

BYLAWS
OF
THE RAY WU MEMORIAL FUND

ARTICLE 1

NAME AND PURPOSES

1.1 Name. The name of the fund shall be **THE RAY WU MEMORIAL FUND.** (the “Fund”).

1.2 Purpose. The Fund is established to carry on Dr. Ray Wu’s legacy of supporting young scientists in life sciences and shall be used exclusively for cultural or scientific scholarly purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including the following:

- (a) to promote, augment and improve life science research and education activities by Chinese scientists and trainees;
- (b) to provide financial resources for life science research and education activities by Chinese scientists and trainees;
- (c) to recognize contributions by Chinese scientists and trainees in life science research and education.
- (d) otherwise to engage in any lawful act and activity consistent with the foregoing for which funds may be formed according to the laws of the State of Alabama and the United States of America (the “Law”).

ARTICLE 2

DONORS AND CONTRIBUTORS

2.1 Donors. An individual who contributes cash or cash equivalence to the Fund at any one time.

2.2 Star Donors. An individual who contributes cash or cash equivalence of \$1000 or more to the Fund accumulatively.

2.3 Patron Donors. An individual who contributes cash or cash equivalence of \$10,000 or more to the Fund accumulatively.

2.4 Founder Donors. An individual who contributes cash or cash equivalence of \$100,000 or more to the Fund accumulatively.

2.5 Contributors. An organization that contributes cash or cash equivalence to the Fund at any one time. Contributors do not vote for the directors of the Board of Directors.

2.6 Grand Contributors. An organization that contributes cash or cash equivalence of \$5,000 or more to the Fund accumulatively. Grand contributors do not vote for the directors of the Board of Directors.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Powers and Duties. The property of the Fund and activities engaged by the Fund shall be managed and conducted by the Board of Directors which may authorize and direct representatives to exercise all such powers and do all such things as may be exercised or done by the Fund but subject nevertheless to the provisions of these Bylaws, and the laws of the State of Alabama and the United States of America.

3.2 Election, Number, Term of Office, Class and Term Limits.

(a) **Election.** Individuals shall be elected to the Board of Directors by donors in every three years.

(b) **Number.** The Board of Directors shall consist of one elected director per 100 donors, but not fewer than five (5).

(c) **Chairman.** A chairman shall be elected by the majority of the directors.

(d) **Director from the Ray Wu family.** A member of the Ray Wu family shall be a director of the Board of Directors, not counted with elected directors.

(e) **Term of Office.** Each director shall hold seat until the next election following his or her election and until his or her successor has been duly elected and qualified. However, if earlier, a director's term shall end upon his or her death, resignation, or removal as provided in these Bylaws.

3.3 Board Meetings. The Board may hold its meetings, annual, regular or special, at certain place or by telecommunication as it may from time to time determine.

(a) **Annual Meetings.** An annual meeting of the Board of Directors for the election of directors, resolution of new proposals, study of budgetary matters as required by these bylaws, and appointments of representatives of the Board of Directors or working committees at such other time as the Board of Directors may direct.

(b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times as shall be specified in a resolution adopted by the Board of Directors then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting.

(c) **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board of Directors, or by at least two (2) of the directors then in office.

(d) **Notice.** At least two (2) days' written, oral or electronic notice of each special meeting stating the time and place of the meeting shall be given to each director by the Chairman, or in the case of a special meeting that has been called by the directors, by the directors calling the meeting.

(e) **Waiver of Notice.** The attendance of a director at any meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

(f) **Telecommunication Participation at a Board Meeting.** One or more directors may participate in a meeting of the Board of Directors by use of telecommunication equipment which allows all persons participating in the meeting simultaneously to hear each other and to communicate with one another.

(g) **Quorum.** 75% of the number of directors then in office shall constitute a quorum for the transaction of business.

(h) **Adjournment.** A majority of the directors present at any meeting of the Board of Directors, including a meeting at which a quorum is not present thereat, may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

3.4 Manner of Acting. The act of the directors present at any meeting at which a quorum is present at the time of the act, and their number represents 75% of the number of the directors then in office shall be the act of the Board of Directors.

3.5 Committees.

(a) The Board of Directors may designate two or more individuals to constitute a committee, as the Board of Directors may deem necessary or advisable. Committees may consist of directors and non-directors. A committee is not able to exercise the authority of the Board of Directors unless provided in these Bylaws or in resolutions of appointment, except that no such committee shall have any power or authority prohibited by law or as to the following:

(i) the filling of vacancies in the Board of Directors or any of its committees;

- (ii) the adoption, amendment or repeal of these Bylaws;
- (iii) the amendment or repeal of any resolution of the Board of Directors;
- (iv) action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

(b) Except as provided in these Bylaws, members of committees shall be appointed at any meeting of the Board of Directors. The term of office of a committee member shall be determined by the Board of Directors. Members of a committee may be removed at any time by the Board of Directors.

3.6 Resignation. Any director of the Board of Directors may resign at any time by giving written notice to the Chairman of the Board of Directors. In the event of a resignation of a director without written notice, the Chairman shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.7 Removal. Any director may be removed from the Board of Directors with or without cause by the affirmative vote of 75% or more directors present or absent at a meeting at which a quorum is present. Absentees must cast their votes within three (3) days of the meeting by a signed written or telecommunication notice. Such action may be taken at any annual meeting, any regular meeting or any special meeting, provided that due notice of the proposed removal shall have been duly given. Such removal may be accomplished with or without cause, but the director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

3.9 Vacancies. In the event a director ceases to be in office, the Board of Directors shall have the power to fill the vacancy caused thereby, and the person elected to fill such vacancy shall hold office till the next election.

3.10 Indemnification. To the fullest extent permitted by the law, members of the Board of Directors of the Fund shall be indemnified and held harmless by the Fund from and against any and all losses, claims, damages, liabilities, disbursements (including legal fees), judgments, fines, settlements, and other costs (collectively, "Costs") arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative if the Indemnitee's conduct did not constitute actual fraud, gross negligence, or willful or wanton misconduct. The indemnification provided by this Article shall be in addition to any other rights to those the indemnitee is entitled under other agreements or in accordance with the Code of the law.

3.11 Conflict of Interest: Each member of the Board of Directors of the Fund shall sign and abide by the Fund's conflict of interest policy when he or she accepts the

appointment of the directorship. The conflict of interest policy is provided as an appendix of the bylaws.

ARTICLE 4

OFFICERS

4.1 Number, Term and Election of Officers. The Board of Directors shall appoint a Secretary, a Treasurer and such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Board's affairs. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire on the date of the election of the Board of Directors following his or her election. However, if earlier, an officer's term shall end upon his or her death, resignation or removal as provided in these Bylaws.

4.2 Chairman. The Chairman of the Board shall preside at all meetings of the Board of Directors, or designate a director as the alternative chairman at the meeting in his or her absence, and shall have such powers and duties as from time to time may be determined by the Board of Directors.

4.3 Treasurer. The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Fund; he or she shall keep full and accurate accounts of assets, liabilities, donations, receipts and disbursements and other transactions of the Fund in books belonging to the Fund; and he or she shall deposit all moneys and other valuable effects of the Fund in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors. The Treasurer shall disburse or oversee the disbursement of the funds of the Fund as may be ordered by the Board of Directors, taking proper vouchers for disbursements, and shall render to the directors at the meetings of the Board of Directors, or whenever they may require it, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Fund. An annual financial statement must be prepared by the Treasurer and presented to the Board of Directors by the date specified by the Board. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board.

4.4 Secretary. The Secretary shall serve all notices that have been authorized by the Board of Directors; keep the minutes of the meetings of the Board of Directors; be the custodian of the Fund's records; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. In the event that the secretary could not perform his or her duties, the Chairman of the Board of Directors shall designate a director as the alternative secretary. In the event that the office of Treasurer shall not have been filled by the Board of Directors, the Secretary shall perform the duties incident to the office of Treasurer.

4.5 Other Officers. The Board of Directors may from time to time appoint such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Fund's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

4.6 Removal of Officers. Irrespective of term of office, but subject to any written contract rights, any officer appointed by the Board of Directors may be removed with or without cause at any time by the Board of Directors by the affirmative vote by 75% or more of the directors.

4.7 Vacancies. Except as otherwise provided in these Bylaws, if the office of the Treasurer, the Secretary or any other officer appointed by the Board of Directors becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board of Directors.

4.8 Resignations. Any officer may resign his or her office at any time by giving written notice thereof to the Chairman of the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

4.9 Indemnification. To the fullest extent permitted by the law, officers of the Fund shall be indemnified and held harmless by the Fund from and against any and all losses, claims, damages, liabilities, disbursements (including legal fees), judgments, fines, settlements, and other costs (collectively, "Costs") arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative if the Indemnitee's conduct did not constitute actual fraud, gross negligence, or willful or wanton misconduct. The indemnification provided by this Article shall be in addition to any other rights to those the indemnitee is entitled under other agreements or in accordance with the Code of the law.

4.10 Conflict of Interest: Each officer of the Fund shall sign and abide by the Fund's conflict of interest policy when he or she accepts the appointment of the position. The conflict of interest policy is provided as an appendix of the bylaws.

ARTICLE 5

LOANS, CHECKS, INVESTMENTS AND DEPOSITS

5.1 Loans. No loans shall be contracted on behalf of the Fund and no evidences of indebtedness shall be issued in its name.

5.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Fund shall be signed or endorsed with the signatures or facsimile signatures of the Treasurer or the Chairman in lieu of any action by the Board of Directors. In the event of replacement of the Treasurer or the Chairman, the signature of the new officers must be authorized by the previous officers.

5.3 Investments. The funds of the Fund may only be invested in instruments that shall not reduce the principles.

5.4 Deposits. All funds of the Fund not otherwise employed shall be deposited from time to time to the credit of the Fund in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 6

THE FUND RECORDS, BUDGETS AND FINANCIAL STATEMENTS

6.1 The Fund Records. The Fund shall keep at the office of the secretary a copy of its bylaws, including all amendments thereto, certified by the Secretary; and an original or a copy of the minutes of the meetings of the Board of Directors and any committees of the Board of Directors; and a list or record containing the names and addresses of members of the Board of Directors and committees. Electronic copies of all records shall be kept by the Chairman of the Board of Directors, and the secretary. The secretary should keep a complete list of contact information of all donors, including the mailing address, email address, telephone number and fax number. The secretary shall update the list of the contact information of all donors once every year.

6.2 Financial Statements. For every twelve (12) months, the Fund shall prepare a balance sheet showing its financial condition as of a date not more than two (2) months prior thereto and a statement of receipts and disbursements with respect to its operations for the twelve (12) months preceding such date. The balance sheet, statement of receipts and disbursements, and other records shall be deposited and retained at the principal location of the Treasurer. The Chairman of the Board of Directors shall audit or retain a professional to audit the financial statement and certify its accuracy with a signed written statement. The annual financial statement shall be sent to each and every donor after certification by the Chairman.

6.3 Budgets. The Treasurer shall prepare a budget of spending for the next twelve (12) months in lieu of the certified annual financial statement. The amount of funds in the budget shall not exceed 20% of the total funds currently available to the Fund unless the total of funds currently available to the Fund is less than \$10,000. The budget shall be approved by the affirmative vote of 75% or more directors of the Board of Directors. In the event of the total funds currently available to the Fund is less than

\$10,000, the budget shall be prepared by the Treasurer and certified by the Chairman of the Board of Directors before submitting to the Board of Directors for approval. Amendments to the annual budget shall be proposed by a director, and seconded by a director before submitting to the Board of Directors for approval. Amendments to the annual budget may be approved by the affirmative vote of 75% or more directors of the Board of Directors. Amendments to the annual budgets are permitted only once per annual.

ARTICLE 7

MISCELLANEOUS PROVISIONS

7.1 Policies. The Board of Directors may issue from time to time binding policies that shall be the governance for the acts of the directors, officers or agents of the Fund in accordance with this bylaws. A policy may be approved by the affirmative vote of 75% or more directors of the Board of Directors.

7.2 Notice. Any notice required or permitted to be given under these Bylaws in writing shall be deemed to have been delivered if delivered in person or if sent by United States mail, overnight delivery, telegraph (charges prepaid), telex, facsimile, fax or email and addressed to such person at the address shown on the records of the Fund or the address supplied by him or her to the Fund for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

7.3 Amendments. These Bylaws may be amended or repealed by the affirmative vote of 75% or more of the donors who return their votes, provided that the notice of such amendments shall set forth the amendments to 90% of donors by the director who proposes the amendments. Donors shall request a director to sponsor the amendments he or she shall propose.

7.4 Project Proposals. The project of the Ray Wu Prize is designated to be funded by the Fund upon its incorporation. The description of the Ray Wu Prize is provided as an appendix of the bylaws. Donors shall request a director to sponsor a new project proposal. The project proposal shall be seconded by a director. The project proposal must describe the total cost of the project, and means and the time period of completion. The project proposal shall be certified by the affirmative vote of 75% or more of the directors of the Board of Directors, and shall be funded by the Fund after the certification by the Board of the Directors when the budget request is less than US dollar \$5,000. When a certified project proposal that has a budget request of US dollar \$5,000 or more, it shall be approved by the affirmative vote of 75% or more donors who return their votes, provided that the notice of the certified proposal shall set forth the project proposal to 90% of donors by the director who proposes the project proposal.

7.5 Execution of Contracts. The Board of Directors may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Fund, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Fund by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors. Any authorization is deemed valid by the affirmative vote of 75% or more of the directors.

7.6 Compensation for Services. The Fund may pay compensation to any person (except a government official), even if such person is also a director or officer of the Fund, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) that are reasonable and necessary to carry out the purposes of the Fund, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation as an aggregate is less than 2% of the annual budget, and the reimbursement is reasonable and not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid as a line item in the annual budget.

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Ray Wu Memorial Fund Incorporated (the "Corporation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board of Directors of the Corporation or might 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 non-profit and charitable corporations.

Article II

Definitions

1. **Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person
2. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. **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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, such as requesting the resignation of the member.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of 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 governing board's or committee'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 discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign, at the time of election or appointment, a statement which affirms such person:

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

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further

charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Appendix II

The Ray Wu Prize of Excellence is established to foster the careers of young scientists and to promote life sciences in Asia. These goals represent an aspect of Dr. Ray Wu's life-long pursuit. Dr. Wu was a true scholar and a strong advocate for life sciences throughout Asia. In the 1970s, he developed the first method for DNA sequencing and pioneered recombinant DNA technology. He devoted later part of his scientific career to genetic engineering of rice, which feeds most of the world population. He played numerous advisory roles to Chinese and Taiwan governments, as well as academic institutions. In particular, he initiated an exchange program in the 1980s which brought over 400 students from China to obtain Ph.D. degrees in the US, thus leading the way for Chinese students to study life sciences abroad and return to work in China. Dr. Wu's devotion to fostering careers of young scientists goes far beyond the exchange program and touches people at all levels of professional quest. To carry on this legacy, this prize is dedicated in his honor to promote life science research.

THE RAY WU PRIZE (STUDENT)

The Ray Wu Prize is awarded each year to graduate students for excellence in life science research. The process for selection of recipients is outlined in the following sections.

The Prize: The prize consists of USD \$1000, a medal, a certificate, and a citation by the Ray Wu Memorial Fund.

Criteria: The Ray Wu Prize recognizes excellence in life science research by a graduate student for innovation, independent thinking, and dedication.

Qualifications: A candidate must be a graduate student who is pursuing a degree of Doctor of Philosophy (PhD) in an institution located in mainland China, Hong Kong, Taiwan, or Singapore. The candidate must be two years or less in his or her dissertation after advancement to candidacy for the PhD (or holding a Masters degree before entering the PhD program).

Nomination: A candidate may be nominated by a faculty member of the institution from which the candidate plans to receive the PhD. The faculty member shall be a PhD mentor and is actively conducting life science research.

Materials to be submitted: A candidate who wishes to be considered for this year's Ray Wu Prize must submit the following materials by the deadline for application:

1. A completed application form.

2. A two page essay (English or Chinese) by the candidate in which the motivation of pursuing a PhD degree, personal interest in the current field of own research, and outlook for future career development should be addressed.
3. A progress report of candidate's current PhD research project.
4. A current transcript of courses taken in the PhD program.
5. Copies of published materials.
6. Awards or honors received.
7. A letter of recommendation from the nominating faculty member, and two additional letters of recommendation from other faculty members who know the candidate well professionally.
8. A certified form that authenticates all materials as original, signed by the Dean of the School in which the candidate is currently enrolled.