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## BY-LAWS OF THE EARLY MEDIEVAL CHINA GROUP, INC.

### ARTICLE I- MEMBERS

Section 1.01. Members. The members of the Early Medieval China Group, Inc. (hereafter called "Group") shall be such persons, corporations, associations and partnerships as may be admitted to membership in the manner provided in Section 1.03 hereof.

Section 1.02. Classes of Membership. There shall be the following classes of membership in the Group:

a) Regular members who may retain membership for a one-year period by paying dues of twenty dollars (\$20.00) per year and who may renew membership for a like period at the expiration of the membership period by paying the above dues.

b) Student members who may retain membership by paying dues of twenty dollars (\$20.00) per year. Student members must be at the time of membership fully admitted graduate or undergraduate students of an accredited university or college, and they may retain membership for a one-year period and may renew membership for a like period upon the expiration of the membership by complying with the limitations herein proposed, and paying the above dues.

c) Life members who may retain membership for a period of that member's life by making a single contribution of five hundred dollars (\$500.00) or more.

d) Honorary members who may become members for a period of that member's life upon accepting an invitation to become an honorary member from the Group. Said invitation shall only be issued after approval of a majority vote of the members of the Group present at a properly called annual, regular or special meeting of the Corporation.

e) Institutions may become members by paying dues of twenty-five dollars (\$25.00) per year, and may renew membership for a like period upon the expiration of the membership. Institutions will receive the Early Medieval China journal but do not have the voting rights of the above described classes of membership, nor other privileges or limitations of membership in the Group, except those specified in Sections 1.03, 1.04, 1.05 below.

Section 1.03. Admission. Any candidate may be admitted to membership in the Group, in one of the classes of membership set forth in Section 1.02 hereof by action of the Board of Directors.

Section 1.04. Voluntary Withdrawal. Any member may withdraw from the Group on a date specified in a written notice given by such member to the Secretary stating in substance that such member desires to withdraw from the Group on such date. Upon the date so specified such member shall cease to be a member of the Group and all his/her rights and obligations in respect to the Group shall terminate except such obligations as shall have accrued prior to the date so specified.

Section 1.05. Suspension and Termination of Membership. The membership in the Group of any member may be suspended or terminated for non-payment of dues, or for any activity or

rights and obligations of such member in respect of the Group, except such obligations as shall have accrued prior to such suspension or termination shall terminate. In cases of suspension, the rights and obligations of the suspended member in respect of the Group shall automatically revert in such member at the expiration of the period of suspension specified in the suspension resolution.

## ARTICLE II- MEETING OF MEMBERS

Section 2.01. Annual Meeting. The annual meeting of the members of the Group for the election of the Board of Directors and for the transaction of such other business as may properly come before such meeting shall be held at such place and on such date within six months after the end of the fiscal year as shall be determined by the Board of Directors, or in the absence of such determination, by the President of the Corporation.

Section 2.02. Special Meetings. Special meetings of the members of the Group may be called at any time by a majority of the Board of Directors or the President, or by order of one-tenth (1/10) of all members of the Group authorized by the Articles of Incorporation to vote; when so called, the Secretary shall give notice thereof in manner provided in Section 2.04 hereof.

Section 2.03. Place and Time of Meetings. Each meeting of members of the Group shall be held at the place and time specified in the notice or waiver of notice thereof.

Section 2.04. Notice of Meetings. A written, printed, e-mail, or web site notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which such meeting is called, shall be delivered, mailed, or e-mailed by the Secretary or by the Officer or person calling the meeting, to each member of record of this Group at such address as appears upon the records of the corporation, at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person of such member.

Section 2.05. Quorum. If it is established by an officer of the Group as any meeting is convened that all members whose addresses are known or available have been notified of such meeting, then those present who are members of the Group, who are present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum by reason of failure to notify, a majority of the members present in person or by proxy and entitled to vote may adjourn the meeting from time to time for a period not exceeding twenty (20) days in any one case. At any duly called meeting called after an adjourned meeting at which quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.06. Organization. At each meeting of the members of the Group, the President, or in the case of his/her absence or inability to act, the Secretary-Treasurer, shall act as Chairman thereof. In case of absence or inability to act of all such officers, a Chairman chosen by a majority of the members present in person or by written proxy and entitled to vote shall act as the Chairman thereof. The Secretary or, in case of his/her absence or inability to act, an Assistant Secretary shall act as Secretary of the meeting. In case of the absence or inability to act of all of such officers, the person whom the Chairman of the meeting shall appoint as Secretary of the meeting shall act as such.

Section 2.07. Voting. At each meeting of the members of the Group each member present in person or by written proxy, regardless of class of membership (excluding institutions), shall be entitled to cast one vote on any and all matters which shall come before the meeting, except as otherwise provided by law, provided, however, that no member shall be entitled to vote who has not paid his/her dues or fees as provided by these by-laws. At such meeting of the members, all matters shall be decided by affirmative vote of a majority of the members of the Group present at such meeting in person or by written proxy and entitled to vote at the meeting.

### ARTICLE III- BOARD OF DIRECTORS

Section 3.01. General Powers. The property and affairs of the Group shall be managed by a Board of Directors, the members of which shall serve without compensation. The Board of Directors by a majority vote shall have the authority to exercise all corporate powers granted by and consistent with the laws of the State of Florida which are necessary, convenient, or expedient to accomplish the purposes for which this corporation is formed.

Section 3.02. Number of Directors of the Board. The number of directors of the Board shall not be less than three (3) or more than seven (7), excluding any ex officio director(s).

Section 3.03. Elections of the Board. The Directors shall be elected by a majority vote of the members present at duly called meeting at which a quorum is present and the Directors shall serve for three (3) years from the date of their election and until their successors are elected and qualified. Any vacancy in the Board of Directors resulting from any cause whatsoever may be filled by the remaining members of the Board of Directors at any meeting thereof or special meeting called for that purpose until the next annual meeting of the members of the Group at which time the members shall elect a Director to fill out the term of the vacancy.

Section 3.04. Annual Meetings of the Board. Each newly elected Board of Directors shall meet for the purpose of organization and transaction of business at the same place as the annual meeting of the members. The President shall preside at the Board meeting; in his / her absence, the Board members will elect a Chairman to preside.

Section 3.05. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than once a year at such times and places as the Board may determine. For this purpose the annual meeting shall be considered a regular meeting.

Section 3.06. Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary-Treasurer upon request of the President or any two Directors.

Section 3.07. Notice of Meetings. Notice of regular and special meetings of the Board of Directors shall be given to each Director by communicating the same to his/her last known post office address at least ten (10) days before the meeting or by telegraphing, telephoning, emailing, faxing, or delivering personally the same to said person at least five days before the meeting.

Section 3.08. Quorum. Three members of the Board of Directors at the time in office, present in person, shall constitute a quorum for the transaction of business, but in the absence of a quorum, a majority of those present may take an adjournment from time to time until a quorum shall be present.

Section 3.09. Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary-Treasurer of the Group.

Section 3.10. Ex Officio Members. The President and Secretary-Treasurer shall serve as an ex officio members of the Board of Directors.

#### ARTICLE IV- COMMITTEES

Section 4.01. Nominating Committee. There shall be a nominating committee consisting of two (2) members which shall be appointed for three years terms by the President, subject to approval of the Board of Directors. The nominating committee shall nominate persons to be presented for election to the Board of Directors and this corporation at the next annual meeting. Provided, however, that any member of the Corporation may nominate persons to be presented for election to the Board of Directors or to an office as an officer of this corporation.

Section 4.02. Other Committees. The President with the approval of the Board of Directors may appoint from time to time such other committees as may be deemed desirable in forwarding the program and purposes of the Group, and each of such committees shall exercise such powers and perform such duties as may be prescribed by the President with the approval of the Board of Directors. Members of such Committees need not be members of the Board of Directors or officers of this corporation.

#### ARTICLE V- OFFICERS

Section 5.01. Election. The Board of Directors (also known as "Executive Board") of the Early Medieval China Group shall consist of the President and Secretary-Treasurer (ex officio) and regular members in good standing. Directors serve for three (3) years from the date of their election and until their successors are elected and qualified. The number of Directors shall be prescribed from time to time in the By-laws of the Group, provided that under no circumstances shall the minimum number be less than three (3), nor that members ex officio possessing voting rights (if any) shall constitute more than one-half of total board membership. The Board of Directors of the Group shall elect a President and Secretary-Treasurer, which officers shall serve for terms of three years, or until their successors are elected and qualified. The Board of Directors shall have the power at any time to create additional offices and to elect additional officers, including a Chairman of the Board. The Board of Directors is further authorized to appoint such officers as they may from time to time determine and to set the compensation of such appointed officers. The appointed officers shall hold office at the pleasure of the Board of Directors.

Section 5.02. The President. The President shall preside at all meetings of the members of the Group and may call any such meetings or other annual meeting of the members. The President shall have general supervision over the affairs of the Group, subject, however, to the guidance of the Board of Directors. He/she shall also have such other powers and perform such other duties not inconsistent with these by-laws as may be assigned to him from time to time by the Board of Directors.

Section 5.03. The Secretary-Treasurer. In the absence or inability to act of the President, the Secretary-Treasurer may exercise any of the powers and shall perform the duties of the President, subject to the guidance of the Board of Directors. He / she shall also have such other powers and

perform such duties not inconsistent with these By-laws as may be assigned to him / her from time to time by the Board of Directors or the President.

The Secretary-Treasurer shall also:

- a) Be custodian of all records and documents of the Group;
- b) Keep the minutes of all meetings of the Board of Directors and of the members of the Group;
- c) Have the care and custody of all funds and securities of the Group;
- d) Receive and give receipt for monies due and payable to the Group;
- e) Deposit all monies received by him/her in the name of the Group in such banks, trust companies or other depositories as from time to time may be designated by the Board of Directors; In general, perform all other duties incident to the office of Secretary, subject to the control of the Board of Directors and the President;
- f) Enter or cause to be entered regularly, in the books to be kept under his/her direction for that purpose, full and accurate accounts of all monies received and paid by him/her on account of the Group;
- g) Render a statement of accounts to the Board of Directors at such times as the Board shall require, and at least annually to the Registered Agent, for the purpose of renewing the Group's Not-for-Profit status;
- h) Perform such other duties, and have such other powers, not inconsistent with these by-laws, as may be assigned to him from time to time by the Directors and the President.

Section 5.04. The Editor of the Early Medieval China journal is generally authorized by the Board of Directors and the President to manage monies or real property of the Group, for the purpose of supporting the journal's material and other operating expenses, and its subscriptions. He / she may represent the Group in applying for grants or other forms of support from academic institutions or from other sources, and may also establish accounts within the institution or externally, for the purpose of maintaining the journal's expenses and subscriptions.

The Editor shall also:

- a) Render to the Secretary-Treasurer, at least annually for the fiscal year report, a statement of (1) any accounts established, grants or other monies received in support of the journal's expenses, (2) the disbursement of funds in such accounts.
- b) At the request of the Secretary-Treasurer, the President, or Board of Directors, he / she will also report the current status of any funds managed for the journal, within fourteen (14) days of the request.

Section 5.05. Removal or Delegation by Directors. All officers elected or appointed by the Board of Directors shall be subject to removal at any time with or without cause by the Board. In the case of the absence of any officer, or for any other reason that may seem sufficient to the Board of Directors the Board may, without removal, delegate his/her powers and duties to any other officer for such period as may be deemed proper.

Section 5.06. Removal or Delegation by Members. All officers elected by the members shall be subject to removal by a majority vote of the members present in person or by written proxy at a properly called meeting at which a quorum is present. Provided, however, that notice of the intention to vote upon the removal of an officer shall accompany the notice of the meeting as provided in Section 2.04 of these by-laws.

Section 5.07. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary-Treasurer of the Group.

#### ARTICLE VI- DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 6.01. Deposit of Funds. The funds of the Group shall be deposited in such banks, trust companies, or other depositories as the Board of Directors from time to time shall determine.

Section 6.02. Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Group shall be signed by such officer or officers, or agent or agents of the Group and in any manner as the Board of Directors from time to time may determine. Endorsements for deposit to credit of the Group shall be made in such manner as the Board of Directors from time to time may determine.

Section 6.03. Loans. No loan or advance shall be contracted on behalf of the Group, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Group.

Section 6.04. Contracts. No contract, other than in the ordinary course, may be entered into on behalf of the Group unless and except as authorized by the Board of Directors; and any such authorization may be general or confined to specific instances.

Section 6.05. Transfer of Securities. The President, Secretary-Treasurer, or Editor of the journal, or any person designated and granted authority by the Board of Directors, shall have the authority to execute under a sale such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks, bonds, or other securities standing in the name of, or belonging to, the Group.

Section 6.06. A copy of the record of all deposits, checks, loans, contracts, and transfers must be reported in writing within fourteen (14) days to the Secretary-Treasurer.

#### ARTICLE VII- OFFICES OF THE EARLY MEDIEVAL CHINA GROUP, INC.

The principal office of The Early Medieval China Group, Inc., shall be that of the registered agent: (Cynthia L. Chennault) Grinter Hall 470, Department of African and Asian Languages and Literatures, University of Florida, Gainesville, Florida, 32611-5565. The Board of Directors may establish subsidiary offices within or without the State of Florida.

#### ARTICLE VIII- FISCAL PROVISIONS

Section 8.01. Fiscal Year. The fiscal year of the Group shall be the period January 1, to December 31, inclusive, coinciding with the calendar year.

Section 8.02. Bonding. All officers and other persons who may be authorized by the Board of Directors or its executive committee to receive or disburse funds of the Group may be required to furnish bond for the faithful discharge of their duty, in such sums and with such surety and on

such conditions as the Board of Directors may from time to time determine. The expense of such bond shall be borne by the Group.

Section 8.03. Audit. After the close of each fiscal year, the transactions and books of the Group for the preceding fiscal year may be audited by an independent certified public accountant as determined by the Board of Directors, and a report of the audit shall be made to the members and the Board of Directors.

ARTICLE IX- WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the laws of the State of Florida or under the provisions of the Certificate of Incorporation or these By-laws, a waiver thereof, whether before or after the time stated therein shall be deemed equivalent thereto.

ARTICLE X- AMENDMENTS

These by-laws may be altered, amended, or repealed at any meeting of the Board of Directors by a majority vote of a quorum present, provided that the notice of the meeting sets forth the proposed alteration, amendment, or repeal.

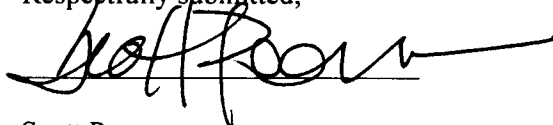
ARTICLE XI- PROXY

A member may vote in person, or by written proxy, provided, however, no proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided upon the face thereof. A proxy may be revoked by the member executing such proxy at any time, provided, however, that any votes exercised under the terms of the proxy are final and not revocable after such vote is cast. Provided, further, that attendance at a meeting by a party who has previously executed a proxy, or written note of revocation presented to the Secretary-Treasurer before a meeting shall act as an immediate termination of the executed proxy.

ARTICLE XII- POLITICAL NON-PARTISANSHIP

The Early Medieval China Group, Inc. shall at all times remain a politically non-partisan corporation. The Group shall at no time engage in carrying on propaganda, or otherwise advocate or oppose pending or proposed legislation. The Group shall not participate in, intervene in or make any statements with the intent of influencing any political campaign on behalf of or in opposition to any candidate for public office.

Respectfully submitted,



Scott Pearce  
President, Early Medieval China Group, Inc.

ATTEST:

(signed) Albert E. Stein  
Member

date 3/11/2000