

PURPLE SWANS CORPORATION BYLAWS
(Amended November 12, 2021)

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ARTICLE 1. NAME AND OFFICES

SECTION 1. NAME

The name of this organization is PURPLE SWANS CORPORATION (“**PURPLE SWANS**” or the “**Association**”).

SECTION 2. PRINCIPAL OFFICE

The principal office of the Association shall be located in the State of New Jersey, or at such other location as designated by the Board of Directors (the “**Board**”).

SECTION 3. OTHER OFFICES

The Association may have offices at such other places inside or outside of the State of New Jersey as are designated by the Board from time to time.

ARTICLE 2. MISSION, OBJECTIVES AND PURPOSES

SECTION 1. MISSION

- (a) The Association is organized exclusively for purposes within those set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future Federal tax code (the “**Code**”).
- (b) The mission of the Association is to integrate Chinese and American performing arts, while using our platform to make a positive impact on our communities.

SECTION 2. SCOPE OF ACTIVITIES

In furtherance of such mission, the Association shall:

- (a) Hold regular practice classes and rehearsals to develop members’ proficiency in a range of Chinese and Western as well as traditional and modern dance styles
- (b) Perform at schools, senior citizens’ centers, and other community organizations to enrich the cultural life of the community and showcase the diversity of Chinese performing arts
- (c) Organize gala performances to raise funds and awareness for causes important to our members (including breast cancer and mental health, to date)
- (d) Educate neurodivergent young people in traditional Chinese music and dance
- (e) Promote Chinese performing arts and Chinese culture through charitable, educational, musical, cultural, or international programs, projects, exchanges, services or activities.
- (f) Build camaraderie and understanding among members through regular meetings and social events

ARTICLE 3. MEMBERS

SECTION 1. MEMBERSHIP AND QUALIFICATIONS

The following persons shall be eligible for membership in the Association and shall hereinafter be called “Regular Member”:

- (a) Any person of good character, and dedicated to the purposes of this Association; and

- (b) Completing payment of such dues and initiation fees as may from time to time be fixed by the board of directors.

SECTION 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

Members of the Association shall have the following rights and privileges:

- (a) to be eligible to hold office in the Association;
- (b) to receive all official communications of the Association; and
- (c) other membership benefits.

The Board reserves the right to revoke a Membership at any time with or without cause.

ARTICLE 4. THE BOARD OF DIRECTORS

SECTION 1. NUMBER AND ELIGIBILITY

- (a) The Association shall have at least five (5) but not more than fifteen (15) directors and collectively they shall be known as the Board of Directors (the "Board"). The total number of the Directors should be an odd number.
- (b) The number of directors shall be established from time to time by the Board including for the purpose of staggering the terms of directors. No increase or decrease in number of directors shall shorten or lengthen the term of any other incumbent director.

SECTION 2. POWERS

The activities and affairs of this Association shall be conducted and all organizational powers shall be exercised under the direction of the Board unless otherwise explicitly stated herein.

SECTION 3. DUTIES

It shall be the duty of the Board directors to:

- (a) perform any and all duties imposed on them collectively or individually by law or by these Bylaws;
- (b) advise the Executive Committee to assure that its duties are performed properly;
- (c) review the spending report and balance sheet at least once a year to ensure that adequate resources and proper controls are in place for the Association to fulfill its mission; and
- (d) meet at such times and places as required by these Bylaws;

SECTION 4. CONDUCT

A Director and his/her spouse shall avoid engaging in activities that may conflict with the reputational, financial, or other interests of the Association. Should such a potential conflict arise, the Director involved must fully disclose the information related to the potential conflict to the Board immediately, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the Board meeting minutes. The Board shall evaluate the potential or resulting impact on the Association and take actions, if needed, that may include either ratifying the Director's conduct or removal of the Director involved from the Board by at least two thirds of the votes of all of the remaining Directors.

SECTION 5. TERMS OF OFFICE

- (a) Each director serves a term of office of three (3) years or until his or her successor is duly chosen and qualified.
- (b) There is no limit on the number of terms one can serve on the Board.
- (c) The terms shall be staggered so that approximately one third (1/3) of the number of directors will end their terms in any given year.
- (d) Directors shall hold office until the expiration of the term of which he or she was elected, or until his or her successor has been elected and qualified, or until his or her resignation or removal.

SECTION 6. ELECTION

Candidates for directors shall be nominated by the Board. The directors shall be elected from the nominated candidates by members of the Board by a simple majority vote of all valid votes in the election.

SECTION 7. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 8. CHAIRPERSON OF THE BOARD

A chairperson of the Board shall be elected by the Board directors. The chairperson can call and preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

SECTION 9. BOARD MEETINGS

- (a) The Board directors shall hold a regular meeting at least once every half year at a location designated by resolution of the Board or in the notice of the meeting.
- (b) Special meetings can be called by the chairperson of the Board or at least two third of the members of the Board.
- (c) All members of the Board must be notified of all meetings at least one week prior to each of the meetings. Notices to emergency meetings should be provided to the members of the Board as soon as possible.
- (d) A Board director is considered participating in a meeting if attending in person, calling in, or sending a proxy to attend the meeting.

SECTION 10. WAIVER OF NOTICE AND CONSENT

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice if a quorum, as hereinafter defined, is present, unless any of the directors not present at the meeting states otherwise and notifies all members of the Board in writing within two weeks of the distribution of the meeting minutes. Any dissent to a resolution made during any meeting of the Board must be provided to all members of the Board in writing within two weeks of the distribution of the meeting minutes. The absence of such writing notice or dissent from a director shall be

construed as a waiver of notice, a consent to holding the meeting, or an approval of the resolution from the director.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the filled positions on the Board.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

- (a) Every act or decision done or made by a simple majority of the directors present at a meeting duly held at which a quorum is present is considered an act of the Board, unless required otherwise by the Bylaws of this Association, the federal laws or laws the New Jersey State.
- (b) The chairperson can exercise a casting vote to break a tie in addition to his or her normal vote.

SECTION 13. VACANCIES

- (a) Vacancies on the Board shall exist (1) on the death, resignation, disqualification or removal of any director or (2) when a director fails to participate in two duly notified meetings without cause in each term, or (3) whenever the authorized number of directors is increased.
- (b) The Board 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 and following of the federal laws or the laws of the New Jersey State.
- (c) Directors may be removed with cause by at least two third of the directors then in office.
- (d) A director may resign from the Board by giving written notice to the chairperson of the Board.
- (e) Members of the Board may nominate and elect new members to fill Board vacancies that appear between elections.

ARTICLE 5. EXECUTIVE COMMITTEE AND OFFICERS

SECTION 1. EXECUTIVE COMMITTEE

- (a) The Association may have an Executive Committee composed of Executive Committee members and headed by a President or Co-presidents (interchangeable, hereinafter "President").
- (b) The Executive Committee shall exercise such powers and authority and conduct such business affairs of the Association under the direction of the President of the Executive Committee.
- (c) The Executive Committee shall discuss and decide on-going matters of the Association. The President has the final decision authority.

SECTION 2. OFFICERS

The Officers of the Association include a President, a Secretary, and a Treasurer, all being members of the Executive Committee.

SECTION 3. APPOINTMENT/ELECTION AND TERM OF OFFICE

- (a) The Board shall appoint a Board member as the succeeding President.
- (b) The succeeding President shall appoint members of the succeeding Executive Committee, subject to the approval of the Board.
- (c) Each Executive Committee member serves a term of office of three (3) years or until his or her successor is duly chosen and qualified.
- (d) There is no limit on the number of terms one can serve on the Executive Committee.

SECTION 4. REMOVAL AND RESIGNATION

Any Executive Committee member may be removed, either with or without cause, by the President or a majority vote of the Executive Committee at any time. Any Executive Committee member may resign by giving written notice to the President, or to the Board if the resigning member is the President. Any such resignation shall take effect when his or her successor has been appointed and qualified.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any Executive Committee member shall be filled in the manners prescribed in these bylaws for regular appointments to that office. In the event of a vacancy in any office other than that of President, such vacancy may be filled by appointment by the President of the Executive Committee.

SECTION 6. DUTIES OF PRESIDENT

- (a) The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incidental to his or her office and such other duties as may be required by law, or by these Bylaws, or which may be prescribed from time to time by the Board.
- (b) The President can call and preside at meetings of the Executive Committee. Except as otherwise expressly provided by law, or by these Bylaws, the President shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time require authorization from the Board.
- (c) In the context of the above general duties, the President shall:
 - (i) Define the number of functional areas and form the Executive Committee;
 - (ii) Monitor the performance of the other officers and replace the officers who resign or prove ineffective in serving their roles;
 - (iii) Manage the day-to-day operations of the Association;
 - (iv) Respond to internal and external requests and resolve issues; and
 - (v) Represent PURPLE SWANS in dealing with other organizations and government agencies.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the Association the original or a copy of these Bylaws as amended or otherwise altered to date;

- (b) Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of directors and of Members, recording therein the time and place of holding, whether regular or special, how called, the notice given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records and of the seal of the Association if any and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or these Bylaws;
- (e) Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased; and
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board or the President.

SECTION 8. DUTIES OF THE OFFICE OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Executive Committee;
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the Association as directed by the Board, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board or the Executive Committee.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Committee, unless otherwise provided herein, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no other officer, agent, or employee shall have any power or

authority to bind the Association 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 ELECTRONIC PAYMENTS

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer with the authorization of the Executive Committee.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board, the President and the Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or device for the charitable or public purposes of this Association pursuant to the gift acceptance policy of the Association.

ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office in the State of New Jersey:

- (a) Minutes of all meetings of directors, committees of the Board and, of all meetings of 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; and
- (d) A copy of the Association's Bylaws as amended to date, which can be open to inspection by the Members at reasonable times during office hours.

SECTION 2. ANNUAL REPORT

The Executive Committee shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all directors of the Association, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE 8. FISCAL YEAR, FINANCES AND BUDGETS

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of the same year.

SECTION 2. FINANCES

The financing of the Association shall be provided by means of

- Membership dues;
- Payment for any service carried out by the Association allowable by laws and regulations; and
- Any other resources and gifts allowable by laws and regulations.

SECTION 3. BUDGETS

The President shall prepare, with the assistance of other members of the Executive Committee, an annual budget for the Association and submit it to the Board for approval. No director, officer, agent or employee of the Association may exceed the budget or authorize the exceeding of the budget of the Association without prior approval of the Board.

SECTION 4. SURPLUSES

The mission of the Association does not include the making of profit but if any surplus should result from its activities the Board shall decide how such funds are to be apportioned or retained for the purpose of funding services as desired by the Association. Notwithstanding the above, the Association may at its discretion choose to generate a surplus in one area in order to fund other activities or projects within the scope of activities.

ARTICLE 9. AMENDMENT OF BYLAWS

Subject to any applicable law and regulation, these Bylaws or portions thereof, may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of at least two-third (2/3) of the Board directors, or an affirmative vote of more than 50% of the total number of Members of this Association. Any notice of the meetings at which the bylaws are to be altered, amended, or repealed shall include notice of such proposed action.

ARTICLE 10. PROHIBITION AGAINST PECUNIARY GAIN

(a) No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed

for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws.

- (b) No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.
- (c) The Association shall be non-commercial, non-sectarian and non-partisan;
- (d) The Association shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
- (e) Notwithstanding any other provision of these articles, the Association shall not carry out any activities not permitted to be carried out (1) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

SECTION 1. NO PERSONAL LIABILITY

The directors, advisors, officers, and other agents of the Association shall not be held personally liable for the debts, liabilities or other obligations of the Association.

SECTION 2. INDEMNIFICATION

The Association shall indemnify and hold harmless all directors, advisors, officers, and other agents of the Association and their heirs, executors, or administrators against, and make reimbursement to them, for all reasonable cost, loss, expense, and/or liability incurred by any of them in connection with the defense or reasonable settlement in any action, suit, or proceeding in which they are made party by reason of their being, or having been, a director, advisor, officer, and other agent of the Association, except in such instances where the Board shall find that (1) such director, advisor, officer, and other agent acted in bad faith or was guilty of willful misconduct in the performance of duties on behalf of the Association; of (2) such indemnification and reimbursement would be contrary to public policy or the laws of the State of New Jersey.

SECTION 3. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance to the full extent permitted by law on behalf of its directors, advisors, officers, employees, and other agents, insurance against any liability asserted against or incurred by any director, advisor, officer, employee, or agent in such capacity or arising out of the director's, advisor's, officer's, employee's or agent's status as such.

ARTICLE 12. DISSOLUTION

All Members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or

involuntarily, the remaining assets of the Association, after all debts have been satisfied, shall be distributed to a successor of the Association or another party designated by the Board.

ARTICLE 13. MISCELLANEOUS

- (a) The headings to the clauses are for ease of reference only and shall not affect the interpretation or construction of these Bylaws.
- (b) All references to the singular are deemed also to refer to the plural and vice versa.

WRITTEN CONSENT OF DIRECTORS ADOPTING THE BYLAWS

We, the undersigned, are all of the persons named as the directors in the Bylaws of PURPLE SWANS CORPORATION, a New Jersey nonprofit Association, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Association.

_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date
_____	Name	_____	Signature	_____	Date