

**SILICON VALLEY CHAPTER BYLAWS
OF
NORTH AMERICA TAIWANESE ENGINEERS' ASSOCIATION**

December 1, 2001

**Article I
NAME, LOCATION, AND STATUS**

- (1) The name of the organization shall be the North America Taiwanese Engineers' Association Silicon Valley Chapter, hereinafter the "Chapter".
- (2) The regional office of the Chapter is located in Santa Clara, California, United States of America.
- (3) The Chapter is established according to the Bylaws of North America Taiwanese Engineers' Association (NATEA). The Bylaws of NATEA shall take the precedence over regional chapter bylaws.
- (4) The Chapter is a non-profit corporation organized under the laws of California and USA.

**Article II
PURPOSES**

The purposes of the Chapter are as follows:

- (1) To promote scientific and engineering knowledge and its practical applications and to provide engineering management training opportunities for the members of the Chapter;
- (2) To increase technology development, entrepreneurship, and job opportunities for the members of the Chapter;
- (3) To support research and development of the technology in Taiwan and enhance Taiwan's technological global position;
- (4) To establish relationships between the Chapter and the other scientific or engineering organizations in the region;
- (5) To facilitate and coordinate service to communities by Chapter membership
- (6) To further the fellowship among its members; and
- (7) Any other purposes, which are proper.

Article III

MEMBERSHIP

Section 1. Eligibility for Membership

The eligibility for full and associate memberships is prescribed by the Article IV, Membership in the Bylaws of NATEA.

Section 2. Admission

- (1) Individuals shall submit a written application with the sponsorship of two members of NATEA.
- (2) The application shall be approved or denied by the regional Board of Directors of the Chapter within three months.

Article IV OBLIGATIONS AND RIGHTS OF THE MEMBERS

Section 1. Obligations

- (1) Each member of Chapter shall fulfill obligation stated in the Bylaws of NATEA.
- (2) Each member of the Chapter shall obey the stated regional bylaws and pay the membership fee decided by the regional Board of Directors of the Chapter.
- (3) Each member shall comply with all decisions made by regional General and Board of Directors meetings.

Section 2. Rights

- (1) Each member may participate in the activities sponsored, and enjoy all the services provided, by the Chapter.
- (2) Each member, with full membership, shall have rights to nominate, to vote for, and to impeach elective officers of the Chapter, and to make motions or suggestions for consideration by regional Board of Directors or at Chapter general meeting.
- (3) Each member, with a minimum of six month's full membership shall be eligible for nomination to be elected to the regional Board of Directors of Chapter

Article V REGIONAL GENERAL MEETINGS

- (1) Regional general meetings shall be the highest decision-making body of the Chapter.

- (2) Regional general meetings shall be called for by the President and held at least once a year. A special regional general meeting may also be called for by a written petition by one-third of the regional members or two-thirds of the regional Board of Directors.
- (3) At least one-third of the Chapter members, with full membership, must be present in person or by proxy to constitute a quorum.
- (4) Unless specified otherwise, all decisions shall be made with simple majority of the vote cast in the regional general meetings..
- (5) A written notice of date, time, place, the purpose, and the nature of the meeting must be delivered to all regional members with full membership, not less than fifteen days before the meeting. Delivery shall constitute sending of the notice to the members' addresses on the membership record via post mail or electronic means.
- (6) Annual general meeting shall be held before December 1 for the purpose of electing Board members of the regional Board of Directors, President and Vice President as well as transacting such other business as may be brought before the meeting.

Article VI THE BOARD OF DIRECTORS

Section 1. Organization

The regional Board of Directors of the Chapter consists of a President, a Vice President, and between three and thirteen other Board members.

Section 2. Function

- (1) The President, who shall preside over each meeting, shall represent the Chapter to general public, and shall execute the decisions made by the members of the Chapter at regional general meetings or by the regional Board of Directors.
- (2) A Secretary and a Treasurer shall be appointed by the President from the regional Board members with the approval of the regional Board of Directors.
- (3) If the President is not available to perform his or her functions, the Vice President shall take the position in the President's absence. If the President and Vice President are not available, the Secretary shall take over the President's duties.
- (4) If the President, Vice President and Secretary are simultaneously not available to perform the President's duties, the regional Board of Directors shall elect an acting President from the regional Board members to perform the President's duties.
- (5) The President or the acting President may call for regional Board meetings as needed. A special regional Board meeting may be called for with one-half of the regional Board members' consent.
- (6) At least one-half of the regional Board members shall be present in person to constitute a quorum for a regional Board meeting.

Section 3. Duties

The duties of the regional Board of Directors are as follows:

- (1) To execute the decisions made at the regional general and Board meetings.
- (2) To implement all provisions of the bylaws and perform general business of the Chapter.
- (3) To set the membership fees of the Chapter.
- (4) To make, control and review annual financial plan of the Chapter.
- (5) To review the Chapter's annual activities.

Section 4. **Terms of the Regional Board Members**

- (1) The term of the President or the Vice President is normally one year, commencing on January 1 or the annual general meeting whichever comes later and ending on December 31, or extended until a new President or Vice President is elected. The President or Vice President can be re-elected for one consecutive term.
- (2) The term of the regional Board members is normally two years, commencing on January 1 or the annual general meeting whichever comes later and end on December 31 of the following year, or extended until a new slate of regional Board Directors is elected. The regional Board members can be re-elected for one consecutive term.

Section 5. **Eligibility of Board Members**

- (1) Each member, with full membership, in good standing, with a minimum of six months membership, is eligible to be elected as a regional Board member.
- (2) Board members with a minimum of six months membership on the regional Board shall be eligible to be the President of the Chapter.

Section 6. **Election**

- (1) The regional Board of Directors shall form a nominating committee to submit candidates for the open regional Board member positions. Members may nominate candidates by submitting to the regional Board of Directors petitions each with at least twenty signatures from member, with full membership, in good standing. All the nominations must have the consent of the nominees.
- (2) The regional Board members' nomination shall be completed and announced thirty days prior to the date of election.
- (3) The regional Board members shall be elected at the regional general meeting directly by the Chapter members. Only a member of the Chapter, with full membership, who has paid the annual membership fee sixty days prior to the date of election may vote in person or by proxy at the regional general meeting.
- (4) The regional Board members shall be elected by the members voting together as a single class.
- (5) The incoming regional Board members shall nominate a President and a Vice President among themselves.
- (6) The President nominated by the incoming regional Board members shall be confirmed by the majority of members.

- (7) The Vice President nominated by the incoming regional Board members shall be confirmed by the majority of members.
- (8) Alternate regional Board members shall be chosen in accordance with their vote counts from those candidates who were not elected.

Section 7. Impeachment

- (1) The President, Vice President or the regional Board members may be impeached for blatant violations of these bylaws, the spirit of the Chapter, or the laws of the United States of America. At least one-third of the members, with full membership, must sign a petition for the impeachment.
- (2) The President shall call for the regional Board of Directors meeting after receiving the petition for impeachment. Notice shall be sent to all members, with full membership, pursuant to Article V Item 5 to determine the impeachment. The regional general meeting shall be held within sixty days.
- (3) The motion of impeachment shall be determined by simple majority of cast votes.

Section 8. Replacement of Board Members

- (1) The regional Board of Directors shall fill the vacancies of President or Vice President with regional Board members. The newly appointed President or Vice President shall serve the remainder of the term.
- (2) Vacancies of regional Board members shall be filled by the alternate regional Board members. The newly appointed regional Board member shall serve the remainder of the term.
- (3) If there are no alternate regional Board members to fill the regional Board member vacancies, the President shall appoint a member, with full membership, in good standing to fill the vacancy with the advice and consent of the regional Board of Directors.

Article VII ADVISORY BOARD AND WORKING COMMITTEES

- (1) The regional Board of Directors may form advisory board and working committees when it is deemed necessary or advisable to perform the functions and activities of this Chapter.
- (2) The President shall appoint working committee chairpersons with the advice and consent of the regional Board of Directors.
- (3) The immediate past president of the Chapter shall serve one year in the advisory board and participate in the meetings of the regional Board of Directors of the Chapter.
- (4) The President may appoint the other past presidents of the Chapter and other distinguished individuals to the advisory board with the consent of the regional Board of Directors and the consent of the individuals.

Article VIII AMENDMENTS

- (1) Amendments to the bylaws shall be reviewed at the regional general meetings.
- (2) A proposed amendments must be originated from the regional Board of Directors or from a written petition submitted to the regional Board of Directors by at least twenty members, with full membership, of the Chapter no less than ninety days prior to the scheduled regional general meeting
- (3) The regional Board of Directors shall send the proposed amendments to the members, with full membership, at least fifteen days prior to the regional general meeting via post mail or other electronic means.
- (4) A proposed amendment is affirmed by two-third of vote cast at the regional general meeting.