

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE HOUSE OF CHINA (HOC),**  
a California nonprofit public benefit corporation

**ARTICLE 1**  
Offices

1.1. Principal Office. The principal administrative office for the transaction of the business of the Corporation shall be located at 668 Pan American Plaza, San Diego, California 92101. The Board of Directors is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.

1.2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

**ARTICLE 2**  
Purposes

2.1. Purpose. The Corporation is a California nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized and will be operated solely for charitable and educational purposes. The specific purpose of this Corporation is to preserve, present, and promote Chinese and American culture and friendship to the general public and to the Corporation's Membership. The methods used to achieve this purpose shall be planned, organized, and approved by the Directors and Officers of the Corporation. These methods may include, but are not limited to: open house cultural displays, school children presentations, civic participation, financial contributions, and friendship activities.

2.2. Limitations. The Corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of the Corporation is irrevocably dedicated to charitable purposes; and no part of the net earnings, contributions, or assets of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons. The foregoing shall not preclude the Corporation from paying reasonable compensation for services rendered or from making payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in these Bylaws. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

**ARTICLE 3**  
Membership

3.1. Voting Class of Membership. There shall be one class of voting Members of the Corporation. The Members shall exclusively have all powers of "Members" within the meaning of California Corporations Code Section 5056; during such time none of such power shall be in the Board of Directors of the Corporation.

3.1.1 Criteria for Membership. Membership is open to all individuals regardless of race, color, creed, gender, national origin, or sexual orientation.

3.1.1.1 Unless otherwise specified herein, Members are required to (i) affirm the purpose of the Corporation stated in section 2.1, and (ii) pay annual dues to the Corporation.

3.1.1.2 The Corporation's Board may also designate certain individuals who contribute to the annual operation of the Corporation as Members, even if such individuals have not paid annual Membership dues. Any such designations shall be for a one-year period, unless renewed by the Board for additional one-year periods.

3.1.1.3 The Board may, at its discretion, also designate one or more Lifetime Members and/or Honorary Members. Lifetime and Honorary Membership shall be reserved for individuals who have made significant contributions to the Corporation. Lifetime and Honorary Members shall remain on the Corporation's Membership list until their death, incapacity, or resignation from Membership.

For the avoidance of doubt, all Members (regardless of whether they pay annual dues or are exempt from doing so pursuant to section 3.1.1.2 or section 3.1.1.3 of these Bylaws), must affirm the purpose of the Corporation stated in section 2.1. All Members shall have equal voting rights.

3.1.2 Membership List. The Corporation shall maintain a Membership list at the Corporation's principal office.

3.1.3 Dues. The Corporation's Members shall pay annual dues at a rate set from time to time by the Board of Directors.

3.1.3.1 The deadline for the payment of dues shall be January 1 each year. The Board shall set Membership dues for the next year by October 31<sup>st</sup> of the previous year.

3.1.3.2 Payment of annual dues is a requirement of Membership in the Corporation. Any Member who does not timely pay their annual dues shall be removed from the Corporation's Membership list without notice on the first day following the deadline for the payment of dues.

3.1.3.3 Each year before the deadline for the payment of dues, the Corporation may (but shall not be required to) send a written notice to each Member to (i) remind them of the payment deadline, and (ii) confirm the amount of the dues for the upcoming year. Such notices may be sent by email or mail, at the discretion of the Board of Directors. If the Board determines to provide notices to the Members, then such notices shall be sent to the last physical or email address provided by each Member. The Board may also decide to publish information on the Corporation's dues on the Corporation's website. By publishing details of the dues on the Corporation's website, the Corporation may thereby dispense with any other

duty that it might have to notify Members of the need to pay dues, or that a failure to pay dues will result in the automatic termination of Membership.

3.1.4 Termination of Membership. Membership may be terminated for failure to pay dues, the inability to contact a Member, or behavior that is inimical to the Corporation or its purpose.

3.2. Other Classes of Membership. The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of members for the Corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights and privileges, including voting for Directors, as are accorded to statutory Members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the Corporation's Articles of Incorporation or Bylaws.

3.3. Nonliability. No Member or member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

3.4. Fellows and Nominal "Members". Nothing in this Article 3 shall be construed as limiting the right of the Corporation to refer to persons or entities associated with it as "Fellows" or nominal "members" even though such persons or entities are not Members as defined in section 3.1, above, and no such reference shall constitute anyone a Member, within the meaning of California Corporations Code Section 5056 or the forgoing provisions of this Article 3, unless such person or entities shall have been approved for Membership as set forth in section 3.1, above. The privileges, rights, and duties of such Fellows or nominal members shall be as provided by the Board of Directors, subject to the terms of these Bylaws as amended from time to time.

## **ARTICLE 4**

### **Board of Directors**

4.1. Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all Officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower Officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to Committees, Officers, and agents.

In accordance with California Corporations Code Section 5047, enacted in 2009, each Director shall have one vote on each matter presented to the Board of Directors for action. For ease of reference, California Corporations Code Section 5047 reads as follows:

5047. Except where otherwise expressly provided, “directors” means natural persons, designated in the articles or bylaws or elected by the incorporators, and their successors and natural persons designated, elected or appointed by any other name or title to act as members of the governing body of the corporation. If the articles or bylaws designate that a natural person is a director or a member of the governing body of the corporation by reason of occupying a specified position within the corporation or outside the corporation, without limiting that person’s right to vote as a member of the governing body, that person shall be a director for all purposes and shall have the same rights and obligations, including voting rights, as the other directors. A person who does not have authority to vote as a member of the governing body of the corporation, is not a director as that term is used in this division regardless of title.

4.2. Number of Directors. The Board of Directors shall consist of not less than five (5) individuals nor more than thirteen (13) individuals until changed by an amendment to these Bylaws. The actual number of Directors within this range shall be set by the Board of Directors prior to each annual Membership meeting. The Directors shall be elected as set forth in section 4.3. Directors shall serve at the pleasure of the Members.

4.3. Election; Term of Office. Directors shall be elected annually by the Corporation’s Members.

4.3.1 At least forty-five (45) days prior to each annual Membership meeting, the Board shall publish on the Corporation’s website and include in either (or both) its December or its January newsletter, a slate of Board candidates whose names are proposed by the Board to appear on the ballot of Directors to be elected and the upcoming annual Membership meeting, which meeting shall be held within the timeframe of February 20 to March 20. Such Board-nominated slate of candidates shall be deemed elected without vote of the Membership at the next annual Membership meeting (whether or not a quorum is present at such Membership meeting), unless a petition signed by at least fifteen (15) Members is presented to the Corporation’s Secretary at least twenty-five (25) days prior to the annual meeting, and such petition identifies one (1) or more additional Director candidate names, up to and including a replacement slate, for election (each an “**Additional Candidate**”).

4.3.1.1 In the event that Additional Candidates are timely proposed as set forth in section 4.3.1, the Corporation shall circulate the list of Additional Candidates, in addition to the Board-proposed candidates, to all Members. If it does not violate the Board-size limitations of Sections 4.2 and 4.3.2.1, then the Board shall have the right (but not the obligation) to simply add the Additional Candidates to the Board’s slate of candidates such that the updated slate which includes the Additional Candidates shall be deemed elected at the next annual Membership meeting (whether or not a quorum is present at such Membership meeting), without the need for a Membership election at such meeting. The Chair of the meeting shall conduct and announce the election accordingly.

4.3.1.2 In the event that Additional Candidates are timely proposed as set forth in section 4.3.1 and either (i) the Board chooses to not add the Additional Candidates to the Board’s slate, or (ii) the Board cannot add the Additional Candidates to the Board’s slate without violating the Board-size limitations of Sections 4.2 and 4.3.2.1, then an election of Directors shall be conducted at the next annual Membership meeting with the potential electees to include all of, but only, the

Board-proposed candidates and the Additional Candidates. The Chair of the meeting shall conduct the election accordingly.

4.3.1.3 In any event, the total number of Directors elected in a given year shall not result in exceeding the Board-size limitations of Section 4.3.2.1.

4.3.2 Unless sooner removed by the Members, Directors shall serve terms of two years; each such two-year term shall expire at the conclusion of the annual Membership meeting pertaining to the class to which such Director belongs, provided, however, that each Director shall hold office until his or her successor is elected. For purposes of identifying the class to which each Director belongs, the minutes of each annual Membership meeting shall identify each of the Directors then in office as being one of these classes: Odd-Year Directors and Even-Year Directors, with an approximately equal number of Directors assigned to each class. The terms of the Odd-Year Directors shall expire at the conclusion of the annual Membership meetings that are held in odd number years (2023, 2025, 2027, etc.); the terms of the Even-Year Directors shall expire at the conclusion of the annual Membership meetings that are held in even number years (2024, 2026, 2028, etc.). In order to clarify the class structure of the Board, the Board shall itself identify Director candidates at the February 2023 Annual Membership Meeting as being Odd-Year Directors, with those sitting Directors not so identified being Even-Year Directors.

4.3.2.1 There shall be a maximum of six (6) Even-Year Director positions and seven (7) Odd-Year Director positions. When a new Director is elected to the Board, he or she shall be assigned as either an Even-Year Director or an Odd-Year Director with a view to keeping the numbers of Even-Year Directors and Odd-Year Directors as similar as is practicable.

4.3.3 Persons elected as a Director may be re-elected as a Director for an unlimited number of consecutive terms.

4.4. Vacancies. Vacancies in the Board of Directors shall be filled by action of the Directors, subject to section 4.3. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors, or if any Director fails to attend three (3) consecutive meetings of the Board without excuse; provided, however, that except upon notice to the Attorney General, no Director may resign where the Corporation would be left without a duly elected Director in charge of its affairs.

4.5. Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and, subject to these Bylaws, shall exercise such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.

4.6. Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.

4.7. Annual Meetings.

4.7.1 Membership Meetings. Not less frequently than annually, the Corporation shall hold a Membership meeting for the purpose of electing Directors and transacting such business as may come before the meeting. Pending such meeting, all Directors of the Corporation shall continue to hold their respective positions as Directors of the Corporation. The Annual Membership Meeting shall be held within the timeframe of February 20 to March 20. Notice of the precise date and location of the Annual Membership Meeting shall be posted on the Corporation's website, and included in any newsletters (or similar mailings) published by the Corporation in December, January, and February.

4.7.2 Organizational Meetings. Not less frequently than annually, the Directors shall hold a regular meeting for the purpose of organizing the Board, electing Officers, and transacting such business as may come before the meeting. Pending such organizational meeting, all Officers of the Corporation shall continue to hold their respective positions as Officers of the Corporation. Unless otherwise changed by the Board, Board meetings shall be held each January, April, July, and October.

4.8. Other Regular Meetings. Other regular meetings of the Members or Board of Directors shall be held on such periodic basis as may be specified and noticed by the Board of Directors or the Chief Executive Officer/President of the Corporation.

4.9. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chief Executive Officer/President or by any two (2) Directors.

4.10. Notice of Meetings.

4.10.1 Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing Resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the commencement of the meeting if given personally or by telephone or electronic mail and not less than four (4) days before the date of the meeting if given by first-class mail.

4.10.2 Notice of the time and place of each meeting of the Members shall be given in writing not less than ten (10) nor more than ninety (90) days before the date of the meeting. Notice shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote thereat. In accordance with Section 5511(b)(1) of the California Corporations Code, notice of such meetings may be given by electronic transmission when directed to the electronic mail address for that recipient on record with the Corporation. If notice is given by mail and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

4.11. Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its

commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.12. Action Without Meeting.

4.12.1 Directors. Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. An email “thread” or reply that evidences consent shall be sufficient to demonstrate consent for this purpose. As a matter of practice, the Board will generally ratify such unanimous email consents at the next-following regular Board meeting. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, “all members of the Board” shall not include any “Interested Directors” as defined in section 4.22, although such Interested Director may sign as “present and not-voting by reason of having an interest in the transaction” for purposes of the unanimity requirement.

4.12.2 Members. Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to every Member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

4.13. Telephonic and Electronic Communication Meetings. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this section 4.13 constitutes presence in person at that meeting if all of the following apply:

4.13.1 Each member participating in the meeting can communicate with all of the other members concurrently;

4.13.2 Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

4.13.3 The Corporation adopts and implements some means of verifying both of the following:

4.13.3.1 A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and

4.13.3.2 All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

4.14. Quorum – Directors Meeting. A majority of the then-serving number of Directors shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.14.1 Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common Directorships, (c) creation of and appointments to Committees of the Board, and (d) indemnification of Directors.

4.15. Quorum – Membership Meeting. A quorum of the Membership at a meeting shall be the larger of five (5) regular Members or one-tenth (1/10) of the Membership. In accordance with section 5512(b) of the California Corporations Code, the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third (1/3) of the voting power are matters notice of the general nature of which was given.

4.16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.17. Fees and Compensation. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Corporation. Directors and members of Committees may receive such compensation, if any, for their services and such reimbursement for out-of-pocket expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be just and reasonable as to the Corporation at the time the resolution is adopted. Nothing herein shall preclude any Director from serving the Corporation in any other capacity, including as an Officer, agent, employee or otherwise, and receiving reasonable compensation therefor.

4.18. Nonliability of Directors and Certain Officers.

4.18.1 Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer Chief Executive Officer/President, Chair of the Board, Vice-President, Secretary, Chief Financial Officer/Treasurer or other non-compensated Officer of this Corporation caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, if all the following conditions are met:



4.18.1.1 The act or omission was within the scope of such Director's or Officer's duties;

4.18.1.2 The act or omission was performed in good faith;

4.18.1.3 The act or omission was not reckless, wanton, intentional, or grossly negligent;

4.18.1.4 The Corporation has complied with the requirements of subsection 4.18.2 below.

This limitation on the personal liability of a volunteer Director or Officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or volunteer Officer, nor does it eliminate the liability of a Director or Officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

4.18.2 Requirement to Obtain Liability Insurance. The Corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation or a Director's and Officer's liability policy.

4.18.3 Paid Directors and Officers. Any Director who receives compensation by the Corporation for acting in his or her capacity as a Director shall have no liability based upon any alleged failure to discharge such person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated, (i) so long as such compensated Director complies with the provisions of these Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

4.19. Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

4.20. Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "Interested Persons." For the purposes of this section, "Interested Persons" means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions

of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.21. Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

4.21.1 One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

4.21.2 Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

4.21.3 A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence.

In any such case, the Director shall be entitled to so rely if the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

4.22. Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:

4.22.1 Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

4.22.2 Prior Approval by Board. The following facts are established:

4.22.2.1 The Corporation entered into the transaction for its own benefit;

4.22.2.2 The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;

4.22.2.3 Prior to consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the Interested Director or Directors, and with the knowledge of the material facts concerning the transaction and the Director's interest in the transaction; and

4.22.2.4 (i) Prior to authorizing or approving the transaction the Board considered and in good faith determined after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or (ii) the Corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

4.22.3 Preliminary Approval by Authorized Committee or Person and Subsequent Approval by the Board. The following facts are established:

4.22.3.1 A Committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in subsection 4.22.2, above;

4.22.3.2 It was not reasonably practical to obtain the approval of the Board prior to entering into the transaction; and

4.22.3.3 The Board, after determining in good faith that the conditions of subsections 4.22.3.1 and 4.22.3.2 were satisfied, ratified the transaction at the Board's next meeting by a vote of a majority of the Directors then in office without counting the vote of the Interested Director or Directors.

In light of the foregoing limitations, all Directors shall fill out an annual questionnaire dealing with this subject matter.

## **ARTICLE 5**

### **Officers**

5.1. Officers. The Officers of the Corporation shall be a Chief Executive Officer/President, Secretary, Chief Financial Officer/Treasurer, Executive Director, and such other Officers, including Chair of the Board Vice-Presidents, Delegates, Alternate Delegates, and Trustees, as the Board of Directors may appoint. Pursuant to California Corporations Code Section 5213(a), any person may hold two or more offices, except that neither the Secretary nor Chief Financial Officer/Treasurer may serve concurrently as the Chief Executive Officer/President or Chair of the Board.

5.2. Election. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of section 5.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

5.3. Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof. Any Officer may resign at any time by giving written notice to the Board of Directors, or to the Chief Executive Officer/President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.5. Chair of the Board. If such an officer is elected, the Chair of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be prescribed from time to time to him or her by the Board of Directors. If there is no Chief Executive Officer/President, the Chair of the Board shall, in addition, be the Chief Executive Officer/President of the Corporation and shall have the powers and duties prescribed in section 5.6 of this Article.

5.6. Chief Executive Officer/President. Subject to the control of the Board of Directors, the Chief Executive Officer/President shall have general supervision, direction and control of the business and affairs of the Corporation. He or she shall serve as an ex officio member of all Board Committees, call and conduct regularly scheduled and special Board meetings, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chief Executive Officer/President shall be a Director of the Corporation.

5.7. Executive Director. Subject to the control of the Board of Directors, the Executive Director shall represent the Corporation at various cultural events, plan and direct the Corporation's programs, shall maintain the Membership list, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.8. Vice-President. In the absence or disability of the Chief Executive Officer/President, the Vice-President shall perform all of the duties of the Chief Executive Officer/President and in so acting shall have all of the powers of the Chief Executive Officer/President. The Vice-President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Vice-Presidents shall be Directors of the Corporation.

5.9. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, shall deliver the annual statement required by section 7.6 to the Members, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Secretary shall be a Director of the Corporation.

5.10. Chief Financial Officer/Treasurer. The Chief Financial Officer/Treasurer shall receive and safely keep all funds of the Corporation and deposit them with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chief Executive Officer/President and Directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer/Treasurer, and of the financial condition of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chief Financial Officer/Treasurer shall be a Director of the Corporation.

5.11. Delegates and Alternate Delegates. Delegates will represent the Corporation at the monthly House of Pacific Relations meetings. Each of the Corporation's Executive Director and President shall typically hold the office of "Delegate." Alternate Delegates shall be elected by the Corporation's Board, and will be asked to represent the Corporation at such meetings if one or both of the Delegates is unable to attend such meeting. Any person who is named a Delegate or Alternate Delegate of the Corporation shall meet the minimum qualifications specified in Section 5.1.1.2 of the House of Pacific Relations Bylaws (or the equivalent provision of any future amendment of such Bylaws).

5.12. Trustees. Trustees are the Directors whose portfolios expressly include the oversight of the HOC facilities.

## **ARTICLE 6**

### **Committees**

6.1. Appointment of Committees. The Board of Directors may appoint an Executive Committee, and shall appoint an Audit Committee, a Compensation Committee, and such other standing or special ad hoc Committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation. The appointment by the Board of an Executive Committee and any other Committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. The Executive Committee and any other Committee having authority of the Board shall consist of two (2) or more Directors.

6.2. Powers and Authority of Executive Committee. The Board of Directors may delegate to the Executive Committee or any other Committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

6.2.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of Members of a Corporation, in which event the approval of the Board shall be required.

6.2.2 The filling of vacancies on the Board or in any Committee which has the authority of the Board.

6.2.3 The fixing of compensation of the Directors for serving on the Board or on any Committee.

6.2.4 The amendment or repeal of Bylaws or the adoption of new Bylaws.

6.2.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

6.2.6 The appointment of Committees of the Board having the authority of the Board, or the members thereof.

6.2.7 The approval of any self-dealing transaction, except as permitted in section 4.22 of these Bylaws.

6.3. Audit Committee. In every fiscal year in which line 12 of its IRS Form 990, or line 12(a) of its IRS Form 990-PF, is expected to equal or exceed Two Million Dollars (\$2,000,000), the Board of Directors shall appoint one (1) or more of persons to constitute an Audit Committee and shall delegate to such Audit Committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation as is required by law and such other duties and authority as is provided herein. Without limitation of the forgoing, the Audit Committee:

6.3.1 Shall recommend to the Board of Directors the retention and termination of the independent auditor;

6.3.2 May negotiate the compensation of the auditor on behalf of the Board;

6.3.3 Shall confer with the auditor to satisfy the Committee members that the financial affairs of the charitable organization are in order;

6.3.4 Shall review and determine whether to accept the audit; and

6.3.5 Shall approve performance of any non-audit services by the auditing firm.

The Audit Committee may include non-Board members. The Audit Committee may not include the Chief Executive Officer/President, Chief Financial Officer/Treasurer, employees of the Corporation, or any person who has a material financial interest in any entity doing business with the Corporation. Members of the Finance Committee (if any) may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee.

6.4. Compensation Committee. In accordance with California Government Code Section 12586(g), the Board of Directors shall either appoint a Compensation Committee, or itself from time-to-time itself serve as the Compensation Committee. The Compensation Committee shall review and approve the compensation, including benefits, of the Chief Executive Officer or Chief Financial Officer/Treasurer, to assure that each is just and reasonable. As to each of such officers, such review of an officer's compensation shall occur initially upon the hiring of such officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever such officer's compensation is modified. Separate review and approval shall not be required if the only modification of compensation is a modification extended to substantially all employees.

## **ARTICLE 7**

### **Miscellaneous**

7.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

7.2. Inspection of Corporate Records. The books of account and minutes of the proceedings of Members and Directors, and of any Executive Committee or other Committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

7.3. Representation of Shares of Other Corporations. Any Officer of the Corporation is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted to said Officers may be exercised by such Officers in person or by other persons authorized to do so by proxy duly executed by such Officers.

7.4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

7.5. Execution of Contracts. The Board of Directors may authorize any Officer, or Officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Nonprofit Public Benefit Corporation Law of the State of California, any such contract or instrument between the Corporation and any third person, when signed by the Chief Executive Officer or any Vice-President, Chair of the Board and the Secretary or Chief Financial Officer/Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing Officers had no authority to execute the same.

7.6. Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 6322 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of the transactions and indemnifications specified in Section 6322 to be delivered to the Members not later than one hundred twenty (120) days after the close of the fiscal year. If the Corporation issues an annual report, this requirement shall be satisfied by including the required information in said annual report.

7.7. Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.

7.8. Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption. In addition, in the event that the Corporation provides services or information to the public for a fee, and such

services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

7.9. Political Activities. The Corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

**ARTICLE 8**  
Effective Date and Amendments

8.1. Effective Date. These Bylaws shall become effective immediately upon their adoption by the Board of Directors and a majority of the Members present at a duly noticed meeting at which a quorum is present.

8.2. Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office, provided that such amendments do not materially diminish the voting rights of Members. Any Bylaw amendments that materially diminish the voting rights of Members may be adopted by the vote of (i) the majority of the members of the Board of Directors then in office, and (ii) a majority of the Members present at a duly noticed meeting at which a quorum is present


Approved and adopted by all the members at a member meeting held on February 26, 2023.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of The House of China (HOC).
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted by resolution of the Corporation’s Board on February 26, 2023, and by approval of the Corporation’s Members on February 26, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this Monday of 2/27/2023, 2023, at San Diego, California.

DocuSigned by:  
  
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 Lily Zhou, Secretary