

BYLAWS OF OVERSEAS CHINA EDUCATION FOUNDATION

These Bylaws (also referred to as the "Bylaws") govern the affairs of the Overseas China Education Foundation, a non-profit corporation (referred as the "Foundation" or the "corporation") organized under the Texas Non-Profit Corporation Act.

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in 223 N. Dreamweaver Circle, The Woodlands, Montgomery County, State of Texas.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors (also referred as the "board") may change the principal office from one location to another either within or without the state of Texas, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws.

SECTION 3. OTHER OFFICES

The Foundation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. INTERNAL REVENUE CODE SECTION 501(c)(3) PURPOSES

The Foundation shall be a non-profit corporation duly organized under the laws of the state of Texas. This corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to raise money from any available sources to promote the education in China, especially to help rural students, teachers, and schools for better education.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The number of directors of the Foundation shall be no fewer than seven, or no fewer than required by law. Collectively the directors shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be elected by the members of the Foundation either at the annual meeting of members and/or with the use of postal/e-mail methods for casting ballot, and each director shall be elected to serve until his or her successor shall be elected and shall qualify.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the articles of

Incorporation and the Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. GENERAL DUTIES

The business and affairs of the Foundation shall be managed by the Board acting to promote the Foundation's purposes and within the scope of the powers granted herein and in the articles of Incorporation. Power of the Board include, but are not limited to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the articles of Incorporation, or by the Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the Foundation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the secretary of the Foundation, and notices meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

(f) Carry out activities such as planning and policy development, financial management; management of Foundation's documents and resolutions, and fund raising.

(g) Be in charge of activities such as coordination of program between Chapters, assessment and collection of Chapter donations, establishment and amendment of national policies and guidelines for Chapters to comply with in performing the Foundation's Purposes and Policy

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of no fewer than two years and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

The Directors shall not receive salaries for their services. Directors shall serve without compensation except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held at least once every three months. If this Foundation makes no provision for members, then, at the regular meeting of directors held in January or February, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President or, in his or her absence, by the Secretary at the request in writing (including e-mail message) of no less than one fourth of the directors. Such request shall state the purpose of the proposed meeting. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the articles of Incorporation, the Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) For both regular or special meetings of the board, at least three days prior notice shall be given by the Chairman of the Board, or President, or Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by E-mail, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of E-mail or facsimile notification, the director to be contacted shall acknowledge personal receipt of the E-mail or facsimile notice by a return message or telephone call within twenty-four hours of the first E-mail or facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the articles of Incorporation, the Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of Incorporation, the Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by one of the Vice Presidents of the corporation designated by the Chairperson of the Board or President, or, in the absence of each of these persons, by a Board director chosen by the a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 14. PRESUMPTION OF ASSENT

A Director of the Foundation who is present at a meeting of the Board at which action on any matter is taken shall presumed to have assented to the action taken unless: (1) his or her dissent is entered in the minutes of the meeting, (2) or the dissenting Director files a written to such action with the person acting as the Secretary of the meeting immediately after the adjournment of the meeting. However, a right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 15. CONFERENCE TELEPHONE AND E-MAIL MEETING

Any regular or special meeting of the Board may be held by conference telephone and telephonic equipment, as long as all Board members approve of the telephone meeting and all participating members can hear one another. All such members participating by conference call or other telephonic equipment shall be deemed to be present in person at such meeting. Any meeting of the Board may also be held by using E-mail communication, provided that the length of time given for discussion of a specific issue shall be no shorter than two days and the length of time given for voting shall be no shorter than three days.

SECTION 16. INFORMAL ACTION BY DIRECTORS

Any action required or allowed by law to be taken at a meeting of Directors, may be taken without necessity of a meeting, with written (or by E-mail) consent of all Directors to the action to be taken.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of Incorporation, the Bylaws or provisions of law, any increase or decrease in the number of Directors shall be determined by a vote of a two-thirds majority of the Directors presented at Meeting with Quorum. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of two-thirds majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. RESIGNATION AND REMOVAL

Any Director may resign at any time by giving written notice to the President. The resignation

shall be effective at the next called meeting of the Board of Directors. Any Director may be removed with or without cause by a vote of two-thirds majority of the remaining Directors present at meeting with quorum. The Board shall have the power to remove any Director who is absent for three consecutive Regular Meetings of the Board unless such absence was the result of serious illness of such Director or a member of such Director's immediate family, the death of a member of such Director's immediate family, or other extreme and/or emergency circumstance.

SECTION 19. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 20. INDEMNIFICATION

The Foundation may indemnify a Director, Officer, Committee member, employ or agent of the Foundation 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 Foundation. The Foundation's indemnification shall be governed by resolutions of the Board pertaining to procedure for indemnification payments, the Bylaws, and laws of the State of Texas.

SECTION 21. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the articles of Incorporation, the Bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Foundation shall be a President, a Vice President for fundraising, a Vice President for activities, a Vice President for Membership/donor service, a Vice President for

China Affairs, a Vice President for Material Publications, a Secretary, and a Treasurer. The Foundation may also have a Chairperson of the Board, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. The Board of Directors may create additional positions, define the authority and duties of each position and elect or appoint persons to fill the positions. Any person may serve in more than one office of the Foundation, unless otherwise prohibited by the laws in the state of Texas.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this Foundation unless otherwise prohibited by the laws in the state of Texas.

SECTION 3. ELECTION AND TERM OF OFFICE

The President, Secretary, and Treasure shall be elected by the Board of Directors, at any time. Other Officers should be recommended by the President and approved by the Board of Directors. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. There is no restriction for the number of terms of any officer.

SECTION 4. REMOVAL AND RESIGNATION

Any officer, elected or appointed by the Board may be removed by a two-thirds vote of the Directors present and voting at a meeting of the Board at which a quorum is present, either with or without cause, by the Board of Directors, at any time. The removal of an officer shall be without prejudice to the contract right if any, of the officer.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the

President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer (CEO) of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation and the activities of the officers. The President shall supervise and control all of the business and affairs of the Foundation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if the Foundation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles ARTICLES of Incorporation, or by these Bylaws, he or she shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, one of

the Vice Presidents designated by the President or chosen by the majority of the Board of Directors shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President or Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Foundation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Foundation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

With the help of the Vice President in membership/donor services, keep at the principal office of the Foundation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Foundation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and shall keep full and accurate account of receipts in books belonging to the Foundation. He or she shall deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Foundation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. ASSISTANT TREASURES AND ASSISTANT SECRETARIES

Assistant Treasures and Assistant Secretaries, if any, shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors. The Treasure and Secretary may delegate any their power or duties to the Assistant Treasures and Assistant Secretaries, respectively.

SECTION 11. DELEGATION OF DUTIES

The President or a majority of the entire Board of Directors may delegate any power or duties of an officer who is absent from the Foundation to any other officer or to any Director.

SECTION 12. COMPENSATION

The Officers shall not receive salaries for their services. Officers shall serve without compensation except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5 COMMITTEES

The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors.

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee consists of no less than five board members. The number of members of the Executive Committee must be an odd number. The members of the Executive Committee shall be recommended by the President and approved by the Board of Directors by majority vote. The Board of Directors delegates to Executive Committee the powers and authority in the management of the business and affairs of the Foundation, to the extent permitted, and except as may otherwise be provided, by provisions of law. The Executive Committee shall be in charge of the daily operation and management of the Foundation.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The Foundation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees are under the leadership of the Executive Committee. They may consist of persons who are not board members. The Chairperson of each committee shall be chosen by the President. The adding or removal of member(s) of each committee shall be recommended by the Chairperson of the committee and approved by the President.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or

engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by the President of the Foundation.

SECTION 3. DEPOSITS

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors or President may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the nonprofit purposes of this Foundation.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office or places designated by the Board of Directors:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation or other office designated by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or

intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 9 AMENDMENT

SECTION 1. BYLAW AMENDMENT

These Bylaws may be altered, amended or repealed at any Regular Meeting or Special Meeting of the Board of Directors in which a quorum is present by a two-thirds vote, and provided further that the proposed amendment has been set forth in the notice of the meeting.

SECTION 2. AMENDMENT TO THE ARTICLES OF INCORPORATION

In order to amend the Foundation's articles of Incorporation, the Board of Directors shall first adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at the next Annual Meeting or Special Meeting of the Board. Such proposed amendment may be passed at the next meeting of the Board by a two-thirds vote provided that the proposed amendment has been set forth in the notice of the meeting.

ARTICLE 10 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the articles of Incorporation of this corporation, the provisions of the articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the articles of Incorporation shall be to the articles of Incorporation, articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11 BOARD OF TRUSTEES

The Board of Directors of the Foundation may adopt individuals to serve as members of the Board of Trustees. The purpose of the Board of Trustees shall be to raise substantial funds, to advise the Board of Directors on any aspect of the operation of and/or purpose of the Foundation, and to supervise the financial management of the Executive committee. The qualification conditions for being a trustee of the Board of Trustees shall be set by the Board of Directors. Members of the Board of Trustees may adopt and from time to time amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the Secretary of the Board of Trustees and Board of the Directors. Members of the Board of Trustees shall serve at the pleasure of the Board.

The Chairperson of the Board of Trustees shall be appointed by the Board of Directors. The rest of the trustees of the Board of Trustees should be recommended by the Chairperson of the Board of Trustees and approved and then appointed by the Board of Directors. The term of the Trustees of the Board of Trustees is two years. The position of each trustee in the Board of Trustees should be recommended by the Chairperson of the Board of Trustees. The resolution of the Board of Trustees shall be made by the majority vote. All the rules described in article 3 for the Board of Directors shall be applied in a similar way to the Board of Trustees.

ARTICLE 12 HONORARY AND STANDING ADVISORS

The Board of Directors may adopt individuals to serve as the Honorary or Standing Advisors of the Foundation by the recommendation of the President and the majority vote of the Board of Directors. The primary responsibility of the Advisors shall be to advise the Board of Directors on any aspects of operation of and/or purposes of the Foundation. Both the Honorary and Standing Advisors may attend each Meeting of the Board of Directors, but only the Standing

Advisors shall serve as the voting members and the Honorary Advisors shall serve as non-voting members at the Meeting of the Board of Directors. The term of all appointed advisers is two years. The Board of Directors may adopt resolutions to create other honorary positions if necessary. All these honorary positions should be appointed by the Board of Directors.

ARTICLE 13 Local Chapters and Offices

The Foundation may establish local chapters and offices at different areas of the United States or other countries. The structure and affairs of each local chapter or office should be governed by the articles of Incorporation, these Bylaws, provisions of the law in that state or country, and any provisions or regulations adopted by the Board of Directors for managing local chapters and offices.

ARTICLE 14 Affairs in China

The Foundation may establish its coordinator and money distribution system in China. The affair of this system shall be governed by the article of Incorporation. These Bylaws, the laws in China, and any provisions or regulations adopted by the Board of Directors for managing such coordinator and money distribution system.

ARTICLE 15 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: (1) remit membership

fee in time, (2) abide by the articles of Incorporation and these Bylaws, and (3) not engaged or will not engage in conduct materially and seriously prejudicial to the interests or purposes of the corporation

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SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership by the Membership/donor Service Committee.

SECTION 4. FEES AND DUES

(a) No fee shall be charged for making application for membership in the corporation.

(b) The annual membership fee shall be \$40 for each regular member, \$20 for student member, \$100 for supporting member, and \$500 for lifetime member. The Board of Directors may from time to time adopt a resolution to change these membership fees

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership directory booklet containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and/or the office of the Chairperson of the Membership/Donor Service Committee.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President, Secretary, or the Chairperson of the Membership/donor Service Committee of the corporation personally or by mail or E-mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail or E-mail.

(2) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective ninety (180) days after a written notification of delinquency is given personally or mailed to such member by the Secretary or Chairperson of the Membership/donor Service Committee of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a ninety (90) days following the member's receipt of the written notification of delinquency.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 16 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Executive Committee or Board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of members shall be held in March of each year, for the purpose of electing directors and/or transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting. The election of Directors shall be held once every two years.

Other regular meetings of the members shall be held at times designated by the Executive Committee or Board of Directors.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the majority members of the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail or E-mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

Personal notification includes notification by telephone, facsimile machine, or E-mail.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of Incorporation, these Bylaws, or the law of the state of Texas, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of the entire attendees of any meeting plus those members who participated in the voting process by postal mail or E-mail prior to the meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or show of hand. Election of Directors, however, shall be by written ballot.

To be a candidate of a Director of the Board, Any member must be recommended by at least two members who have been the members of the Foundation for at least six months. The current Board of Directors shall have the full power to determine the finalists of the candidates for the election of new next term of Board of Directors.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by a Vice President designated by the President or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

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