

**AMENDED BYLAWS OF  
FRIENDS OF AIRLINE PARK ACADEMY FOR ADVANCED STUDIES**

**ARTICLE I. OFFICERS**

**Section 1.** The officers of FRIENDS OF AIRLINE PARK ACADEMY FOR ADVANCED STUDIES will be a president, vice president, treasurer and a secretary-treasurer. The vice president will also be the assistant secretary-treasurer.

The officers will be elected annually by the board of directors at the first meeting following the annual meeting. Officers may be members of the board of directors and vice versa and may serve consecutive terms.

The duties of the several officers will be as follows:

**President:** The president will be the chief executive officer of the corporation. He or she will preside at all meetings of the members and directors. He or she will have general and active management of the business of the corporation, and will see that all orders and resolutions of the board are carried into effect. He or she will execute contracts on behalf of the corporation. He or she will have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

**Vice President:** In the absence of the president, his or her duties shall devolve upon the vice president including but not limited to the power to execute contracts on behalf of the corporation.. In the absence of the secretary-treasurer, the duties of the latter shall devolve upon the vice president in his or her capacity as assistant secretary-treasurer. The Vice President shall be responsible for gathering the necessary information to prepare and file all necessary IRS reporting documents and forms.

**Treasurer:** The treasurer will have charge of all funds of the corporation and of its disbursements under the direction of the board of directors. He or she will keep a record of all monies received and paid out, making a report of same to the board of directors at each regular meeting and whenever requested so to do. The treasurer will attend all meetings of the corporation, the board of directors, and all committees. He or she will further be charged with the performance of such services on behalf of the corporation as may, from time to time, be determined by the board of directors. No check shall be issued unless it bears the signature of two members of the Board of Directors or Officers.

**Secretary-Treasurer:** The secretary-treasurer will attend all meetings of the board and the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she will perform like duties for the standing committees when required. He or she will give, or cause to be given, notice of all meetings of the members and of the board of directors, and will perform such other duties as may be prescribed by the board of directors under whose supervision he or she will be.

**Section 2.** All officers and board members shall serve without compensation but may be reimbursed for expenses as authorized by a majority vote of the Board of Directors.

**Section 3.** The board may appoint such other officers and agents as it will deem necessary, who will hold their offices for such terms and exercise such powers and perform such duties as will be determined from time to time by the board.

**Section 4.** The officers of the corporation will hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. Any officer may resign at any time by giving written notice of such resignation to the board of directors, to the president, or the secretary of the corporation. Unless otherwise specified in the written notice, the resignation will take effect upon its receipt by the board of directors or such officer, and the acceptance of such resignation will not be necessary to make it effective. If the office of any officer becomes vacant for any reason, the vacancy will be filled by the affirmative vote of a majority of the whole board of directors.

**Section 5.** In the case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director, provided that a majority of the entire board concurs.

**Section 6.** No officer of the corporation, and no immediate family member of an officer of the corporation, is permitted to simultaneously be an Officer or Executive Committee member of the Airline Park Academy for Advanced Studies (APAAS) PTO. General membership in both the corporation and the APAAS PTO is permitted with no other prohibition or limitation of membership rights or privileges. At no time may more than one member from the same household or immediate family be an officer in the two entities. An immediate family member is defined as a parent, child, sibling, and/or spouse.

## **ARTICLE II. BOARD OF DIRECTORS**

**Section 1.** The number of the directors of the corporation will be five, unless and until otherwise determined by vote of a majority of the entire board of directors. Directors may serve consecutive terms.

**Section 2.** The board of directors will be responsible for the control and management of the affairs, property, and interests of the corporation, and may exercise all powers of the corporation, except as are in the certificate of incorporation or by statute expressly conferred upon or reserved to the members.

**Section 3.** Regular meetings of the board of directors will be held at such time, frequency, and place as the directors may determine. Notice of any special meeting will not be required to be

given to any director who attends such a meeting without protesting prior to or at its commencement the lack of notice to him or her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting will not be required to be given. Not less than five days prior to any meeting of the board, a notice of such meeting must be mailed to each director at his or her last known post office address and/or emailed to last known email address. The notice for any special meeting must state the purpose of the meeting. All meetings of the board may, however, be called without notice by written waiver of the right to such notice by each person entitled to the notice.

**Section 4.** Three directors will constitute a quorum of the board.

**Section 5.** In addition to the powers and authorities by these bylaws expressly conferred upon it, the board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, by the articles of incorporation, or by these bylaws directed or required to be exercised or done by the members.

**Section 6. Indemnity.** The corporation will indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he or she may be or become subject by reason of his or her now or hereafter being or having been a director or officer of the corporation and/or by reason of his or her alleged acts or omissions as such director or officer, whether or not he or she continues to be such officer or director at the time when any such claim or liability is asserted. The corporation will reimburse each such director and officer for all legal and other expenses reasonably incurred by him or her in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the board of directors, whether or not he or she continues to be such director or officer at the time such expenses are incurred. Provided, however, that no director or officer will be indemnified against any claim or liability arising out of his or her own negligence or willful misconduct, nor will he or she be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless, in the judgment of the directors of the corporation, the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The preceding right of indemnification will be exclusive of other rights to which any director or officer may be entitled as a matter of law.

**Section 7. Vacancies.** Any vacancy on the board of directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the members will be filled by the members at the meeting at which the removal was effected), or other inability of any director to act will be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the board of directors called for that purpose.

**Section 8. Removal.** Any director may be removed for cause at any time by the affirmative vote of members in the amount of 2/3 of the total membership in good standing and eligible to vote at a special meeting of the members called for that purpose, and may be removed for cause by action of the board.

**Section 9. Contracts.** No contract or other transaction between this corporation and any other corporation will be impaired, affected, or invalidated, or any director be liable in any way by reason of the fact that any one or more of the directors of this corporation is interested in, or is a director or officer of such other corporation, provided that such facts are disclosed or made known to the board of directors. Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this corporation, and no director will be liable in any way by reason of such interest, provided that the fact of such interest is disclosed or made known to the board of directors, and provided that the board of directors have authorized, approved or ratified such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way effect any contract or other transaction which would otherwise be valid under the applicable law (common, statutory, or otherwise).

**Section 10.** No director of the corporation, and no immediate family member of an officer of the corporation, is permitted to simultaneously be an Officer or Executive Board member of the APAAS PTO. General membership in both the corporation and the APAAS PTO is permitted with no other prohibition or limitation of membership rights or privileges. At no time may more than one member from the same household or immediate family be a director. An immediate family member is defined as a parent, child, sibling, and/or spouse.

### **ARTICLE III. COMMITTEES**

**Section 1.** The president may appoint such committees as he or she deems necessary, subject to the approval of the board of directors. Whenever the board of directors is not in session, the committees appointed by the president may act subject to ratification at the next meeting of the board of directors, at which time the appointments made by the president may be either approved or disapproved.

**Section 2.** The chairman of each committee will make a written report to the board of directors whenever requested by the board.

### **ARTICLE IV. FEES, DUES, AND/OR ASSESSMENTS**

The Board of Directors may fix fees, dues and assessments consistent with the purpose of this corporation. A failure to pay any fees, dues, or assessments will result in the member being considered as not being in good standing, the loss of the right to vote, and may result in cancellation of membership, after due notice from the Board of Directors. Annual dues are twenty (\$20.00) dollars per member.

## **ARTICLE V. MEMBERS**

**Section 1.** The members shall consist of all natural persons who have paid all current fees, dues and assessments of the corporation as determined by the Board of Directors.

**Section 2.** A member is deemed to be in good standing if they have paid all current fees, dues and assessments.

**Section 3.** Each member of the corporation in good standing shall have one vote and only one vote. Each and every member in good standing shall enjoy equal rights and privileges.

**Section 4.** Persons seeking membership in the corporation shall make written application and their admission will be subject to the discretion of the Board of Directors as determined by majority vote. Membership in the corporation shall be capped at 19 members.

**Section 5.** Any member may resign at any time by giving written notice of such resignation to the board of directors, to the president, or the secretary of the corporation. Unless otherwise specified in the written notice, the resignation will take effect upon its receipt by the board of directors or such officer, and the acceptance of such resignation will not be necessary to make it effective.

**Section 6.** Any member who has failed to pay all current fees, dues, or assessments and archive failed to do so for a period of three months may be deprived of their membership status by a majority vote of the Board of Directors. Any member may be deprived of their membership by a 2/3 vote of the general membership at the annual meeting or a special meeting called, at least in part, for that purpose.

**Section 7.** All members are responsible for providing the Secretary-Treasurer with their current address, email address and phone number(s).

## **ARTICLE VI. MEMBERS' MEETINGS**

**Section 1.** The annual meeting of the corporation will be held as provided in the charter.

**Section 2.** Special meetings of the corporation may be called at any time by the president, or at the request in writing of the president and/or a majority of the board of directors.

**Section 3.** Immediately following the adjournment of the annual meeting of the corporation, the newly elected directors will hold a meeting for the purpose of organizing and for transacting any other business.

**Section 4.** Not less than five days prior to any meeting of the corporation, a notice of such meeting must be mailed to each member at his or her last known post office address and/or emailed to last known email address. The notice for any special meeting must state the purpose

of the meeting. All meetings of the corporation may, however, be called without notice by written waiver of the right to such notice by each person entitled to the notice.

**Section 5.** At any meeting of the members, every member in good standing, having the right to vote will be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member. Each member will have one vote.

**Section 6.** Written notice of the annual meeting must be mailed and/or emailed to each member entitled to vote at such address as appears on the membership book of the corporation, at least five days prior to the meeting.

**Section 7.** A complete list of the members entitled to vote at the ensuing election, arranged in alphabetical order, with the address and email address of each must be prepared at least 10 days before every election, and must be open to the examination of any member at all times within 48 hours of request and during the whole time of the election.

**Section 8.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or vice president, and the president or secretary at the written request of a majority of the board of directors, or at the written request of members entitled to vote constituting a majority of the total membership. Such a request must state the purpose of or purposes of the proposed meeting.

**Section 9.** Business transacted at all special meetings must be confined to the objects stated in the call.

**Section 10.** Written notice of a special meeting of members, stating the time, place and object of the meeting must be mailed, postage prepaid, and/or emailed at least five days before such meeting, to each member entitled to vote at such address and/or email address as appears on the membership books of the corporation.

**Section 11. Order of Business at Members' Meetings.** At all meetings of members, the order of business must be, as far as applicable and practicable, as follows:

1. Organization.
2. Proof of notice of meeting or of waivers to notice with the certificate of the secretary of the corporation, or the affidavit of any other person who mailed the notice or caused the same to be mailed, being proof of service of notice by mail.
3. Submission by secretary, or by inspectors if any have been elected or appointed, of list of members entitled to vote, whether present in person or by proxy.
4. Reading of unapproved minutes of preceding meetings and action on the minutes if annual meeting or a meeting called for that purpose has been called.
5. Reports.
6. The election of directors if an annual meeting or a meeting called for that purpose has been called.

7. Unfinished business.
8. New business.
9. Adjournment.

#### **ARTICLE VII. QUORUM AND VOTING**

Except as otherwise provided in the bylaws or by statute, or in the articles of incorporation (such articles and any amendments to it being hereafter collectively referred to as the "certificate of incorporation"), at all meetings of members of the corporation, the presence at the commencement of such meetings, in person or by proxy, of a majority of members in good standing and entitled to vote, will be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting will have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any annual or special meeting of members, the members, by a majority of the votes cast by the members in good standing and entitled to vote, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called if a quorum had been present.

Except as otherwise provided by statute or by the certificate of incorporation, any corporate action, other than the election of directors, to be taken by vote of the members must be authorized by a majority of the members in good standing entitled to vote.

Except as otherwise provided by statute or by the certificate of incorporation, at each meeting of members, each member in good standing and entitled to vote, shall be entitled to one vote.

Each member entitled to vote or to express consent or dissent at a meeting may do so by proxy; provided, however, that the instrument authorizing such proxy to act has been executed in writing by the member himself or herself, or by his or her attorney-in-fact duly authorized in writing. No proxy will be valid after the expiration of 11 months from the date of its execution unless the person executing it has specified the length of time it is to continue in force. Such instrument must be exhibited to the secretary at the meeting and must be filed with the records of the corporation.

#### **ARTICLE VIII. INSPECTION OF RECORDS OF CORPORATION**

Records shall be available upon request, subject to reasonable restrictions on the time, place, and manner of in-person inspection and copying, in accordance with the laws of Louisiana and the Internal Revenue Service Code regulations regarding tax exempt organizations including but not limited to being in compliance with IRS Publication 557. Copies are subject to a reasonable copying charge to cover costs of copying. The private information of donors or other individuals, such as social security numbers, shall not be included in any information return.

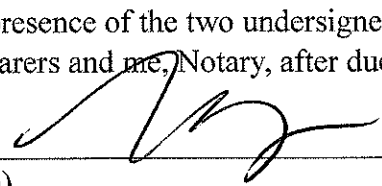
**ARTICLE IX. AMENDMENTS**

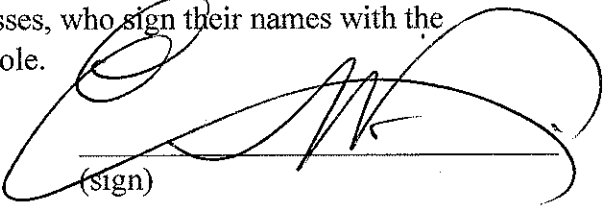
These bylaws may be altered, amended or repealed by the affirmative vote of members in good standing and entitled to vote by 2/3 vote at any regular or special meeting of the members called for that purpose, or by the affirmative vote of 4/5 of the board of directors at any regular or special meeting of the board called for that purpose; directors shall be notified within 60 days preceding the day on which such election is to be held, and that in case of any change of such time or place, notice thereof shall be given to each member in person, by email, or by letter mailed to his or her last known post office address, at least 20 days before the election is held.

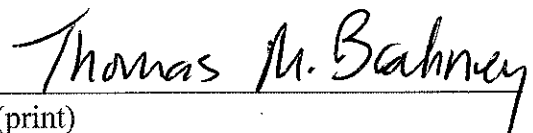
**ARTICLE X. DISSOLUTION**

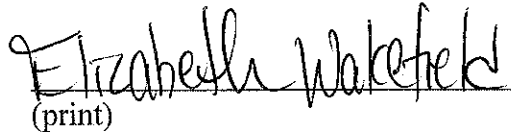
Dissolution can only take place with 4/5 vote of the total membership in good standing and only after special written notice of a special meeting of members, stating the time, place and object of the meeting must be mailed, postage prepaid, and/or emailed at least thirty days before such meeting, to each member entitled to vote at such address and/or email address as appears on the membership books of the corporation. Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of its remaining assets to such charitable organization or organizations which are then exempt from federal income tax under Code Section 501(c)(3) in such amounts, and for such charitable purposes as the Board of Directors shall then select and determine or as set forth in the corporation's Bylaws. The term "charitable purpose" shall be limited to and shall include only charitable, scientific, and educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Thus done and passed on the 24th day of January, 2017 in Jefferson Parish, Louisiana, in the presence of the two undersigned competent witnesses, who sign their names with the appearers and me, Notary, after due reading of the whole.

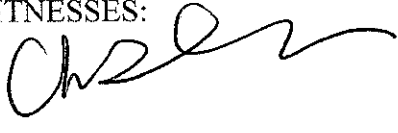
  
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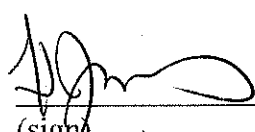
  
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WITNESSES:

  
\_\_\_\_\_  
(sign) Zhenhua Chen

  
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(sign) Hui J. Kim



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SWORN TO AND SUBSCRIBED BEFORE ME,  
NOTARY PUBLIC THIS 24<sup>th</sup> DAY OF  
JANUARY, 2017.



ELIZABETH F. PRETUS  
NOTARY PUBLIC

LA BAR NO. 28726

MY COMMISSION EXPIRES AT DEATH

