

Bylaws of the Chinese Association of Science, Education and Culture of South Florida, Inc.

Article I. Name

The name of this organization shall be the Chinese Association of Science, Education and Culture of South Florida, Inc. The abbreviated form of this name is CASEC.

Article II. Areas of Operations

The primary areas of operations of CASEC include, but not limit to, Palm Beach County, Broward County, and Miami-Dade County in Florida, the United States of America.

Article III. Purpose

CASEC promotes scientific, educational, and cultural exchanges and interactions between America and China and understanding and education towards Chinese culture, including founded Contemporary Chinese School of South Florida to promote Chinese language and culture education. CASEC collaborates and supports other organizations and individuals who share the same goals. CASEC organizes, sponsors, and/or participates in lawful activities and events that are in accordance with its purpose. CASEC is a non-profit, non-religious, and non-political organization.

Article IV. Membership

Section 4.01 Eligibility

Individuals, who accept the Bylaws, regardless of citizenship, race, color, religion and gender may become members or affiliates of CASEC.

Section 4.02 Membership

Individuals who register with CASEC and pay a non-refundable annual due are members. Individuals who provide email addresses only are affiliates. The Board of Directors of CASEC determines the amount of annual due. An individual must pay the annual due in full to become a member, maintain the existing membership, and participate in some CASEC activities.

Section 4.03 Privileges

Adult members (eighteen years or older) have the rights to vote for the Bylaws, in CASEC elections and for other issues requiring members to vote.

Adult members, regardless of citizenship, race, color, religion and gender, are eligible to serve for all CASEC positions.

Members and Affiliates have access to receive emails from the CASEC e-mail list. Members have access to send emails to the email list upon approval from the President or his or her designator and to the "members only" area of the CASEC website.

Members can propose subjects of discussion to the President or to the Board of Directors and request speeches in member meetings.

Section 4.04 Responsibilities

Members should actively support and participate in activities and events organized and sponsored by CASEC. Members should promote and protect the interests and image of CASEC and contribute to the well-being and growth of CASEC.

Members must abide by the rules and regulations when participating in activities or events organized, sponsored or/and participated by CASEC.

Members agree to use the CASEC email list to discuss, inform, and advertise information pertaining to the interests of other CASEC members. Members should use common sense in email exchanges that may be controversial. No emails that are of general merchandise advertisements in nature should be sent to CASEC email list.

Members should use CASEC properties only for the purpose of CASEC operation and not for personal purpose.

Section 4.05 Exclusions and Suspensions

A member can withdraw his or her membership upon a written notification to the President.

The membership of any member who fails to pay membership dues by the due date is automatically cancelled.

The membership of any member who violates the Bylaws can be revoked by the Board of Directors.

The membership of any member who has been convicted of a criminal offense is automatically suspended.

Article V. Member Meetings

All members of CASEC should attend member meetings. The President of CASEC is the chairperson for each meeting. The President shall appoint a member as the secretary who records the meeting minutes for each meeting.

Section 5.01 Meeting Notices and Waiver of Notice

Every member shall furnish CASEC with an address or an email address at which meeting notices may be served on or mailed to. Except as otherwise expressly required by law, notice of a meeting shall be given, not more than 60 days and at least 14 days before the meeting date by the President to each member through means of postal mails or emails and posted on the CASEC website. The meeting notice, besides stating the time and place of the meeting, shall state briefly the objectives or purposes of the meeting.

Section 5.02 Meeting Delegation

Members may elect representatives or delegates to vote for them at member meetings if they are unable to participate in person. Each representative or delegate may vote the votes of the absent members represented by him or her upon presenting the Letters of Entrustment provided by the absent members.

Section 5.03 Annual Meeting

The annual meeting, normally held in October of each year, discusses, resolves, or votes on matters and issues that affect CASEC and its members. The following CASEC businesses are conducted during the annual member meeting:

- 1) Annual report by the President, including major activities, membership and financial situation.
- 2) Vote on issues, if any, that have been determined by the Board of Director requiring affirmative actions in the annual meeting by all members. Unless otherwise specified, a motion is passed if more than fifty percent of the attending members vote for it.
- 3) Requested speeches by members, if any.

- 4) In the year of election, the President-past calls to elect the next President-elect of CASEC.
- 5) In the year of transition, the current President-elect is sworn in as the new President; the current President passes all CASEC records of member meetings, meetings of the Board of Directors, financial book, etc., to the new President; the current President becomes the President-past.

Article VI. **Presidency of CASEC**

The presidency of CASEC consists of following three posts: the President-elect, the President, and the President-past. None of the three posts receives any compensation. These three posts can only be occupied by three individuals.

The President-elect is directly elected by the members of CASEC. The President-elect automatically becomes the President after the completion of the current term.

The President automatically becomes the President-past after the completion of the current term.

Section 6.01 Nomination

An adult member can self-nominate or nominate another adult member as a President-elect candidate to the nomination committee. Up to three candidates are selected by the nomination committee and to be on the ballot for vote by adult members. Any candidate(s) nominated by more than ten members will be automatically on the ballot without the above number limitation. The nomination committee will be chaired by the President-past and composed of some selected members of the Board of Directors.

Section 6.02 Election

The President-elect is elected by the members from the candidates on the ballot. The candidate with the most votes wins the election.

Section 6.03 Terms

The term of each presidency is two year.

Section 6.04 Responsibilities

The President of CASEC is the Chief Executive Officer of CASEC and also serves as the Chairperson of Board of Directors. The President is responsible for CASEC operations. The President appoints other members to form the Board of Directors. The President calls and chairs the Board of Directors meetings that make decisions on major issues concerning CASEC, including but not limited to budget and strategy. All Directors shall be entitled to a notice of board meeting at least five days prior to the date. If the President cannot attend the meeting, a chairperson for the meeting should be appointed by the President.

The President is responsible for the finance and annual filings to various government bodies.

The President-elect is a member of the Board of Directors, whether or not appointed by the President. The President-elect assists the President in the operations of CASEC.

The President-past of CASEC is a member of the Board of Directors, whether or not appointed by the President. The President-past is responsible for nomination and election of the next President-elect.

Section 6.05 Resignation and Impeachment

If the President-elect of CASEC decides to resign from the post, he or she should inform the President and the Board of Directors of such decision in writing. The Board of Directors should discuss the resignation. If the Board of Directors accepts the resignation, a special member meeting should be called by the President to elect a new President-elect as soon as possible.

If the President of CASEC decides to resign from the post, he or she should inform the Board of Directors of such decision in writing. The Board of Directors should hold a meeting to discuss the resignation. If the Board of Directors accepts the resignation, the President-elect will succeed as the President of CASEC with the term ended not more than three years. A special member meeting should be called by the new President to elect a new President-elect as soon as possible.

If the President-past of CASEC decides to resign from the post, he or she should inform the Board of Directors of such decision in writing. The President should appoint a member of the Board of Directors or a former President of CASEC to assume the duty of the President-past of CASEC. No replacement of the post is needed.

The President-elect, or the President, or the President-past may be impeached for misconduct, dereliction of the duties of the presidency or other reasons. The impeachment must be initiated by at least ten members. Upon such initiation, the President, when either the President-elect or the President-past is being impeached, or the President-elect, when the President is being impeached, should call a special member meeting to vote on the impeachment. The impeachment is only affirmed when there are more than fifty percent of members voted for it.

Once the impeachment is affirmed by the members, the impeached shall be immediately removed from the presidency and from the Board of Directors. If the President is impeached, the current term ends; the President-elect shall start the new term and a new President-elect shall be elected. If the President-elect is impeached, a new President-elect shall be elected. If the President-past is impeached, no further action is needed.

Article VII. Board of Directors

The Board of Directors of CASEC is the sole governing body of CASEC with regard to its normal operations.

The Board of Directors interprets and enforces the Bylaws, exercises the powers of CASEC, controls the property of CASEC, and conduct the business and affairs of CASEC.

Section 7.01 Eligibility

Adult members may be appointed by the President to serve on the Board of Directors.

The President may also appoint Honorary Directors. Honorary Directors do not have voting rights in board meetings.

Section 7.02 Responsibilities

The Board of Directors specifies, implements, and enforces CASEC policies. It determines what activities and events are in conformance with the Bylaws.

The Board of Directors should meet, called upon by the Chairperson of the Board, at least twice a year in person to review the operations of CASEC and discuss and resolve other important issues.

Section 7.03 Chairperson of the Board of Directors

The Chairperson of the Board of Directors is the President of CASEC. In the absence of the President, the President-elect serves as the Chairperson of the Board.

Section 7.04 Directors

In addition to the President, the President-elect, and the President-past, the President should appoint 5-15 members in the beginning of each new presidency term to serve on the Board of Directors as Directors. One third of Directors from the previous Board of Directors should be retained at the President's discretion. No members in the Board of Director receive any compensation. The President appoints selected Directors for the following posts:

- Regional Vice Presidents, one Vice President for each of the three counties;
- Other vice presidents for various specialized functions, as needed;
- A legal advisor or counsel, who represents CASEC in legal matters;
- A treasurer, who manages CASEC funds, maintains CASEC accounts and does all financial related bookkeeping;
- A webmaster, who is responsible for all CASEC website activities including quarterly newsletters.

Section 7.05 Motions and Quorums

Matters or issues affect all members must be brought up to the Board of Directors for discussion. If one director makes a motion and another director seconds the motion for a particular issue, such an issue must be deliberated and voted by the Board of Directors.

The Board of Directors passes a motion by a majority vote (fifty percent). Motions that fail to receive at least fifty percent of the votes are rejected. The voting can be conducted during the Board of Directors meeting or through email. A director is considered not in presence if he or she does not participate in voting. A quorum is established when more than fifty percent of the members of the Board of Directors are in presence. The act of a majority of directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors. Individual directors shall have no power as such. In the absence of a quorum, a majority of those present in person may adjourn a meeting until a quorum is met.

Each meetings of the Board of Directors must retain a meeting minutes, recorded by a director and signed by the President.

Section 7.06 Resignation and Dismissal

A director may submit resignation to the Chairperson verbally, electronically, or in writing. The Chairperson may accept or reject the resignation. If the resignation is accepted, the Chairperson should inform the Board of Directors as soon as possible and may appoint another CASEC member to the Board of Directors.

A director may be dismissed by the Board of Directors for reasons including but not limited to misconduct or dereliction of duties as a Director. Such dismissal has to be initiated through a motion. If the motion passes, the director is dismissed. The Chairperson may appoint another CASEC member to the Board of Directors.

The past president and the president-elect are not subject to dismissal.

Section 7.07 Conflict of Interests

All members of the Board of Directors are prohibited from financially benefiting directly or indirectly from CASEC activities.

Section 7.08 Indemnification of CASEC Directors and Officers

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that s/he is or was a Director or Officer of CASEC shall be indemnified by CASEC against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for gross negligence or intentional misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Article VIII. Donations and Properties

CASEC may receive donations from organizations or individuals. The donors may or may not be members of CASEC. The donors may or may not agree with CASEC purpose or policies. All donations are to be used for activities and events that are in accordance with CASEC purpose.

CASEC may own real or intellectual properties, copyrights, trademarks, or other assets of tangible or intangible value. All articles and goods purchased or reimbursed using CASEC funds are CASEC properties. The properties may or may not be labeled explicitly as CASEC properties and they may be under the custody of its members for storage and maintenance. CASEC properties should be used only in activities or events organized, sponsored or participated by CASEC.

No loans of any form shall be contracted on behalf of CASEC and no negotiable papers shall be issued in the name of CASEC.

All CASEC funds shall be deposited from time to time to CASEC bank account. All checks, drafts, or other orders of monetary payment issued in the name of CASEC shall be co-signed by the Treasurer and the President. Major expenditures of the CASEC fund should be discussed in the board meeting (Section 7.05).

Article IX. Dissolution of CASEC

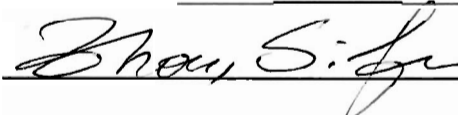
Upon dissolution of CASEC, all remaining CASEC assets must be transferred to a 501(c)(3) organization registered in Florida exclusively for educational or/and scientific purposes. If no such organization can be found, all remaining CASEC asset must be given to the State of Florida for a public purpose.

Article X. Adoption and Amendments

The Bylaws shall be adopted upon seventy-five percent of votes during a member meeting and may be amended or revised as requested by at least five members and approved by the Board of Directors. Any amendment or revision must be voted during a member meeting and affirmed by seventy-five percent of votes.

Voted and passed by the members of CASEC on 7/30/2010

President of CASEC Sifu Zhou

Signed  on 8/2/2010