BYLAWS
OF
WEST CHINA UNIVERSITY OF MEDICAL SCIENCES ALUMNI ASSOCIATION

ARTICLE I
NAME

The name of this corporation is "West China University of Medical Sciences Alumni Association" (the "Association", a/k/a "WCUMSAA"). The name of the corporation may be changed with the approval of the Board of Directors (the "Board") and its business shall be carried on in such name with such variation and change, but Alumni Association's purpose and rules of conduct remain unchanged.

ARTICLE II
OFFICES

The principal office of the Association for the transaction of its business is located in Washington State, in the United States. The Association may also have offices at other places, within or outside the State of Washington, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE III
OBJECTIVES AND PURPOSES

West China University of Medical Sciences Alumni Association (WCUMSAA) is a non-profit, non-political and non-religious international organization registered in the State of Washington in the United States. WCUMSAA is organized exclusively for charitable purposes under section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

West China University of Medical Sciences (Alma Mater) and its hospitals were originally funded by the joint efforts of Christian missions from the United States, Canada and Great Britain since 1892， and the University was established in 1910. To carry on charitable purposes, and to carry forward school's extraordinary and rich history and culture, WCUMSAA will follow the school motto of "Benevolence & Wisdom; Loyalty & Courage; Honesty & Prudence; Diligence & Harmony" of the West China Union University (under other names: West China University, Sichuan Medical College, West China University of Medical Sciences, or West China Medical Center and its hospitals), to help patients with difficulties when and where they needed; to carry out medical and health-related charitable activities in China, especially in the southwestern region; to help and advance the personal and professional development of the alumni; to facilitate and foster their communication and connection with each other and with the Alma Mater; to help and support the medical education program and advancement of the Alma Mater; to serve as a platform of information exchange, mutual understanding and collaboration between the Alma Mater and other organizations, and between China, USA and other countries, to improve better results and achievements in medical research and treatments of human disease.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHT IN THE ASSOCIATION

SECTION 1. MEMBERSHIP

Any individual who is not convicted of a felony that supports the objectives and purposes (mission) of the Association is eligible for membership. The members of the Association should be graduated or studied from, or employed (currently or in the past or related to) by West China Union University, West China University, Sichuan Medical College, West China University of Medical Sciences, or West China Medical Center including their affiliated institutes or hospitals. All members shall accept and follow the Bylaws of WCUMSAA.

SECTION 2. ADMISSION TO MEMBERSHIP

Any individual shall be admitted to membership in the Association upon completion of administrative processing of any required application accompanied by the payment of the required dues (all members first year annual fees are waived).

SECTION 3. CLASS OF MEMBERS

There shall be two classes of members (the "Members"): Regular Members (formal graduates and non-graduated students) and Associated Members (former or current employees, or related persons not qualified as a Regular Member). In addition, there will be Honorary Members for persons who made specific contribution to West China University of Medical Sciences or its history, granted by the Board of Directors.

SECTION 4. MEMBERSHIP RIGHTS, BENEFITS AND SERVICES.

The rights, benefits and services for Members shall be those established by the Board of Directors. Each individual Member shall have the following rights, benefits and services:

(a) Participate in activities and events sponsored by WCUMSAA;

(b) Vote and be voted for the position of Officer, except only Regular Members are eligible to be elected as President or Vice-President of WCUMSAA;

(c) Eligible for election into the Board of Directors;

(d) Propose events to be held by the Association;

(e) Access member only information (Association website, WeChat group and other social media defined by the Board); and

(f) Member may elect to cancel membership at any time after submitting a written notice through an email or WeChat to membership director(s) or the secretary.

The Board of Directors may add, delete, or adjust membership rights, benefits and services as it deems necessary or desirable in furtherance of the Association purposes. Any action which would otherwise, under law or the provisions of the articles of incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors. If any evidence shows that any member breached these bylaws or acts against the interests of WCUMSAA, the Board of Directors may temporarily suspend or permanently cancel the membership of the offending member.

SECTION 5. MEMBERSHIP DUES

All regular and associated members shall pay dues as follows:

(a) Membership dues and fees shall be set by the Board of Directors;

(b) Dues shall be collected from members at the beginning of the second year of joining the Association, and annually thereafter for all Members;

(c) Members have obligation to pay membership dues, however the nonpayment of dues will not affect their membership status; and

SECTION 6. QUORUM, NOTICE, AND VOTING REQUIREMENTS

Written notice of the annual meeting shall be given to all Members with 14 days of the meeting. Such notice shall be delivered by WeChat, mail, fax, or email, at the direction of the President, or the Secretary, or any other officers. In all instances where specific quorum requirements are not provided by Law or these Bylaws, Members holding 30% of the votes entitled to be cast, represented in person or by proxy, should constitute quorum. The vote of a majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a meeting a quorum is present shall be the act of the Members unless vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

SECTION 7. ACTION WITHOUT MEETING BY WRITEN CONSENT

Any action which may be taken by the vote of the Members at an annual or special meeting may be taken without a meeting and without a vote by written consent from sufficient number of Members recognized by the Board of Directors, in accordance with terms of the Articles of Incorporation.

SECTION 8. ALL MEMBER MEETINGS

An assembly of the Members shall be held at the second quarter of every three years. This can be changed by the Board of Directors.

SECTION 9. PROXIES

At all meetings of the Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. All proxies should be dated within the 7 days of the appointed meeting time. All proxies should be revocable.

SECTION 10. DUTY OF LOYALTY

All members shall have a duty of loyalty to the corporation (WCUMSAA). In order to protect and promote the interests of alumni, the duty of loyalty requires all members to act with the best interests of WCUMSAA in mind, and not for his or her own presonal benefit or the benifit of another person or orgainization. No member is permitted to engage in any dishonest, fraudulent, or criminal acts related to WCUMSAA activities. To the extent that a resonable prudent person would believe that the duty of loyalty has been breached, the breaching member would not be eligible to be a director or officer of WCUMSAA as determined by the WCUMSAA's current President.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. GOVERNANCE

WCUMSAA is governed by the Board of Directors which is the highest decision-making body of WCUMSAA.

SECTION 2. NUMBER OF THE BOARD DIRECTORS

The Association shall have at least five Directors and collectively they shall be known as the Board of Directors.

SECTION 3. ASSMEBLY

The Chairperson of the Board of Directors shall serve as the coordinator of the Board of Directors. The Chairperson shall be elected by the Board of Directors, which shall be coordinated by the immediate-past President or Executive vice President. The term of the Chairperson of the Board of Directors, the Board of Directors and individual directors is three years and can serve more terms if re-elected.

Member of the Standing Directors: the individual director-elect who voluntarily gives his/her name and address for renewing WCUMSAA registration as "Governing Person Information" in the coming year becomes Member of the Standing Directors.

SECTION 4. POWERS

Subject to the provisions of the Washington Nonprofit Corporation Act/Law and any limitations in the articles of incorporation and Bylaws relating to action required or permitted to be taken of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5. DUTIES AND AUTHORITIES

The Board of Directors shall:

(a) Resolve any issues regarding the Bylaws and WCUMSAA policies and procedures, and have the ultimate authority on the interpretation of the Bylaws.

(b) Oversee the President and the officers of WCUMSAA to ensure that they fully and faithfully comply with the Bylaws and be obligated to taking necessary preventive and corrective measures in the event of a serious or potential serious deviation.

(c) Be responsible for long-term strategic planning and major structural changes of WCUMSAA, including, but not limited to, organizational development, and long-term financial planning.

(d) Be charged with the authority to select final candidate for President from nominees, approve election results, and approve appointments of officers of the Association nominated by President.

SECTION 6. TERMS OF OFFICE

Each Director shall hold office until the next meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualified.

SECTION 7. COMPENSATION

Directors shall serve without compensation.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held at least annually at principal office or other designated place. It could also use teleconference or other electronic means.

SECTION 9. ELECTION OF DIRECTORS

The Board of Directors shall be elected by members. The candidates for directors shall be recommended by a member and required to collect at least 20 members' signatures to be an eligible candidate. The immediate-past President shall coordinate the election of the Board of Directors. Number of the Board member should be determined by the Board, but should be 5 or more. The

candidates receiving the highest number of votes shall be elected. The immediate-past President should be a member of the Board of Directors automatically.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, or by any three Directors, and such meetings shall be held at the place, within or outside the State of Washington, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation, or it could also use teleconference or other electronic means.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of more than 50% of Directors.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors (>50%) is the act of the Board of Directors, unless the articles of incorporation or Bylaws of this corporation, or provisions of the Washington Nonprofit Corporation Act Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONFLICT OF INTEREST

If there appears to be a conflict between a Director's duty to WCUMSAA and the Director's duty to any other entity in a decision-making process, the Director will not participate in the discussion or voting in such a process unless the majority of the Board of Directors (>50%) consent to such a participation.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such persons has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The presiding officer shall appoint a person to act as Secretary of the meeting.

SECTION 15. VACANCIES

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Washington Nonprofit Corporation Act Law.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Washington State Attorney General.

Vacancies on the board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. If this corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI
OFFICERS AND THEIR DUTIES

SECTION 1. ASSEMBLY

The officers of the Association (the "Officers") shall be as follows and shall be either Members of the Corporation or members of the Board of Directors:

(a) A President, who shall at all times be a member of the Board of Directors.
(b) An Executive Vice President, who may or may not be a member of the Board of Directors.
(c) A Secretary, who may or may not be a member of the Board of Directors.
(d) One or more Vice President, who may or may not be a member of the Board of Directors.
(e) A Treasurer, who may or may not be a member of the Board of Directors.
(f) Chairs of different standing committees, who may or may not be a member of the Board of Directors.

The Association has several committees to assist the operation of WCUMSAA. It has, but not limit to, the Membership Committee, Finance Committee, Publicity Committee, Charitable Project Committee. The Association can add or omit committees based on the operation and strategic needs of the Association, with the approval of the Board of Directors.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

(a) The election of the President shall take place at the first regular meeting of the Board of Directors following each election by members;

(b) The Officers of the Association (vice Presidents, Secretary, Committee Chair) should be nominated and appointed by the President and subject to approval of the Board of Directors. The Board of Directors may consult with negotiation for the candidates of the Officers of the Association; and

(c) The President and the Officers of the Association each should hold office for a term of three years unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

(d) The term of office of the President shall be a maximum of 3 terms and the cumulative total term shall not exceed 9 years.

SECTION 3. REMOVAL, RESIGNATION AND DISQUALIFICATION

An officer may be removed from office by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. An officer shall become disqualified to serve if during such officer's term of office, such officer fails to meet the qualifications contained in this article.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officers other than President shall be filled temporarily by the appointment of the President until his or her successor is approved by the Board of Directors. The vacancy of the President shall be filled by the Executive vice President with the approval of the Board of Directors.

SECTION 5. DUTIES

The officers of the Association shall be the executive body of WCUMSAA under the leadership of the President. They shall manage and execute all WCUMSAA programs and activities within its term of the three years.

(a) President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of WCUMSAA and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. In the event of a decision made by the Board of Directors which may conflict with the interests of the mission of WCUMSAA, the President may exercise a right to veto the decision, with written

notice, to the board of directors. However, the veto may be overridden by a vote by at least 80% of the Board of Directors.

(b) Executive Vice President. The Executive Vice President shall assist President in the operation of the Association. In the absence of the President, or in the event of his or her inability or refusal to act, the Executive Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Executive Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

(c) Vice-President. The Vice-President shall assist President and Executive Vice President in the operation of the Association. In the absence of the President and the Executive Vice President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President or Executive Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President or Executive vice President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

(d) Secretary. The Secretary shall record the votes and keep the original or a copy of these bylaws as amended or otherwise altered to date. Keep the minutes of all meetings of the Members, together with their address, and shall perform such other duties as required from time to time by the Board of Directors.

(e) Treasurer. The Treasurer shall monitor and approve of the expense of the Association. He or she shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(f) Committee Chair. The Chair of each committee shall lead his or her Committee to fulfill the mission of the Association. He or she shall perform all duties incident to the office of related Committee Chair and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 6. COMPENSATION

All Officers shall serve without compensation.

SECTION 7. NONLIABILITY OF OFFICERS

The Officers of the Association shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VII
ADVISORY COMMITTEE AND TASK FORCE

SECTION 1. ADVISORY COMMITTEE

Advisory Committee shall include regular Advisors consisting of all WCUMSAA past Presidents not in current Board of Directors, and honorary advisors who shall be selectively invited with prior approval of the Board of Directors and the Officers of WCUMSAA. Members of the advisory committee shall serve as the consultants to the President, the Officers, and the Board of Directors.

SECTION 2. TASK FORCES

Task Forces may be formed by the President to execute specific projects to be completed within his or her term of the year. The task forces can be dissolved by the President deemed necessary.

SECTION 3. NONLIABILITY OF ADVISORY COMMITTEE MEMBERS

The advisory committee members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VIII
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, members or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be approved by the Treasurer with the final approval by the President of the corporation. If a re-imbursement is to the Treasurer, it should be approved by the Executive vice President or the President. If a reimbursement is to the President, it should be approved by the Executive vice President or the Treasurer.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

SECTION 5. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C) (3) of the Internal Revenue Code, or shall be distributed to the Washington state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the WCUMSAA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep all records electronically (original and copies) or at its principal office in the State of Washington:

(a) Minutes of all meetings of Directors, Committees, and all Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

ARTICLE X
FISCAL YEAR

The fiscal year of the corporation shall begin on the January 1st and end on the December 31st in each year.

ARTICLE XI
AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by the approval of the Board of Directors with no less than 50% affirmative votes.

ARTICLE XII
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the Board of Directors (Preparatory Committee).

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the Board of Directors.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and such bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: December 12, 2021

Ji Pei

President of WCUMSAA