

**BYLAWS OF THE
ALASKA CHINESE CHAMBER OF COMMERCE CORPORATION**

ARTICLE I. NAME

A. Corporate Name

The name of the Corporation is the ALASKA CHINESE CHAMBER OF COMMERCE (ACCC).

B. Corporate Offices

The principal office of the Corporation shall be located in Fairbanks, Alaska. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purpose of the Corporation may require. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSE

The corporation is a non profit organization, within the meaning of Section 501© (3) of the Internal Revenue Code.

The corporation is primarily engaged in promoting the business interests of its members and the business cooperation between Alaska and China and other related countries or regions.

The Corporation aims to be:

- i. The lead agent for the integration of development, and the social well being of local Chinese communities, and Alaska as a whole;
- ii. The lead agent for coordinating various efforts in promoting the business tie between Alaska and China
- iii. The major assistance provider to local public and private groups or businesses in planning, and accomplishing economic development projects related to the business and cultural tie between Alaska and China.

The corporation may conduct research on new products and services; build business network; develop market statistics and business repository; publish newsletters, books, or periodicals for distribution to its members.

ARTICLE 3: MEMBERSHIP

A. Members

The Corporation solicits membership from businesses, non-profit organizations, governments, educational institutions, community and professional associations as well as individuals.

The Board of Directors shall establish appropriate classes of members and specific criteria and prerequisites for membership in the corporation.

B. Representation

Each member of the Corporation, who is not an individual, shall be entitled to appoint one (1) properly authorized representative, who shall exercise all powers and rights of the member.

C. Dues

The Board of Directors may provide for dues, membership fees and special assessments of members.

D. Termination

A member may withdraw from membership by giving appropriate written notice to the Corporation.

A member may be expelled from membership by a 2/3rds vote of the Board of Directors for failure to follow established rules or regulations as provided for by the Articles of Incorporation, these bylaws, or a properly adopted resolution of the Board of Directors.

The cessation of legal existence of any type of member shall automatically terminate membership.

ARTICLE 4: DIRECTORS

A. Powers

The business affairs and property of the Corporation shall be managed and controlled by the Board of Directors. All Corporate powers except those provided for in these bylaws and in the laws of the State of Alaska, shall be and are hereby vested in and may be exercised by the Board of Directors.

B. Initial Directors

The initial board of directors, including the three incorporating directors, should consist of seven persons. The initial board of directors shall serve a term of four years and eligible for re-election to two-year terms thereafter.

C. Number, Election and Term

The number of directors to serve on the board of directors may be amended by a duly adopted resolution of the board of directors; however, this number should not be less than three (3). All directors elected after the initial board shall serve two-year terms and shall be eligible for re-election to further terms by the board directors.

D. Eligibility

All registered members who are Alaska residence over one (1) year are eligible to be elected as a director. Directors must conform to the intent of the ACCC and actively participate in the activities of ACCC.

E. Compensation

No part of the income or profit of ACCC shall be distributed to its members, directors, or officers. ACCC may pay compensation in a reasonable amount to its members, directors, or officers for services rendered.

F. Liability

The directors, officers, employees, and member of the corporation are not liable on its obligations.

ARTICLE 5: MEETINGS

A. Annual Meeting of Members

The annual meeting of the members of the Corporation shall be held each year in the months of January or February (close to Chinese new year) at a time and place set by the Board of Directors.

B. Special Meeting of Members

A special meeting of members of the Corporation may be called at any time by order of the President, the Board of Directors, or by a petition signed by not less than one third of the members of the Corporation, setting forth the place, date and hour when such special meeting shall be held and the general nature of the business to be transacted. The petition must be received at the principal offices of the Corporation, not less than two (2) weeks prior to the meeting date specified in the petition.

C. Voting

Voting shall be conducted in accordance with Robert’s Rules of Order.

D. Annual Meeting of Directors

The annual meeting of the Board of Directors shall be held without other notice than provided by these bylaws. The meeting shall be held in conjunction with the Annual Membership Meeting. The purpose of the Annual meeting is to elect the officer of the Corporation and to transact business as may come before the meeting.

E. Regular Meetings of Directors

Regular meetings of the Board of Director shall be held at least once each quarter.

F. Special Meetings of Directors

Special meetings of the Board of Directors may be called by or at the request of the President of by any (2) members of the Board of Directors.

G. Chairperson

At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chairperson chosen by the Directors shall preside.

H. Quorum

At all meetings of the Board of Directors, a simple majority of the number of Directors occupying the seats fixed by these bylaws, present at the meeting or by teleconference, shall be necessary and sufficient to constitute a quorum for the transaction of business.

I. Quorum at Membership Meetings

At all meetings of the membership, a simple majority of the number of members shall constitute a quorum.

ARTICLE 6: OFFICIERS

A. Number

The officers of the Corporation shall be President, Vice President, Treasurer and Secretary. The officers shall be vested with such powers and duties that are consistent with the Articles of Incorporation, statutes, and these bylaws.

B. Election, term of office, and qualification

The officers shall be elected by the Board of Directors of the Corporation. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

C. Vacancies

In the event any office of the Board of Directors becomes vacant before the Annual Meeting of the Board of Directors, the majority of the Directors then in office, may elect at a regular or special Board Meeting an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next Annual Meeting of the Corporation and until the election and qualification of his or her successor.

D. President

The President shall be the principal officer of the Corporation and subject to the control of the Board of Directors. He or she shall have and exercise general supervision, and control of the business and affairs of the Corporation. He or she shall in general do and perform such other duties as may be prescribed by the Board of Directors. The President, unless absent, shall preside at all meetings of the Corporation. He or she shall sign contracts or other instruments that the Board of Directors has authorized to be executed.

E. Vice President

At the request of the President, or in the event of his or her absence, or refusal to act, the Vice President will perform the duties of and possess and exercise the powers of and be subject to all restrictions upon the President, and to the extent authorized by law, the Vice President shall have such other power as the Board of Directors may determine, and shall perform such others duties as from time to time may be assigned to him or her by the

President or by the Board of Directors.

F. Treasurer

The Treasurer shall:

- i. Keep complete books and records of the Corporation.
- ii. Have charge and custody of and be responsible for all funds and other assets of the Corporation.
- iii. In general, perform all duties incident to the office of Treasurer and such other duties as assigned to him or her by the President of the Board of Directors.

G. Secretary

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He or she shall attend and keep correct and complete minutes of all the meetings of the Board of Directors. He or she, shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as from time to time, may be assigned by the Board of Directors.

H. Removal

Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purpose, or whenever in the judgment of the Board of Directors the best interest of the Corporation will be served. Any Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meetings.

ARTICLE 7: COMMITTEES

A. Standing and Special Committees

The President may, with the approval of the Board of Directors, create and appoint the members of such standing and special committees as he or she or the Board may determine from time to time to be necessary and desirable to fulfill the purpose of the Corporation. The Board of Directors may vest such committees with such powers as it sees fit, subject to conditions as may be prescribed by the Board.

B. Minutes

All committees shall give a report to the Board at regular Board meetings including data, attendance, purpose and results.

ARTICLE 8: CONTRACTS

The Board may authorize any Officer or Officers, Board members, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

ARTICLE 9: FISCAL MANAGEMENT

A. Fiscal year

The fiscal year of the Corporation will begin on the first day of January and end on the last day of December.

B. Accountability

The Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska, applicable to non-profit corporations.

C. Deposits

All funds, except petty cash, of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may direct.

D. Books and records

All books and records of the Corporation may be inspected by any member, or agent thereof, or attorney for the purpose by appointment with the Treasurer.

ARTICLE 10: AMENDMENTS

The Board of Directors shall have the power to amend, alter, or repeal these bylaws, and to adopt new bylaws, from time to time, by an affirming vote of a majority of the whole Board of Directors at then constituted.

THIS IS TO CERTIFY that the above bylaws were adopted by the Board of Directors of the Alaska Chinese Chamber of Commerce Corporation at a meeting held on the 4th day of December 2005.