

**BYLAWS**  
**OF**  
**XIE YU EDUCATION FOUNDATION, INC.**

**ARTICLE ONE**  
**MISSION STATEMENT**

Inspired by the late professor Xie Yu, a lifetime educator and a beloved friend of her students and colleagues, Xie Yu Education Foundation dedicates to the promotion of education among Chinese communities as well as communities of other ethnic backgrounds by providing scholarships and grants to students and teachers.

Operating procedure:

1. The foundation raises funds from Xie Yu's students, colleagues and other individuals or organizations who commit to the mission of the foundation;
2. Once a year the foundation awards scholarships and grants to students and teachers (limited to students and teachers of Beijing Normal University in the first stage) around May 4;
3. The scholarship and grant receivers are selected based on the criteria set in Article 5 of The Articles of Incorporation by a committee appointed by the board of trustees of the foundation. The committee consists of members of the faculty (of BNU) and members of the board;

**ARTICLE TWO**  
**COOPERATION WITH OTHER ORGANIZATIONS**

Xie Yu Education Foundation, Inc. (the "Foundation") will seek to carry out its exempt activities in harmony with other organizations that are committed to promoting education. In the event a disagreement between the Foundation and another organization with which the Foundation is cooperating and working, the Board of Trustees of the Foundation will seek to have earnest and objective discussions of any such matter with appropriate leaders of such other organization in an effort to appropriately resolve such disagreement in a manner that promotes the purposes of the Foundation and interests of the individuals it seeks to serve.

## **ARTICLE THREE**

### **REGISTERED AGENT AND REGISTERED OFFICE AND PRINCIPAL OFFICE**

**3.1 Registered Office and Registered Agent.** The initial registered office of the Foundation is 135 Stanford Rdg., Duluth, Fulton County, Georgia 30097, and the initial registered agent of the Foundation at the initial registered office is Lin Mei.

**3.2 Initial Principal Office and Other Places of Business.** The initial principal office of the Foundation is 135 Stanford Rdg., Duluth, Fulton County, Georgia 30097. The Foundation may establish other principal offices as the Board of Trustees may, from time to time, determine appropriate, at any place or places where the Foundation is qualified to do business.

## **ARTICLE FOUR**

### **RESPONSIBILITIES OF THE BOARD OF TRUSTEES; RECOMMENDATIONS; NOMINATION; AND ELECTION OF THE BOARD OF TRUSTEES**

**4.1 Responsibilities of the Board of Trustees; Number; Election; Qualification for Membership on the Board of Trustees.**

(a) The responsibility for the operations, control and supervision of all of the operations, property and affairs of the Foundation shall be vested in a board of trustees of the Foundation (the “Board of Trustees” or “Board”). The Board of Trustees may delegate such responsibilities as it deems appropriate, including delegation to the Executive Director (see Sections 7.1 and 7.2) and other officers and to standing committees of the Board of Trustees, provided that in the event of such delegation, the person or standing committee accepting such delegation shall report to and shall be responsible to the Board of Trustees as a whole. All authority of the Board of Trustees is vested in the Board of Trustees as a body, not in any individual or individuals, as it is the Board of Trustees as a body that has full and final authority with regard to all of the policies and operations of the Foundation.

(b) The Board of Trustees shall consist of not less than three (3) nor more than fifteen (15) persons, elected by the incumbent Trustees then serving on the Board of Trustees as provided herein.

(c) Except for the initial Trustees whose terms shall vary so as to create staggered terms of Board service, Trustees of the Foundation shall be elected to serve for a term of two (2) years commencing on their date of election. Trustees may be re-elected for additional terms of service.

**4.2 Increase or Decrease in Number of Trustees.** The Board of Trustees shall consist of not less than three (3) nor more than fifteen (15) persons. The number of Trustees may be increased or decreased at any time and from time to time as determined by a majority vote of the Board of Trustees, without the necessity of any amendment to these Bylaws. Any Trustee position to be filled by reason of an increase in the number of Trustees shall be filled by another person recommended, nominated and elected in the manner set forth in Section 4.3 of these Bylaws. The elimination of any Trustee position by reason of a decrease in the number of Trustees shall be effective at such time as is determined to be appropriate by the Board of Trustees then serving, but in no event any earlier than: (i) the date of the resignation or removal of such Trustee; or, (ii) the expiration of the full term of service for which the person then occupying such Trustee position was elected to serve.

**4.3 Recommendations by the Nominating Committee; Election.**

(a) The Nominating Committee of the Board as established pursuant to Section 6.1 shall be responsible for identifying and nominating candidates to serve on the Board. At the annual meeting of the Board of Trustees, the Nominating Committee, in consultation with the Executive Director (as defined in Section 6.3), after having considered each person's qualifications and having confirmed each person's willingness to serve on the Board of Trustees, recommend to the Board the names of persons who are willing to serve on the Board of Trustees, together with relevant information on the qualifications of such persons.

(b) The Board of Trustees shall either approve or decline to approve each such recommendation. Upon the Board of Trustees' approval of any such recommendation, such person shall be elected to serve on the Board of Trustees. If any such recommendation is not approved by the Board of Trustees, then: (i) the Board of Trustees may, during such meeting, request the Executive Director to recommend to the Board of Trustees additional names of other persons who are qualified to serve on the Board of Trustees, together with relevant information on the qualifications of such persons; and, (ii) any member of the Board of Trustees may also recommend additional names of other persons who are qualified to serve on the Board of Trustees, together with relevant information on the qualifications of such persons.

(c) Each such recommendation by the Executive Director and by any member of the Board of Trustees shall then be considered by the Board of Trustees during such meeting. Such recommendation and consideration process as provided in Section 4.3(b) and this Section 4.3(c) of these Bylaws shall continue during the Board of Trustee's meeting until the Board of Trustees has approved a person for each vacancy on the Board of Trustees.

**4.4 Vacancies.** The unexpired term of a person who is no longer serving on the Board of Trustees by reason of death, resignation, removal, or any other cause, shall, unless the number of Trustees is decreased in the manner provided in Section 4.2 of these Bylaws, be filled by the Board of Trustees at a subsequent meeting of the Board of Trustees as provided in Section 4.3.

**4.5 Removal of Trustee.** At any meeting of the Board of Trustees with respect to which notice of such purpose has been given, the Board of Trustees may remove one or more Trustees from the Board, with or without cause, by a majority [**or two-thirds**] of the votes of the entire Board of Trustees unless the articles of incorporation or a provision of these Bylaws, as the same are now enacted or hereafter amended, provides otherwise.

**ARTICLE FIVE**  
**BOARD OFFICERS; MEETINGS, QUORUM, VOTING**  
**AND RECORDS OF THE BOARD OF TRUSTEES**

**5.1 Board Officers.** At the annual meeting of the Board of Trustees, the Board of Trustees shall elect one of the Trustees to serve as a Chairperson of the Board.

**5.2 Duties of the Chairperson.**

(a) The Chairperson of the Board of Trustees shall preside at all meetings of the Board and at all meetings of the Executive Committee.

(b) The Chairperson of the Board of Trustees shall also have such other duties as may, from time to time, be prescribed by the Board of Trustees.

**5.3 Annual Meeting of the Board of Trustees.** The annual meeting of the Board of Trustees shall be held on the first Tuesday in April of each year, or on such other date as the Board of Trustees may, from time to time, establish. The particular time and place of the annual meeting of the Board of Trustees shall be established by the Chairperson, and notice thereof shall be given to all Trustees not less than ten (10) days' nor more than sixty (60) days' prior to the annual meeting. Such notice may be given either personally, by telephone, by e-mail, by courier, by mail, or by facsimile. Such notice may be waived in writing by any Trustee. The signed waiver, or a notation thereof, shall be kept by the Secretary (see Article 7) as a part of the Foundation's records. Except as otherwise expressly provided by statute, or by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any annual meeting need be specified in a notice of such meeting or in a waiver of notice of such meeting.

**5.4 Regular Meetings of Board of Trustees.** The Board of Trustees shall have regular meeting at any time when the Chairperson so calls for such meeting. The particular time and place of the regular meetings of the Board of Trustees shall be established by the Chairperson, and notice thereof shall be given to all Trustees not less than ten (10) days' nor more than sixty (60) days' prior

to such meeting. Such notice may be given either personally, by telephone, by e-mail, by courier, by mail, or by facsimile. Such notice may be waived in writing by any Trustee. The signed waiver, or a notation thereof, shall be kept by the Secretary as a part of the Foundation's records. Except as otherwise expressly provided by statute, or by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting need be specified in a notice of such meeting or in a waiver of notice of such meeting.

**5.5 Special Meetings of Board of Trustees.** Special meetings of the Board of Trustees may be called by the Chairperson of the Board at any time, and shall be called by the Chairperson of the Board of Trustees upon request by the Executive Director or upon the Chairperson's receipt of a written petition from a majority of the Trustees requesting a special meeting of the Board of Trustees, specifying the purposes of such special meeting. Special meetings of the Board of Trustees shall be held upon not less than two (2) days' prior notice to the Trustees. Each special meeting shall be held on such particular date and time and at such place as is established by the Chairperson of the Board of Trustees or as is specified in the written petition from a majority of the Trustees to the Chairperson. The particular date, time, place and purpose of any such special meeting shall be specified in the notice of such meeting or in the waiver of notice of such meeting signed by the Trustees. Such notice may be given personally, by telephone, by e-mail, by courier, or by facsimile. Such notice may be waived in writing by any Trustee. The signed waiver, or a notation thereof, shall be kept by the Secretary as a part of the Foundation's records.

**5.6 Action Without a Meeting of the Board of Trustees.** Unless the Articles of Incorporation or a provision of these Bylaws provides otherwise, any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting, if the action is taken by all Trustees. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee, and delivered to the Secretary to be kept as a part of the Foundation's records. Such consent shall have the same force and effect as, and shall be deemed to be, an affirmative vote at a duly called meeting of the Board of Trustees where a quorum was present or participating.

**5.7 Attendance; Quorum; Majority Vote by Trustees.**

(a) All Trustees are expected to personally attend or participate, as provided in these Bylaws, in all meetings of the Board of Trustees unless providentially hindered. In the event that a Trustee anticipates not personally attending a meeting of the Board of Trustees or a committee meeting, such Trustee should, if possible, notify the Chairperson or the Secretary in advance of such anticipated absence. The Chairperson shall have the authority to grant absences. Any Trustee who is absent from one-half (1/2) or more of all meetings of the Board of Trustees, whether regular meetings, the annual meeting, or special meetings, during any one (1) year period, without being excused from such meeting by the Chairperson, may be removed from the Board as provided herein. The Trustees may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence personally at such meeting.

(b) At all meetings of the Board of Trustees, the presence of a majority of the number of Trustees then serving shall constitute a quorum for the transaction of business by the Board of Trustees. If a quorum is not present at a meeting of the Board of Trustees, the Chairperson may recess the meeting, from time to time, without notice other than announcement at the meeting, until such time as a quorum is present, and the Chairperson may reconvene such meeting at any time in accordance with the recess announcement.

(c) The affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise specifically provided by statute, or by the Articles of Incorporation, or by these Bylaws.

**5.8 Compensation of Trustees.** Trustees may be reimbursed for their actual out-of-pocket expenses, if any, incurred in connection with the business and affairs of the Foundation; provided, however, that the Trustee requesting reimbursement shall provide reasonable proof of such expenses; and provided, further, that any expense in an amount exceeding \$ 50 shall be pre-approved by the Board of Trustees to be eligible for reimbursement. No Trustee shall be paid any salary or otherwise compensated by the Foundation for their service on the Board of Trustees.

**5.9 Records of the Board of Trustees.** The Secretary, or his or her designee, shall keep regular, accurate and complete minutes of the meetings of the Board of Trustees and minutes of the meetings of standing committees of the Board of Trustees as a part of the Foundation's records. The Secretary may delegate any such records keeping duties.

## **ARTICLE SIX COMMITTEES OF THE BOARD OF TRUSTEES**

**6.1 Establishment of Committees of the Board of Trustees.** The Board of Trustees may, from time to time, in its discretion, create, establish, alter and abolish committees of the Board of Trustees, including standing committees and advisory committees, as the Board of Trustees determines appropriate, to advise and to assist the Board of Trustees on various matters that affect or may affect the Corporation. All committees shall report to the Board of Trustees.

**6.2 Purposes and Scope of Responsibility and Committee Procedures.** The Board of Trustees shall determine the purposes and scope of responsibility of each committee and may determine the procedures by which each committee shall operate.

**6.3 Appointments to Committees.**

(a) The Board of Trustees shall appoint Trustees to each committee established. Committee appointments shall be made at an annual meeting of the Board of Trustees or as vacancies on committees occur. Committee members shall serve from the effective date of their appointment until the earlier of their death, resignation, removal, disqualification, expiration of their term as Trustee or until the date their successors are duly appointed.

(b) Members of any advisory committee established by the Board of Trustees may, but need not, be a Trustee. Advisory committee shall be responsible for advising the Board on matters that affect or may affect the operation or management of the Foundation. No advisory

committee shall perform any functions of the Board of Trustees, and no action taken by any advisory committee shall be binding on the Board or the Foundation.

(c) The Executive Director shall serve as an “ex officio” member, without a vote, of all standing committees and of all advisory committees of the Board of Trustees.

**6.4 Removal of Committee Members.** The Board of Trustees shall have the authority to remove any committee member at any time, with or without cause. In addition, any committee may be altered or abolished by the Board of Trustees at any time.

**6.5 Compensation.** Committee members may be reimbursed for their actual out-of-pocket expenses, if any, incurred in connection with the business and affairs of the Foundation; provided, however, that the committee member requesting reimbursement shall provide reasonable proof of such expenses; and provided, further, that any expense in an amount exceeding \$ 50 shall be pre-approved by the Board of Trustees to be eligible for reimbursement. No committee member shall be paid any salary or otherwise compensated by the Foundation for their service on any committee.

**6.6 Committee Authority.** All committees shall report to the Board of Trustees. The Board of Trustees may delegate to any standing committee such authority as the Board of Trustees determines appropriate. Each standing committee and committee member shall act only within the scope of authority expressly delegated by the Board of Trustees.

**6.7 Executive Committee.**

(a) The Executive Committee, if any, shall be comprised of the Chairperson of the Board, the chairperson of each standing committee, and such other Trustees as may be appointed by the Board. The Chairperson shall serve as the chairperson of the Executive Committee.

(b) The Executive Committee shall meet regularly on such date and at such time and place as is determined by the Chairperson. The Executive Committee shall provide general

oversight and direction to the administration and management, the legal affairs, and the corporate affairs of the Foundation, as well as to any functional areas of operation of the Foundation not clearly within the purview of another standing committee of the Board of Trustees as specified in these Bylaws.

(c) Special meetings of the Executive Committee may be called by the Chairperson, and shall be called by the Chairperson upon the request of the Executive Director, for the purpose of considering urgent businesses that cannot or should not, in the judgment of the Chairperson or the Executive Director, wait for action of the Board of Trustees, or that cannot or should not, in the judgment of the Chairperson or the Executive Director, be handled by another standing committee. When, in the judgment of the Chairperson, in consultation with the Executive Director, it is impractical to call a full meeting of the Board of Trustees, the Executive Committee shall be authorized and empowered, upon a majority vote of the Executive Committee, to take such action as it may determine appropriate and such action shall be deemed to be the action of the Board of Trustees. In addition, a special meeting of the Executive Committee shall be called by the Chairperson upon the Chairperson's receipt of a written petition from a majority of the members of the Executive Committee requesting a special meeting to address matters raised in such written petition.

(d) Written notice of the date, time, place and purpose of any meeting of the Executive Committee shall be given at two (2) days before the meeting of the Executive Committee. Meetings of the Executive Committee may be conducted by teleconferencing, video conferencing, or any other lawful means by which all members participating can simultaneously hear each other.

(e) Minutes of all meetings of the Executive Committee shall be kept by the Secretary and presented at the succeeding meeting of the Board of Trustees and at the succeeding meeting of the Executive Committee.

## **6.8 Finance Committee.**

(a) The Finance Committee, if any, shall periodically meet with and advise the Chairperson, the Executive Director, and the Chief Financial Officer regarding the financial status, income, expenditures and investments of the Foundation. The Finance Committee shall also advise the Chairperson, the Executive Director, the Chief Financial Officer, and the Board of Trustees on other financial matters.

(b) The Finance Committee shall periodically review and evaluate the financial activities of the Foundation in light of the Foundation's exempt charitable and educational purposes, its Mission Statement, and its budget. The Finance Committee shall also periodically note the progress being made toward accomplishment of the goals and objectives set forth in any strategic plan adopted by the Board of Trustees.

(c) The Finance Committee shall make recommendations to the Board regarding any changes in policy or direction that the Finance Committee believes are appropriate for the financial management of the Foundation.

(d) The Finance Committee shall, in consultation with the Executive Director and the Chief Financial Officer, and prior to the beginning of each fiscal year, develop and recommend to the Board of Trustees an annual budget for the proposed operations of the Foundation.

(e) The Finance Committee shall establish policies for obtaining, receiving, acknowledging and substantiating all contributions, bequests, devises and gifts made to the Foundation. In case of litigation involving any such contribution, bequest, devise or gift, the Finance Committee may recommend to the Board of Trustees a proposed course of action to be taken by the Foundation, which may include a recommendation to the Executive Committee or to the Board of Trustees to engage legal counsel to represent the Foundation's interest. In the event a contribution, bequest, devise, or gift to the Foundation has not been specifically designated, the Finance Committee shall make a recommendation to the Board of Trustees as to the disposition of such contribution, bequest, devises or gift.

(g) The Finance Committee shall have the power to buy, sell, exchange, or transfer stocks, bonds, and other securities, and to invest the funds of the Foundation. All such transactions and investments shall be subject to review by the Board of Trustees. The Executive Director, the Secretary, or such other officers as the Board of Trustees may from time to time, designate, are authorized and empowered to execute, for and on behalf of the Foundation, such documents as may be necessary to effectuate the sale, exchange, or transfer of stocks, bonds and securities owned by the Foundation, and as may be necessary to invest the funds of the Foundation.

(h) The Finance Committee shall have responsibility for providing financial oversight and direction for all activities of the Foundation that are classified by the Internal Revenue Service as “unrelated business” activities.

(i) The Finance Committee may retain an accountant or an independent certified public accountant to annually audit the books and records of the Foundation and prepare, if necessary, audited or unaudited financial statements relating to the Foundation. Such financial statements shall be provided to the Finance Committee, the Board of Trustees, the Executive Director and the Chief Financial Officer of the Foundation.

(j) In addition to the Executive Director, the Chief Financial Officer shall also be an “ex officio” of the Finance Committee.

## **6.9 Nominating Committee.**

(a) The Board shall establish a Nominating Committee, which shall be responsible for identifying, evaluating and nominating to the Board of Trustees persons qualified to serve on the Board. The Nominating Committee shall also identify, evaluate and recommend to the Board persons qualified to serve as the officers of the Foundation.

(b) The Executive Director shall serve as the chairperson of the Nominating Committee.

## **ARTICLE SEVEN OFFICERS OF THE FOUNDATION**

### **7.1 Officers of the Foundation; Election; Term.**

(a) The Foundation shall have an Executive Director, a Chief Financial Officer, and a Secretary. The Foundation may have an Assistant Secretary, an Assistant Treasurer, and such other officers as the Board of Trustees may, from time to time, determine appropriate.

(b) The officers shall be elected, from time to time, by the Board of Trustees at the annual meeting of the Board of Trustees, and such officers shall assume office immediately following their election and shall serve until the earlier of their death, resignation, removal, or until their successors are duly elected.

(c) Except as may be prohibited by applicable law, any two or more offices may be held by the same person.

(d) The Executive Director and the Secretary shall be authorized to execute, on behalf and in the name of, the Foundation, all agreements, contracts, leases, notes, deeds, and all other instruments and documents that relate to the operations of the Foundation which have been approved by the Board of Trustees, or which are in the normal course of business of the Foundation.

**7.2 Duties of the Executive Director.** The Executive Director shall have the authority and responsibility for the day-to-day operations, administration and management of the Foundation. The Executive Director shall have the authority and responsibility to hire employees or engage contractors as he or she deems necessary and appropriate to perform the functions of the Foundation. The Executive Director such other authority and responsibility as

may be prescribed by the Board of Trustees from time to time. The Executive Director may delegate to others any such authority and responsibility as he or she deems appropriate.

### **7.3 Duties of the Chief Financial Officer.**

(a) The Chief Financial Officer shall be responsible for the financial management of the Foundation, and shall maintain the financial records of the Foundation. The Chief Financial Officer shall periodically report to the Chairperson of the Board, the Executive Director and the Board of Trustees the financial condition of the Foundation.

(b) The Chief Financial Officer shall have the authority and responsibility to establish and to oversee an accurate record-keeping system of all assets of the Foundation.

(c) All checks of the Foundation shall be countersigned by the Executive Director or the Chief Financial Officer, together with one or more authorized individuals designated by the Board of Trustees to countersign checks. All checks drawn on any account of the Foundation must have thereon or attached thereto the purpose for which it is drawn.

(d) The Chief Financial Officer shall also have such other duties as may, from time to time, be prescribed by the Board of Trustees.

### **7.4 Duties of the Secretary.**

(a) The Secretary shall have the custody of the seal of the Foundation. The Secretary shall maintain all of the Foundation's records, including the minutes of all meetings of the Board of Trustees and the minutes of all committees; shall notify all officers of their elections (and removal); shall notify all committee members of their appointments (and removal); and shall, under the direction of the Chairperson of the Board or the Executive Director, as the case may be, send out all correspondence and notices for and on behalf of the Board of Trustees or the Foundation.

(b) The Secretary shall also have the other duties as may, from time to time, be prescribed by the Board of Trustees.

**7.5 Duties of the Assistant Secretary.** The Assistant Secretary, if any, shall assist the Secretary in keeping all of the Foundation's records, including the minutes of all meetings of the Board of Trustees and the minutes of all committees. In the absence or disability of the Secretary, the Assistant Secretary shall perform and discharge the duties of the Secretary.

**7.6 Duties of the Assistant Treasurer.** The Assistant Treasurer, if any, shall perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer.

**7.7 Removal.** All officers shall serve at the pleasure of the Board of Trustees and may be removed by the Board of Trustees, with or without cause, at any time. Such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided, however, that the election of an officer shall not, of itself, create any employment or contract rights.

**7.8 Compensation.** Officers may be reimbursed for their actual out-of-pocket expenses, if any, incurred in connection with the business and affairs of the Foundation; provided, however, that the officer requesting reimbursement shall provide reasonable proof of such expenses; and provided, further, that any expense in an amount exceeding \$ 50 shall be pre-approved by the Board of Trustees to be eligible for reimbursement. No officer shall be paid any salary or otherwise compensated by the Foundation for their service as an officer.

**7.9 Indemnification.** To the maximum extent permitted by Sections 14-3-850 – 14-3-858 of the Official Code of Georgia or any amendment thereto, the Foundation may indemnify or obligate itself to indemnify a Trustee or an officer of the Foundation made a party to a proceeding including a proceeding brought by or in the right of the Foundation.

**ARTICLE EIGHT**  
**GENERAL PROVISIONS**

**8.1 Fiscal Year.** The fiscal year of the Foundation shall be the calendar year, commencing on January 1 and ending on December 31.

**8.2 Resignation.** Any Trustee, officer or committee member may resign at any time by giving written notice to the Chairperson of the Board or to the Executive Director. The resignation shall take effect at the time specified therein, or immediately upon receipt if no time is specified.

**9.3 Amendment of Bylaws.** Following the adoption of these Bylaws, these Bylaws may be altered, amended or repealed by a majority affirmative vote of the entire Board of Trustees at a duly called meeting at which a quorum is present.

(End of Document)

**Certification of Adoption of the  
Bylaws of  
Xie Yu Education Foundation, Inc.**

The undersigned Secretary of Xie Yu Education Foundation, Inc. hereby certifies that these Bylaws of Xie Yu Education Foundation, Inc. were adopted by the Board of Trustees on the 5<sup>th</sup> day of June, 2002.

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Lin Mei, Secretary

Xie Yu Education Foundation, Inc.