MIT CLUB OF SHANGHAI CONSTITUTION

Article 1. NAME AND PURPOSE

1.1 The name of the organization shall be the MIT Club of Shanghai (hereinafter referred to as "the Club")

1.2 The registration address of the Club shall be 33/F, Alexandra House, 18 Chater Road, Central, Hong Kong.

1.3 The purpose of the Club shall be:

(a) To promote the best interests of Massachusetts Institute of Technology, Cambridge, Massachusetts, U.S.A. (MIT).

(b) To provide the opportunity for MIT alumni/alumnae living in China, particularly in Shanghai, to become acquainted with each other and to serve as a point of contact for graduates of MIT.

(c) To promote all activities of interest to the Club and its members.

Article 2. MEMBERSHIP

2.1 Membership of the Club shall be open to:

(a) Any person who has received a degree from MIT.

(b) Any person who has been a student or faculty member for at least one full academic year in any class already graduated or in any special full-time program and who in the opinion of the Board of Directors is eligible for membership.

2.2 A membership fee shall be imposed on each member of the Club. The membership fee shall be determined by the Board of Directors annually and shall cover the period from July 15 of the current year to July 14 of the following year, both days inclusive.

2.3 The rights of each member shall be:

(a) To elect, be elected, propose and vote.

(b) To enjoy the benefits from activities as set forth in 1.3 of this Constitution.
2.4 The obligations of each member shall be to abide by the Constitution of the Club and any resolution passed by the Annual General Meeting or any other general meeting.

2.5 Any member whose annual membership fee is in arrears for more than three (3) months shall be liable to forfeiting his/her membership of the Club.

Article 3. OFFICERS AND BOARD OF DIRECTORS

3.1 The governing and administrative body of the Club shall be the Board of Directors and Officers of the Club.

3.2 The Officers shall perform administrative duties for the Club and shall consist of a President, a Vice President, a Secretary and a Treasurer. All officers shall be directors.

3.3 The functions and powers of the Officers are as follows:

(a) The President shall represent the club and take overall charge of the affairs of the Club.

(b) The Vice President shall assist the President in his/her work. In the absence of the President, the Vice President shall exercise and perform the duties of the President.

(c) The Secretary shall keep the seals and documents of the Club under safe custody, and record the minutes of all meetings of the Club.

(d) The Treasurer shall be responsible for all financial matters of the Club.

3.4 The Board of Directors shall have power for setting immediate or long-range goals and policies for the Club.

3.5 The Board of Directors shall consist of at least four (4) but not more than ten (10) elected Directors.

3.6 The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. In the absence of the Chairman, the Vice Chairman shall exercise and perform the duties of the Chairman.

3.7 Questions arising at any meeting shall be decided by a majority of votes. In the case equality of votes, the chairman shall have a second or casting vote.

3.8 The Board of Directors shall hold meetings regularly to discuss affairs of the Club. For every Board meeting, the quorum shall consist of at least three (3) Board members.
3.9 The term of office of each officers or Director shall be one (1) years. Every officer or Director is entitled to re-election for further term or terms.

Article 4. ELECTION

4.1 The election of Officers and Directors shall be held every year at the Annual General Meeting.

4.2 One month before the Annual General Meeting, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee, which shall take charge of electoral affairs. The Nominating Committee shall present to the Annual General Meeting a list of nominations for the positions of President, Vice President, Secretary, Treasurer, and members of the Board of Directors. Voting in the election shall be made in a manner approved by the Board of Directors.

4.3 Newly-elected Officers and Directors shall take office immediately after the election.

4.4 In the event of an Officer vacating his/her office, the Board of Directors shall have the power to appoint a successor to complete that term of office.

Article 5. MEETING

5.1 The Annual General Meeting of the Club shall be held anytime during the year to conduct such business as may be necessary in accordance with the articles of this Constitution.

5.2 Other general meetings of the Club may be called by the Board of Directors at such time and in such manner as it deems necessary or by ten (10) or more members of the Club with written request to the Board of Directors. In the latter case, the written request must set forth all the proposed resolutions and the Chairman shall call a general meeting within four (4) weeks after receiving the written request.

5.3 Notice of the Annual General Meeting or any other general meeting shall be issued by the Secretary in writing and sent to every member of the Club ten (10) days in advance.

5.4 The quorum for the Annual General Meeting or any other general meeting shall be ten (10) members.

5.5 A resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
Article 6. USE OF FUNDS

Funds of the Club shall be applied solely to meet recurrent expenditure and for activities as set forth in 1.3 of this Constitution.

Article 7. DEBTS AND LIABILITIES

Any debts of the Club shall be borne by all the Officers and Directors of the term in which the debts are incurred.

Article 8. DISSOLUTION

8.1 In case the Club should dissolve, the decision shall be made in a general meeting of the Club convened especially for the purpose. The decision to dissolve the Club must be passed by affirmative votes of two thirds of the members of the Club expressed either in person or by proxy.

8.2 Any remaining assets of the club upon dissolution shall be divided equally among the members.

Articles 9. AMENDMENTS

9.1 Any amendment to this Constitution shall be passed by affirmative votes of two thirds of the members present at the Annual General Meeting or at any other meeting.