ARTICLES OF INCORPORATION
of
The Independent Federation of Chinese Students and Scholars, Inc.

Draft, translated from the Chinese version adopted by IFCSS 6th Annual Convention
July 23, 1994, Chapel Hill, North Carolina

Article 1. The full name of the corporation is The Independent Federation of Chinese Students and Scholars, Inc. (IFCSS).

Article 2. IFCSS is incorporated in the state of Maryland pursuant to Maryland's Law of Incorporation.

Article 3. IFCSS is to have perpetual existence.

Article 4. IFCSS is a coordinative organization of Chinese student and scholar associations in the United States.

Article 5. IFCSS shall be operated exclusively for promoting social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law (the Code). In particular, IFCSS shall

(i) disseminate information and educate the public regarding the democratic movement in China,

(ii) represent the wishes of Chinese students and scholars in the United States and protect their interests; promote freedom, democracy, the rule of law, human rights in China as well as China's scientific, cultural, and economic development, and

(iii) participate in and support activities to protect the interests of Chinese students and scholars in the United States; promote China's democratic movement.

Article 6. IFCSS is not authorized to issue capital stock. IFCSS is empowered to receive contributions, gifts, equipment, and endowments (which shall be administered and converted or otherwise disposed of by IFCSS exclusively for the purposes set forth in **Article 5** hereof). No part of the assets or net earnings of IFCSS shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that IFCSS 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 **Article 5** hereof.

Article 7. IFCSS shall have members as set forth in its Bylaws.

Article 8. In the event of termination, dissolution, or winding up of IFCSS in any manner or for any reason whatsoever, the Board of Directors shall, after paying or making provision for the payment of all of the proper liabilities of IFCSS, dispose of all of the remaining assets of IFCSS pursuant to Section 501(c)(4) of the Internal Revenue Code or other relevant federal and state laws, or turn over all of the remaining assets to the State of Maryland to be used for public purposes.

Article 9. IFCSS Board of Directors shall be the legal person of IFCSS. The manner in which Directors are elected and the total number of Directors shall be provided by the Bylaws of IFCSS. A Director shall not serve more than three consecutive terms. The current Board of Directors consists of:

Xin Ku
Lu Wenhe
Ge Xun
Sun Ying
Zhang Tongtong
Shao Qing
Tang Guangzhong
Tang Yingxin
Liu Xiang
Li Jinghong
Qi Jusheng
Yu Senqiu
Liu Chen
Lu Shuping
Tao Ye
Zhong Ling

Article 10. The post office address of the principal office of IFCSS in the State of Maryland is:

Arent, Fox, Kintner, Plotkin & Kahn
7475 Wisconsin Avenue
9th Floor
Bethesda, MD 20814

The name and post office address of the resident agent of IFCSS in the State of Maryland is:

Alan S. Dubin, Esq.
7475 Wisconsin Avenue
9th Floor
Bethesda, MD 20814

Article 11. The **Articles of Incorporation of IFCSS** are adopted and amended by a two-thirds majority vote cast by official delegates at a convention where a quorum is present. Any draft resolution proposing amendment thereto shall be distributed to the delegates before the convention. Once adopted by the convention, the **Articles of Incorporation** and amendments thereto shall take effect immediately or on a specified date.

BYLAWS
of
The Independent Federation of Chinese Students and Scholars, Inc.

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July 23, 1994, Chapel Hill, North Carolina

SECTION I.
Members

Article 1.

(a) The members of IFCSS shall consist exclusively of organizations;

(b) any Chinese student and scholar organization which is officially registered at a U.S. university, college, or scientific and cultural research institution, or other professional organization, which recognizes **Articles of Incorporation and Bylaws of IFCSS**, and which has applied for IFCSS membership and has timely paid membership dues shall be members of IFCSS;

(c) any organization which consists of at least ten Chinese students who have graduated from American schools, which recognizes **Articles of Incorporation and Bylaws of IFCSS**, and which has paid annual membership dues shall be members of IFCSS.

Article 2. Each and every afore-described organization shall be entitled to equal right to elect and to be elected (one vote) at IFCSS elections.

Article 3. IFCSS shall have the right to autonomy.

SECTION II.
Organization and Power Structure

Article 4. IFCSS as well as its power structure consists of IFCSS Convention, IFCSS President as well as the Headquarters and Working Committees under the President's leadership, Board of Directors, and Board of Supervisors.

Article 5. A person shall not assume simultaneously two of the following posts: IFCSS President, IFCSS Vice President, Director, and Supervisor.

Article 6. The members shall be divided into eight electoral districts according to the state in which the member is located:

Northeast: Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island;

East: New York, New Jersey, Delaware, Pennsylvania;

Mid-Atlantic: Maryland, District of Columbia, West Virginia, Virginia, North Carolina;

South: Florida, Georgia, South Carolina, Mississippi, Tennessee, Alabama, Puerto Rico;

Midwest: Ohio, Michigan, Indiana, Illinois, Wisconsin, Missouri, Kansas, Iowa, Kentucky;

Northwest: Utah, Minnesota, Washington, Oregon, Idaho, Wyoming, North Dakota, South Dakota, Nebraska, Montana, Alaska;

Southwest: Texas, Arkansas, Colorado, Oklahoma, Louisiana, New Mew Mexico;

Pacific: California, Arizona, Nevada, Hawaii.

SECTION III.
Convention

Article 7. Each member organization may send one or two delegates to attend the IFCSS Convention.

Article 8. The IFCSS Convention is held once a year. An extraordinary Convention may be held upon the request of no less than one third of delegates.

Article 9. The functions of the Convention are to elect the President, the Vice President, the Directors and the Supervisors of IFCSS, to approve the appointment of working committee chairpersons, to review and vote on resolutions, and to determine the amount of membership dues.

SECTION IV.
Board of Directors

Article 10. The Board of Directors is the standing legislature of IFCSS.

Article 11. The Board of Directors is composed of members elected internally within each of the eight electoral districts. Each electoral district is represented by two Directors.

Article 12. The Board of Directors is composed of individual Directors. The Directors represent the member organizations of the electoral district from which they are elected.

Article 13. The Board of Directors reviews and votes on resolutions when the Convention is adjourned.

Article 14. The Board of Directors is charged with the responsibility to prepare for and organize the IFCSS Convention.

Article 15. The Board of Directors meets at least once every quarter of the year to review the business of IFCSS. The meeting shall occur in the second month of each quarter. A special meeting may be held upon the request of one-third of the Directors.

Article 16. Meetings of the Board of Directors and voting are valid with participation of two-thirds of the Directors. Resolutions of the Board of Directors are adopted by affirmative votes of no fewer than half of all the Directors.

Article 17. The Board of Directors appoints one of the Directors as the coordinator who is in charge of calling Board meetings.

Article 18. The Board of Directors should publicize, one week in advance, among all IFCSS members, the agenda of a forthcoming Board meeting and the draft resolutions the meeting will review. The Board of Directors should also publicize, within one week of adjournment of the meeting, among all IFCSS members, the minutes of the Board meeting. All resolutions voted on during the meeting should be published together with their voting records.

SECTION V.
President and Vice President

Article 19. IFCSS shall have one President and one Vice President. They are elected by IFCSS Convention.

Article 20. The duties of the President include:

1. To represent IFCSS in external affairs;
2. To implement the resolutions adopted by the Convention and by the Board of Directors;
3. To manage routine business of IFCSS;
4. To submit to the Convention the annual budget proposal and financial report;
5. To direct and coordinate the business of all the working committees;
6. To organize and coordinate temporary IFCSS activities that is outside the jurisdiction of the working committees;
7. To sign to validate various IFCSS official documents.
8. The President may veto any resolution of the Board of Directors passed by fewer than two-thirds of the Directors.

Article 21. Candidates for the President and the Vice President must be official delegates from two different electoral districts. The candidates for the President and the Vice President shall pair and campaign upon nominations by no fewer than fifteen delegates to the Convention.

Article 22. To be elected President and Vice President, the candidates should have received approving ballots of more than half of the delegates to the Convention. Should none of the tickets receive more than half of the votes, the Convention shall cast a second vote on the two pairs of presidential and vice-presidential candidates who have received the most votes in the first ballot, and elect the President and the Vice President by simple majority.

Article 23. The President and the Vice President serve a one-year term, and may serve no more than two terms in succession.

Article 24. The Vice President assists the President, and may act as the President in case the President is unable to fulfill the duties of the office for business-related reasons. A Vice President who has served as Acting President for more than six months shall be considered as the President for the term.

Article 25. The IFCSS Headquarters is the executive office of the President. The Headquarters personnel is nominated by the President and approved by the Board of Directors.

SECTION VI.
Working Committees

Article 26. Working committees are administrative bodies of IFCSS. A working committee may be established or dissolved by a resolution of the Convention or the Board of Directors. A working committee may also be established by a proposal of the President with the approval of the Board of Directors.

Article 27. Working committees report to the President and may act in the name of IFCSS in matters within their jurisdiction.

Article 28. The chairperson of each working committee is nominated by the President and approved by either the Convention or the Board of Directors. The appointment and dismissal of supporting personnel of the working committees is at the discretion of the committee chairpersons and is reported to and registered with the President.

Article 29. Each working committee shall make up its own working regulations and submit them to the President for approval and to the Board of Supervisors for record.

Article 30. The chairperson of each working committee shall submit a written report to all member organizations every six months, and a work report to the Board of Directors every three months.

SECTION VII.
Board of Supervisors

Article 31. The Board of Supervisors is the standing judicial body of IFCSS.

Article 32. The Board of Supervisors is composed of five Supervisors and three Alternate Supervisors elected by the Convention from eight candidates, one from each electoral district. The Board of Supervisors selects one of the Supervisors as the coordinator who calls the meetings of the Board of Supervisors. In case any Supervisor is unable to fulfill his/her duty, the Alternate Supervisor who receives the most votes during the Convention shall fill the vacancy.

Article 33. The duty of the Board of Supervisors is to interpret the IFCSS Charter and Bylaws, to arbitrate disputes involving the IFCSS Charter, and to examine the work of the President, the Vice President, the Board of Directors, and the working committees against the IFCSS Charter and Bylaws.

Article 34. Supervisors shall not become members of any other organs of IFCSS.

Article 35. Resolutions of the Board of Supervisors are valid with three or more supporting votes of the Supervisors.

SECTION VIII.
Extraordinary Resolutions

Article 36. IFCSS may conduct a plenary-session vote with the consent of over one quarter of all IFCSS members. Direct voting shall be conducted through mail or facsimile.

Article 37. A bill to be directly voted shall be submitted directly to IFCSS Headquarters by those who introduce the bill. Upon receipt of the bill, the Headquarters, together with the Board of Directors and the Board of Supervisors, shall set up a joint working group within ten days. The joint group shall organize a direct vote and make available to all the members the bill to be thus voted and the deadline to cast the vote. The joint group shall announce the result of the vote to all the members within ten days of its completion.

Article 38. With the participation of over two-thirds members, a vote conducted through communication means shall have the same binding power as a vote conducted at the plenary session of an annual convention.

Article 39. A resolution is passed when more than one half of all the valid votes are affirmative votes.

Article 40. After the result of a communication vote is announced, IFCSS shall not conduct another communication vote over the same issue within three months.

SECTION IX.
Impeachment and Removal

Article 41. IFCSS president and vice president may be impeached and removed by a resolution adopted by the Board of Supervisors with an over-two-thirds majority and approved by the Board of Directors with an over-two-thirds majority.

Article 42. IFCSS directors may be removed by his/her electoral district.

Article 43. IFCSS working committee chairpersons may be removed by a resolution adopted by the Board of Directors.

Article 44. The procedures for the above-mentioned impeachment and removal shall be provided in "Procedures for Impeachment and Removal of IFCSS President, Vice President, Director, and Working Committee Chairpersons."

SECTION X.
Passage, Amendment, and Interpretation of IFCSS Bylaws

Article 45. This document shall take effect upon approval by over two-thirds delegates at the annual convention. Upon the completion of the annual convention, IFCSS Headquarters shall file an English translation of the amended **Articles of Incorporation and Bylaws** with the State of Maryland where IFCSS is incorporated within one month.

Article 46. Any modification of this document shall have to be approved by an over-two-thirds majority of all the delegates at the annual convention.

Article 47. The authority to interpret this document resides in the Board of Supervisors.

PROCEDURES FOR IMPEACHMENT AND REMOVAL OF IFCSS PRESIDENT, VICE PRESIDENT, DIRECTOR, AND WORKING COMMITTEE CHAIRPERSONS

Article 1. The process for removal of IFCSS president and vice president shall be as follows:

(i) Due Process for Proposal of Impeachment A resolution which proposes to impeach IFCSS president or vice president is duly adopted when approved by two-thirds of all the Supervisors. Such a resolution must be submitted to the Coordinator of the Board of Directors in written form.

(ii) Upon receipt of the impeachment resolution, the Coordinator of the Board of Directors shall make available to the impeached a copy of the resolution within one week. Upon receipt of the resolution, the impeached shall submit within one week a written defense to the Coordinator of the Board of Directors.

(iii) Upon receipt of the defense submitted by the impeached, or if the impeached fails to submit the defense within the specified time, the Coordinator of the Board of Directors shall call a Board meeting within two weeks to consider the resolution. The resolution is adopted when approved by over two-thirds of all the Directors. The text of the resolution and the defense submitted by the impeached (if available) shall be made available to all the Directors.

(iv) If the impeachment resolution is adopted by the Board of Directors, the vacancy left by the impeached shall be regarded as not filled.

(v) After an impeachment resolution is duly adopted by the Board of Supervisors, if the impeached formally submits to the Coordinator of the Board of Directors a written resignation, the impeachment process shall be terminated.

Article 2. The process for removal of IFCSS Directors shall be as follows:

(i) The Board of Supervisors or the Board of Directors may adopt a resolution to request an electoral district to remove a Director of that particular district.

(ii) The Board of Supervisors shall organize all the members in the relevant electoral district for a communication vote. The resolution of removing a Director is adopted by the affirmative vote of a majority of the votes cast by all the members.

(iii) Once a Director is removed, the relevant electoral district shall elect a substitute Director.

Article 3. The process for removal of Chairpersons of IFCSS Working Committees shall be as follows:

(i) Chairpersons of Working Committees may be removed by a resolution adopted by the Board of Directors.

(ii) Once the Chairperson of a working committee is removed, IFCSS president shall nominate a substitute within one week to be approved by the Board of Directors.

Article 4. If a resolution of impeachment or removal is not adopted, the same impeached person shall not be impeached or recommended to be removed without a new and major cause for impeachment or removal.

Article 5. The concerned party shall not be deprived of his duties and power when the impeachment or removal is being considered.

Article 6. The adoption and modification of this document shall have to be approved by an over-two-thirds majority of all the delegates at the annual convention.

Article 7. The authority to interpret this document resides in the Board of Supervisors.