accordingly by due process.

Article 7:

Any Executive Director who has been terminated of his/her voting rights can appeal before the current term ends. If approved, the Executive Directorship can be resumed in the next term.

Article 8:

The members of Board of Directors and of Advisory Board can each delegate a proxy with a written statement if he/she cannot attend the meeting in person. However, every attending Director can exercise proxy for at most one absent member.

Article 9:

All administrative positions including the President, Vice-President, Advisory Board Convener, Secretary General, Executive Secretaries, Treasurer, etc., are not allowed to hold two positions simultaneously.

Article 10:

Anyone who holds an administrative position (excluding Executive Secretaries) and is also a local chapter organization's president or an Elected Director shall relegate temporarily the Directorship to someone from his/her local chapter organization.

Article 11:

To merit the association in its heritage and advancement, predecessor president and secretary general are obligated to transfer all pertinent documents to their successors.

Article 12:

In order to hold vindicate credential and merit TBAA in its heritage and advancement, the incumbent Treasurer must provide a verbal and written report of the state of finances during the joint board of directors and advisors meeting. The outgoing Treasurer has a duty to hand off all TBAA finance related documents endorsed by the outgoing President to the successor Treasurer.

Article 13:

Members of Advisory Board are empowered to attend joint board meetings, provide consultation, and exercise voting. However, they are not authorized to vote in making the decision of important events (requiring a decision passed by at least one-half of the attending Directors), so as not to infringe on the quorum rules of the bylaws.

Article 14:

TBAA's outgoing Chapter Presidents, elected advisory council members, and executive members who have full attendance in the last two years worth of advisory council meetings are automatically invited to become TBAA advisors.

Article 15:

Any changes to the guidelines require thorough discussion and approval by the Board of Directors before being enforced.

Article 16:

The current guidelines were approved on February 6, 2010 and became part of the revision addendum of the bylaws. Amendments were made on August 18, 2013 and ratified on February 8, 2014.