

**BYLAWS
OF
THE SMITHONIAN TAIWAN HERITAGE FUND
ADVISORY COMMITTEE**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is the Smithsonian Taiwan Heritage Fund Advisory Committee (hereafter referred to as “the Advisory Committee”).

Section 1.02. Purpose. The purpose of the establishment of the Advisory Committee is to support and to work with the Smithsonian Institution to promote programs sponsored by the Smithsonian Taiwan Heritage Fund (hereafter referred to as the Fund) which is a gift fund organized within the Asian Cultural History Program, Department of Anthropology at the National Museum of Natural History, Smithsonian Institution (hereafter referred to as “the Smithsonian”) for the charitable and educational purposes of:

1. Supporting the acquisition, conservation/restoration, and exhibition of collections from Taiwan or relating to the cultural, historical, and ecological heritage of Taiwan;
2. Supporting research and publications on topics unique to Taiwan's heritage, and other Taiwan-related cultural activities of the Smithsonian Institution.
3. Sponsoring art and film exhibitions from or related to Taiwan
4. Sponsoring exhibitions of Taiwanese immigrant contributions to America.
5. Sponsoring other cultural activities such as lectures, conferences, and concerts from or related to Taiwan

**ARTICLE II
Members**

Section 2.01. Election and Powers. The Advisory Committee will work with the Smithsonian in determining the direction of the Fund, its collections, property and other assets. Each member shall serve until his/her successor is elected and qualified, unless his or her Membership is theretofore vacated by resignation, death, and removal or otherwise. Initially, the Advisory Committee will comprise of all Charter Members who accept the position. Charter Members are those individuals, or families listed in Attachment A who donated a minimum of \$1,000 towards the creation of the Fund. A Charter Member couple or family may have only one vote.

Section 2.02. New Members. The number of Committee members shall be not less than five (5) and shall be fixed by resolution of the Advisory Committee. Additional members may join the Advisory Committee with the sponsorship of two Charter Members.

Section 2.03. Removal or Denial of Membership. At any meeting of the Advisory Committee duly called, any Member may, by vote of two-thirds (2/3) of the entire Committee, be removed from office or denied membership.

Section 2.04. Meetings. The Annual Meeting of the Advisory Committee shall be held in [specified month] of each year on such date and at such time and place as may be fixed by the

Advisory Committee and named in the notice. Regular Meetings of the Advisory Committee shall be held at such times as the board may, from time to time, determine. Special Meetings of the Advisory Committee shall be held at any time, on call by the President of the Committee, or by the Secretary on the request in writing of any three (3) members of the Advisory Committee

Section 2.05. Notice of Meetings. Notice of the time and place of every meeting of the Advisory Committee shall be by phone call or email at least 3 days prior to the date of meeting.

Section 2.06. Waiver of Notice. Notice of a meeting need not be given to any Member who submits a signed written waiver thereof, whether before or after the meeting, nor to any Member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 2.07. Quorum. A quarter of the entire Advisory Committee members shall constitute a quorum, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Members present at any regular or special meeting, although less than a quorum may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.08. Vote by Proxy. Any Member may appoint a proxy to vote of his/her behalf. A Member voting by proxy must provide written notice to the Advisory Board.

Section 2.09. Executive Committee. The Advisory Committee shall, by majority vote, appoint an Executive Committee, to consist of the Chairman and the Chairs of each Subcommittee. The Executive Committee shall have and may exercise between the meetings of the Advisory Committee all the authority of the Advisory Committee, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Chairman. The Executive Committee shall report all its actions to the next meeting of the Advisory Committee.

Section 2.10. Finance Committee. As soon as practicable each year following the Annual Meeting of the Advisory Committee and upon the recommendation of the Chairman, the Committee shall appoint a Finance Committee, consisting of at least two members of the Advisory Committee and having the responsibility of bookkeeping and raising funds.

Section 2.11. Ad Hoc Committees. The Chairman, with the approval of the Executive Committee, may designate additional ad hoc committees as necessary. Each such committee shall consist of at least two Advisory Committee Members and may include other persons who need not be Members. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee or any regular Committee.

ARTICLE III

Officers of the Executive Committee

Section 3.01. Election of Officers. The Advisory Committee shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer of the Fund. Each such officer shall be elected from among the Advisory Committee at the Annual Meeting for a term of one year. Any vacancy in the above offices shall be filled by the Advisory Committee as soon as practicable.

Section 3.02. Removal. At any meeting of the Advisory Committee duly called, any Officer of the Executive Committee may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Advisory Committee.

Section 3.03. Chair. The Chair shall be the presiding officer of the Advisory Committee with the power and duty to exercise general supervision over the affairs and operations of the Funds. He or she shall act as Chairman of and preside at all meetings of the Advisory Committee and of the Executive Committee. He or she shall serve on all the other committees, except the Nominating Committee, in addition to the appointed members. The Chairman shall have such other powers and duties as may be designated by the Advisory Committee.

Section 3.04. Vice-Chair. At the request of the Chairman or in his or her absence or during his or her disability, the Vice-Chair shall perform the duties and exercise the functions of the Chair. The Vice-Chair shall have such other powers and duties as may be designated by the Advisory Committee or the Chair.

Section 3.05. Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the Advisory Committee. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Funds. The Secretary shall have such other powers and duties as may be designated by the Advisory Committee or the Chair.

Section 3.06. Treasurer. The Treasurer shall have supervision over the financial records of the Funds. The Treasurer shall provide the Advisory Committee at each of its regular meetings with a statement of the financial condition of the Museum. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Advisory Committee.

AMENDMENTS

These Bylaws may be amended upon the recommendation of the Advisory Committee and approved by 2/3 of the Charter Members.