

BYLAWS OF
SILICON VALLEY TAIWANESE AMERICAN
INDUSTRIAL TECHNOLOGY ASSOCIATION

ARTICLE I
MISSION

Silicon Valley Taiwanese American Industrial Technology Association (hereinafter referred to as “TAITA-SV” or the “Association”) is a Non-profit Public Benefit Corporation organized exclusively for charitable purposes. The mission of the Association is to promote technological and industrial collaboration through bridging, coordinating and cross utilization of technology and investment resources of Taiwan and Silicon Valley, to foster Silicon Valley entrepreneurs and U.S. businesses to explore opportunities in Taiwan and vice versa, and to facilitate industrial, scientific and technological talent exchange between the U.S. and Taiwan.

ARTICLE II
GENERAL

1. Name

The name of the organization shall be Silicon Valley Taiwanese American Industrial Technology Association (“TAITA-SV”).

2. Territory

The Association shall cover the territory of Northern California or such other territory as the board of directors (the “Board”) shall determine in its sole discretion.

3. Non-Profit Status

The Association is organized and operates exclusively for charitable purposes within the meaning of Section 501(c)(3) Internal Revenue Code and the laws of the State of California.

4. Office

The headquarters of the Association shall be located in Santa Clara County, California, or at such other place as the Board shall determine in its sole discretion.

ARTICLE III MEMBERSHIP

1. Types of Membership and Qualifications

The Association shall have the following types of membership with criteria for admission as set forth below:

- (a) Individual Membership
 - (i) Individuals from industry, technology or related professions and born in Taiwan or of Taiwanese descent; or as approved by the Board (or the Membership Committee (as defined below)) in its sole discretion (each such person, an “Individual Members”).

- (b) Corporate Membership
 - (i) Companies and organizations that agree with and support Article I of these Bylaws (the “Mission”) and are industry or technology related businesses; or as approved by the Board (or the Membership Committee) in its sole discretion (each such company or organization, a “Corporate Member”).

- (c) Associate Membership
 - (i) As approved by the Board (or the Membership Committee) in its sole discretion, individuals, companies, corporations or entities that do not meet the qualifications in subsections (a) and (b) above, as the case maybe, but share interests in promoting the Mission (each such company or organization, an “Associate Member”).
 - (ii) Associate Members cannot serve on the Board and do not have voting rights and, accordingly, shall not be deemed as members of the Association within the meaning of Section 5056 of the California Nonprofit Corporation Law.

2. Admission & Removal

Subject to Section 1 of Article III above, membership in the Association will be open to people from all professions with interests in promoting the Mission. Membership applications must be approved by the membership committee established by the Board (the “Membership Committee”). Membership in the Association may be revoked by the Board, as determined in its sole discretion.

3. Fee & Dues

A membership fee, if any, (the amount, the terms, and periodic due date(s), if any) as determined by the Board from time to time and at any time shall be assessed from the members.

Failure to pay any required membership fees will result in loss of membership privileges.

4. Participation

All members are entitled to participate in member assemblies, topical symposia and other general promotions and communication activities and may be entitled to receive fee discounts to events sponsored by the Association.

5. Voting Rights

Each Individual Member or Corporate Member (each, an “Eligible Member”) shall be entitled to vote in the election of the directors of the Board of the Association, so long as his or her membership is valid at the time when the Association makes available or circulates the notice of such election. Each Eligible Member shall have the right to cast one vote (either in person or by proxy) for each open position and shall not vote more than once for any candidate. The voting rights of Corporate Members shall be determined by the Board in its sole discretion. Associate Members shall not have any voting rights.

6. Running for Office

Only Individual Members may be nominated, voted for and serve as officers and directors of the Association. The Board may establish a nominating committee that will approve the nominations for director elections.

ARTICLE IV MEETINGS OF MEMBERS

1. Authority.

Meetings of members shall be the highest decision-making body of the Association. Members shall have the right to vote (either in person or by proxy) at a meeting of the members on the matters set forth below and on the matters that must be decided by the members under the California Nonprofit Corporation Law:

- (a) Amendments to the Bylaws;
- (b) Election or removal of directors of the Board;
- (c) Dissolution of the Association (provided that the dissolution be approved by at least two-thirds of the members presented (either in person or by proxy) at the meeting);
- (d) Determination of the rights and obligations of the members; or

- (e) Any other major issues as proposed by the Board.

2. Frequency.

A General Meeting shall be called by the President and held at least once a year. A General Meeting of the members of the Association may be called and held at the discretion of the Board, the Chairman of the Board or the President. At any time, special meetings of the members for any lawful purpose may be called by one-third (1/3) or more of the members with voting power without the support of the Board, Chairman, or President. All of the meetings of the members shall be preceded by proper advance notice.

3. Quorum and Transaction of Business.

At any meeting of the members, the attendance, in person or by proxy, of at least twenty (20%) percent of the voting power of all of the members shall constitute a quorum for the transaction of business. The only matters that may be voted upon at any meeting are matters of which notice was given to the members.

4. Voting.

- (a) General Matters. Unless specified otherwise, all decisions shall be made with a simple majority of the votes cast (either in person or by proxy) at a meeting of the members.
- (b) Special Matters. Dissolution of the Association must be approved with at least two-thirds of the votes cast (either in person or by proxy) at a meeting of the members.

5. Notice.

A written notice of the date, time, place, the purpose, and the nature of the meeting must be delivered to all Individual and Corporate Members no less than two (2) weeks before the meeting. Any notice to such members, including the notice of a general meeting, shall be deemed sufficient (1) upon delivery, when delivered personally or by overnight courier or sent by fax (upon customary confirmation of receipt) or by electronic mail (sent to the email addresses shown on the membership record), (2) 48 hours after being deposited in the U.S. mail, as certified or registered mail, with postage prepaid, addressed to the member to be notified at member's address as set forth on the membership record, (3) upon publication of such notice on the Association's website, or (4) upon delivery by any other means as determined by the Board in its sole discretion

**ARTICLE V
BOARD OF DIRECTORS**

1. General Powers

Subject to limitations of the Association's Articles of Incorporation, these Bylaws and the California Nonprofit Corporation Law, the Board is authorized to make all decisions of the Association.

The Board shall exercise all of the Association's power, subject to the resolutions adopted at meetings of the members, which shall include, but not limited to:

- (a) Form a Membership Committee that approves the admission of new members to the Association including the admission of new members of special cases;
- (b) Approve annual working plan and budgets of the Association;
- (c) Examine the financial reports of the Association;
- (d) Review and approve activities of the Association in accordance with the Mission;
- (e) Appoint advisors;
- (f) Conduct removal proceedings for any officer or director;
- (g) Manage and oversee all other operational issues of the organization; and
- (h) Propose amendments to the Bylaws as necessary.

2. Composition

The Board shall be comprised of at least three (3) but not more than seventeen (17) directors. The Board shall fix the exact number of directors by resolution. Each director of the Board shall serve as a director for a term of two (2) years, unless such director resigns or is removed before the end of his or her term.

3. Method of Election of Directors

- (a) Unless otherwise approved by the Board, only Individual Members in good standing for more than 6 months (prior to the meeting of the members at which the election of directors will be held) are eligible to be nominated for the election to the Board.
- (b) The Board may form a nomination committee to recommend candidates for the Board.
- (c) The election and the list of director nominees shall be announced at least two (2) weeks prior to the meeting of members at which the election will be held;
- (d) Eligible Members shall vote for the election of the directors either in person or by proxy at a meeting of the members.

Any director may resign at any time upon written notice to the attention of the President of the Association. When one or more directors so resigns and the resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office until the end of the term of the director whose vacancy he or she is filling.

4. Loss of Board Member Status

A director of the Board shall become ineligible to serve as a director of the Board and shall resign or be removed by the remaining directors (pursuant to Section 5 below), if he or she:

- (a) Knowingly fails to maintain his or her Individual Membership status for a period of more than six (6) months;
- (b) Misses two (2) consecutive meetings without notice and reasonable cause; or
- (c) Willfully or in gross negligence violates the Association's Articles of Incorporation, these Bylaws, the spirit of the Association, the Mission or any applicable laws or brings any disrepute to the Association and fails to cure such violation or rectifies such disrepute within 30 days after receiving a written notice from the President of the Association.

5. Removal of Directors

- (a) A petition for removal must be signed by at least one-third of the other directors of the Board.
- (b) Upon receiving a petition for removal that has been signed by at least one-third of the other directors, notice shall be sent to all directors to convene an emergency meeting within 30 days.
- (c) At the removal meeting, the motion for removal shall pass and the director subject to the removal shall be removed from the Board if at least two thirds of the Board (excluding the vote of the director subject to the removal) votes in favor of removal.

6. Board of Directors Meetings

Regular meetings of the Board shall be convened at such time as determined by the Board but shall be held at least once per quarter. Special board meetings may be called by the President or by any three (3) directors. The meetings of the Board may be conducted either in person, telephonically or by electronic communication. A majority of the authorized number of directors fixed by the Board shall constitute a quorum for the transaction of business at any board meeting.

ARTICLE VI OFFICERS

1. Positions

- (a) President
- (b) One to three Vice Presidents
- (c) Secretary
- (d) Treasurer

2. President

- (a) Election: elected by a majority of the directors of the Board.
- (b) Qualifications: unless otherwise approved by the Board, such person must have served as a director of the Board for at least one (1) year and be a current director of the Board.
- (c) Term: 1 year term and may be reelected for an additional one (1) year term.
- (d) Authority and Responsibilities:
 - (i) Appoint and remove the Vice Presidents with the approval of the Board.
 - (ii) Appoint and remove the Secretary with the approval of the Board.
 - (iii) Appoint and remove the Treasurer with the approval of the Board.
 - (iv) Form special working committees with the approval of the Board.
 - (v) Provide leadership and represent organization to the general public.

3. Other Officers

- (a) Qualifications: Unless otherwise approved by the Board, such person must be a director of the Board
- (b) Appointment: Appointed by the President with the approval of the Board (exclusive of the vote(s) of such officer nominee(s) if such nominee(s) are then serving as director(s) of the Association).
- (c) Termination: May be terminated by the President with the approval of the Board (exclusive of the vote of such officer(s) if such officer(s) are then serving as director(s) of the Association).

4. Succession of President

- (a) The First Vice President shall assume the role and duties of the President in the President's absence.
- (b) Upon resignation or removal of the President, the First Vice President will automatically become the President for the remainder of the term. Should the First Vice President be unable to assume the position of the President, the Second Vice President shall automatically become the President for the remainder of the

term. Should the Second Vice President be unable to assume the position of the President, the Third Vice President shall automatically become the President for the remainder of the term.

- (c) If no Vice President is able to assume the role and duties of the President, the Board shall appoint an Acting President for the remainder of the term.
- (d) The new President shall have the right to appoint new Vice Presidents and other officers as provided for in Article VI (2)(d).

ARTICLE VII MISCELLANEOUS

1. Fiscal Year

The fiscal year of the Association shall begin on January 1st of each calendar year.

2. Amendments to the Bylaws

Bylaws may be amended from time to time. Any proposed amendment shall be approved by more than half of the directors present at a meeting of the Board attended by at least two-thirds of the authorized number of the directors as fixed by the Board. Any proposed amendment to the Bylaws shall also be approved (either in person or by proxy) by more than two-thirds of the Eligible Members present (either in person or by proxy) at a meeting of the members with proper quorum.

3. Advisory Board

The Board shall have the authority to appoint prominent individuals who support the Association's Mission to an Advisory Board. Members of such Advisory Board shall serve for a term of two (2) years and may be removed with the approval of the Board.