

1 **The University of Science and Technology of**
2 **China Alumni Foundation**
3 **BYLAWS**

4 (passed on August 5, 2011 - effective on September 25, 2011)

5 **ARTICLE I**

6 **Section 1. Name:**

7 The name of the organization is the University of Science and Technology of
8 China Alumni Foundation, hereinafter referred to as "USTCAF". The University
9 of Science and Technology of China will be abbreviated as USTC in this
10 document.

11 **Section 2. Nature:**

12 The USTCAF is a non-profit organization. All members of the USTCAF work
13 voluntarily. The USTCAF is independent of USTC. The USTCAF is independent of
14 any USTC alumni association.

15 **Section 3. Registered Office Address:**

16 The registered office of the USTCAF within the State of Delaware shall be at
17 7 Burkwood Drive, Newark, DE 19713.

18 **Section 4. Other Offices:**

19 The USTCAF may also have offices other than said registered office within the
20 United States and around the world. Such office address(es) shall be made
21 publicly available, within seven (7) days of its establishment, on the USTCAF
22 website.

23 **Section 5. URL:**

24 The website of USTCAF shall be <http://www.ustcaf.org>.

25 **ARTICLE II**

26 **Section 1. Mission:**

27 The foundation is founded to:

- 28 a. Promote the excellence of members of USTC, including students, teachers,
29 and alumni in USA and elsewhere;
30 b. Promote the academic and cultural exchange between USTC and researchers
31 in USA.

32 **Section 2. Goals and Awards:**

33 a. USTCAF shall raise donations from USTC alumni and elsewhere. USTCAF
34 shall present various awards to USTC students and faculty members, but not
35 limited to, to accomplish USTCAF mission.
36

37 b. USTCAF offers awards defined in following sections. Depending on the
38 fund availability and circumstances, USTCAF can decide additional criteria
39 for scholarship or award recipients. USTCAF will announce these additional
40 criteria before the application procedure starts. USTCAF will also sponsor
41 awards set up by private groups (see Article IV-5). Any new award and its
42 selection criteria must to be consistent with USTCAF mission and must be
43 approved by the Board (GB) (see Article IV-1). USTCAF current or retiring
44 leadership within certain years may not be eligible for any award (see
45 Article III-3(i)).

46
47 c. Provide a scholarship to the most outstanding high school graduates in
48 China to attend USTC. The scholarship is named "USTC Alumni Foundation
49 Outstanding New Student Award". The recipients must be either ranked top in
50 his/her province, or ranked top among all new students admitted to USTC.

51
52 d. Provide an award, named "USTCAF Young Faculty Career Award" to
53 outstanding young USTC faculty members at the HEFEI campus, based on
54 achievements or promises in teaching and research.

55
56 e. Provide a scholarship to the USTC students based on financial need with
57 some minor academic standing requirements. The scholarship is named "USTCAF
58 Goodwill Fellowship".

59
60 f. Provide award to people making significant, recognized achievement in
61 promoting scientific exchange programs between USTC and universities in the
62 USA and other countries. Provide financial assistance to bring distinguished
63 professor(s) based in USA and other countries to give (series) lectures in
64 USTC, or qualified USTC professor(s) to visit and lecture in USA and other
65 countries.

66
67 g. Provide a scholarship to the best graduates of USTC to assist them going
68 to good graduate schools in the USA and other countries.

69
70 h. Provide a scholarship to the best college graduates in USA and other
71 countries, excluding those from USTC, to attend USTC for their graduate
72 studies.

73
74 i. Assist USTC to recruit distinguished faculty members. Provide fellowship
75 to bring promising young postdoctoral researchers from USA and other
76 countries to work in USTC.

77 **ARTICLE III**

78 **Section 1. Organization:**

79 a. The USTCAF shall have a Governing Board, being referred as GB in this
80 document, consisting of no more than twenty (20) members. These members
81 are called directors. The important decisions must be made by the GB
82 meetings.

83 b. The USTCAF shall have a three-member executive committee (EC),
84 consisting of a chairperson, a vice-chair, and a secretary, and several
85 other standing committees in charge of various functions/areas. Standing
86 Committees include Membership/Alumni Services, Fund-raising, Finance,
87 Publicity, Communication, USTC Liaison, and Scholarship.

88 c. The head and members of committees are appointed by the GB. There should
89 be GB directors in each committee.

90 **Section 2. Executive Committee:**

- 91 a. The EC supervises the management, represents USTCAF externally, solves
92 urgent problems, and sets agenda for the board (GB) meetings.
93 b. The EC shall follow the bylaws and execute the resolutions of the GB.
94 c. The EC must file a report on GB operations once every two months.
95 d. The EC is responsible to deposit fund raised by the USTCAF into a bank
96 and to co-sign all checks.
97 e. The EC is responsible to record all contributions, member lists, and
98 all expenditures.
99 f. Vice-chair will serve as acting chair at Chairperson's absence.
100 g. Chairperson is the official spokesperson for USTCAF. He/she can
101 authorize any other officer or board member to represent him/her
102 externally.
103 h. Chairperson and other leaders of USTCAF are forbidden to conduct any
104 political, business and other activities under the name of USTCAF
105 inconsistent with the mission of USTCAF.

106 **Section 3. Procedures:**

- 107 a. GB is elected by members of the USTCAF. The term of the GB members
108 shall be two years arranged to be in a staggered way (per election
109 procedures defined in the article III-4-p).
110 b. Any member of GB can send a petition to the EC for a board debate on
111 his/her proposal, usually, by electronic mail. The voting deadline must
112 be at least seventy two hours after the call. A quorum needs two-third
113 of directors. A passing resolution needs two-third votes. Only the
114 Chairperson, a majority of the EC, or three GB members can initiate such
115 debates and voting.
116 c. The Chairperson is elected by GB. Only those directors of GB are
117 qualified for the Chairperson. The term for the Chairperson is for the
118 duration of the GB term. No one is to be elected as the chairperson
119 consecutively and no one is to be elected as the chairperson more than
120 once during the same GB term of this person. A chairperson-elect shall
121 appoint a vice-chair and a secretary and thus form the EC. A two-thirds
122 vote from GB is needed to disapprove such appointment and the
123 chairperson-elect shall then appoint new persons to the posts.
124 d. Upon an impeachment of two-third directors of GB, the Chairperson is to
125 step down in fifteen days.
126 e. Any officer can resign from the GB, the EC, or other subcommittees
127 provided a notice of resignation seven days in advance.
128 f. Any officer can be dismissed by 2/3 directors of GB at any time.
129 Initiation of dismissal shall be from the Chairperson, a majority of EC
130 or three GB members. The counting of dismissal votes (both the quorum
131 and two-thirds criteria) shall exclude the GB member who is subject to
132 dismissal recommendation.
133 g. The term for heads of committees is the same as the GB term and it
134 requires a GB decision to fill a vacancy due to resignation, dismissal
135 or term maturation.
136 h. Every GB member must report to the Chairperson by email once every other
137 month either by contacting the Chairperson directly or participating in
138 discussions at GB email list.
139 i. Current GB members and GB members who served in the past two terms are
140 not eligible for any award sponsored by USTCAF. Other than normal
141 expenditures, GB members or volunteers should not receive compensation
142 from USTCAF for their work (see Article IV-3).

143 j. GB may decide to appoint advisors, upon nomination from the Chairperson
144 or two GB directors. Such advisors may participate in GB meetings,
145 monitor email communications, audit financial reports and relevant
146 documents, and participate in discussions, but do not have a voting
147 right.

148 **Section 4. Election:**

- 149 a. The election will be conducted by the current GB, or by a committee
150 appointed by the current GB, or by no less than three volunteering AF
151 members in the case of no remaining GB members on duty.
- 152 b. The GB or the Election Committee shall conduct a general election with
153 a voting period starting at 0:00 on November 1 and ending at 23:59 on
154 November 14, both in US Eastern Time, every year.
- 155 c. The date of record for elections is at least 30 days prior to the start
156 of voting and shall be explicitly specified in the announcement of
157 election.
- 158 d. The announcement of election shall be sent out to the complete list of
159 members that are on USTCAF's records for at least three times, no less
160 than seven (7) calendar days apart. The same announcement shall also
161 be published on USTCAF website within three (3) calendar days since the
162 first email announcement. At least one of such announcement shall be
163 sent to the members 30 days before voting isto start.
- 164 e. All persons whose memberships are valid on the date of record will be
165 eligible to vote in the upcoming election.
- 166 f. The election quorum requires the return of ballots from one fourth or
167 more of the number of members who are eligible to vote in the general
168 election on the date of record.
- 169 g. The quorum requirement must be specified in the election ballot.
- 170 h. The voting mechanism shall be through electronic mail ballot: one
171 ballot per member.
- 172 i. If multiple email ballots were received from the same member during the
173 voting period, the last such email ballot from this member will be
174 processed for purposes of ballot validation and counting of votes.
- 175 j. All nominations must be submitted to the election committee at least
176 seven (7) days before the start of the voting period.
- 177 k. Qualification for GB candidacy:
- 178 1) The candidate must have been a member of USTCAF for 180 days or
179 more from the date of record;
 - 180 2) The candidate must maintain a valid membership status during the
181 whole duration of his/her expected GB term if elected;
 - 182 3) The candidate shall not be a current student or employee of USTC;
 - 183 4) The candidate shall not, on behalf of entities other than USTCAF,
184 handle or expect to handle USTCAF's matters during the expected
185 GB term;
 - 186 5) The candidate must have electronic mail access;
 - 187 6) The candidate is encouraged to include, if applicable, his or her
188 past leadership or public service experience in his or her
189 candidacy statement.
- 190 l. The ballot should properly identify every candidate by their names, in
191 Chinese characters or PinYin. If applicable, a candidate's USTC class
192 number shall also be specified.
- 193 m. In the ballot, the candidates shall be listed in the order by which the
194 Election Committee receives the candidacy statement emails.
- 195 n. In cases that a quorum is not met in an election or if the GB otherwise
196 fails to declare the success of a general election within timeframes
197 specified in these bylaws, a re-election shall be organized and

- 198 conclude within 90 days from the last date of voting of the failed
199 election:
- 200 1) The election committee shall be comprised of no less than three
201 life-time members and shall be appointed by the last GB
202 successfully elected.
 - 203 2) All the members who were eligible to vote at the failed election
204 shall be entitled to vote in the re-election;
 - 205 3) All the members whose memberships become newly effective between
206 the date of record of the failed election and the date of record
207 of the reelection shall be entitled to vote in the re-election;
 - 208 4) All the then-sitting GB members on the date of record for the
209 failed election shall be excluded from the election committee as
210 well as the candidacy in the re-election; other candidacy
211 qualification requirements still apply.
 - 212 5) All the members who participate in re-election shall constitute
213 the quorum.
 - 214 6) The GB-elect shall receive majority votes;
 - 215 7) The GB-elect shall be subject to the upper limit of the GB size;
 - 216 8) The term of the GB-elect shall start from the date of re-election
217 result announcement;
 - 218 9) The GB-elect shall have all the rights and authority the same as
219 an otherwise normally elected GB.
- 220 o. In case when there is no GB members remaining on the board prior to the
221 expiration of their terms, the current treasurer and the previous chair
222 person of the board, shall collectively exercise all corporate powers
223 of the USTCAF, including organizing the next election per these bylaws,
224 provided that all decisions are agreed upon by both persons, and are
225 documented in writing, and made available for members' inspections upon
226 request.
- 227 p. GB term assignment:
- 228 1) In each election, the number of open seats is determined as the
229 difference between 20 and the number of GB members who remain on
230 the board.
 - 231 2) All candidates who receive majority for-votes but up to the
232 number of open seats are elected as GB members.
 - 233 3) Among the newly elected GB members, up to 10 of them get 2-year
234 term and the rest 1-year term.
 - 235 4) The assignment of 2-year term is based on the number of for-votes
236 received, from high to low, among those newly-elected GB members
237 who are willing to be considered for 2-year term.

238 **Section 5. Membership:**

- 239 a. Life-time members are those donating no less than the lifetime
240 membership dues during any calendar year.
- 241 b. Regular members are those donating no less than the regular membership
242 dues during any calendar year.
- 243 c. A membership shall become effective 30 days after the earliest donation
244 dates by which time the respective membership due requirement is met.
245 Such date shall be available from a donation receipt issued by USTCAF.
- 246 d. The regular membership expires at 23:59 on the day prior to the same
247 date (US Eastern Time/Eastern Daylight Saving Time whichever applies)
248 in the next calendar year.
- 249 e. There shall not be membership for non-natural-person entities.
- 250 f. There shall be only one membership per natural person.
- 251 g. For donation records in which there are multiple natural persons,
252 USTCAF shall allocate the whole donation to the person whose email was

- 253 provided in the donation form unless the donors provided instructions,
254 in writing, on the allocation of donation among donors.
- 255 h. A member shall be entitled to change his or her email address after a
256 process of verification. Change of membership emails shall become
257 effective immediately upon the verification is completed.
 - 258 i. A donor may opt to reject the membership at the time of making
259 donations if a clear indication of such intention is specified on the
260 donation form and/or in the memo field of the payment transaction
261 documents.
 - 262 j. A member shall be entitled to cancel his or her membership at any time
263 by informing, in writing, the GB or GB-appointed Membership Committee
264 of such intention. A process of verification on the identity and
265 intention will be conducted by officers of the GB or the Membership
266 Committee. The termination of the membership shall become effective
267 immediately after the verification is completed.
 - 268 k. Membership, once cancelled, cannot be reinstated without new donations.
269 All past donations prior to the cancellation shall be excluded from any
270 future considerations of membership establishment.
 - 271 l. The GB is authorized to terminate a membership upon verification of the
272 death of a member.
 - 273 m. The amount of dues is set by the GB. It may change at most once per
274 calendar year and no less than six (6) months apart from the last
275 change.
 - 276 n. Percentage changes to membership dues shall not exceed 25 per cent in
277 either direction during any GB term with exceptions allowed for
278 rounding to the nearest dollar amount.
 - 279 o. The regular membership due shall not be greater than one-third of the
280 life-time membership due.
 - 281 p. Memberships, once established, shall not be retrospectively affected by
282 future changes in membership dues.
 - 283 q. The EC shall be responsible for collecting the dues and keeping
284 membership records up-to-date. The collected dues and records shall be
285 kept by GB as well.
 - 286 r. Any financial contribution from one individual to the Foundation is
287 considered as a membership payment. Unless otherwise specified by
288 donors, those who donate more funds than the membership due will be
289 listed as members automatically.
 - 290 s. The account summary shall be presented to the GB and public at least
291 once every two months.
 - 292 t. The Foundation keeps the anonymity of all or part of information of a
293 donor from the public, if he or she explicitly instructs so.

294 **Section 6. Member meetings:**

- 295 a. Only the GB can call the general member meetings. Members can submit
296 proposed agenda items to the Chairperson or the directors of the GB.
297 Announcement of the general member meeting including the agenda will be
298 sent to all members no later than seven days before the meeting.
- 299 b. A quorum needs one-third of members in such a case.
- 300 c. Any resolution needs two-thirds for-votes. Such meetings are rare.

301 **Section 7. Minutes:**

- 302 a. Minutes of the meeting shall be prepared by the chairperson of the
303 meeting and shall be distributed within two weeks after the meeting.
- 304 b. Records of the approved minutes shall be kept by the EC.

305 **ARTICLE IV**

306 **Section 1. Award Procedure:**

- 307 a. All USTCAF awards, no matter the source of funding is the general fund,
308 or any sub-fund (see IV-5), must be approved by the Board (GB).
309 b. In general, the Board (GB) would approve the award criteria and the
310 awardee selection made by a private group whose USTCAF sub-fund covers
311 the award, unless there is a concern, such as negative recommendations
312 from USTC when verifying applicants' materials, or narrow selection
313 base which may cause frauds, or possible discrimination in criteria or
314 selection.
315 c. In a normal situation, a sub-fund must submit a description and
316 criteria of a new award to the Board (GB) six months in advance before
317 the award can be issued.

318 **Section 2. Fund campaign:**

- 319 a. All donation forms and campaign letters under the name of the
320 Foundation must be approved by the chairperson.
321 b. All contributions must be payable directly to "USTC Alumni Foundation".
322 c. To make checks payable to any fund raising member is illegal.

323 **Section 3. Expenditures:**

- 324 a. Guaranteed eighty five percent (85%) of fund will go to the
325 scholarships. The rest of the fund would cover registration cost, fund
326 transaction fee, postage cost, materials for printing award
327 certificates, and other operational costs.
328 b. Salary or work compensation for USTCAF officers/directors of the board
329 is forbidden.
330 c. Expenditures for fund raising parties will never be paid by USTCAF.
331 Such expenditures must be paid by the party members only, not from the
332 checks payable to the Foundation.
333 d. Any expenditure inconsistent with the mission of USTCAF is forbidden.

334 **Section 4. Financial reports:**

- 335 a. At least once a year, the Bookkeeper (secretary) needs to present a
336 list of all contributions that year and a list of total contributions
337 by each person in the history, which will be sent to every member as a
338 form of receipt.
339 b. All fund transactions and their description would be listed on USTCAF
340 website so that the fund balance can be checked at any time by public.

341 **Section 5. Private Scholarship:**

- 342 a. Anyone who wishes to set up private scholarship under USTCAF
343 sponsorship and management is welcome to do so.
344 b. In general, the organizers of the private scholarship should be
345 responsible for the fundraising; a certain percentage* of the private
346 fund will be paid to the general fund; the organizers of the private
347 scholarship have the right to set up their own criteria within the
348 mission of USTCAF.
349 c. Details of the private scholarship will be regulated by the guideline
350 for private scholarship and the contract between the organizers of the
351 private scholarship and USTCAF (see IV-1).

- 352 d. All such private funds and the general fund must be listed on website
353 for public to view.
354 e. All funds are to be centrally managed by a committee under the
355 supervision of GB, according to a fund management guideline.

356 **Section 6. Regional subcommittees:**

- 357 a. All members are encouraged to form local subcommittees for the
358 Foundation.
359 b. A regional subcommittee will be expelled from the Foundation if it
360 collects its own member dues, or its own fund.
361 c. The Chairperson shall make decisions to dismiss any regional
362 subcommittee if its policy disagrees with that of the Foundation.

363 **ARTICLE V**

364 **Section 1. Amendments:**

- 365 a. The Bylaws may be amended by member meetings specified by Article III-7.
366 b. The Bylaws can also be amended by two-thirds for-votes of GB. However
367 the new Bylaws can be effective only after thirty (30) days of the
368 amendment.
369 c. To ensure the continuity and independent nature of USTCAF, Article I-1,
370 Article I-2 and Article II-1 of this bylaw shall never be changed in
371 principle.

372 **THE END**