AMENDED AND RESTATED BYLAWS

OF

NATIONAL ASSOCIATION OF CHINESE AMERICANS (NACA)
ATLANTA REGIONAL CHAPTER, INC.

ARTICLE 1

NAME AND PURPOSE

Section 1.1 Name. The name of this nonprofit corporation shall be "National Association of Chinese Americans (NACA) Atlanta Regional Chapter, Inc." (hereinafter, "NACA"). NACA shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code (as amended, the "Georgia Nonporfit Corporation Code").

Section 1.2 Charitable, Educational, and Scientific Purposes. The purposes of NACA are set forth in the articles of incorporation. They are exclusively charitable, educational, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(3)").

Section 1.3 Specific Purposes and Powers. NACA shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of NACA, as set forth in the articles of incorporation and these bylaws, including all power and authority granted by the Georgia Nonprofit Corporation Code, but subject to the limitations of Section 501 (c)(3), including without limitation, the following specific purposes:

(a) to enhance friendship and goodwill among Chinese Americans;

(b) to strengthen the unity of Chinese Americans nationally and regionally;

(c) to protect and advance the legitimate rights of Chinese Americans;

(d) to foster and sponsor programs that preserve and promulgate the historical and ongoing contributions of the Chinese people and the Chinese culture to the United States;

(e) to sponsor activities that further the interests of the Chinese American Community; and

(f) to promote the mutual understanding and friendship between China and the United States.

ARTICLE 11

MEMBERSHIP AND DUES

Section 2.1 Eligibility. Membership in NACA shall be open to all persons and entities who or which are capable of and committed to the purposes set forth above in Sections 1.2 and 1.3. In addition, a prospective member must submit a formal application and obtain the approval set forth in Section 2.5.

Section 2.2 Commencement of Membership. Membership commences upon the later of:

(a) the approval by vote of the Board of Directors or the general membership; and

(b) the receipt of the applicable annual membership dues, which dues shall be determined each calendar year by the Board of Directors ("Dues").

Section 2.3 Membership Classes. NACA shall have five classes of membership. Each class shall have a dues level determined periodically by the Board of Directors and which amount may change from time to time. Membership classes are as follows:

(a) Lifetime Membership — Lifetime membership based upon the payment of a lump sum one-time membership fee;

(b) Entity Membership — Annual membership at the corporate level Dues set forth by the Board of Directors from time to time;

(c) Family Membership — Annual membership at a level set forth by the Board of Directors from time to time, which covers all immediate family Members residing within the same household;

(d) Individual Membership — Annual membership for one individual; and

(e) Student Membership — Annual membership at a reduced rate for individuals enrolled in a college or university on at least half-time basis (or the equivalent thereof).

Any person or entity, who or which becomes a member of NACA in one of the five classes of membership defined in Section 2.3 is hereinafter referred to as a "Member."

Section 2.4 Membership Status.

(a) Membership shall be limited to those who or which are eligible pursuant to Sections 2.1 and 2.2 who are cunent in their Dues.

(b) Members must be in good standing with NACA to enjoy the benefits and privileges granted herein. A Member shall be deemed not in good standing with NACA if:

(i) his, her or its Dues are not received by the 90th day following the date of any general notice of Dues owed; or

(ii) at any time such Member fails to meet the requirements of Sections 2.1 or 2.2 above. The Board of Directors reserves the right to terminate the membership of any person or entity that it feels continued membership would not be in the interest of NACA, its mission or purposes.

(c) Membership in NACA may not be assigned, alienated, pledged, hypothecated or otherwise transferred.

Section 2.5 Approval ofMembership.

(a) Any person or entity, who or which is qualified under Section 2.1 and desires to become a Member shall submit a formal application to the Board of Directors or its designee in a form determined by the Board of Directors. Each person or entity who or which is applying must set forth on the application the names of at least two Members in good standing, who or which has agreed to sponsor the applicant.

(b) After NACA receives an application as set forth above, the applicant can become a Member in one of the following two ways:

(i) by a majority vote of the Board of Directors; or

(ii) by a majority vote of the Members present at the Annual Meeting.

Section 2.6 Annual Meeting and Special Meeting. The annual meeting of the Members shall be held on such date and at such time and place as the Board of Directors shall determine, at which the Members shall elect each member of the Board of Directors. NACA shall also transact such other business as may be properly brought before the meeting. In no event shall the annual meeting be held later than 13 (thirteen) months after the previous annual meeting. Special meetings of the Members may be called by the Board of Directors or at the written request of fifteen percent (15%) of the Members.

Section 2.7 Notice ofMeetings. All meetings of Members shall require at least ten (10) days advance notice, but not more than (60) days advance notice, stating the time, place and purpose of the meeting. Notices may be sent via facsimile transmission, mail, electronic mail or any other reasonable means, which the Board of Directors deems appropriate. Notices of special meetings shall describe any matter for which the meeting is called.

Section 2.8 Termination ofMembership. Membership shall terminate upon:

(a) resignation from NACA membership by such Member upon oral or written notice at any time to any member of the Board of Directors; provided

however, that such Member shall not be entitled to any reimbursement of any Dues paid by such Member; or

(b) without notice upon the failure of such Member to remit his, her or its Dues to NACA within ninety (90) days after the date of notice for such Dues or by the last day of February of each calendar year, whichever comes first.

Section 2.9 Suspension of Membership. Membership shall be suspended for between one (1) and ninety (90) consecutive days if:

(a) the Member has violated a written rule issued by the Board of Directors that was sent to all Members at least thirty (30) days prior to the violation of the rule that is the basis for the suspension; and

(b) two-thirds of the Board of Directors entitled to vote at any meeting that was duly called and at which a quorum is present voted to suspend the Member.

Section 2.10 Expulsion from Membership. A Member may be expelled for cause, such as violating any Bylaws or rules ofNACA or for conduct prejudicial to the best interests ofNACA. Expulsion shall be subject to a two-thirds vote of the Directors entitled to vote at any meeting of the Board of Directors, duly called and at which a quorum is present, upon the recommendation by a majority vote of the Executive Committee. A statement of the charge shall be communicated to the Member in question, in writing, at his, her or its last recorded address at least twenty (20) days before final action is taken thereon, which statement shall be accompanied by a notice of the time when and place where the Executive Committee is to take action. The Member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

ARTICLE 111

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 3.1 General Powers. The property, affairs, and business of NACA shall be managed and directed by its Board of Directors. The Board of Directors shall set policy, appoint officers, and perfom-l its duties as set forth herein.

Section 3.2 Number and Term. The Board of Directors shall consist of no less than five (5) and no more than twenty-nine (29) Members (each, a "Director"), as such odd number (not an even number) may be determined from time to time by the Board of Directors. Directors shall serve one-year tetms. Directors shall be elected by a majority of Members who attend the annual meeting where notice of the meeting is properly given. The term of office of each Director shall commence upon the election of each applicable Director.

Section 3.3 Resignation, Removal, and Vacancies. A Director may resign at any time. A Director may be removed, with or without cause, upon the majority vote of the Members or upon the vote of two-thirds of the remaining Directors then in office. Absence from three consecutive or 50% of all Board Meetings in a single term or calendar year is a ground for removal from the Board of Directors subject to the affirmative vote of two-thirds of the remaining Directors then in office. In the event of the resignation, removal or other vacancy of a Director, said directorship shall be deemed vacated and may be filled by the Board of Directors for the unexpired term.

Section 3.4 Location and Conduct of Meetings and Minutes. The Board of Directors may hold meetings, both regular and special, either within or without the State of Georgia. The minutes of any meeting shall be taken by the Secretary and be available to the Members. Minutes of the meetings of the Board of Directors are proprietary and confidential. It is the responsibility of each Member and Director to ensure the confidentiality and prevent the disclosure of the minutes, the content of the minutes or any other confidential information of NACA to any person outside of NACA, without the written consent of the Board of Directors.

Section 3.5 Intentionally Omitted.

Section 3.6 Qualifications of Directors. In considering potential candidates for becoming a member of the Board of Directors, Members of NACA should be guided, but not bound, by the following guidelines:

(a) Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia;

(b) The Board of Directors shall consist of Members in good standing with NACA•,

(c) The Board of Directors should include persons who can address and support the distinct, unmet needs of NACA;

(d) The Board of Directors should consist of persons with leadership skills demonstrated by successful participation in an association or a committee, experience on the board of directors of other nonprofit organizations, or other community efforts; and

e The Board of Directors should consist of individuals who can commit to participate fully and professionally as a member of the Board of Directors. Full and professional participation shall include, among other things, the ability to attend Board meetings, the willingness to serve on Board committees, the desire to achieve good working relations with the Board of Directors and Officers and the commitment individually to take such steps as are necessary to promote the mission of NACA.

Section 3.7 Other Meetings. Regular meetings ofthe Board of Directors may be held at such time and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors.

Section 3.8 Notice ofMeetings. Notice of the time and place of all such meetings shall be given to each member of the Board of Directors by telephone, mail, fax or e-mail, in person or by other reasonable means at least two days before the meeting. Any member of the Board of Directors may execute a waiver ofnotice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting.

Section 3.9 Quorum. At all meetings of the Board of Directors, one-third of Directors in office at any time constitutes a quorum for transacting business. The act of a majority of the voting Directors present at a meeting where there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Each Director shall have one equal vote.

Section 3.10 Committees.

(a) The Board of Directors, by resolutions adopted by the majority of the Directors, may designate one or more committees, each of which shall consist of at least one Director and may include such number of Members as the Board of Directors may determine. Any such committee, to the extent provided in the resolutions, shall provide recommendations for action to be voted upon by the Board of Directors and, to the extent provided in the resolutions, shall have and may exercise the powers of the Board of Directors duly designated to it.

(b) The President ofNACA shall appoint the members and chairperson of such committees with approval of the Board of Directors. Any member thereof may be removed by the President whenever, in the President' s judgment, the best interests of NACA would be served by such removal.

(c) The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or Officers, or any Director, of any responsibility imposed by law or the Bylaws.

(d) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of original appointments.

(e) Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the members of the committee shall

constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3.11 Board ofAdvisors.

(a) The Board of Directors may establish or continue in existence a Board of Advisors. If established or continued, members of the Board of Advisors shall be nominated and appointed by the Board of Directors.

(b) The Board of Directors shall establish by duly authorized resolutions limitations on the tenure, term, qualification or successions of members of the Board of Advisors.

(c) The Board of Advisors shall have no authority or responsibility to act on behalf of NACA except as otherwise expressly authorized. Notwithstanding the foregoing, each member of the Board of Advisors will be expected to furnish such advice and counsel to the Board of Directors and Officers as NACA may reasonably request from time to time.

(d) The members ofthe Board of Advisors may be invited to attend meetings of the Board of Directors as may be determined from time to time by the Board of Directors.

Section 3.12 Consent of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors thereof may be taken without a meeting, if a majority of the Board of Directors consents thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board of the Directors. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

Section 3.13 Compensation of Directors. Directors shall not be compensated for their services as Directors or members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a Director shall be reimbursed for any reasonable out of pocket expenses incurred on behalf of NACA.

ARTICLE IV

OFFICERS

Section 4.1 Officers Generally.

(a) The Board of Directors shall from time to time elect or appoint such officers as it shall deem necessary or appropriate for the management and operation of NACA, which officers shall hold their offices for such terms as shall be determined by the Board of Directors and shall exercise such powers and

perform such duties as are specified in these Bylaws or in a resolution of the Board of Directors.

(b) All officers shall serve at the pleasure of the Board of Directors, and in the absence of specification otherwise in a resolution of the Board of the Directors, each officer shall be elected to serve until the next succeeding annual meeting of the Board of Directors and the election or appointment and qualification of his or her successor, subject to his or her earlier death, resignation or removal.

Section 4.2 Number and Qualifications of Officers. The officers of NACA shall include a Chairperson, a President, one or more Senior Vice Presidents, one or more Vice Presidents, a Vice President (VP)-Secretary, a Vice President (VP)-Treasurer, and an Immediate Past President and such other positions as may be created from time to time by the Board of Directors (each, an "Officer" and collectively, "Officers"). The Chairperson, President, Senior Vice Presidents and Immediate Past President shall comprise the Executive Committee of the Board (the "Executive Committee").

Section 4.3 Election and Term of Office. The Board of Directors shall appoint officers, provided that all Officers explicitly designated under Section 4.2 herein shall be chosen from among the Directors. The Board of Directors may, in its sole discretion, create and appoint additional Officers from among the Board of Directors or the Members. Elected Officers shall serve for a term of one year unless removed pursuant to Section 4.7 or their successors are

appointed.

Section 4.4 Duties. The duties of the officers shall include the following:

(a) The Chairperson shall provide guidance and direction to the Board of Directors that support the purposes of NACA as stated above in Sections

1.2 and 1.3 and shall represent NACA in community events together with the President or in the event that the President is not available.

(b) The President shall be the chief executive officer of NACA, who shall have general and active management of NACA, and who shall ensure that all orders and resolutions of the Board of Directors are carried out. The President and Officers designated by the President shall have the power and authority to execute all contracts on behalf of NACA, except where the execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of NACA.

(c) The Senior Vice President and Vice President(s) shall assist the President in his/her duties and perform any other duties as needed to carry out the purposes ofNACA. In the absence ofthe President, a Senior Vice President

or a Vice President shall be appointed by a two-thirds vote of the Directors entitled to vote at any meeting of the Board of Directors, duly called and at

which a quorum is present, to exercise the powers of the President until the President's absence ends.

(d) The VP-Secretary shall record the minutes of the meetings of the Members and of the Board of Directors, ensure that all notices are duly given in accordance with the provisions of these Bylaws, be the custodian of NACA records, and perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

(e) The VP-Treasurer shall keep full and accurate accounts of receipts and disbursements of NACA; collect all funds due NACA and disburse funds as required to meet the obligations of NACA; keep the funds of NACA in a separate account to the credit of NACA, unless the Board of Directors provides otherwise; and render to the President and the Board of Directors, as requested by them but not less than quarterly, regular reports of all transactions and of the financial condition of NACA and perform any other duties prescribed under the law. The Treasurer shall perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 4.5 Compensation of Directors and Officers. Officers shall not be entitled to any compensation for their services as Officers, except that by resolution of the Board of Directors, an officer shall be allowed reimbursement for any reasonable out of pocket expenses incurred on behalf of NACA.

Section 4.6 Resignations. Any Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by NACA, unless some other time may be fixed in the resignation, and then from that date. If an Officer resigns, said Officer will not be deemed to automatically resign his or her position on the Board of Directors, if any, unless such Officer specifically resigns from his or her position as a Director; and if a Director resigns, said Director will not be deemed to automatically resign his or her position as an Officer, if any, unless such Director specifically resigns from his or her position as an Officer. Acceptance of the resignation by the Board of Directors shall not be required to make it effective.

Section 4.7 Removal. Any Officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.

Section 4.8 Filling Vacancies. If the office of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining members of the Board of Directors, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE V

LIABILITY AND INDEMNIFICATION

Section 6.3 Authorization for Expenditures. Expenditures of up to One Thousand Dollars ($1,000.00) may be authorized with the consent of both the President and VP-Treasurer or Chairperson and VP-Treasurer. Expenditures in excess of One Thousand Dollars ($1,000.00)

must be approved by 2/3 majority vote of the Board of Directors where a quorum is present.

ARTICLE Vll

AMENDMENT OF BYLAWS

Section 7.1 The Bylaws may be amended, repealed, or altered in whole or in part, and new Bylaws may be adopted, by a two-thirds vote of the Directors entitled to vote at any meeting of the Board of Directors, duly called and at which a quorum is present.

The foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of NACA as of January 2, 2010 as evidenced by signatures of the President and Chairperson below.

President's Signature _____ Patrick Ko, President

Chairperson's Signature _____ Lani Wong, Chairperson