

NON-PROFIT BYLAWS
OF
MYANMAR AMERICAN SCIENCE & TECHNOLOGY
ALUMNI ASSOCIATION, INC.

Preamble

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of New York and the Article of Incorporation of Corporation/Organization. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of New York, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Myanmar American Science & Technology Alumni Association, Inc. (MASTAA), and shall herein be referred to as the “Corporation/Organization.”

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation is formed as set forth in the attached Articles of Incorporation of Exhibit “A.”

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively in

- (1) to provide assistance to needy Myanmar or American graduates/old students of science or technology institutions irrespective of employment status whether active or retired.
- (2) to promote advancement of science and technology education and employment among Myanmar scientists, technologists and engineers.
- (3) to disseminate public interest educational materials and to promote job opportunities for Myanmar scientists, technologists and engineers.
- (4) to cooperate with in support of the objectives of the alumni association and organization.
- (5) to establish an active network among members and related institutions local and abroad.
- (6) to accept other graduates by the Board of Directors (BOD) as it deems fit.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of New York and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried on by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Corporation/Organization shall be located at 3241 60th Street 2nd Floor, Woodside, New York 11377.

The Corporation/Organization may have other such offices, as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of New York. The Board shall establish policies and directives governing business and programs of Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 16, but no fewer than 3, Board members. The number of Board members may be increased beyond 16 members or decreased to less than 3 members by the

affirmative vote of a majority of the then serving Board of Directors. A Board member need not be a resident of the State of New York.

In addition to the regular membership of the Board, representative of such other organizations or individuals, as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

Board Compensation

The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, and nothing in these Bylaws shall be construed to preclude any Board Member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee shall present nomination for new and renewing Board members at the Board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made know to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of 2 years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional years. No person shall serve more than 6 consecutive years. After serving a total of two terms or two terms and one year, a Board member may be eligible for reconsideration as a Board member after 1 year have passed since the conclusion of such Board member’s service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has convicted of a felony, or found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set for Article 5 – Meetings, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the Board, the president, the General Secretariat, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. No director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair, General Secretariat of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair or any four regular Board members may call a special meeting of the Board with 10 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or by fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place in which to hold any special meeting of the Board.

Minutes

The General Secretariat shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the General Secretariat is unavailable, the Board Chair shall appoint an individual to act as General Secretariat at the meeting. The General Secretariat, or the individual appointed to act as General Secretariat, shall prepare the minutes of the meetings which shall be delivered to the Corporation/Organization to be placed in the minute

books of the Corporation/Organization and a copy of which is to be delivered to each Board member via either regular mail, hand delivered, emailed or faxed within 7 business days after close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting for the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of the lesser of (a) seven (7) members or (b) one-third (1/3) of the members currently serving on the Board, but in no case less than 3, shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Board Chair shall be the deciding vote. The act of the majority of the Board members servicing on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

Proxy

A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

Board Member Attendance

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Board Chair his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include a Chairperson, (Chief Executive Officer), a Vice Chairperson, President (Executive Director), a General Secretariat, and a Treasurer, (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the General Secretariat nor the Treasurer may serve concurrently as the chairperson of the Board or the president. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their office and other such duties which may be required by law, other Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer, that may be under any contract of employment, any officer which may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Board of Directors chairperson, president and/or General Secretariat of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date in which the written notice of resignation was received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies, in any office because of death, resignation, disqualification, removal or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chairperson of the Board (Chief Executive Officer)

It shall be the responsibility of the chairperson of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The chairperson is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the president's signature must be provided.

Vice Chairperson of the Board

In the absence of, or in the event of his/her inability or refusal to act, the chairperson, it shall then be the responsibility of the vice chairperson to perform all the duties of the chairperson, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the chairperson.

President (Executive Director)

It shall be the responsibility of the president, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors, shall keep the Board of Directors completely informed and shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the president under a contract of employment where appropriate. The president shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The president shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The president, shall at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization; to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President of the Board

In the absence of, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

General Secretariat

The General Secretariat, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization which are required to be kept at the principal office of the Corporation/Organization, shall act as General Secretariat at all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. S/he shall attend to the giving and serving of all notices of the Corporation/Organization, and shall see that the seal of the Corporation/Organization is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designation by the Board of Directors. Furthermore, the treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the chairperson, president and directors, whenever they request it, an account of all the treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control upon the treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such bond.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternative members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee required the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members if this were a membership.
- b) Fill vacancies on, or remove the members of the Board of Directors, or in any committee that has the authority of the Board.
- c) Amend or repeal the Article of Incorporation or bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- e) Appoint any other committees of the Board of Directors or their members.
- f) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the corporation/Organization in a contract or agreement or expend corporate/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws, concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Executive Committee

Pursuant to Article 7, Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of at least 2 or more directors, one of whom shall be the Chairperson of the Board (or the chairperson of the Board, the Vice Chairperson, President (Executive Director), the General Secretariat, and the Treasurer), to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7, Committee of Directors. The General Secretariat of the Corporation/Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

Audit Committee

The Board, at its sole discretion, shall appoint an Audit Committee, which shall otherwise govern the committee's operations, and of which the committee may be comprised of one or more persons of which may include persons other than directors of the corporation.

The membership of the Audit Committee shall not include the following persons:

- a) The Chairperson of the Board (CEO);
- b) The President (Executive Director);
- c) The Treasurer of the Corporation/Organization;
- d) Any employee of the Corporation/Organization; or
- e) Any person with a material financial interest in any entity doing business with the Corporation/Organization.

In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must compose less than one-half (1/2) of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall consult with the auditor to assure its members that the corporation/Organizations financial affairs are in order and after review shall determine whether to accept the audit.

It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest revision of the Government Auditing Standards, which have been published by the Controller of the United States, or any standards established and published by the Attorney General of New York.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve in such a manner as the director deems to be in the best interest of this corporation/Organization and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the corporation/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accounts or other persons as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

So long as in any such case, the director act in good faith, after reasonable inquiry when the need may be indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8, Conflict of Interest, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a directors, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation/Organization, or assets held by it, are dedicated.

Loans

The corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the New York Attorney General; provided, however, that this corporation may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise benefit in the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations/Organizations and is not intended as an exclusive statement of responsibilities.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested individual may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented, and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chairperson of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's/Organization's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the Corporation/Organization is charitable and in order to maintain its federal tax exemption it must engage primarily activities, which accomplish one or more of its tax-exempt purposes.

Mutual Directors

No contract or transaction or transaction between the Corporation/Organization and any New York non-profit public benefit Corporation/Organization, of which one or more of its directors of this

Corporation/Organization, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the Corporation/Organization at the time it is authorized, approved or ratified.

Restriction on Interested Directors

Not more than 0 percent (0%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the occupation.

Indemnification

To the fullest extent permitted by law, this Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including an action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person described in that in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation/Organization shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Corporation/Organization, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate instruments

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation/Organization, and other corporate/Organization instruments or documents, memberships in other Corporations/Organizations, and certificates of shares of stock owned by the Corporation/Organization, shall be executed, signed and/or endorsed by General Secretariat or Treasurer or any Assistant General Secretariat or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Boards of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 12 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the director's at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in

the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chairperson or President, in good order, such corporate/Organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary Corporations/Organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these bylaws. The Corporation/Organization shall make these financial statements available to the New York Attorney General and members of the public for inspection no later than 1 months after the close of the fiscal year to which the statement relate.

Reports

The Board shall ensure an annual report is to be sent to all directors within 120 days after the end of the Corporation's/Organization's fiscal year, and which shall contain the following information:

- a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of this Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report or independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statement were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 13 – FISCAL YEAR

The fiscal year for this Corporation/Organization shall begin on January 1st and shall end on December 31st.

ARTICLE 14 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a two-thirds majority of the BOD. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 15 – CORPORATE/Organization SEAL

The Board of Directors may adopt, use and alter a corporate/Organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/Organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 16 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Non-Profit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF GENERAL SECRETARIAT

I, San Myint, certify that I am the current elected and acting General Secretariat of the benefit Corporation/Organization, and the above bylaws, consisting of 16 pages, are the bylaws of this corporation as adopted by the Board of Directors on this 6th day of July 2019, and that they have not been amended or modified since the above.

EXECUTED on this 6th day of July 2019, in the County of the Queens in the State of New York



(Duly Elected General Secretariat)

EXHIBIT "A"

ARTICLES OF INCORPORATION

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2019.

A handwritten signature in black ink that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State



Division of Corporations,
State Records and
Uniform Commercial Code

190115000231

Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF INCORPORATION OF

Myanmar American Science, Technology & Engineering Alumni Association, Inc.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

Myanmar American Science, Technology & Engineering Alumni Association, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: (Select one)

- The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- The purpose or purposes for which the corporation is formed are as follows:

FOURTH: *(Check the appropriate statement)*

- The corporation is not formed to engage in any activity or for any purpose requiring consent or approval or any state official, department, board, agency or other body. No consent or approval is required.
- The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of Queens, State of New York.

SEVENTH: The names and addresses of the three initial directors of the corporation are:
(A minimum of three are required)

Name: SOE MYINT
Address: 64-13A SPRINGFIELD BLVD, OAKLAND GARDENS, NY 11364

Name: SAN MYINT
Address: 86-19 55TH RD. APT-1, ELMHURST NY 11373

Name: CHIT SNOW MAY THIN
Address: 6126 AUSTIN STREET, REGO PARK, NY 11374

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

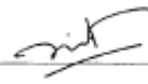
NAME: MAUNG MYINT
ADDRESS: 3241 60TH ST. 2ND FLR. WOODSIDE NY11377

NINTH: *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

Incorporator Name: MAUNG MYINT
(Type or Print)

Address: 3241 60TH ST. 2ND FLR.
WOODSIDE NY 11377

Signature **X**  _____

231

CERTIFICATE OF INCORPORATION
OF

Myanmar American Science, Technology & Engineering Alumni Association, Inc.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

MAUNG MYINT

Filer's Name:

3241 60TH ST. 2ND FLR.

Mailing Address:

WOODSIDE

State: NY

Zip Code: 11377

NOTES:

1. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
2. This form is designated to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions.
3. The Division recommends that this legal document be prepared under the guidance of an attorney.
4. The Division does not provide legal, accounting or tax advice.
5. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

For DOS use only

24
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED JAN 15 2019
 TAXS
 BY: [Signature]
 [Signature]

DOS-1511-f (Rev. 02/16)

PSG 4/15/19 [Signature]

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: MYANMAR AMERICAN SCIENCE & TECHNOLOGY ALUMNI ASSOCIATION,
INC.
DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) COUNTY: QUEE
PROCESS NAME

=====

FILED:03/21/2019 DURATION:***** CASH#:190321000581 FILM #:190321000533

FILER:

MAUNG MYINT
3241 60TH ST 2ND FLR

WOODSIDE, NY 11377

ADDRESS FOR PROCESS:

MAUNG MYINT
3241 60TH ST 2ND FLR
WOODSIDE, NY 11377

REGISTERED AGENT:



=====

SERVICE COMPANY: ** NO SERVICE COMPANY ** SERVICE CODE: 00

FEE	50.00	PAYMENTS	50.0
FILING	30.00	CASH	0.0
TAX	0.00	CHECK	50.0
CERT	0.00	CHARGE	0.0
COPIES	20.00	DRAWDOWN	0.0
HANDLING	0.00	OPAL	0.0
		REFUND	0.0

=====

DOS-1025 (04/2007)