

**BYLAWS  
OF  
CHANG SHENG FOUNDATION**

**(A California Nonprofit Public Benefit Corporation)**

These Bylaws govern the affairs of Chang Sheng Foundation, a California nonprofit corporation (“Corporation”). Corporation is organized under its Articles of Organization, filed with California on February 23, 2021 (the “Organizational Document.”)

**ARTICLE I  
Name**

The name of Corporation shall be Chang Sheng Foundation, the name under which it was registered with California.

**ARTICLE II  
Principal Office**

Corporation’s principal office is located at 999 Cordova St, 3, Pasadena, California.91106. The Corporation may have other offices, in Pasadena, California, or elsewhere, as its board of directors (the “Board”) may determine. The Board possesses the authority to change the location of any of Corporation’s offices.

**ARTICLE III  
Registered Office and Registered Agent**

Corporation’s registered agent and office in Chang Sheng Foundation is Lilong Shi at 3520 Bennett Ave, California, 95051, USA.

The Board possesses the authority to change the location of any of Corporation’s registered offices and agents, as limited by the Organizational Document.

**ARTICLE IV  
Purpose**

The purposes for which the Corporation is formed is for the transaction of any and all lawful purposes for which a nonprofit corporation may be organized under the laws of California. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law or laws (the “Internal Revenue Code” or “Code”). Specifically, supporting local communities for art promotion, creation and education.

**ARTICLE V  
Fiscal Year**

The Corporation’s fiscal year shall last an entire calendar ending on the last day of December.

**ARTICLE VI  
Members**

1. **Number of Members.** There will be at least 1 member(s) of the Corporation.
2. **Admission of Members.** The Board or a Board designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of Board or a Board designated committee present and voting shall be required for admission of any applicant that meets the membership qualifications then in effect.
3. **Termination of Membership.** Membership in the Corporation shall continue until terminated by the resignation, withdrawal or expulsion of a member or upon dissolution and liquidation of the Corporation, or upon the death of any member if such member is an individual, and upon dissolution and liquidation if such member is a corporation.
4. **Certificate of Membership.** The Board of Directors may provide for the issuance of certificates, cards or badges evidencing membership in the Corporation.
5. **Voting Rights.** Each member shall have an equal vote for matters in which they are entitled to vote.
6. **Voting Powers of Members.** At their annual meeting, members shall elect directors whose terms have ended before or concurrent with the meeting. Vacant positions of directors who resign or are removed may be filled for the remainder of their term by vote of the members. The authority to amend, alter or repeal these Bylaws as described in Article XV is reserved to a vote the members. Members, by vote, also exclusively possess the authority to approve the Corporation's budget, substantial financial obligations, such as, and by way of example, not limitation, the purchase of a building, long term contracts which Corporation is a party to, Corporation's staffing decisions, a merger of the Corporation, and the Corporation's dissolution.
7. **Disputes.** In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of the corporation. If the parties cannot resolve the dispute between themselves, each member or group of members on each side of the issue, shall choose a disinterested third party from the membership to serve as a mediator to meet with both sides to resolve the dispute by agreement. If no timely resolution of the dispute occurs through mediation, then each side shall select one disinterested person from the membership to serve as an arbitrator. The two persons selected shall then select a third person who shall serve as chair of the panel. The panel shall serve as an arbitration panel and resolve the issue, after hearing from both sides.
8. **Sanctions.** The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes a material and serious violation of the Corporation's articles of incorporation, bylaws, or rules, or of law. The Board of Directors may impose sanctions, suspend a member, or expel a member by vote of a 3/4 majority of directors who are present and voting.
9. **Resignation.** A member may resign by submitting a written resignation to the Corporation. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.
10. **Transfer of Membership.** Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred through the estate of a member.
11. **Annual Meeting.** Each year, there will be an annual meeting of members which may occur at the corporation's principal place of business or at another location determined by the Board of Directors. The next annual meeting will occur on 05/01/2022 at a time and location to be specified by the Board of Directors and shall occur on the same date, at a time and location to be specified by the Board of Directors, in each subsequent year, unless that date falls on a weekend or holiday, in which case it will occur on the first business day following the holiday or weekend.
12. **Additional Meetings.** Additional meetings of the members may be held at the corporation's principal place of business or at another location determined by the Board of Directors. The Board of Directors may determine the time, date and frequency of additional meetings.
13. **Special Meetings.** Special meetings may be called by the Board of Directors, the Corporation's president (if such position is filled), or by not less than 10% of the voting members.
14. **Notice.** Formal notice is specifically waived for the annual and regular meetings of the members. For special meetings, notice shall be delivered specifying the time, date, location, the identity of those responsible for calling the meeting and the purpose of the meeting. The corporation shall follow all procedures established by California for determining which members shall be entitled to vote at the meeting.
15. **Quorum.** The minimum percentage of members entitled to vote that must attend the meeting to constitute a quorum is 1/3. If a quorum is not present at any time during the members, a majority of members present may vote to adjourn and reconvene at a later time without further notice.
16. **Proxy Voting by Members.** Proxy voting is permitted.

## **ARTICLE VII**

### **Board of Directors**

1. **Management of Corporation.** The Corporation's business, property, and affairs shall be managed by the Board of Directors.
2. **Number, Qualifications, and Tenure of Directors.** The initial number of directors shall be 3. At the annual meeting, this number of directors may be increased or decreased so long as there always shall

be no fewer than 1 director. Directors must be natural persons that have attained the age of eighteen. Each director will serve for a term of one year or until his or her successor is chosen as provided herein. The Directors' terms may be staggered.

3. **Nominating Directors.** At any meeting at which the election of a director is held, a member of the Corporation may nominate a person with the second of any other member.
4. **Electing Directors.** A person who meets the qualifications for director and who has been duly nominated may be elected as director. Directors will be elected by majority vote of the members of the Corporation upon the end of a director's term. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as director.
5. **Vacancies.** Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Board called for that purpose. A director elected to fill a newly created directorship shall hold office for the term described above and until his successor is elected and qualified or until his death, resignation or removal.
6. **Annual Director Meeting.** Each year, there will be an annual meeting of directors which may occur at the Corporation's principal place of business or at another location determined by the Board of Directors. The next annual meeting will occur on 05/01/2022 at a time and location to be specified by the Board of Directors and shall occur on the same date, at a time and location to be specified by the Board of Directors, in each subsequent year, unless that date falls on a weekend or holiday, in which case it will occur on the first business day following the holiday or weekend.
7. **Regular Meetings.** The Board may provide for regular meetings by resolution stating the time, date and location of such meetings. The meetings may be held at the Corporation's principal place of business if the resolution does not specify the location of the meetings.
8. **Special Meetings.** Special Board meetings may be called by, or at the request of, a majority of directors, or the Corporation's president if such position exists. A person or persons authorized to call special meetings of the Board may fix any place in California as the place for holding a special meeting or the principal place of business of the Corporation. The person or persons calling a special meeting will provide the officer responsible for delivering notice the information to be included in the notice of the meeting.
9. **Notice.** Formal notice is specifically waived for the annual and regular meetings of the directors. For special meetings, notice shall be delivered specifying the time, date, location, the identity of those responsible for calling the meeting and the purpose of the meeting. The corporation shall follow all procedures established by California for determining which members shall be entitled to vote at the meeting.
10. **Quorum.** A majority of directors constitutes a quorum. The directors present at a duly called or held meeting at which a quorum is present in person or by proxy may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.
11. **Duties of Directors.** Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. The Board has all powers consistent with managing the Corporation except for those reserved to the members and officers. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Furthermore, directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.
12. **Liability of Directors.** The liability of the Directors for their actions will be consistent with the laws of California.
13. **Delegating Duties.** Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf, and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate, subject to limitations in these Bylaws. If California assigns liability to Directors for their actions in certain situations, liability will be avoided for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.
14. **Interested Directors.** Contracts or transactions between directors, members, or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, member, or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the

purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

15. **Actions of Board of Directors.** The Board will act by majority vote or consent. The vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.
16. **Proxies.** A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after eleven (11) months from the date of its execution.
17. **Compensation.** Directors may not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Directors may receive reimbursement for reasonable documented expenses incurred on behalf of the Corporation or in attending meetings of the Board.
18. **Removing Directors.** The members of the Corporation may vote to remove a director at any time, without cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the members. The notice of the meeting will state that the issue of the removal of the director will be on the agenda. At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the members will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

## ARTICLE VIII Officers

1. **Officer Positions.** The Board may create additional officer positions, define the authority and duties of each such position, and, as permitted under this Article, elect or appoint persons to fill the positions vacated during the term of such position. Any two or more offices may be held by the same person ;, except the president may not serve simultaneously as the secretary or treasurer.
2. **Election and Term of Office.** The Corporation's officers will serve a term of 3 years. The Corporation's officers will be elected by the directors at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible. An officer may be elected to succeed himself or herself in the same office.
3. **Compensation.** Compensation of any officer of the Corporation shall be fixed by the Board from time to time. Any officer of the Corporation who receives compensation from the Corporation for his or her services shall abstain from all discussions and voting with respect to the amount or any other aspect of such compensation. The Board may from time to time delegate to an officer of the Corporation the authority to fix the compensation of any or all of the other employees and agents of the Corporation. An officer may serve the Corporation in any other capacity and receive compensation for those services provided all such services and compensation is reasonable and commensurate with the services performed and conforms to any compensation policy that may then be in effect. Compensation of officers shall be reviewed by disinterested directors and consider the advice of independent consultants and be comparable for the services and among similar organizations and shall otherwise comply with these Bylaws, the Certificate of Formation, any compensation policy then in effect and any applicable treasury regulations. Officers may receive reimbursement for reasonable documented expenses incurred on behalf of the Corporation.
4. **Removal.** Any officer elected or appointed by the directors may be removed by the Board of Directors with or without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.
5. **Vacancies.** The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.
6. **President.** The president is the Corporation's chief executive officer. The president will supervise and control all the Corporation's business and affairs. The president will preside at and chair all meetings of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The Board, by resolution, may delegate its authority to appoint members of a committee to the president. The president will perform other duties prescribed by the Board and all duties incident to the office of president of a non-profit corporation in the State of California. The president must be a director on the Board of Directors.
7. **Vice President.** The vice president may be a director of the Board and performs the functions of the president when the president is absent, the president is unable to act, or the president delegates their duties to the vice president, whether on a temporary or permanent basis. The vice president performs other duties as assigned by the president or the Board of Directors. When acting in the president's place,

the vice president has all the powers of, and is subject to all the restrictions on, the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of the votes received when elected.

8. **Treasurer.** The treasurer may be a director of the Board and will (a) have charge and custody of, and be responsible for, all the Corporation's funds and securities; (b) receive and give receipts for moneys due and payable to the Corporation from any source; (c) deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs; (d) write checks and disburse funds to discharge the Corporation's obligations, subject to requirements imposed by state law; (e) maintain the Corporation's financial books and records; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the president or the Board; (h) if the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board; and (i) perform all the duties incident to the office of treasurer.
9. **Secretary.** The Secretary may be a director of the Board and will (a) give all notices as provided in the bylaws or as required by law; (b) take minutes of the meetings of the directors and the Board and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and seal; (d) affix the corporate seal to all documents as authorized; (e) keep a register of the mailing address of each director, officer, and employee of the Corporation; (f) perform duties as assigned by the president or the Board; and (g) perform all duties incident to the office of Secretary.

## **ARTICLE IX Committees**

1. **Establishing Committees.** Subject to the laws of California, the Board may adopt a resolution establishing committees, delegating specified authority to a committee, and appointing or removing directors of a committee. A committee may include a combination of directors and persons who are not directors, but must include at least two directors. The Board may establish qualifications for committee membership.
2. **Limitations on Delegation.** Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by law. The Board may not delegate any powers specifically reserved to the Corporation's members by the laws of California or these bylaws. The following powers belonging to the Board may not be delegated to a committee: (a) Amending the Certificate of Formation; (b) Restating the Certificate of Formation; (c) Amending, altering or restating these Bylaws; (d) Approving any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in this Article; (e) Adopting a plan for distributing the Corporation's assets; or (f) Taking any action outside the scope of authority delegated to it by the Board.
3. **Term of Office.** Each committee member will continue to serve on the committee until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the committee member dies, ceases to qualify, resigns, or is removed as a committee member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.
4. **Chair and Vice-Chair.** One committee member of each committee will be designated as that committee's chair, and another committee member of each committee will be designated as that committee's vice-chair. The chair and vice-chair will be elected by the committee members. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of, and is subject to all the restrictions on, the chair.
5. **Notice of Meetings.** Written or printed notice of a committee meeting will be delivered to each member not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice will state the time, date, location and purpose for which it is called.
6. **Quorum.** A majority of the number of committee members constitutes a quorum for transacting business at any meeting of a committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.
7. **Actions of Committees.** Committees will take action by the vote of a majority of committee members present and voting at a meeting at which a quorum is present unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.
8. **Proxies.** A committee member may vote by proxy. All proxies must be in writing, must bear the signature of the committee member giving the proxy, and must bear the date on which the proxy was executed by the committee member. No proxy is valid after eleven (11) months from the date of its execution.
9. **Compensation.** Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum directly related to expenses of

attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

10. **Rules.** Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## **ARTICLE X Transactions of Corporation**

1. **Contracts.** The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.
2. **Finances.** Notwithstanding other provisions of these Bylaws, the following shall be required on all transactions, contracts, or obligation of the Corporation: (a) All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects; (b) All expenditures must be approved by vote of the majority of the Board, including those which must also be approved by the members; (c) All checks drawn against treasury funds shall be signed by an officer of the Corporation that regularly manages the Corporation's finances.
3. **Gifts.** The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.
4. **Potential Conflicts of Interest.** The Corporation may not make any loan to a director, member, or officer of the Corporation. A director, member, officer, or committee director of the Corporation may lend money to, and otherwise transact business with, the Corporation except as otherwise provided by these Bylaws, the Certificate of Formation, any Corporate policy, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from, or otherwise transact business with, a director, member, officer, or committee director of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from, or otherwise transact business with, a director, member, officer, or committee director of the Corporation without full disclosure of all relevant facts and without the Board's or the directors' approval, not including the vote of any person having a personal interest in the transaction.
5. **Conflict of Interest Policy.** The Board shall, on behalf of the Corporation, produce and adopt a written Conflicts of Interest Policy in accordance with which all affairs of the Corporation shall be conducted. The written Conflicts of Interest Policy shall be reviewed and updated as necessary no less often than annually and shall at all times be made available to all directors of the Corporation.
6. **Prohibited Acts.** As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee director of the Corporation may (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation; (b) Do any act with the intention of harming the Corporation or any of its operations; (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business; (d) Receive an improper personal benefit from the operation of the Corporation; (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business; (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business; (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
7. **Restrictions Related to Tax Exempt Status.** Consistent with the restrictions provided in the Corporation's Certificate of Formation, the Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under the Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirement for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Additionally, the Corporation may not (a) Pay dividends on other corporate income to its directors, committee members, members, or officers; (b) Engage in activities or use its assets in a manner that does not further one or more exempt purposes, as set forth in the Certificate of Formation and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree; (c) Distribute its assets on dissolution other than for one or more exempt purposes; (d) Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or director of the Corporation or any private individual; (e) Participate in, or intervene in, including publication or distribution of statements, any political campaign on behalf of any candidate for public office.

## **ARTICLE XI Books and Records**

1. **Required Books and Records.** The Corporation will keep correct and complete books and records of account. The books and records include: (a) A file-endorsed copy of all documents filed with the California Secretary of State relating to the Corporation, including but not limited to the Certificate of Formation, and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent; (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them; (c) Minutes of the proceedings of the Board, members, and committees having any of the authority of the Board; (d) A list of the names and addresses of the directors, officers, members, and any committee members of the Corporation; (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years; (f) A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years; (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; (h) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three (3) most recent tax years; (i) A copy of the Corporation's current written Conflicts of Interest Policy and all past versions of such document.
2. **Inspection and Copying.** Any director, officer, member, or committee director of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under these Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than seven (7) working days after the Corporation receives a proper written request. The Corporation will provide requested copies of books or records no later than seven (7) working days after receiving a proper written request.
3. **Audits.** Any director may have an audit conducted of the Corporation's books. That director bears the expense of the audit unless the directors vote to authorize payment of audit expenses. The director requesting the audit may select the accounting firm to conduct it. A director may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

## **ARTICLE XII Indemnification**

1. **Indemnification in General.** The Corporation will indemnify a director, member, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.
2. **Requirements for Indemnification.** The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, i.e., "no contest," or its equivalent does not necessarily preclude indemnification by the Corporation.
3. **Reimbursement for Appearance.** The Corporation will pay or reimburse expenses incurred by a director, member, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
4. **Permissive Indemnification.** Subject to any requirements described in this Article, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law.
5. **Advancement of Expenses.** The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under paragraph 7 of this Article, below. In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and

undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more directors or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

6. **Extent and Nature of Indemnity.** The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
7. **Procedure for Determining if Indemnification is Permissible.** Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9 of this Article, below. The Corporation may make these determinations and decisions by any one of the following procedures: (a) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding; (b) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; (c) Determination by special legal counsel selected by the Board by the same vote as provided in (a) and (b), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
8. **Procedure for Authorizing Indemnification.** After a determination has been reached regarding whether indemnification is permissible, the Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by paragraph 7(c) of this Article, above, governing selection of special legal counsel. A resolution of the Board that requires the indemnification permitted by this Article, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

#### **ARTICLE VXIII Notice**

1. **Notice by Mail or Electronic Mail.** Any notice required or permitted by these Bylaws to be given to a member, director, officer, or committee member of the Corporation may be given by mail, electronic mail, or facsimile. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by electronic mail, a notice is deemed delivered when sent by the sender and addressed to the person at his or her email address as it appears on the corporate records. The sender must retain either an electronic copy or a physical copy of the electronic mail sent. A person may change his or her physical address and electronic mail address in the corporate records by giving written notice of the change to the Corporation.
2. **Signed Waiver of Notice.** Whenever any notice is required by law or under the Certificate of Formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.
3. **Waiving Notice by Attendance.** A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### **ARTICLE XIV Special Procedures Concerning Meetings**

1. **Meeting by Telephone or Video Conference.** The Board, members, and any committee of the Corporation may hold a meeting by telephone/video conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone/video conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.
2. **Decision without Meeting.** Any decision required or permitted to be made at a meeting of the Board, members, or any committee of the Corporation may be made without a meeting. A decision without a

meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter, or if permissible for the particular matter, the necessary number of voters to conduct business. Written consent may be executed in counterparts, each of which must be signed and dated. A telegram, telex, cablegram, electronic mail or similar transmission by a consenting voter, or a photographic, facsimile, scanned or similar reproduction of a signed writing, will be treated as an original being signed by the consenting voter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records. Prompt notice of the taking of an action by consent without a meeting by less than unanimous written consent shall be given to each voter who did not consent in writing to the action. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

3. **Delivery of Consent to Action without a Meeting.** Consents must be delivered to the Corporation. A consent signed by fewer than all required voters is not effective to take the intended action unless the required number of consents are delivered to the Corporation within sixty (60) days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested, or by verified email. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded.
4. **Proxy Voting.** A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The individual taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with a designated officer of the Corporation remains in force until the first of the following occurs: (a) an instrument revoking the proxy is delivered to a designated officer; (b) the proxy expires under the proxy's terms; or (c) the proxy authority expires under the terms of these Bylaws.

#### **ARTICLE XV Amending Bylaws**

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted if approved by both a majority of the members and a majority of the Board. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

#### **ARTICLE XVI Dissolution**

Corporation may be dissolved by a majority vote of all members. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Chang Sheng Foundation and that these Bylaws constitute the Corporation's Bylaws effective as of the date of this date.

Signed: \_\_\_\_\_, 20\_\_

Xiaojun Hou, Secretary

## Non-Profit Bylaws Instruction Sheet

### What is it?

The set of rules that govern your non-profit organization's internal affairs.

### Why would I use it?

Bylaws of a nonprofit are required by state law. They specify certain aspects regarding the governance of their organization which would otherwise be controlled by default state rules. These bylaws must also be filed with the IRS if you are applying for 501(c)(3) tax exempt status.

### What do I do with these Bylaws?

1. Review
  - Read through the bylaws thoroughly to become familiar with its contents. As these will be the rules for your nonprofit, you need to understand what is expected of the directors, officers, and members (if any).
2. Execute
  - The acting secretary of the nonprofit should sign and date the nonprofit bylaws when everything is correct.
3. Keep
  - After signing the bylaws, they should be placed with the company's records. They do not need to be filed with any state agency. However, if you are applying for 501(c)(3) exemption, a copy of the Bylaws will need to be filed with the IRS.
  - Follow additional requirements contained in the Bylaws. For instance, pursuant to these rules you need to create a Conflict of Interest Policy for your nonprofit.

\*360LegalForms is an online legal form generator designed to aid you in the creation of your documents. Because the law varies over time and between different geographic locations, the information provided by 360 Legal Forms is designed to be broad and generally applicable; the information provided in this document should not be construed as legal advice. Furthermore, this information is not guaranteed to be accurate, complete, or up to date. Your use of 360LegalForms does not create any attorney-client relationship between you and 360LegalForms, its employees, independent contractors, or representatives. When in doubt about what to do with a form generated by 360LegalForms, how to properly file a document with your state, or any other question that requires the provision of legal advice, consult a legal professional that is licensed to practice in the applicable jurisdiction. You assume all risk for any reliance upon the information provided by 360LegalForms.