

RESTATED BY-LAWS OF
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION
OF NEW ENGLAND, INC.
Effective December 18, 2005

NAME, PURPOSE, LOCATION, CORPORATE SEAL AND FISCAL YEAR

Article 1 Name

The name of the corporation shall be the Chinese Consolidated Benevolent Association of New England, Inc. (the “Association”).

Article 2 Location

The principal office of the Association in the Commonwealth of Massachusetts shall be located at 90 Tyler Street, Boston, Massachusetts 02111. By a majority vote of the total number of Directors, whether seated or not, the Board of Directors may change the location of the principal office of the Association in the Commonwealth as appropriate, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts.

Article 3 Purpose

The Association is an umbrella organization of the entire Chinese community in New England. Its purpose shall be:

- To unite all members of the Chinese community;
- To promote and preserve Chinese culture and tradition;
- To further the cause of freedom and democracy;
- To safeguard the rights and ensure equality of members of the Chinese community;
- To provide affordable and other housing to the Chinese community; and
- To enhance the general welfare of the Chinese community.

Article 4 Incorporation

The Association is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and shall be entitled to all the rights, duties, powers and privileges of a corporation organized under that law provided such are not

inconsistent with the Association's qualification as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

Article 5 Corporate Seal

The Board of Directors may adopt and alter the seal of the Association.

Article 6 Fiscal Year

The fiscal year of the Association shall, unless otherwise decided by the Board of Directors, begin on October 1 and end on September 30 the following year.

MEMBERSHIP

Article 7 Membership

The Association shall have two categories of members: Community Organization Members and Family Association Members. The list of current Members and their respective number of Delegate Directors is appended to these By-Laws (Appendix A). Any amendment or change to the list shall be approved by the Board of Directors by a vote of two-thirds of the Directors then in office.

Any law abiding community organization or family association in the New England area with a membership of not less than fifty (50) people, having objectives and purposes compatible with those of the Association, willing to subscribe to the By-Laws of the Association, may apply to the Association to become a Community Organization Member or a Family Association Member at least three years after its incorporation by properly filing in the Office of the Secretary of State in the state where its is located. The applicant must in writing fully describe its past accomplishments that have benefited the community. The approval by the Board of Directors shall be by a vote of two-thirds of the Directors then in office. A new Member shall not have the right to vote until after it has been a Member in good standing two years.

Article 8 Powers and Rights

In addition to the right of Community Organization Members and Family Association Members to designate or elect directors as provided in Article 12 and such other powers and rights as are expressly vested in them by law, the articles of organization or these By-laws, the Members shall have such other powers and rights as the Board of Directors may designate.

Article 9 Suspension or Removal

After being found to have materially violated the Articles of Organization, the By-Laws and/or written rules and regulations of the Association, a Member may be suspended or removed from office for cause by a vote of two-thirds of the Directors then in office.

Article 10 Responsibilities of Members

All Members shall abide by the By-Laws and resolutions, and shall pay dues or other assessments on a timely basis.

Article 11 Membership Dues

All Members shall pay membership dues in such amount as the Board of Directors may determine from time to time. Any Members having accrued unpaid dues and/or assessments for three years shall be deemed having voluntarily resigned from membership.

BOARD OF DIRECTORS

Article 12 Powers, Number and Election

The affairs of the Association shall be governed by the Board of Directors. The Board of Directors consists of Managing Directors and Delegate Directors. Both the Managing Directors and the Delegate Directors may be referred to as Directors.

Managing Directors:

The five (5) officers of the Association: the President, the Chinese Secretary, the English Secretary, the Treasurer and the Auditor (the "Officers"), are the Managing Directors.

Delegate Directors:

Each Community Organization Member and each Family Association Member shall designate one (1) director with the following exceptions: (i) the On Leong Chinese Merchant Association shall delegate two directors, (ii) the Gee How Oak Tin Association shall delegate four directors, (iii) the Wong Family Association shall delegate three

directors, (iv) the Yee Fung Toy Association of New England shall delegate two directors, and (v) the Lee Family Association shall delegate two directors. The directors designated by the Community Organization Members and Family Association Members are the Delegate Directors. A Member may in writing request the Board of Directors to increase or decrease the number of Delegate Directors it may designate as Delegate Directors. The approval of such request shall be by a two-thirds vote of the directors then in office. Such approval shall not become effective until the beginning of the next calendar year.

Ex Officio Advisors:

Past presidents of the Association are ex officio Advisors of the Association. Ex officio Advisors may attend meetings of the Board of Directors but have no right to vote.

Honorary Advisors:

The President of the Association, upon approval by the Board of Directors, may appoint person(s) who are dedicated to affairs of the community and have made notable achievements that benefit the community to become Honorary Advisors of the Association. The term of Honorary Advisors shall be co-terminus with the appointing president. Honorary Advisors may attend meetings of the Board of Directors but have no right to vote.

Article 13 Term

The term of the Officers is two years. The Officers of the Association shall be Managing Directors only when they are in office.

The term of the Delegate Director shall be specified in writing by the designating Community Organization Member or Family Association Member. Prior to the first meeting of the Board of Directors each year, Members shall in writing register their designation of Delegate Directors. Members shall not replace their Delegate Directors more than twice in a calendar year. In the year of the election of Officers, no Member shall have the right to replace its Delegate Director(s) after June 30 of the year.

Article 14 Committees

The Board of Directors may elect or appoint one or more committees and may delegate the duties and powers of any such committee or committees. Any committee shall consist solely of Directors. Unless the Board of Directors otherwise designates, committees shall conduct their affairs in the same manner as is provided in the By-Laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

The Board of Directors shall establish the following standing committees: Asset Management Committee, Finance Committee, Election Committee and Audit Committee. The Asset Management Committee shall have seven (7) to nine (9) members. Meetings of the Asset Management Committee shall be called by the English Secretary of the Association. The Finance Committee shall have five (5) to seven (7) members. Meetings of the Finance Committee shall be called by the Treasurer of the Association. The Election Committee shall have seven (7) to nine (9) members. Meetings of the Election Committee shall be called by the Chinese Secretary of the Association. The Audit Committee shall have three (3) to five (5) members. Meetings of the Audit Committee shall be called by the Auditor of the Association.

Article 15 Removal

After being found to be in material violation of the Articles of Organization, By-Laws and/or written rules and regulations of the Association, a Delegate Director may be removed from office for cause by the vote of two-thirds of the Directors then in office. The vacancy created by such removal shall not be filled within twelve (12) months of such removal.

A Member must replace its Delegate Director after the Director has failed to attend three consecutive regular meetings of the Board of Directors. However, such replacement shall not occur more than twice in any calendar year. Consequently, the office shall be left vacant until the next calendar year.

Article 16 Meetings

Meetings of the Board of Directors shall be called by the President of the Association. Regular meetings of the Board of Directors shall be held no less than every other month. In the event that the President fails to call meetings as above, a Special Meeting may be called in writing by the majority of the Directors then in office. The President shall chair the meetings of the Board of Directors. In the absence of the President, the Chinese Secretary shall chair the meetings. In the absence of both at the meeting, the Directors may elect the chair among themselves for that particular meeting.

Article 17 Notice

Notice of a regular meeting of the Board of Directors shall specify an agenda and shall be sent to each Director by mail at least seven (7) days before the meeting addressed to the Director at his/her registered address on record with the Association. In case of an emergency meeting, Notice shall be sent by the fastest available medium, including telephone, facsimile or e-mail at least twenty-four (24) hours before the meeting.

Article 18 Quorum and Voting

At any meeting of the Board of Directors, the attendance by the majority of Directors then in office shall constitute a quorum. At any time during the meeting, any Director may present the quorum question. The meeting shall immediately be adjourned if a quorum is not present.

When a quorum is present, a majority of the Directors present and voting may decide any question disclosed in the agenda, unless otherwise expressly provided by law, the Articles of Organization or these By-Laws.

New business not on the agenda may not be decided upon until the next meeting after proper Notice.

Article 19 Compensation

Each Delegate Director shall serve without compensation. However, the Association may reimburse any Director for legitimate, authorized expenses incurred in the performance of his/her official duties including travel and accommodation expenses upon presentation of authentic receipts therefore.

OFFICERS

Article 20 Office, Term and Election

The Officers of the Association shall be a President (also referred to as the Chairman), a Treasurer, an English Secretary, a Chinese Secretary, and an Auditor. The Officers shall hold office for a term of two (2) years and until their successors are chosen and qualified. Candidates shall be nominated either by a Community Organization Member or a Family Association Member. Only Community Organization Members and Family Association Members who have paid all dues and have not violated these By-Laws may nominate candidates for the elective offices. Only individuals who have not violated these By-Laws may be nominated. The Board of Directors shall then elect Officers from these candidates, provided that no more than two (2) Officers serving the same term may be members of the same Family Association Member. For the purpose of the foregoing sentence, a married woman will be deemed a member of the Family Association Member to which her husband belongs. If by the time of election the Community Organization Members and the Family Association Members have not nominated sufficient candidates to enable the Board of Directors to satisfy the foregoing provision, then the Board of Directors by a majority vote may waive the provision. The English and Chinese Secretaries shall be residents of the Commonwealth of Massachusetts.

Article 21 President of the Association

The President shall be the Chairman of the Board of Directors and shall be the chief executive officer of the Association, except as the Board of Directors may otherwise provide, and, subject to the control of the Board of Directors, shall have the general charge and supervision of the affairs of the Association. The President shall chair meetings of the Board of Directors and other meetings of the Association. He/she shall carry out all resolutions passed by the Board of Directors and shall handle all internal and external matters of the Association.

Article 22 Treasurer

The Treasurer shall be in charge of the financial affairs of the Association including the collection of membership dues and special assessments, rental and other income and expenses, keeping full and accurate records of all receipts and disbursements, and the preparation of the annual budget and the monthly and annual financial reports. Monthly reports must be submitted to the Board of Directors timely. All funds of the Association shall be deposited in banks that are F.D.I.C. insured.

Article 23 Chinese Secretary

The Chinese Secretary shall record and maintain records of all proceedings of the Members and Directors; handle all Chinese correspondence and documents; keep a current list of Members and their addresses; prepare meeting agenda; send meeting notices; prepare minutes of meetings in Chinese and submit the same to the Board of Directors; and assist the President with every day office details.

Article 24 English Secretary

The English Secretary shall have the sole power to certify votes of the Association. The English Secretary shall handle all English correspondence and documents; act as an interpreter and translator for the Association; prepare minutes of meetings in English and submit the same to the Board of Directors; coordinate its public relations activities; and assist the President with everyday office details. In the event that the Chinese minutes and the English minutes are inconsistent, the English minutes shall control.

Article 25 Auditor

The Auditor shall audit all the financial affairs of the Association. All financial reports of the Association shall be co-signed by the auditor before official release.

Article 26 Removal

After being found to be in material violation of the Articles of Organization, By-Laws and/or written rules and regulations of the Association, an Officer may be removed from his/her office for cause by the vote of two-thirds of the Directors then in office. The vacancy created by removal of an Officer shall be filled by a special election in accordance with the procedure established in Article 20.

Article 27 Resignation

Any Officer may resign by delivering his/her written resignation to the President or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt of such notice, unless specified to be effective at some other time. The vacancy created by removal of an Officer shall be filled by a special election in accordance with the procedure established in Article 20.

Article 28 Documents and Records of the Association

Documents and records of the Association are property of the Association and shall not be removed from the premises. These documents and records shall not be deemed by any Officer, Director or staff as personal papers and treated as such.

MISCELLANEOUS

Article 29 Execution of Papers

The President shall execute documents on behalf of the Association. However, all deeds, leases, contracts, bonds, notes and other obligations made, accepted or endorsed by the Association shall be signed by the President only when specifically authorized by the Board of Directors. With the exception of checks in amounts less than \$500, which shall be signed solely by the Treasurer, all checks and bank drafts shall be signed by the Treasurer and by the President, or the Chinese Secretary, or the English Secretary.

Article 30 Personal Liability

The Members, Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

Article 31 Conflict of Interest

It shall not be a conflict of interest for the Association to utilize the services of any business, restaurant, or professional entity owned or operated by a Member, an Officer or a Director of the Association, provided that, any such dealing, or transaction shall be conducted in public. All of the terms, including the cost involved and other details shall be made available to any member seeking disclosure thereof. The Association shall in any event comply with the Conflict of Interest disclosure and procedures as required by the Office of the Attorney General (Appendix B).

Article 32 Translation of the By-Laws

In the event that the Chinese version of these By-Laws is inconsistent with the English version, the English version shall control.

Article 33 Amendments

These By-Laws incorporate the amendments effected in years 1923, 1965, 1986 and 2005.

These By-Laws may be amended at any time by the Board of Directors by a vote of two-thirds of all Directors then in office.

Appendix A

Current members of the Chinese Consolidated Benevolent Association of New England

(Unless otherwise specified, all Members have one Delegate Director on the Board of Directors of the Association)

Community Organization Members

On Leong Chinese Merchants Association of New England (2 Delegate Directors)

Hip Sing Association of Boston, Inc.

Kuomintang of Boston

Chee Kong Tong, Inc.

Chinese Women's Association of New England

American Legion Chinatown Post 328

Que Shing Chinese Music & Opera Group

Boston Wang YMCA

Hoy Kew Association

Ni Lun Association

Chinese Economic Development Council

Chinese American Association of New England

Eastern US Kung Fu Association

Friends of Hong and Macau

Organization of Chinese from South America

Rong Kuang Association

Tai Tung Village Tenants Association

The Kwong Tung Association of New England

World Kwong Tung Association of New England

Hong Kong Association

National Chinese Opera Troupe

New England Branch of Chinese Welfare Council

Asian Business Association of New England

Chinese Business Association

Shanghai Trade Council

Sino American Trade Council of New England

Ling Sing Association of New England

Family Association Members

Gee How Oak Tin Association of New England (4 Delegate Directors)
Wong Family Benevolent Association (3 Delegate Directors)
Yee Fung Toy Association of New England (2 Delegate Directors)
Lee's Family Association (2 Delegate Directors)
Goon Family Association
Moy Shee Family Association
Gee Poy Kuo Association
Ng Family Association
Fung Lun Association of New England
Gee Tuck Sam Tuck Association
Lam Family Association
Soo Yuen Benevolent Association
Leung family Association
Loon Kong Tien Yee Association of New England

This list was approved at the October 4, 2005 Board of Directors meeting.