

关于“USTCAF 章程 2011 年度修改方案”的说明

各位中国科大校友基金会（USTCAF）会员：

为了改善 USTCAF 理事会的连续性，提升工作效果，减轻理事会换届时的新手一抹黑的症状，本届理事会经过讨论，决定正式考虑在理事会成员任期，选举日程和理事会人数等几方面提出修订建议案。特此供各位会员审阅并敬请各位会员向理事会（ustcaf2010@gmail.com）提供意见。我们预定于 2011 年 7 月内就此方案进行投票。

中国科大校友基金会 2010 理事会
执笔人：龚晓华

【修订方案略述如下】

1. 选举日期固定在每年的十一月一号。选举的记录日（date of record）是 30 天之前。在记录日这一天的会员总数的四分之一即为该次选举的投票人数的下限（quorum）。如不能达到，则宣布该次选举失败，九十天内重新组织选举，所有在失败选举的记录日那天仍在任的理事会成员不得留任，也不能参选成为候选人。
2. 保留理事会最多二十人的规定但取消理事会人数的下限的显性规定。也就是，如果有理事在任期期满之前离职，将不会有增补理事的情况，直到下一次选举补足理事会。如果全部理事都在任期未满的情况下离任，则由财务长和前任的理事会主席共同主持理事会的暂时维持基本的财务活动（收存，记账，批准既有项目的年度常规拨款并在 AF 的网站公布），并由志愿者尽快组织新的选举并按章程按时组织新的选举。新的选举的过程和规定与由于投票人数不够而重选举基本相同。
3. 理事的任期改为两年一任但是交错安排。每次选举开放的席位数是 20 减去仍将留任的理事的数字。不超过开放席位数的、得票数过半的候选人当选。愿意服务两年的新当选理事中，按照得票数从高到低，前十位的任期为两年，其余的新当选理事任期为一年。选举结果公告的时候同时公告任期情况。
4. 理事会主席还是一年一任，每次选举结束以后由新成立的理事会经由内部选举产生。
5. AF 会员资格生效的“等待期”由原定的 45 天改成 30 天。
6. 由于选举日期固定，普通会员的资格的一年有效期被明确定义为从生效日起，在下一年同日开始前止。碰到三月二十九号生效的情况，则在下一年三月一号止。
7. AF 章程修订生效的“等待期”由原定的 50 天改成 30 天。

【注】在后续的章程修订案的正文里面，黑色的字体是 Bylaws 2010 的原文（包括那些被划线的字句），浅蓝色字体则为建议修订方案第一稿，红色为第二稿，蓝色的为第三稿，紫色的为第四稿。

29 **The University of Science and Technology of**
30 **China Alumni Foundation**
31 **BYLAWS**

32 ~~(revised on 01/07/2011 - passed on 01/12/2011 - effective on 03/03/2011)~~
33 (revised on 07/04/2011 - ??)

34 **ARTICLE I**

35 **Section 1. Name:**

36 The name of the organization is the University of Science and Technology of
37 China Alumni Foundation, hereinafter referred to as "USTCAF". The University
38 of Science and Technology of China will be abbreviated as USTC in this
39 document.

40 **Section 2. Nature:**

41 The USTCAF is a non-profit organization. All members of the USTCAF work
42 voluntarily. The USTCAF is independent of USTC. The USTCAF is independent of
43 any USTC alumni association.

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

45 The registered office of the USTCAF within the State of Delaware shall be at
46 7 Burkwood Drive, Newark, DE 19713.

47 **Section 4. Other Offices:**

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

52 **Section 5. URL:**

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

54 **ARTICLE II**

55 **Section 1. Mission:**

56 The foundation is founded to:

- 57 a. Promote the excellence of members of USTC, including students, teachers,
58 and alumni in USA and elsewhere;
59 b. Promote the academic and cultural exchange between USTC and researchers
60 in USA.

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

62 a. USTCAF shall raise donations from USTC alumni and elsewhere. USTCAF
63 shall present various awards to USTC students and faculty members, but not
64 limited to, to accomplish USTCAF mission.

- 65
66 b. USTCAF offers awards defined in following sections. Depending on the
67 fund availability and circumstances, USTCAF can decide additional criteria
68 for scholarship or award recipients. USTCAF will announce these additional
69 criteria before the application procedure starts. USTCAF will also sponsor
70 awards set up by private groups (see Article IV-5). Any new award and its
71 selection criteria must to be consistent with USTCAF mission and must be
72 approved by the Board (GB) (see Article IV-1). USTCAF current or retiring
73 leadership within certain years may not be eligible for any award (see
74 Article III-3(i)).
75
- 76 c. Provide a scholarship to the most outstanding high school graduates in
77 China to attend USTC. The scholarship is named "USTC Alumni Foundation
78 Outstanding New Student Award". The recipients must be either ranked top in
79 his/her province, or ranked top among all new students admitted to USTC.
80
- 81 d. Provide an award, named "USTCAF Young Faculty Career Award" to
82 outstanding young USTC faculty members at the HEFEI campus, based on
83 achievements or promises in teaching and research.
84
- 85 e. Provide a scholarship to the USTC students based on financial need with
86 some minor academic standing requirements. The scholarship is named "USTCAF
87 Goodwill Fellowship".
88
- 89 f. Provide award to people making significant, recognized achievement in
90 promoting scientific exchange programs between USTC and universities in the
91 USA and other countries. Provide financial assistance to bring distinguished
92 professor(s) based in USA and other countries to give (series) lectures in
93 USTC, or qualified USTC professor(s) to visit and lecture in USA and other
94 countries.
95
- 96 g. Provide a scholarship to the best graduates of USTC to assist them going
97 to good graduate schools in the USA and other countries.
98
- 99 h. Provide a scholarship to the best college graduates in USA and other
100 countries, excluding those from USTC, to attend USTC for their graduate
101 studies.
102
- 103 i. Assist USTC to recruit distinguished faculty members. Provide fellowship
104 to bring promising young postdoctoral researchers from USA and other
105 countries to work in USTC.

106 **ARTICLE III**

107 **Section 1. Organization:**

- 108 a. The USTCAF shall have a Governing Board, being referred as GB in this
109 document, consisting of ~~no less than ten (10), but~~ no more than twenty
110 (20) members. These members are called directors. The important
111 decisions must be made by the GB meetings.
- 112 b. The USTCAF shall have a three-member executive committee (EC),
113 consisting of a chairperson, a vice-chair, and a secretary, and several
114 other standing committees in charge of various functions/areas. Standing
115 Committees include Membership/Alumni Services, Fund-raising, Finance,
116 Publicity, Communication, USTC Liaison, and Scholarship.

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

119 Section 2. Executive Committee:

- 120 a. The EC supervises the management, represents USTCAF externally, solves
121 urgent problems, and sets agenda for the board (GB) meetings.
- 122 b. The EC shall follow the bylaws and execute the resolutions of the GB.
- 123 c. The EC must file a report on GB operations once every two months.
- 124 d. The EC is responsible to deposit fund raised by the USTCAF into a bank
125 and to co-sign all checks.
- 126 e. The EC is responsible to record all contributions, member lists, and
127 all expenditures.
- 128 f. Vice-chair will serve as acting chair at Chairperson's absence.
- 129 g. Chairperson is the official spokesperson for USTCAF. He/she can
130 authorize any other officer or board member to represent him/her
131 externally.
- 132 h. Chairperson and other leaders of USTCAF are forbidden to conduct any
133 political, business and other activities under the name of USTCAF
134 inconsistent with the mission of USTCAF.

135 Section 3. Procedures:

- 136 a. GB is elected by members of the USTCAF. ~~The procedure is defined by~~
137 ~~Article III-4.~~ The term of the GB members shall be ~~the duration of time~~
138 ~~between the two dates of election result announcement of the two~~
139 ~~consecutive general elections~~ two years arranged to be in a staggered
140 way (per election procedures defined in ~~the article III-4-s~~). ~~The~~
141 ~~timing of election is defined in the article III-4.~~
- 142 b. Any member of GB can send a petition to the EC for a board debate on
143 his/her proposal, usually, by electronic mail. The voting deadline must
144 be at least seventy two hours after the call. A quorum needs two-third
145 of directors. A passing resolution needs two-third votes. Only the
146 Chairperson, a majority of the EC, or three GB members can initiate such
147 debates and voting.
- 148 c. The Chairperson is elected by GB. Only those directors of GB are
149 qualified for the Chairperson. The term for the Chairperson is for the
150 duration of the GB term. No one is to be elected as the chairperson
151 consecutively and no one is to be elected as the chairperson more than
152 once during the same GB term of this person. A chairperson-elect shall
153 appoint a vice-chair and a secretary and thus form the EC. A two-thirds
154 vote from GB is needed to disapprove such appointment and the
155 chairperson-elect shall then appoint new persons to the posts.
- 156 d. Upon an impeachment of two-third directors of GB, the Chairperson is to
157 step down in fifteen days.
- 158 e. Any officer can resign from the GB, the EC, or other subcommittees
159 provided a notice of resignation seven days in advance.
- 160 f. Any officer can be dismissed by 2/3 directors of GB at ~~anytimeany time~~.
161 Initiation of dismissal shall be from the Chairperson, a majority of EC
162 or three GB members. The counting of dismissal votes (both the quorum
163 and two-thirds criteria) shall exclude the GB member who is subject to
164 dismissal recommendation.
- 165 g. The term for heads of committees is the same as the GB term and it
166 requires a GB decision to fill a vacancy due to resignation, dismissal
167 or term maturation.

- 168 h. Every GB member must report to the Chairperson by email once every other
169 month either by contacting the Chairperson directly or participating in
170 discussions at GB email list.
- 171 i. Current GB members and GB members who served in the past two terms are
172 not eligible for any award sponsored by USTCAF. Other than normal
173 expenditures, GB members or volunteers should not receive compensation
174 from USTCAF for their work (see Article IV-3).
- 175 ~~j. GB may select new GB members if the lower limit of GB is about to~~
176 ~~be reached due to resignation or dismissal. If the size of GB is less~~
177 ~~than the minimum, all the remaining members of GB may still select new~~
178 ~~GB members.~~
- 179 ~~1) The nomination shall be from the Chairperson, the majority of the~~
180 ~~EC, three GB members or one quarter of all remaining GB members.~~
- 181 ~~2) Such selection shall receive two-thirds votes from all the~~
182 ~~remaining GB members.~~
- 183 ~~3) The selected GB members' term shall expire upon the next election.~~
- 184 ~~4) The number of selected GB members shall be such to have GB reach~~
185 ~~its minimum size.~~
- 186 k. GB may decide to appoint advisors, upon nomination from the Chairperson
187 or two GB directors. Such advisors may participate in GB meetings,
188 monitor email communications, audit financial reports and relevant
189 documents, and participate in discussions, but do not have a voting
190 right.

191 **Section 4. Election:**

- 192 a. The election will be conducted by the current GB, or by a committee
193 appointed by the current GB, **or by no less than three volunteering AF**
194 **members in the case of no remaining GB members on duty.**
- 195 ~~b. The GB or the Election Committee shall conduct a general election which~~
196 ~~will close no earlier than 11 months and no later than 13 months from~~
197 ~~the closing date of a previous general election.~~
- 198 **c. The GB or the Election Committee shall conduct a general election with**
199 **a voting period starting at 0:00 on November 1 and ending at 23:59 on**
200 **November 14, both in US Eastern Time, every year.**
- 201 **d. The date of record for elections is at least 30 days prior to the start**
202 **of voting and shall be explicitly specified in the announcement of**
203 **election.**
- 204 e. The announcement of election shall be sent out to the complete list of
205 members that are on USTCAF's records for at least three times, no less
206 than seven (7) calendar days apart. The same announcement shall also
207 be published on USTCAF website within three (3) calendar days since the
208 first email announcement. At least one of such announcement shall be
209 sent to the members 30 days before voting is to start.
- 210 f. All persons whose memberships are valid on the date of record will be
211 eligible to vote in the upcoming election.
- 212 g. The election quorum requires the return of ballots from one fourth or
213 more of the number of members who are eligible to vote in the general
214 election on the date of record.
- 215 h. The quorum requirement must be specified in the election ballot.
- 216 i. The voting mechanism shall be through electronic mail ballot: one
217 ballot per member.
- 218 j. If multiple email ballots were received from the same member during the
219 voting period, the last such email ballot from this member will be
220 processed for purposes of ballot validation and counting of votes.
- 221 ~~k. The GB or the Election Committee shall set a date of record for each~~
222 ~~election 30 days prior to the first day of voting.~~

- 223 ~~1. The voting period of an election shall be at least two weeks and the~~
224 ~~dates of the first and last days of voting period shall be specified in~~
225 ~~the election ballot.~~
- 226 m. All nominations must be submitted to the election committee at least
227 seven (7) days before the start of the voting period.
- 228 n. Qualification for GB candidacy:
- 229 1) The candidate must have been a member of USTCAF for 180 days or
230 more from the date of record;
- 231 2) The candidate must maintain a valid membership status during the
232 whole duration of his/her expected GB term if elected;
- 233 3) The candidate shall not be a current student or employee of USTC;
- 234 4) The candidate shall not, on behalf of entities other than USTCAF,
235 handle or expect to handle USTCAF's matters during the expected
236 GB term;
- 237 5) The candidate must have electronic mail access ~~(see III-3(h)(j));~~
- 238 6) The candidate is encouraged to include, if applicable, his or her
239 past leadership or public service experience in his or her
240 candidacy statement.
- 241 o. The ballot should properly identify every candidate by their names, in
242 Chinese characters or PinYin. If applicable, a candidate's USTC class
243 number shall also be specified.
- 244 p. In the ballot, the candidates shall be listed in the order by which the
245 Election Committee receives the candidacy statement emails.
- 246 q. In cases that a quorum is not met in an election or if the GB otherwise
247 fails to declare the success of a general election within timeframes
248 specified in these bylaws, a re-election shall be organized and
249 conclude within ~~no less than 30 days and~~ 90 days from the last date of
250 voting of the failed election:
- 251 1) The election committee shall be comprised of no less than three
252 life-time members, and shall be appointed by the last GB
253 successfully elected.
- 254 2) All the members who were eligible to vote at the failed election
255 shall be entitled to vote in the re-election;
- 256 3) All the members whose memberships become newly effective between
257 the date of record of the failed election and the date of record
258 of the reelection shall be entitled to vote in the re-election;
- 259 4) All the then-sitting GB members, ~~including those who resign after~~
260 on the date of record for the failed election shall be excluded
261 from the election committee as well as the candidacy in the re-
262 election; other candidacy qualification requirements still apply.
- 263 5) All the members who participate in re-election shall constitute
264 the quorum.
- 265 6) The GB-elect shall receive majority votes;
- 266 7) The GB-elect shall be subject to the upper limit of the GB size;
- 267 ~~8) The GB-elect shall not be subject to the lower limit of GB size;~~
- 268 9) The term of the GB-elect shall start from the date of re-election
269 result announcement;
- 270 ~~10) The GB-elect shall organize a general election on the next~~
271 ~~upcoming election date.~~
- 272 ~~11) The GB-elect shall have the authority to shorten its own term~~
273 ~~by organizing a new general election;~~
- 274 12) The GB-elect shall have all ~~other~~ the rights and authority the
275 same as an otherwise normally elected GB.
- 276 r. In case when there is no GB members remaining on the board prior to the
277 expiration of their terms, a re-election needs to be organized no more
278 than 60 days from the date on which the last GB members resigns. Such a
279 re-election shall follow essentially the same rules as those for the

~~re-election upon a failed one, except that only those with valid memberships on the date of record of the new election can vote. the treasurer and the preceding chair of the board shall take over the running of USTCAF and organize an election at the first election date to come.~~ the current treasurer and the previous chair person of the board, shall collectively exercise all corporate powers of the USTCAF, including organizing the next election per these bylaws, provided that all decisions are agreed upon by both persons, and are documented in writing, and made available for members' inspections upon request.

s. GB term assignment:

- 1) In each election, the number of open seats is determined as the difference between 20 and the number of GB members who remain on the board.
- 2) All candidates who receive majority for-votes but up to the number of open seats are elected as GB members.
- 3) Among the newly elected GB members, up to 10 of them get 2-year term and the rest 1-year term.
- 4) The assignment of 2-year term is based on the number of for-votes received, from high to low, among those newly-elected GB members who are willing to be considered for 2-year term.

Section 5. Membership:

- a. Life-time members are those donating no less than the lifetime membership dues during any calendar year.
- b. Regular members are those donating no less than the regular membership dues during any calendar year.
- c. A membership shall become effective 45 30 days after the earliest donation dates by which time the respective membership due requirement is met. Such date shall be available from a donation receipt issued by USTCAF.
- d. The regular membership expires at 23:59 on the day prior to the same date (US Eastern Time/Eastern Daylight Saving Time whichever applies) in the next calendar year ~~within one year 365 days after it became effective. after one year on the same calendar date when the membership becomes effective. In the case of a membership becomes effective on February 29, March 1 in the next year will be the date of membership expiration.~~
- e. There shall not be membership for non-natural-person entities.
- f. There shall be only one membership per natural person.
- g. For donation records in which there are multiple natural persons, USTCAF shall allocate the whole donation to the person whose email was provided in the donation form unless the donors provided instructions, in writing, on the allocation of donation among donors.
- h. A member shall be entitled to change his or her email address after a process of verification. Change of membership emails shall become effective immediately upon the verification is completed.
- i. A donor may opt to reject the membership at the time of making donations if a clear indication of such intention is specified on the donation form and/or in the memo field of the payment transaction documents.
- j. A member shall be entitled to cancel his or her membership at any time by informing, in writing, the GB or GB-appointed Membership Committee of such intention. A process of verification on the identity and intention will be conducted by officers of the GB or the Membership Committee. The termination of the membership shall become effective immediately after the verification is completed.

- 334 k. Membership, once cancelled, cannot be reinstated without new donations.
335 All past donations prior to the cancellation shall be excluded from any
336 future considerations of membership establishment.
- 337 l. The GB is authorized to terminate a membership upon verification of the
338 death of a member.
- 339 m. The amount of dues is set by the GB. It may change at most once per
340 calendar year and no less than six (6) months apart from the last
341 change.
- 342 n. Percentage changes to membership dues shall not exceed 25 per cent in
343 either direction during any GB term with exceptions allowed for
344 rounding to the nearest dollar amount.
- 345 o. The regular membership due shall not be greater than one-third of the
346 life-time membership due.
- 347 p. Memberships, once established, shall not be retrospectively affected by
348 future changes in membership dues.
- 349 q. The EC shall be responsible for collecting the dues and keeping
350 membership records up-to-date. The collected dues and records shall be
351 kept by GB as well.
- 352 r. Any financial contribution from one individual to the Foundation is
353 considered as a membership payment. Unless otherwise specified by
354 donors, those who donate more funds than the membership due will be
355 listed as members automatically.
- 356 s. The account summary shall be presented to the GB and public at least
357 once every two months.
- 358 t. The Foundation keeps the anonymity of all or part of information of a
359 donor from the public, if he or she explicitly instructs so.

360 **Section 6. Member meetings:**

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

367 **Section 7. Minutes:**

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

371 **ARTICLE IV**

372 **Section 1. Award Procedure:**

- 373 a. All USTCAF awards, no matter the source of funding is the general fund,
374 or any sub-fund (see IV-5), must be approved by the Board (GB).
- 375 b. In general, the Board (GB) would approve the award criteria and the
376 awardee selection made by a private group whose USTCAF sub-fund covers
377 the award, unless there is a concern, such as negative recommendations
378 from USTC when verifying applicants' materials, or narrow selection
379 base which may cause frauds, or possible discrimination in criteria or
380 selection.
- 381 c. In a normal situation, a sub-fund must submit a description and
382 criteria of a new award to the Board (GB) six months in advance before
383 the award can be issued.

384 **Section 2. Fund campaign:**

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

389 **Section 3. Expenditures:**

- 390 a. Guaranteed eighty five percent (85%) of fund will go to the
391 scholarships. The rest of the fund would cover registration cost, fund
392 transaction fee, postage cost, materials for printing award
393 certificates, and other operational costs.
394 b. Salary or work compensation for USTCAF officers/directors of the board
395 is forbidden.
396 c. Expenditures for fund raising parties will never be paid by USTCAF.
397 Such expenditures must be paid by the party members only, not from the
398 checks payable to the Foundation.
399 d. Any expenditure inconsistent with the mission of USTCAF is forbidden.

400 **Section 4. Financial reports:**

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

407 **Section 5. Private Scholarship:**

- 408 a. Anyone who wishes to set up private scholarship under USTCAF
409 sponsorship and management is welcome to do so.
410 b. In general, the organizers of the private scholarship should be
411 responsible for the fundraising; a certain percentage* of the private
412 fund will be paid to the general fund; the organizers of the private
413 scholarship have the right to set up their own criteria within the
414 mission of USTCAF.
415 c. Details of the private scholarship will be regulated by the guideline
416 for private scholarship and the contract between the organizers of the
417 private scholarship and USTCAF (see IV-1).
418 d. All such private funds and the general fund must be listed on website
419 for public to view.
420 e. All funds are to be centrally managed by a committee under the
421 supervision of GB, according to a fund management guideline.

422 **Section 6. Regional subcommittees:**

- 423 a. All members are encouraged to form local subcommittees for the
424 Foundation.
425 b. A regional subcommittee will be expelled from the Foundation if it
426 collects its own member dues, or its own fund.
427 c. The Chairperson shall make decisions to dismiss any regional
428 subcommittee if its policy disagrees with that of the Foundation.

429 **ARTICLE V**

430 **Section 1. Amendments:**

- 431 a. The Bylaws may be amended by member meetings specified by Article III-7.
432 b. The Bylaws can also be amended by two-thirds for-votes of GB. However
433 the new Bylaws can be effective only after ~~fifty (50)~~ **thirty (30)** days
434 of the amendment.
435 c. To ensure the continuity and independent nature of USTCAF, Article I-1,
436 Article I-2 and Article II-1 of this bylaw shall never be changed in
437 principle.

438 **THE END**