

# 微软华人协会(CHIME)组织章程

## Chinese Microsoft Employee Network (CHIME) Organizational Bylaw

August 11, 2016, CHIME Board

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## 1. Name

The name of the organization is CHINEse Microsoft Employee, hereafter referred to as CHIME.

全称：微软华人协会，简称：微软华协

## 2. Introduction

CHIME was founded in early 1990s by a group of Chinese employees of Microsoft Corporation. It is endorsed by Microsoft HR as one of the official Microsoft Employee Network (EN) groups under Asian Employee Resource Group (ERG) in Microsoft, with a designated executive sponsor, and an elected board with a Chair. Its membership is voluntary and open to all full time employees of Microsoft worldwide. The official Microsoft internal distribution list alias for it is "CHIME".

The URL of the official internal website is <http://sharepoint/sites/chime/default.aspx>. The URL of the official external website is <http://www.microsoftchime.org>.

As one of the official Microsoft Employee Networks, CHIME must adhere to Microsoft company Policies and regulations. Should there be a conflict of Microsoft policy and CHIME Bylaw, Microsoft policy should always take precedence.

## 3. Organization and Membership

The charters of CHIME are the following:

- Promote Microsoft policy on diversity and inclusion, and facilitate the communication between CHIME members and the rest of Microsoft employees
- Promote communication and networking among CHIME members, and offer assistance on issues that ultimately contributes to the Microsoft business bottom line
- Promote CHIME members to lead Chinese art, culinary, educational and philanthropy activities
- Seek excellence and help CHIME members to unleash their career potential by organizing various career events
- Raise the profile of CHIME members and advocate for CHIME members in related policy decision process
- Provide assistance to Microsoft business needs in China market, including assistance to and partnership with the Microsoft subsidiaries in China
- Promote and foster communications and friendship between the CHIME community and China through various channels

## 4. CHIME Membership

### 4.1. Membership Definition

Anyone joining CHIMEMEA, CHIME or CHIMEFTE alias automatically becomes a CHIME community member. Anyone has the freedom to join or leave at any time, and join or leave as many times as one wishes. Once joined, member's conducts in the community are bound by the guidelines outlined by Microsoft HR EN and CHIME Bylaws.

## 4.2. Member Conduct

Members are expected to follow all Microsoft employee's guidelines outlined by the Microsoft Employee Handbook, as well as the CHIME Bylaws. These include the proper use of CHIME resources (aliases, Web site, etc.).

## 4.3. Affiliation With Other EN Groups

Any CHIME member has the freedom to join any other EN groups, including joining their board or governing body. CHIME poses no restriction on the affiliation of its members to any other Microsoft sponsored groups and communities.

## 4.4. Member Rights

All CHIME members have the right and freedom to perform any of the following:

- Run for a seat in the CHIME Board in the general election
- The usage of CHIME resources
- File suggestions, proposals, complains, etc. to the CHIME Board, on any issues or interests that the member has concern with

# 5. The Governing Body

## 5.1. The Election

### 5.1.1. Election Period

Every two years CHIME shall hold open election, which should take place before the end of the fiscal year, usually between July 1<sup>st</sup> and September 30<sup>th</sup> to align with GD&I previous fiscal recap and next fiscal planning.

### 5.1.2. Election Process

Any CHIME member who is interested in serving the CHIME Board can run for the election for a board membership, by putting his or her name into the election, with a description of his/her election vision. An open vote by all CHIME members at the election shall decide the members to be the next board.

5.1.2.1. Existing CHIME Board or Associate Board member who has not reached the maximum number of terms as specified in section 5.2.5 and desires to join the next Board shall send an email to CHIME Board Leadership Team to request to remain on the Board in the next term.

5.1.2.2. A vote among current CHIME Board members will take place to approve or reject the request mentioned above.

5.1.2.3. Any vacant seats will become available to be fulfilled via election

5.1.3. The election shall use the CHIME web facility to host electronic voting.

- 5.1.4. The elected Board will further elect the Board leads (Chair and Vice Chair(s)) of the Board, from the elected Board members.
- 5.1.5. In the event there are not enough members to run for the election, elected Board members and the Chair shall designate additional CHIME members to join the Board.
- 5.1.6. The newly elected board members shall officially start their duty immediately after vote result.
- 5.1.7. Absence from the board meeting three times qualifies the board member to be withdrawn from the board membership with the exception of paternal or sick leave. The Board will decide at a board meeting if the member shall remain on the Board.
- 5.1.8. In the event that the entire Board becomes ineffective or non-functional, any CHIME members can call re-election. Before re-election can be called, however, whoever wants to propose a new election must send an open letter (or email) to the entire CHIME membership and list issues and reason for re-election, and get a petition of at least 20% of CHIME population (CHIMEMEA), and request the Board to respond to resolve the issue. If the Board fail to respond, the member has the right to call re-election.

## 5.2. The Board

### 5.2.1. Number of Board Members

There shall be a total of 9 to 13 elected Board members.

- 5.2.1.1. CHIME Board has the discretion to adjust the number of elected board members before commencing the election.
- 5.2.1.2. The number of board members should always be an odd number to avoid possible deadlock during voting.

### 5.2.2. Board Membership

CHIME Board shall consist of members who are the elected volunteers from the general election. Every two years, any CHIME member and Microsoft FTE can volunteer to run for the board seat, and to be elected to be a board member.

### 5.2.3. Revocation of Board Membership

Absence from the board meeting 3 times qualifies the board member to be withdrawn from the board membership. The Board will decide at a board meeting if the member shall remain on the Board.

### 5.2.4. Board Membership Temporary Boost

When some board members are temporarily unavailable such as paternal leave, job change, medical leave, etc, but remain interested in serving CHIME Board, the Chair of the Board may call temporary boost for CHIME Board membership to increase the maximum number of CHIME Board member according to the number of temporarily unavailable board members. After temporary boost, the maximum number of board members should remain

even to simplify the voting. The board membership quota created via temporary boost need to be filled through regular CHIME Board election process.

5.2.5. Board members can run for re-election and can serve up to two consecutive terms.

#### 5.2.6. Board Meeting

The Board shall hold monthly Board Meetings to plan CHIME activities.

5.2.7. CHIME members can audit board meetings by attending any board meeting.

#### 5.2.8. Board Vote

Any decisions affecting CHIME in general shall be voted on by the Board. Majority vote rules, counted by any number of board members who attend the board meeting. Absentee voting can only be made before the meeting.

#### 5.2.9. Board Voting Process

In board meeting votes, depending on the issue, whoever initiates the vote can decide the voting methods: It's either anonymous vote (collecting anonymous vote ballots, if anyone requests it), or raising hands and counting (default). Anyone initiates the vote must first summarize the issue, and give every board member the chance to speak his/her view on the issue before voting.

5.2.10. If voting is conducted by email (or on-line), the following guidelines must be observed:

5.2.10.1. Anyone in the Board can initiate a vote for any issue. Whoever initiates the voting process should indicate the issue, the voting choices, to the entire Board prior to the voting, and is responsible for getting to the voting result, and summarize the final voting result.

5.2.10.2. No-response from any one automatically represents abstaining from the voting, and doesn't count in the voting tally.

5.2.10.3. The vote is considered reached its final result once the majority of the Board reaches a consensus (Majority vote for or against an issue). In the event that the entire Board does not participate in the vote, the result is considered final if the consensus reached among participating voters represents the majority of the Board.

5.2.10.4. Once an issue has been voted upon, all board members must obey the result of voting, regardless of personal views on the issue.

5.2.10.5. Board's voting result should be available upon request.

#### 5.2.11. Board Member Resignation

Any board member can resign and leave the Board. If a board member is unable to commit the time and energy, due to work or personal reasons, to continue serving the CHIME community, he/she is encouraged to resign from the Board, to let other people who have

passion and energy join the Board to serve the community. If that happens, the Board will take action to find a new replacement board member, using the process outlined below.

#### 5.2.12. Adding Board Members

If any board member leaves the Board, due to resignation, leaving the company, extended illness, etc., the Board should get a new replacement member. The new member shall be selected by the following guidelines:

- 5.2.12.1. If the need to find a new replacement board member happens within 6 months of the previous election, the replacement shall be found from the existing candidate list. Whoever has the most votes in the candidate list in the previous election shall be asked to join the Board.
- 5.2.12.2. If the candidate is not interested or available any more, then the search goes to the next one in the list, until the candidate list is exhausted, in which case a re-election for a replacement board member shall be called.
- 5.2.12.3. If the need to find a new replacement board member happens after 6 months of the previous election, a re-election for a replacement board member shall be called.

### 5.3. The Chair of the Board

5.3.1. CHIME Board shall elect a Chair of the Board in the first board meeting after the election. All members of previous board will have the same voting power as new board members to vote for the new Chair/Vice Chair.

5.3.2. In the event the Chair of the Board retires from the Board for any reason, the Vice Chair with earlier last name by alphabetic order shall become the Chair, until the next Board meeting where the Board shall hold an election to elect a new Chair.

5.3.3. The Chair of the Board shall hold these responsibilities:

- To call monthly board member meetings to plan CHIME activities
- To work out a budget and getting necessary funding from MS HR and sponsor executives
- To represent the Board and communicate to all CHIME members on all major events
- To represent CHIME for any outside functions if called for
- To help organize and coordinate various activities and events for CHIME
- To maintain the various CHIME aliases, including the timely renew of the aliases
- The outgoing Chair must inform the incoming Chair about the logistics of alias maintenance
- Whenever the Chair is invited by external individuals or organizations to communicate on behalf of CHIME, the Chair must notify the Board about the event and about the plan in response to such a request
- If the request involves opportunities that CHIME members can participate in, the Board is responsible to decide the process for CHIME members' involvement

- If the Chair fails to inform the Board, any board member can file complaints within the Board or call for board meeting. If it becomes a chronic problem, any board member can file public complaints to the entire CHIME membership

## 5.4. The Vice Chair of the Board

5.4.1. The CHIME Board shall elect two Vice Chair of the Board in the first board meeting after the election.

5.4.2. The Vice Chair of the Board shall hold these responsibilities:

- To represent the Chair when the Chair is unavailable or absent, and become the Chair when the Chair resigns or leaves the company
- To assist the Chair carrying out the duties of the Chair
- To be the Secretary of the Board and keep all necessary documents and records
- To observe the same responsibility of informing board regarding external requests

## 5.5. The Treasurer of the Board

5.5.1. The CHIME Board shall elect one Treasurer of the Board in the first board meeting after the election.

5.5.2. The Treasurer of the Board shall hold these responsibilities:

- Bank account maintenance such as signing checks
- Financial transaction oversight, being knowledgeable about any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable
- Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health
- Report CHIME financial health to the board at least quarterly during board meeting

## 5.6. Sub Committees

5.6.1. In the first board member meeting, the Board shall set up subcommittees, based on a voluntary basis. In the event there is no volunteer for any subcommittee, the Chair of the Board shall designate someone to lead the subcommittee.

5.6.2. Each committee's leads then ask for or seeks volunteers among the CHIME membership to help organize its activities and events.

5.6.3. Any board member can serve as a lead on more than one subcommittee.

5.6.4. The board shall determine the charter of the sub committees. Following are recommended guidelines:

- **Social Events Committee:** Responsibilities include organizing and assisting at all major CHIME regular events, such as the New Year party.
- **Communication Committee:** Responsibilities include organizing and assisting at all events that promote the communication among CHIME members, such as training



classes, presentations, talks, meeting new employees, and maintaining the CHIME Web site, etc.

- **Philanthropy Committee:** Responsibilities include organizing and assisting at all CHIME charity donation events and drives.
- **Treasury Committee:** Responsibilities include working with the Chair to establish the annual budget, publishing it, and keeping all expense records.
- **Career Development committee:** Organize activities which help CHIME members unleash their career potential.
- **CHIME Community Committee:** Responsibilities include organizing, coordinating, and announcing all special interest and casual events, if members request assistance. These include casual social gatherings, sporting and arts events and activities, etc.

## 6. Organizational Laws and the Governing

- 6.1. The Board shall take charge of all CHIME major activities and events. Any major decision related to spending funds and major events shall receive approval of the Board before it can be carried out.
- 6.2. The Board shall provide direction and operational guidelines for CHIME operations, plan, announce and conduct all events, oversee budget and treasury, determine the times, locations, and themes of all major CHIME activities and events.
- 6.3. The Board shall oversee the election process in the event there is any dispute regarding election results, and to be the arbitrator for, and to resolve, any major disputes that affect the CHIME community and respond to any CHIME member's request for assistance. The Board shall interpret the CHIME Bylaws in the events of such dispute.

### 6.4. Re-Election of CHIME Board Lead

During the term, the Board reserves the right to re-elect one or more CHIME leads (Chair and/or Vice Chair(s)). The concurrence of at least two-thirds of all board members is required to initiate this action, and the targeted CHIME lead(s) has one month grace period to make improvement before the re-election happens.

### 6.5. Removing Board members or officers

In the case that the Chair, Vice Chair, or any board member becomes unreasonable, irresponsible, corrupt, dictatorial, or otherwise causes any harm to the CHIME Board and the CHIME community, it is the Board's duty to remove the individual board member or elected officer.

6.5.1. Any board member should file complaints about any bad behavior within the Board first. If there is no resolution, any board member can call a vote on the issue or behavior, or the board member can call for a board meeting.

6.5.2. If a board meeting cannot resolve the issue after three attempts, or in-fighting causes a split of the Board, any board member has the right to file a public complaint to the CHIME membership, and can call for re-election of the individual or the entire Board.

## 6.6. About Using the CHIME Aliases

6.6.1. CHIME aliases are all open distribution lists that anyone can join voluntarily. Anyone who joins an alias automatically becomes a CHIME member. Withdrawal from an alias is also voluntary.

### 6.6.2. Alias Categories

#### 6.6.2.1. CHIME & Friends Outlook Group

This is the general discussion alias. Members can freely engage in discussions on this alias. Any CHIME members can use this alias.

#### 6.6.2.2. CHIMEFTE

This is the official alias for Chinese at Microsoft EN (Employee Network) for Microsoft FTE, only Microsoft FTE can join this alias.

#### 6.6.2.3. Other CHIME Aliases

Other aliases can be created for special purposes to serve the business interests of Microsoft or CHIME community. The CHIME Board can create such aliases at its discretion.

### 6.6.3. Ownership

The Chair and Vice Chair of the Board are the owners of the CHIME aliases. When Chair and Vice Chair change due to election, the out-going owners must notify OTG to change the owners. The owner must re-new the alias with OTG whenever the alias is about to expire.

### 6.6.4. Usage Guidelines

Although the usage of the alias is free, and discussions are not restricted, the use of the CHIME alias must obey Microsoft rules, as this is a company property and resource. Specifically, all CHIME members must obey these MS DAC alias usage rules:

6.6.4.1. Any posting related to external commercial advertisement, political flames, and personal attacks should not be used.

6.6.4.2. In addition, members should refrain from making negative remarks about external companies and services.

6.6.4.3. Members should not send the alias name to any external email address, nor should they include any external email address in a reply to the CHIME alias.

6.6.4.4. Members should not send job postings to externals, unless the job description explicitly says externals should apply.

6.6.4.5. Members should not post external resumes on CHIME aliases.

6.6.4.6. Members should not BCC to CHIME aliases.

### 6.6.5. Arbitration

In case of alias abuse, the owner reserves the rights to bar the membership of the abuser, after giving three warnings to the abuser. If such action is necessary, the owner should call

a board meeting to consult with MS guidelines, and get an agreement among the members, and notify OTG for such an action.

## 6.7. About Using the CHIME Aliases

The CHIME Web site is a facility to promote communication between the members, as well as to provide an efficient way for most-often-used information look-up. It can also be used by the members for any other purpose for any free discussions, information exchange, and documentation sharing.

### 6.7.1. Ownership

The owner of the site is the Web master and/or the lead of the Communication subcommittee. The outgoing Communication subcommittee lead must pass the administrative rights to the incoming lead.

### 6.7.2. Usage Guidelines

Although the usage of the Web site for free discussion is more open and less restricted compared to the alias (such as discussions, advertisement, or information about external services are allowed), the general guidelines for avoiding abuse outlined above for the alias also apply for the Web site.

### 6.7.3. Arbitration

In case of usage abuse, the owners reserve the right to remove any abusing materials. If necessary, the owners shall call a board meeting to decide such action.

## 6.8. About Establishing Special Interest Clubs

6.8.1. Members are encouraged to form special interest clubs and have full freedom to operate their clubs

6.8.2. Clubs are encouraged to seek support and help from CHIME Board when the matter is beyond one club's domain. These include HR DAC funds granted to CHIME. CHIME Board will consider the funds request based on the benefit to the community, on case by case basis.

6.8.3. CHIME Board is the interface and official representatives of CHIME community. Any club that wants "CHIME" name in their activities must go through the CHIME Board.

6.8.4. CHIME Board can help establish clubs if necessary and coordinate clubs to help optimize resources among the community.

## 6.9. Conflict of Interest

### 6.9.1. Disclosure of Affiliations

CHIME Board membership is not exclusive and board members are encouraged to join and participate in other organizations. However, board members must disclose affiliations with any other organizations when joining the board.

### 6.9.2. Avoid Conflict of Interest

CHIME Board members should avoid situations in which he/she might make decisions in CHIME activities that are influenced by his/her relationship with another organization that the CHIME Board member is affiliated with. CHIME Board members must not make any decisions or be involved in the decision making process that might be affected by a conflict of interest.

### 6.9.3. Addressing the Strong Conflict of Interest

If a person is believed in strong conflict of interest, CHIME Board can reject his/her request to join CHIME Board or ask him/her to resign from the Board in accordance with the procedure documented in section 5.2.11.

## 7. CHIME Accounts

### 7.1. Existing CHIME Social Media Portals

The following is a list of the main social media portals that CHIME uses to communicate with the general public:

- Website (<http://www.microsoftchime.org/>)
- Facebook (<https://www.facebook.com/mschime>)
- Weibo (<https://www.weibo.com/microsoftchime>)
- WeChat (WeChat ID: microsoftchime)

### 7.2. Handling of CHIME Social Media Portals

Since CHIME social media portals are external facing and Microsoft Marketing and Communications team may be monitoring its content, CHIME Board must take care with its handling and safekeeping. Credentials to access various CHIME accounts must be passed on to the newly elected Chair/Vice Chair.

## 8. Funding

CHIME shall be a combination of self-funded and corporate sponsorships. Funding sources include Microsoft HR and executive sponsor funding, CHIME individual donations, company support, and fees charged at various activities. The available funds should cover all the necessary organizational expenses, including but not limited to the expenses of all major events organized by CHIME. All spending is subject to pre-approval by the Treasury Committee for carrying out CHIME chartered missions.

All CHIME Board revenues and expenditures must be made available to board members at least quarterly.

## 9. Activities

9.1. CHIME activities shall include both regular annual events and non-regular, ad-hoc organized events based on the needs of the members and requests from members.

## 9.2. Regular Activities

- Annual Chinese New Year's Party
- Annual Autumn Moon Festival Event
- Other IT, arts, sports and social activities to be approved by the Board

## 10. Amendment of the Bylaws

CHIME Bylaws can be amended, altered, repealed, or replaced by new Bylaws with the affirmative vote of two-thirds of the board members at any board meeting, provided that the proposed bylaws (and/or modifications) have been distributed in writing to all board members no later than six weeks prior to the start of the board meeting.

10.1. Any amendment of the bylaws must be published to the entire CHIME community, after the amendment is passed by the CHIME Board vote.

10.2. Any amendment of the bylaws must be approved by the GD&I Manager from Microsoft  
HR

(Approved by CHIME Board in August 11, 2016)