

**Harvard Chinese Students and Scholars Association,
A NOT-FOR-PROFIT CORPORATION**

Pursuant to the foregoing Notice, the Regular meeting of all the members of the **Harvard Chinese Students and Scholars Association, a Not-For-Profit Corporation (the “Association” of “Corporation”)**, was held on **June 18, 2023**, at 10 o'clock over Zoom. All the Officers as shown on the Annual Report filed with the Massachusetts Secretary of the Commonwealth on February 16, 2023, were present: namely: **Yuhan Zhang (who is also the single Director), Yanke Song, and Kuanhao Jiang.**

Yuhan Zhang called the meeting to order and presided.

The Members.

VOTED: That **Yuhan Zhang** be and is elected Chairman of the meeting.

VOTED: That **Kuanhao Jiang** be and is elected Secretary of the meeting.

NEW BUSINESS: In accordance with the existing HCSSA Constitution at least five HCSSA officers proposed the Amended and Restated Constitution and Bylaws. The proposed document was communicated to the President more than one week before this meeting. The Amended and Restated Constitution and Bylaws, prepared by Counsel for the Corporation, were then submitted to the meeting, and will be found following the records of the meeting.

IT WAS DULY VOTED:

1) To adopt the First Restated Constitution and Bylaws of the Association and to notify the Harvard Graduate Council of the Amended and Restated Constitution and Bylaws.

2) That the following Officers and Directors of the Corporation be elected:

President: Yuhan Zhang

Vice-President: Mengjie Cheng

Vice- President: Tianze Long

Treasurer: Yanke Song

Secretary: Kuanhao Jiang

Historian: Yijun Wang

Directors: **1. Harry Archerman**
2. Chi Gao
3. Yutong Liu

On motion duly made and seconded, a quorum of the Members being present and voting, it was thereupon unanimously;

VOTED: To adjourn

Adjourned as voted.



Yuhao Zhang, Chairman



Kuanhao Jiang, Secretary

**HARVARD CHINESE STUDENTS AND SCHOLARS ASSOCIATION,
A NOT-FOR-PROFIT CORPORATION**

FIRST AMENDED AND RESTATED CONSTITUTION AND BYLAWS

**ARTICLE I.
NAME**

1.01 Name

The name of this Corporation shall be **Harvard Chinese Students and Scholars Association, a Not-For-Profit Corporation** (“**Harvard Chinese Students and Scholars Association**”, the “**Corporation**” or the “**Association**”). The business of the Corporation may be conducted as **Harvard Chinese Students and Scholars Association**.

**ARTICLE II.
PURPOSES AND POWERS**

2.01 Purpose

Harvard Chinese Students and Scholars Association is a non-profit Corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The object and purpose of **Harvard Chinese Students and Scholars Association (or, the “Association”)** shall be to operate exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent

therewith. In addition, the purpose of the Corporation is to engage in the following activities:

The Association is committed to enhance social, intellectual, and cultural engagement among Chinese students and scholars at Harvard University. The Associationn endeavors to welcome all interested students to experience the variety of Chinese tradition, practice, values, culture, and community. The Association strives to engage the unique opportunities of Harvard and foster longlasting friendship and innovation in a nourishing and inclusive environment.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. **Harvard Chinese Students and Scholars Association** is a Massachusetts not-for-profit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code

as it now exists or may be amended, or by any organization contributions to which are deductible under Section I 70(c) (2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. In the event of dissolution, the net assets of **Harvard Chinese Students and Scholars Association** shall not inure to the benefit of any private shareholder, Member, individual or corporation but shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or other purposes as shall, at the time, qualify as exempt organizations under Section 510(c) (3) of the Internal Revenue Code, as determined by a Majority Vote of the elected **Harvard Chinese Students and Scholars Association Board** of Directors.

(d) If default of such Vote of the Board of Directors, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against **Harvard Chinese Students and Scholars Association** by one (1) or more of its Board of Directors, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

(e) All Directors, Advisory Board Members, Officers, Committee Chairs, Committee Fellows, and Members must abide by the policies and procedures of Harvard University.

ARTICLE III. MEMBERSHIP

3.01 No Membership Classes

Membership in the Association is open to all students and scholars currently enrolled at Harvard University and is automatically approved for any interest students and scholars in the Harvard Community.

Membership will continue after a student leaves the Harvard community until the Member withdraws by informing the Officers in writing.

The Officers may, in their sole discretion, by majority vote reject an individual membership request from an individual or expel a member from the Association.

The Association does not discriminate on the basis of race, color, sex, sexual orientation, religion, age, national or ethnic origin, political beliefs, veteran status, or disability or against any member of a protected class under Massachusetts law.

The corporation shall have no Members who have any title or interest in or to the corporation, its properties, and franchises.

3.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated Committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not Members of the Corporation.

3.03 Dues

Any dues for Members or affiliates shall be determined by the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 Number of Directors

Harvard Chinese Students and Scholars Association shall have a Board of Directors consisting of at least one (1) and no more than eleven (11) Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of **Harvard Chinese Students and Scholars Association**. Shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- (a) All Directors will be elected to serve until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be eighteen (18) years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at any Board Meeting by the Majority Vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

(a) Expected Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

(b) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.06 Removal of Directors

A Director may be removed by a vote of two-thirds (2/3) of the Board of Directors then in office, if:

(a) The Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board Meeting attendance and in that case, the Board Treasurer shall excuse the President, or:

(b) For cause or no cause, if before any Meeting of the Board at which a vote on removal will be made, the Director in question is given electronic or

written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a Meeting of the Board.

4.07 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board Meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special Meetings of the Board may be called by the President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. A Special Meeting must be preceded by at least forty-eight (48) hours' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Massachusetts law.

4.08 Manner of Acting

(a) Quorum. A majority of the Directors who hold office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or

Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or Special Meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board Meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and laws of the Commonwealth of Massachusetts.

4.11 Advisory Board

The Advisory Board is comprised of the Presidents of previous terms. The Advisory Board may provide advice to the Board of Directors or the Board Officers upon request. The Advisory Board has no power to make decisions on behalf of the Board of Directors or the Officers.

ARTICLE V. COMMITTEES

5.01 **Committees and Interest Groups**

The committees of the Association are:

- 1) Alumni Relations
- 2) Business Development
- 3) Career Development
- 4) External Affairs
- 5) Internal Affairs
- 6) Public Relations
- 7) Public Service
- 8) Seminar

The Interest groups are:

HAcappella, Venture Club, Dance Troupe, Soccer Club, Basketball Club, Sanwu Photography Club, Harvard Waves Rowing Club, Lanke Board Game Club.

Each committee must consist of no more than 2 Co-chairs and 5 Committee Fellows. All committee chairs and fellows should be full-time registered Harvard students or scholars.

The Corporation may, pursuant to a vote of the Officers then in office, designate one or more additional Committees, to serve at the pleasure of the Board. Any Committee, to the extent provided in the resolution of the Officers, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- (a) Take any final action on matters that also require the Board Members' approval or the approval of a majority of all Members.
- (b) Fill vacancies on the Board of Directors of in any Committee which has the authority of the Board.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms does not permit amendment or repeal.

(e) Appoint any other Committees of the Board of Directors or the Members of these Committees.

(f) Expend corporate funds to support a nominee for Director; or

(g) Approve any transaction to which the corporation is a party, and one or more Directors have a material financial interest; or between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the Committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning Meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its Members for the Board of Directors and its Members, except that the time for regular Meetings of Committees may be determined either by resolution of the Board of Directors or by resolution of the Committee. Special Meetings of the Committee may also be called by resolution of the Board of Directors. Notice of Special Meetings of Committees shall also be given to any and all alternate Members, who shall have the right to attend all Meetings of the Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the Committee not inconsistent with the provision of these Bylaws.

Officers may participate in more than one committee or interest group but no one person may be the Chair of more than one committee.

Any member of the Association is welcome to volunteer and join the various committees but will not be recognized as official officers of the Corporation and are therefore not subject to the benefits and regulations that apply to officers of the Corporation.

Committee Chairs and Fellows are responsible for centrally organizing and coordinating activities related to their committee duties. They are also responsible for making timely reports to the Officers regarding any activities or plans related to their committees. Committee Fellows may be elected and are responsible for participating in committee meetings, and for actively participating and initiating activities relevant to their committee's objectives.

5.03 Informal Action Taken by The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board Members gives consent.

ARTICLE VI.

OFFICERS

6.01 Officers aka Executive Board

The Officers (who may also be referred to as the "Executive Board") of the corporation shall be a President (who also serves as the President of the Board of Directors), two Vice Presidents, a Secretary, a Treasurer, and a Historian, all of whom will be chosen by the outgoing Officers, approved by the Board of Directors and who will serve subject to the oversight of the Board of Directors. Each Officer will have the authority and will perform the duties set forth in these Bylaws or by resolution of the Board of Directors, or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers.

6.02 Term of Office

Each Officer shall serve until his or her successor is elected and qualified.

Officers shall be elected annually by a majority vote of the members of the Association, after the end of the spring semester, by eligible members of the Association. The new officers will commence their duties immediately after the election.

The candidates for President, Vice Presidents, Treasurer, Secretary, and Historian must run as a team. The candidate for President must have served for the Association (i) at least two terms, and (ii) at least one term as an Officer before the election. The Candidates for other Offices must have served at least one term as a Committee Chair or a Committee Fellow.

All officers should be full-time registered Harvard students or scholars.

Any member of the Association with a valid Harvard University email address is eligible to vote. Each eligible voter is entitled to one anonymous ballot and each ballot carries one vote.

Candidates must obtain a majority of votes to be elected. If no candidate receives a majority, a run-off will be held between the two candidates with the highest number of votes.

The previously ratified and adopted HCSSA Election Rules (the "Rules") are incorporated in these Bylaws to the extent that the Rules do not conflict with the terms of this document.

6.03 Removal and Resignation

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The Board President shall be the chief volunteer Officer of the corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all Meetings of the Board of Directors.

The President exercises general supervision over the organization and oversees the Officers, The President must perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Vice Presidents

The Vice Presidents have a duty to assist the President in running the Association. If the President leaves office during the term prior to completion, the Vice Presidents shall jointly assume the office temporarily and shall schedule an election to appoint a new President in compliance with these Bylaws.

6.06 Secretary

The Secretary is responsible for managing all the Association's digital platforms and social media including the HCSSA official WEChat accounts, and the Corporation's website. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with the approval of the Board, a Director to assist in the performance of all or part of the duties of the Secretary.

6.07 Treasurer

The Treasurer is the lead Officer for oversight of the financial condition and affairs of the corporation. The Treasurer oversees and keeps the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer oversees budget preparation and ensures that appropriate financial reports, including an account of major transactions and the financial condition of the

corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer performs all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with the approval of the Board, a qualified Fiscal Agent or Member of the staff to assist in the performance of all or part of the duties of the Treasurer.

The Treasurer has the authority to open and maintain bank accounts, fiduciary accounts, and other financial accounts as they may see fit and to carry out ordinary banking activities that are customary and usual in the operation of the Association.

6.08 Historian

The Historian has a duty to keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting must state the time and place that it was held, and other information that is necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Historian has a duty to give notice of all Meetings of Directors and Committees as required by the Bylaws. The Historian must document HCSSA activities and the official documents of the organization.

6.07 Non-Director Officers

The Board of Directors may designate additional Officer positions of the corporation and may appoint and assign duties to other non-Director Officers of the corporation.

ARTICLE VII.

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and Other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, must be signed by the Treasurer or another Officer or Officers, agent, or agents, of the corporation and in the manner as the Board of Directors determines by a resolution.

7.03 Deposits

All funds of the corporation not otherwise employed must be deposited from time to time to the credit of the corporation in the banks, trust companies, or other depositories that the Board of Directors selects.

7.04 Loans

No loans may be contracted on behalf of the corporation and no evidence of indebtedness may be issued in its name unless authorized by resolution of the Board of Directors. That authority may be general or confined to specific instances.

7.05 Mandatory Indemnification

The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

7.06 Permissible Indemnification

The corporation shall indemnify a Director or former Director who became a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

7.07 Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

7.08 Indemnification of Officers, Agents, and Employees

An Officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Massachusetts Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

**ARTICLE VIII.
MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all Meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or Member of a Committee with Board-delegated powers.

8.04 Non-Discrimination Policy

The Officers, Directors, Committee Members, employees, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 By-Law Amendment

These Bylaws may be amended, altered, repealed, or restated only after a proposal made by no fewer than five (5) Officers and by a Vote of three quarters of the Members present at a duly called Regular or Special Meetings of the Association, provided, however:

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501

(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code,

(b) that an amendment does not affect the Voting Rights of Directors. An amendment that does affect the Voting Rights of Directors further requires ratification by a vote of two-thirds of a quorum of Directors at a Board Meeting, and

(c) that all amendments be consistent with the Articles of Organization.

ARTICLE IX.

COUNTERTERRORISM AND DUE DILIGENCE POLICY

9.01 In furtherance of its exemption by contributions to other organizations, domestic or foreign, **Harvard Chinese Students and Scholars Association** shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

9.02 Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, **Harvard Chinese Students and Scholars Association** willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen a risk based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

9.03 **Harvard Chinese Students and Scholars Association** shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X.

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of **Harvard Chinese Students and Scholars Association** records.

10.02 Policy

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Documents Relevant to Litigation

Harvard Chinese Students and Scholars Association expects all Officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the **Harvard Chinese Students and Scholars Association** informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no

longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Organization, Bylaws, and IRS Form I 023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form I 023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by Donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board or Board Committee materials should be kept for no less than three (3) years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any

document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(k) Banking and Accounting. Accounts payable, ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Section 4. Electronic mail

Email that needs to be saved should be either:

(a) printed in hard copy and kept in the appropriate file; or

(b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI.

TRANSPARENCY AND ACCOUNTABILITY

DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, **Harvard Chinese Students and Scholars Association** practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (The form 1023 and the form 990)

Harvard Chinese Students and Scholars Association shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Harvard Chinese Students and Scholars Association shall make "Widely Available" the aforementioned documents on its **internet website** which will be intended to be viewed and inspected by the general public.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) The corporation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special

computer hardware or software (other than software readily available to the public free of charge).

(d) **Harvard Chinese Students and Scholars Association** shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Harvard Chinese Students and Scholars Association shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each Member of the Board of Director's via (hard copy or email) at least ten (10) days before the Form 990 is filed with the IRS.

11.05 Board

(a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

(b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

(a) All staff records shall be available for consultation by the staff members concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that:

(d) Staff records shall be made available to the Board when requested.

11.07 Donor Records

(a) All Donor records shall be available for consultation by the Members and Donors concerned or by their legal representatives.

(b) No Donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, Donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those Donors and to the Board of Directors when requested.

ARTICLE XII.

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Harvard Chinese Students and Scholars Association requires and encourages Directors, Officers, Committee Chairs, Committee Fellows, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of **Harvard Chinese Students and Scholars Association** to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any Director, Officer, staff, or employee reasonably believes that some policy, practice, or activity of **Harvard Chinese Students and Scholars Association** is in violation of law, a written complaint must be filed by that person with the Board President.

12.03 Acting in Good Faith.

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of **Harvard Chinese Students and Scholars Association** and provides the **Harvard Chinese Students and Scholars Association** with a reasonable opportunity to investigate and

correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Harvard Chinese Students and Scholars Association shall not retaliate against any Director, Officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of **Harvard Chinese Students and Scholars Association** or of another individual or entity with whom **Harvard Chinese Students and Scholars Association** has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Harvard Chinese Students and Scholars Association shall not retaliate against any Director, Officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of **Harvard Chinese Students and Scholars Association** that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The Board President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board, and its appointed Committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors, Officers, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
FINANCIAL REGULATIONS

13.01 The previously ratified **Harvard Chinese Students and Scholars Association Financial Regulations** dated June 12, 2014, are incorporated herein to the extent that they are not inconsistent with the other provisions of this **FIRST AMENDED AND RESTATED CONSTITUTION AND BYLAWS**.

ARTICLE XIV.
AMENDMENT OF ARTICLES OF ORGANIZATION

14.01 Amendment

The Articles of Organization may be amended, altered, repealed, or restated only after a proposal made by no fewer than five (5) Officers and by a Vote of three quarters of the Members present at a duly called Regular or Special Meetings of the Association.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated First Amended and Restated Constitution and Bylaws of the **Harvard Chinese Students and Scholars Association** were approved by **Harvard Chinese Students and Scholars Association's** Board of Directors on June 25, 2023 and constitute a complete copy of the Constitution and Bylaws of the corporation.

Secretary: *Kuanhao Jiang*
Kuanhao Jiang

Dated: June 25, 2023

**HARVARD CHINESE STUDENTS AND SCHOLARS ASSOCIATION,
A NOT-FOR-PROFIT CORPORATION
CONFLICT OF INTEREST POLICY**

**Article I
Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II
Definitions**

1. Interested Person

Any Director, principal Officer, or Member of a Committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any

entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or Committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with governing Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Committee Meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Committee Members shall decide if a conflict of interest exists.

3. Procedures of Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing Board or Committee Meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing Board or Committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or Committee shall determine by a Majority Vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing Board or Committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, it is determined that the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and

corrective action.

Article IV Records of Proceedings

The Minutes of the governing Board and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interesting connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A Voting Member of the Governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.
- b. A Voting Member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.
- c. No Voting Member of the governing Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Organization, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Article VI Annual Statements

Each Director, principal Officer and Member of a Committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's

written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

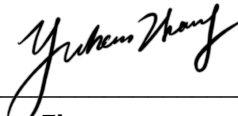
Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

The Amended and Restated Constitution and Bylaws were duly adopted on ___
June 25, 2023

Witness:

President:



Yuhua Zhang

HARVARD CHINESE STUDENTS AND SCHOLARS ASSOCIATION RESOLUTION

We, being all of the Members of the Board of Directors convening at a duly called Special Meeting, hereby adopt the attached conflict of interest policy effective on June 25, 2023.



