BYLAWS OF SEATTLE TSINGHUA ALUMNI ASSOCIATION

Article I. Name and Purposes

1.1. Name

The name of this organization shall be Seattle Tsinghua Alumni Association (中文名称: 西雅图清华校友会), hereinafter referred to as the Association. The abbreviation of the Association is STAA.

1.2. Purposes

The Association is organized for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, and more specifically:

(i) To connect alumni of Tsinghua University ("University") in the Greater Seattle area and enhance networking and collaboration among members of the Association.
(ii) To promote and help community, business and personal development of members of the Association.
(iii) To support Tsinghua University's mission of education, research, outreach, and public service.

Article II. Membership

The membership of the Association shall be classified into two categories: General Member and Voting Member.

2.1. Definitions of Members

A. General Member

A General Member requires the following qualifications:

(i) Has received a degree from Tsinghua University, or has completed at least two years of study in any Tsinghua University's degree, or non-degree educational program or was employed by Tsinghua University as a faculty member or staff, and
(ii) Currently resides or works in the Greater Seattle area

Any person who meets the above qualifications shall be entitled to membership of the Association.

B. Voting Member

A Voting Member can vote in the election of STAA affairs. A General Member can become a Voting Member by meeting ALL the following qualifications:

(i) Was a student of Tsinghua University and

(ii) Whose student status is verified by 微信“清华人”小程序 or though Tsinghua Alumni Association (清华校友总会), and
(iii) Has paid all membership fees, and
(iv) Is registered to vote with STAA when the Voting Member Meeting (VMM) is called.

The Bylaws shall be made public and accessible to all categories of members of the Association.

2.2. Membership Dues

The Association Council may establish annual dues for members.

2.3. Termination of Membership

The membership of a General Member shall terminate upon termination of the General Member's eligibility for membership in accordance with these Bylaws, as determined by the Association Board of Directors.

Article III. Board of Directors (理事会)

The Association Board is the decision body for the Association.

3.1. Number, Tenure, and Qualifications

The Association Board shall consist of eleven (11) directors (理事). New directors shall be nominated by the incumbent directors or the advisors and approved by the incumbent Association Board. The Directors shall hold office for a term of three (3) years. The terms of directors shall be staggered to minimize a situation where more than five (5) directors' terms expire simultaneously in any one calendar year. No director shall serve more than two (2) consecutive terms. A director must be a qualified Voting Member in good terms.

3.2. Duties

The Director's duties shall include, but are not limited to:

(i) Developing Association's strategic plans and operational strategies
(ii) Reviewing and amending the Bylaws
(iii) Reviewing and approving the Association's budget
(iv) Assigning executive roles to take on operational tasks
(v) Appointing committees to manage various aspects of the association's operation
(vi) Appointing officers to various operational positions

The Board selects among themselves to fill the core positions of Chair/Secretary (1, 理事长/秘书长), Treasurer (1, 财务长), President (1, 会长) and Vice President (1, 副会长).

3.2.1. The duties of the Chair/Secretary include, but not limited to, directing, coordinating and overseeing various board functions within the Association. The Chair/Secretary shall be

responsible for all reports and records of activities concerning the Association, including minutes for all board meetings and annual reports. The Bylaws shall be made public and accessible to all categories of members of the Association. In the absence of the Chair/Secretary, these duties, responsibilities, and privileges shall be assumed by a designated director.

3.2.2. The Treasurer shall keep records of all fiscal transactions and manage all bank accounts of the Association. The Treasurer shall be in charge of all the financial reports and expenditure process for the Association.

3.2.3. The President's responsibility includes, but is not limited to, overseeing and leading various activities within the Association, developing budget and operating model, representing the Association to the outside, and maintaining relationship with Tsinghua Alumni Association and Tsinghua University.

3.3. General Powers and Limitations

The control of Association shall be vested by the Board on behalf of Association's General Members. The ultimate powers of Association lie in the hands of the Voting Members.

3.3.1. Important Decisions

Except as stated elsewhere in these Bylaws, important decisions made by the Board shall be announced and made available to the General Members immediately and be subjected to a fifteen (15) day review period before execution. Such important decisions shall include, but are not limited to, Bylaw alterations; assets distribution; investment or usage of STAA's reserve fund in the amount of more than $20,000 in any twelve (12) month period; and/or purchase of any permanent property.

3.3.2. Appeal

During the public review period, any decisions made by the Council can be appealed by no less than ten percent (10%) of the Voting Members in writing and subsequently overturned by a two-thirds majority of participating Voting Members through a special meeting or a written ballot, provided that the number of participating members is no less than thirty five percent (35%) of all Voting Members. A participating member must be a current Voting Member in good terms.

3.4. New Board of Director Elections

3.4.1. Except as stated elsewhere in these Bylaws, Board of Director election shall occur by no later than June 30th each year. The number of new directors shall depend on the number of vacant positions. All newly elected directors shall take office on the 15th of July following the election, and shall attend all Board activities immediately following the election for the purpose of orientation and transition.

3.4.2. Each eligible candidate must be a Voting Member in good terms. Each candidate must obtain endorsements from at least three (3) other Voting Members, including at least one current Director. Each candidate must submit a written application to the Board. The Board will review the applications and submit a recommended list to the Election Committee.

3.4.3. The Chair/Secretory of the Board shall announce opening of the Board positions at least thirty (30) days before the election day. An Election Committee shall be formed immediately following the

announcement. The Election Committee shall include, at a minimum, two current Board Directors and one Voting Member who is not a candidate nor a Board Director.

3.4.4. The Election Committee shall prepare the list of candidates for the open Board positions. The election shall be conducted by using anonymous ballots and under the supervision of the Election Committee. A General Member must register to become a Voting Member to vote. Each Voting Member shall cast one vote. All ballots must be returned during the election assembly. The Election Committee shall count the ballots immediately and report the results before the election assembly is adjourned. The candidates, up to the number of available vacancies, who receive the highest number of votes, shall be elected. In the case of tied votes, the Board will serve as the tie breaker by selecting methods deemed appropriate for the Association.

3.5. Board Meetings

Regular board meetings shall be held quarterly. The Board may hold additional special meetings when necessary. The Chair is normally responsible for calling the Board meetings, but any director can call special meetings as well. All minutes of the board meetings shall be created and kept by the Secretary.

3.6. Election of Board Officers

3.6.1. The Board shall elect among the directors to fill the core positions (section 3.2) at its first meeting following the new Board Election. Each of these positions shall have a term of one (1) year and can be renewed up to director's term limit.

3.6.2. The Chair (理事长) is elected first by voting among the directors. The candidate with the highest votes shall be the Chair-Elect. Other board positions are nominated by the Chair and approved by majority votes of the board.

3.7. Quorum

A simple majority of the directors shall constitute a quorum. If less than such majority are present at a meeting, the meeting shall be reconvened at an alternative time when quorum can be met.

3.8. Removal

One director, multiple directors or the entire Board can be removed by simple majority vote of the eligible Voting Members.

3.9. Resignations

A Director of the STAA may resign at any time by submitting written notice, or at any later period of time specified therein. The Chair of the Board or his/her designee shall issue a written warning to any director who has cumulatively missed three (3) regular board meetings in any twelve-month period without

submitting proper excuses prior to the meetings. If after the warning, the absence continues at the following meeting, the director in question will be considered as having resigned voluntarily.

3.10. Vacancies

Board vacancies may result from removals, resignations or term expiration. When a vacancy happens, the Chair shall appoint an ad hoc committee to seek for an interim candidate to fill the temporal vacancy until the next election. The interim director will serve until the next election when a new director is elected. The interim director can also participate in and win the election to become a formal director. His or her term consequently starts.

3.11. Compensation

Directors shall serve without salary compensation, provided that they may, at the discretion of the Board, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. If a director accepts a paid position in the STAA, he/she shall immediately resign from the Board.

3.12. Conflict of interest

No STAA director may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction, or incur an obligation of any nature that is in conflict with the proper discharge of his/her official duties. Such business or transaction may include, but is not limited to, contract, sale, lease, purchase or grant made by, through, or under his/her supervision.

3.13. Executive Committee （执委会）

The Board may establish an Executive Committee or Committees consisting of Directors and General Members to exercise the powers of the Board in the management of the business and affairs of the Association, such as organizing events, working through specific issues, drafting recommendations, or investigating new initiatives for Board consideration. The Executive Committee shall operate under Board's authority, and the final decisions shall be held within the entire Board.

Appointments to the executive committee shall be approved by simple majority of the Board. A majority of all the members of the executive committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the executive committee at any time, either with or without cause, and to fill vacancies, provided that all appointments to the executive committee shall be approved by 50% of the Board.

3.14. Special Committees（专委会）

In the event that the Board determines that the management of STAA would benefit by the establishment of one or more special committees in addition to the executive committee, the Board may from time to time establish one or more such committees.

The establishment of a special committee shall be effected by a resolution of the Board approved by the vote of the majority of the Board then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of at least one (1) board director and shall be presided over by the director.

The term "special committee" shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of special committees shall be as prescribed by the Chair of each such special committee, and meetings of special committees may be called by the Board or the Chair of the special committee.

3.15. Indemnification

Except to the claims and liabilities related to conflict of interest, the Directors and officers of the STAA shall be indemnified by the STAA to the fullest extent permissible under the laws of the State of Washington against any and all other claims and liabilities to which he/she becomes subject by reason of serving or having served as a Director or officer of STAA, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as a Director or officer of STAA. STAA shall, to the extent of its available funds, reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred by him/her in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence. The right to indemnification contained herein shall not be exclusive of any rights to which any such Director or officer of STAA may otherwise be entitled by law.

Article IV. Advisors

4.1. Membership

The Board selects and engages the Advisors for the Board. The advisors shall consist of former STAA President, Chair of the Board, General Members of distinguished standing, and people from the community who are willing and able to help the growth of STAA.

4.2. Duty

The Board shall consult with the advisors regarding important issues of the Association but are not bound by the advice of the advisors. The advisors can attend the Board meetings upon request as observers but shall have no voting right at the meetings.

Advisors can nominate candidates for Board of Directors election from a list of eligible applicants.

4.3. Terms

Each Advisor shall hold a four (4) year term and can be renewed upon the approval of the Board. There is no limitation of number of terms.

Article V. Voting Member Meetings (VMM)

5.1. Call for a Voting Member Meeting

A General Member can become a Voting Member by meeting the qualifications in 2.1.B. Voting Member Meetings (VMM) should be held annually, if determined by the Board as necessary. VMM should also be called by the Chair of the Board at the request of a majority of the Board, or upon written requests from no fewer than ten percent (10%) of Voting Members.

5.2. Notice of Voting Member Meetings

Notice stating the location, date and time of the meeting and the agenda for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days before the date of the meeting by email or other means of communication, by or at the direction of the Chair of the Board, or his/her designee, to each Voting Member entitled to vote at such meeting.

5.3. Quorum for Voting Member Meetings

There is no quorum for VMM provided it is appropriately notified as described in Article 5.2. However, any decisions made at VMM without twenty percent (20%) of eligible Voting Members in attendance can be appealed by ten percent (10%) or more of eligible voting members in writing within fifteen (15) days following the announcement of the decisions and subsequently overturned by a two thirds (2/3) majority of eligible Voting Members who participated in the second voting, provided that the turnout of the Voting Members in the second voting is no less than that of the first one.

5.5 Conduct of Meetings

Meetings of Voting Members shall be presided over by the Chair of the Board or his/her designee, or if the meeting is called to take action against the Chair of the Board or any Director(s) by a Board Advisor.

Article VI. Administrative Provisions

6.1 Proper Use of Association Resource

The Board shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered. Nobody, under any circumstances, can use the fund of the Association at his/her own benefit. The Association's budget must be approved by at least two thirds (2/3) of the Board. Any non-budgeted expense shall be consulted and approved by the President.

6.2 Limitation on Political Activity

No activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political activities.

6.3 Distribution of Association Assets

Upon dissolution of the Association, the assets remaining after the payment of the debts of the Association shall be distributed to such organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes.

Article VII. Amendments

7.1. Procedure

This Bylaws may be amended only by the following procedure:

7.1.1 Proposal

An amendment to the Bylaws may be proposed by any Board Director in the form of a written petition with signatures of no less than three (3) current Directors.

7.1.2 Approval

The proposed amendments shall be reviewed by the Board and Voting Members. If review result is unanimously positive, the approval of the amendments shall only require the agreements of at least two-thirds (2/3) of the Board; otherwise, a 2/3 majority of votes from the participating Voting Members is required for approval.

7.1.3 Notice of Adoption

Upon approval of the proposed amendment, the Board shall adopt, publish, and make it effective immediately.

Appendix

Revision Record: Created June, 2016

Revision Record: Modified Jan, 2020

Revision Record: Modified Feb, 2020

Revision Record: Modified Sept, 2022

Revision Record: Modified Sept, 2024

Revision Record: Modified Nov, 2025

Revision Record: Modified Dec, 2025