

AHEAD

Bylaws of

**[ASIAN COALITION OF HEALTH
ECONOMISTS, ACCESS AND DATA
SCIENTISTS]**

A Massachusetts Nonprofit Public Benefit Corporation

Jun 26th, 2023

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Article 1 NAME

Section 1 Corporate Name

The name of the Corporation is "ASIAN COALITION OF HEALTH ECONOMISTS, ACCESS AND DATA SCIENTISTS, Inc." (Abbreviated as AHEAD) (the "Corporation").

Article 2 OFFICE LOCATION

Section 2 Office Location

The principal office is located at 82 Wendell Ave, STE 100, Pittsfield MA, 01201-7066. The Corporation may relocate or have such other offices determined by the Board of Directors (the "Board") in the future.

Article 3 PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the General Laws of Massachusetts, Chapter 180 for public and charitable purposes. The general purpose of this organization is to provide educational and networking opportunities to the Asian health economists, access and data scientists, and charitable services to the public within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Specific Purpose

Some of the activities of AHEAD will include, but not be limited to, serve the professional development of Asian scholars in evidence-based health sciences in the United States (US), make contributions to advance the development of scientific evidence and methods for healthcare, provide scientific research, educational, and networking opportunities to the evidence-based health science community.

MEMBERSHIP

Section 1 Enumeration

Membership of AHEAD opens to all natural persons who have the professional background of health economics, access and data science in healthcare. A Member shall have the right to vote for the board member. A Member shall also have the right of being a candidate for a Member of the Board upon nominated by three (3) or more current Members of the Board or by more than twenty (20) percent of the Member.

Section 2 Absence

Any member has the right to participate or be absent in AHEAD organized or sponsored activities and events.

Article 5 MEETING OF THE MEMBER

Section 1 General

AHEAD meetings are open to all of its members. Members are required to be the professionals in the health economics and data science field. A Member must be nominated by one Member and endorsed by at least three Members with an application. Meeting agenda, location and time is required to be sent to its members in the notice. Such location and time of a meeting shall be selected to allow as full attendance as possible.

Section 2 Annual Meeting

The annual meeting of the members shall be called by the President or, on his or her behalf, by a Director designated by the President in person or virtually. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting, at such time and location as maybe determined by the Board, may be held with all the force and effect of an annual meeting. Location and time of such annual or special meeting of the Members shall be selected to allow as full attendance as possible.

Section 3 Special Meetings

Special meetings of the Members may be called at the request

- By two (2) Directors upon approval by the Board,
- By two third (2/3) of Directors of the Board,

Location and time of such special meetings of the Members shall be selected to allow as full attendance as possible.

Section 4 Notice

A written notice of the place, date and time of all meetings of the members with stating the purposes of the meeting shall be given by the Clerk or (or other person authorized by the by-laws or by the President) at least seven (7) days before the meeting to each member entitled to vote thereat and to each member who, under the Articles of Organization or under the by-laws, is entitled to such notice. Notices shall be given through mail, telephone, e-mail, or other reliable method of communication. In the event that a special meeting shall be called by two third (2/3) of Directors of the Board, notice of such special meeting must be made in writing at least fourteen (14) days before the scheduled date of such meeting. President can cancel meetings if there are not sufficient attendees.

Section 5 Quorum

Unless the Articles of Organization otherwise provide, the number of Members present at a meeting which was announced fourteen (14) days or earlier shall constitute a quorum, except that any resolution requiring approval or ratification by the Members is valid if and only if two third (2/3) Directors of the Board participating in such approval or ratification shall constitute quorum of the Board.

Section 6 Voting

In all meetings of the members where any member is entitled to vote, every such member shall be entitled to one vote.

Section 7 Action by Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all the members who are otherwise entitled to vote, consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Article 6 DIRECTORS

Section 1 Enumération

AHEAD shall have a Board of Directors consisting of no more than eleven (11) directors (i.e., Members of the Board) who shall have the powers and duties of a Board of Directors under the General Laws of Massachusetts, Chapter 180. The exact number of directors shall be fixed by a resolution of the Board. A Secretary of the Board may be created by the Board who may or may not be a Director of the Board and is responsible for assisting the Chairperson is planning, organization of activities of the Board, and record-keeping.

Section 2 Qualifications

- a. Eligibility to become a Director
 - (i) Current Directors of the Board are automatically eligible for election as directors.
 - (ii) In order to qualify for election as a Director, an individual must have been nominated by at least three (3) current Members of the Board or by at least ten (10) percent of the Membership.
- b. Automatic Status as a Director

Notwithstanding Section 2a, the President shall automatically become a Director upon election by the Board if she or he was not a Director before such election.

- c. The Clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed by the Board pursuant to Massachusetts's law.

Section 3 Election of Directors

Vacancy of director positions need to be approved by 4/5 (four fifth) of the current members. Current Directors of the Board are automatically nominated for election unless an individual Director of the Board is served to the Board less than 5 years or elects to withdraw from such nomination by a written notice submitted to the Chairperson of the Board at least thirty (30) days before the scheduled election. In the event of any vacancy due to any reason, the Board may, by a vote of two-third majority of the Board, fill any vacancy if the annual meeting is more than three (3) months away. Eligibility criteria for election of president include: 1) serve in the board for at least 1 year; 2) have at least two board members nominate as sponsors; 3) be elected by majority of board members.

Section 4 Chairperson of the Board

- a. Eligibility to become the Chairperson.
- b. One must be a member having good standing for at least one (1) year to be eligible to become the Chairperson of the Board.
- c. The Chairperson shall be elected by a majority vote of the Board every three (3) years at the annual meeting of the Board or at a Special meeting if vacancy arises more than three (3) months before the scheduled annual meeting. Any Director of the Board may be nominated or nominate herself or himself in elections of the Chairperson.

Section 5 Term

Except as hereinafter provided, the term of a Director shall be two (2) years. Half of the directors shall be re-elected every five years. In case of a Board with an odd number of directors, the number of directors equal to one half of the even number which is one less than that odd number shall be re-elected.

Section 6 Sponsors, Benefactors, Contributors, Advisors, Friends of AHEAD

Any person or entity or groups of persons or group of entities designated by the Board as sponsors, benefactors, contributors, advisors or friends of AHEAD or such other title as the Board deems appropriate (such person or entity, individually being referred to as an "Honor Director" and collectively, the "Honor Directors") shall, except, as the Board shall otherwise determine, serve as in an honorary capacity on the Board. Any such Honor Director shall not have right of notice of, or to vote at, any meeting, shall not be counted for purposes of establishing a quorum for any meeting and shall have no other rights or responsibilities.

Section 7 Resignation

Any Director may resign at any time by tendering his or her resignation in writing to the President, Vice President, Chairperson of the Board, or three (3) Directors of the Board.

Section 8 Removal

A Director may be removed from directorship or the Chairperson from office at any time with or without cause by a motion by at least one half (1/2) of the Board and by a two-third majority vote of the Directors then in office. A Director is automatically removed from office upon three consecutive absences without cause at regularly scheduled Board meetings or upon five absences without cause out of any AHEAD event/activities.

Section 9 Vacancies

Continuing Directors may act despite any vacancy or vacancies on the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy on the Board, however occurring, including a vacancy resulting from the enlargement of the Board, may be filled by the Directors if it is more than three (3) months away from the scheduled annual meeting.

Article 7 OFFICERS

Section 1 Enumeration

The officers of AHEAD shall consist of a President, Vice Presidents, a Clerk and such other officers as the Board shall determine and appoint.

Section 2 Qualifications

Eligibility to become the President

Subject to other provisions, any Member who has been a member of AHEAD of good standing for at least one (1) year may be elected by a majority vote of the Board as the President upon nomination by the Chairperson of the Board or by three (3) or more current Members of the Board.

Eligibility to become a Director

Subject to other provisions, a Member who has been a Member of AHEAD of good standing for at least six (6) months may be eligible to become a Director. Directors are nominated by nominated by at least two board members.

Section 3 Term

Except as hereinafter provided, the term of any officer shall be two years and can be re-elected upon board approval.

Section 4 Resignation

An officer other than the President may resign at any time by tendering his or her resignation in writing to the President, Vice President, or Chairperson of the

Board. The President may resign at any time by tendering his or her resignation to the Chairperson of the Board and at least one other Director of the Board.

Section 5 **Removal**

President and Vice Presidents may be removed from office at any time with or without cause by a two-third majority vote of the Board upon motion by at least one half (1/2) of the Board.

Section 6 **Vacancies**

Vacancy in any office other than the Vice Presidency may be filled by the President. Vacancy in the Vice Presidency may be filled by nomination by the Present and approval by a majority vote of the Board.

Article 8 **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1 **Place**

Meetings of the Board shall be held at such place in or outside Massachusetts as may be named in the notice of such meeting. Location and time of such meetings shall be selected to allow as full attendance as possible by the Directors of the Board. Meeting can be held online if approved by a majority vote of the Board.

Section 2 **Annual and Regular Meetings**

The annual meeting of the Board shall be held each year less than two weeks before or after the annual meeting of the Members at which Board election is held. In the event that the annual meeting of the Board is not held on such date, a special meeting of the Board in lieu of the annual meeting of the Board may be held with all the force and effect of an annual meeting of the Board. Regular meetings not less than three (3) per calendar or fiscal year (in addition to the annual meeting) may be held at such times as the Board of Directors may fix. Location and time of such meetings shall be selected to allow as full attendance as possible by the Directors of the Board.

Section 3 **Special Meetings**

Special meetings of the Board may be called by the President or by at least one third (1/3) directors at other times throughout the year.

Section 4 **Notice**

No notice need be given for a regular or annual meeting of the Board the date(s) of which have been announced or are known to the Directors of the Board. Seven (7) days' notice by mail, telegraph, telephone, or e-mail shall be given for a special meeting unless shorter notice is adequate or is warranted under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any Director if written waiver of notice, executed by him or her before or after the meeting, is filed with

the records of the meeting, or to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 5 Quorum

Unless otherwise provided by law, one half (1/2) of the Board shall constitute a quorum of the Board.

Section 6 Action by Consent; telephone Conference Meetings

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors consent to the action in writing (including facsimile and e-mail communication) and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors of the Board or any committee designated thereby may participate in a meeting of the Board or of any such committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article 9 **POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

Section 1 Directors

The Directors shall be responsible for the general management of the affairs of AHEAD except for those powers reserved to the Members by law, the Articles of Organization, or this Bylaw. The Board may from time to time, to the extent permitted by law, delegate any of its powers to any committee, subject to such limitations as the Board may impose. Contracts or agreements between AHEAD and any other individual, organization or entity, creation of any office, creation of any branch or chapter, spending within a month of more than one thousand dollars (\$1,000.00), and any major activities must be reported to and be approved by the Board.

Section 2 Chairperson of the Board

The Chairperson shall oversee the general welfare of AHEAD as managed by the President and other officers. In any voting requiring a majority vote by the Board, the vote of the Chairperson shall be counted, as two votes should there be a tie otherwise.

Section 3 President

The President shall be the chief executive officer of AHEAD and, subject to the Board's supervision, shall be primarily responsible for carrying out the policy and management directives of the Board. The President shall also have such other proper and necessary powers and duties as are customarily associated with such office or as may be designated from time to time by the Board. The President shall report at regularly scheduled Board meetings the activities occurred in the

period after the last report and significant activities planned. The president will be responsible for proposing the budget to the board meeting annually. Once budget is approved, president will have the right to decide how the money will be distributed to each event/activity. President will be responsible to update the leadership team including board and managing team regarding to how the budget was used. In a scenario that budget increase is required, a special board meeting will be held to approve it.

Section 4 Committees

All committees of the Board shall be appointed by the Chairperson upon approval by majority of the Board. The term of members of any such committee shall be determined by the Chairperson and approved by the Board.

Article 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

AHEAD shall, to the extent legally permissible, indemnify each person who serves or has served at any time as a director or officer of AHEAD, or who at any time has served as a director, officer of, or in a similar capacity with, another organization at the request of or on behalf of AHEAD, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless

- (i) he or she is successful on the merits in such a proceeding;
- (ii) the proceeding was authorized by AHEAD;
- (iii) or the proceeding seeks a declaratory judgment regarding his or her own conduct;

provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of AHEAD; and provided, further, that as to any matter disposed of by a settlement payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved either by AHEAD (which approval shall not unreasonably be withheld), or by a court of competent jurisdiction. Such indemnification shall include payment by AHEAD of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without

regard to the financial ability of such person to make repayment. A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary of AHEAD or any other organization at the request of or on behalf of AHEAD, shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of AHEAD if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization with respect to whom he or she had such a fiduciary duty. Where indemnification hereunder requires authorization or approval by AHEAD, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of AHEAD approves the payment of indemnification, such director shall be wholly protected and indemnified in accordance with this article, if

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties to the proceeding may participate), or (3) by the disinterested members of AHEAD; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to AHEAD appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days after the receipt by AHEAD of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification, AHEAD shall have determined that the person is not entitled to indemnification. If AHEAD denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on AHEAD. The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or

other person existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by AHEAD, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with AHEAD who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of AHEAD. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which AHEAD employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article 11 AMENDMENT

These by-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a two-third majority of the Board. Following the making, amending or repealing of any of these bylaws in whole or in part by the Directors, written notice thereof stating the substance of such change shall be promptly given to all Members of good standing.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **ASIAN COALITION OF HEALTH ECONOMISTS, ACCESS AND DATA SCIENTISTS (AHEAD)**, a Massachusetts nonprofit public benefit corporation; that these Bylaws, consisting of 14 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, Massachusetts.

Lizheng Shi, President

Eric Wu, Vice President

Tao Fan, Treasurer