



# The Bylaws of Huaxia Chinese School

## **Article I. Name**

“Huaxia Chinese School”, being the official name of the school (hereafter referred as “the School”), is a non-profit organization with branch schools (hereafter referred as “Branch” or “Branches”) registered in their residing states.

## **Article II. Purpose**

The School is a non-profit, non-religious, and non-political educational institution, in pursuit of teaching Chinese language and Chinese culture, and engaging in pertaining activities in the community.

## **Article III. School Organization**

The highest authority of the School is its Board of Directors. Under the Board of Directors, the School consists of Headquarters and Branches. Each Branch is in charge of its own operations.

## **Article IV. School Members**

### ***Section 4.01 Admission***

Admission is extended to everyone, regardless of gender, race, ethnic background, religion, nationality, and blood ties. Age limit for admissions is determined by each individual Branch.

### ***Section 4.02 Voting Members***

For the purpose of electing Branch Board of Directors, the qualification of the voting members shall be established by the bylaws of the Branch. In the absence of Branch bylaws, voting members of a Branch shall consist of parents or legal guardians of students who are younger than 18 year old and students of age 18 or older enrolled in the Branch. Voting members will have paid the tuition of such students in full for the term and have returned to the Branch administration a completed application form.

### ***Section 4.03 Other Members***

Other members of the School shall consist of such individuals appointed by the Board of Directors, members of Branch Board of Directors, staff of Headquarters and Branch administrations. These members shall be elected or appointed pursuant to the rules of admission, retention, suspension, and expulsion established by the Board of Directors and Board of Branches.

### ***Section 4.04 Member Conduct***

Board directors, school staff, teachers, and students will abide by the rules and regulations formulated by the School.

Board directors and school administration staff of the School and/or Branches shall avoid conducting activities that may or potentially may conflict with the interest of the School. Should such a case occur, the board member(s) or school administration staff involved has/have the obligation to fully disclose the information to the corresponding Board(s). The Board of Directors of the School or the Branch shall evaluate the potential or resulting impact on the School or the Branch(es) and take action, if needed, that

may include the removal of the person(s) involved from the Board or the administration of the School or the Branch.

## **Article V. Board of Directors**

### **Section 5.01 Board Functions**

Being the highest authority of the School, the function of the Board of Directors includes, but is not limited to:

- Ensures that the school operations conform to federal and state laws, and conform to the school charter, bylaws, and policies.
- Sets the direction of the School's development.
- Makes policies and strategic decisions.
- Appoints or dismisses the President of the School.
- Confirms the executive body of the Headquarters proposed by the President.
- Approves major executive proposals, including the budget and financial report.

### **Section 5.02 Board Members and Term of Office**

1. The Board of Directors is composed of representatives from Branches and *ex officio* members. Each Branch shall designate one (1) representative to the Board of the School serving for a term of two (2) years, or until a successor is designated. The current President and the immediate past President shall be *ex officio* members of the Board of Directors.
2. A new Branch shall have a one-year probation period, during which the representative of the Branch would not have voting privilege.

### **Section 5.03 Chairperson and Secretary**

The Chairpersonship of the Board of Directors is rotated among all member schools, with each school assuming the Board Chairpersonship for one year. The major functions of the Board Chairperson include calling Board meetings, collecting and setting Board meeting agenda, ensuring that Board meetings are conducted properly and minutes are prepared and later approved, and coordinating the work of the Board.

The Chairperson of the Board also serves as the Secretary of the Board, unless the Board separately appoints the Secretary.

### **Section 5.04 Treasurer**

The Board shall elect a Treasurer among its members. The major responsibilities of the Treasurer include ensuring that financial operations of the School are in accordance with generally accepted accounting principles, coordinating financial audits, and collecting all monies due to the School.

### **Section 5.05 Quorum**

A majority of the Directors shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board unless the act of a greater number is required elsewhere in these bylaws or as determined by the Board for the particular vote. In case there is a tie, the current President will cast a second vote.

### **Section 5.06 Voting by Electronic Mail**

The Board of Directors shall be permitted to conduct votes via electronic mail (email) at the discretion of the Board Chairperson, unless at least one-third of the Board members object to email voting on a

particular issue. Email voting shall not be used as a substitute for in-person deliberation and debate, and shall only be conducted after a proposal has been discussed by the Board. If no member objects to email voting, the Chairperson of the Board shall be responsible for transmitting the proposal to be voted on and for establishing a reasonable voting deadline. The Board Chairperson shall also tabulate and report the results of voting to the Board members in a timely fashion, indicating the votes of individual members. Board members who do not have access to email shall be notified of all votes and shall be permitted to cast a vote in a written format, e.g., fax or postal mail. At least a majority of the entire Board must vote before a vote can be considered valid. If a vote is taken via email, the fact shall be duly noted in Board records that result from the vote, such as meeting minutes, annual reports, and policy recommendations.

### **Section 5.07 Regular Meetings**

The board shall convene a minimum of two regular meetings each year. Meeting agenda, time and place should be given in writing or email to the members of the Board, no less than two weeks prior to the meeting.

### **Section 5.08 Special Meetings**

Special meetings may be called by the Chairperson, the President, or at the request of at least one-third of the Board members. Such notice shall be transmitted to all members of record by email at least two (2) days prior to the meeting. Such notice shall be deemed effective when transmitted by email without a return message of non-delivery, or by fax with the confirmation of successful transmission, or when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

### **Section 5.09 Removals or Vacancies**

A director shall be subject to removal, with or without cause, at a meeting of the Board of Directors by a two-thirds majority vote of the entire Board. A vacancy that occurs on the Board of Directors from a Branch, whether by death, resignation, removal, or any other cause, shall be filled by the Branch. The director designated by a Branch to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been designated by the Branch. A vacancy that occurs on the *ex officio* members may or may not be filled.

A member of the Board shall be automatically removed from the Board after he/she has been absent from two (2) consecutive regular meetings of the Board without reasonable explanation.

### **Section 5.10 Committees**

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## **Article VI. Headquarters**

### **Section 6.01 Functions**

The function of the Headquarters includes, but is not limited to:

- Plans and organizes the School-wide activities.
- Coordinates teaching related activities, such as, curriculum, teachers' training, teachers' certification, standardized tests, and so on.
- Releases School news and coordinates communications.

- Represents the School, as requested by the School President or his/her designees, at community activities, governmental agencies, and media affairs.
- Regulates financial activities of Branches that share the same tax ID with the Headquarters.
- Presents the Headquarters' annual budget and financial report to the Board for approval.
- Executes plans approved by the Board of Directors.
- Fulfill other tasks assigned by the Board of Directors, or deemed necessary by the President within the terms of these bylaws.

### **Section 6.02 Officers**

#### 1. President

The President of the School shall be appointed by the Board of Directors by a majority vote of the entire Board. The term of his or her appointment is one year. The president may be re-appointed up to three (3) consecutive terms. During his or her term, the President shall not hold any key position at a Branch. The compensation of the President shall be determined by the Board of Directors.

#### 2. Other Officers

The President shall appoint, with the confirmation by the Board of Directors, Vice-President(s), an Editor-in-Chief of the School newspaper, and an Accountant.

The Editor-in-Chief of the School newspaper reports to both the Board and the President.

The President may appoint other functional heads with the confirmation by the Board of Directors.

### **Section 6.03 Removals or Vacancies**

The Board of Directors shall have the power to remove the President by a two-thirds majority vote of the entire Board. The President shall have the power to remove an officer. A vacancy in a Vice President, Editor-in-Chief, or Accountant shall be filled by the President. A vacancy in a functional head may be filled by the President. All new appointments shall be confirmed by the Board of Directors.

## **Article VII. Branches**

### **Section 7.01 Qualifications**

1. To be a member school of the School, a Branch must apply for its membership and accept the bylaws of the School.
2. A Branch shall have its own bylaws that do not conflict with the bylaws of the School.
3. The Board of Directors approves or disapproves the application of new Branches.
4. The first principal of a new Branch shall be confirmed by the Board of Directors.

### **Section 7.02 Governing Body**

The Board of Directors of a Branch is elected by its voting members, and is the highest authority of the Branch. The Branch administration shall report to its Board of Directors.

### **Section 7.03 Rights and Responsibilities**

1. Branches must pay membership dues.
2. Branches are in charge of their own operations, and are financially independent of the School.
3. Branches are obligated to conduct financial audit. Those Branches that share the same tax ID with the School must certify annual financial statements submitted to the School.
4. Branches should participate and support the School-wide activities.

#### **Section 7.04 Membership Revocation and Suspension**

1. The membership of a Branch can be revoked, with or without cause, by a two-thirds majority vote of the entire Board of Directors.
2. A Branch failing to pay membership dues for two consecutive times shall be subject to membership suspension. The suspension remains until all past due payments are paid in full. A Branch has no voting power in the Board of Directors during the period of suspension.
3. Should the membership of a Branch be terminated voluntarily or revoked, it must fulfill its financial obligations to the School within three (3) months.

#### **Article VIII. Finance**

1. The School's revenue comes from, but is not limited to, tuition, fees, member dues, donations, other operational income, and investment income. Tuition and fees should be set at an appropriate level to cover routine expenditures and to guarantee the quality of teaching at Branches.
2. The financial operations must comply with the financial regulations formulated by the School.
3. Each Branch shall make its annual financial report known to its members.

#### **Article IX. Interpretation and Amendment of the Bylaws**

1. The Board of Director is the sole body of the School with the right to interpret the bylaws.
2. The bylaws may be amended, altered, or repealed, in whole or in part, or new bylaws may be adopted by an affirmative vote of a two-thirds majority of the entire Board, provided, however, that notice of such alteration, amendment, repeal or adoption of new bylaws are contained in the notice of such meeting of the Board of Directors.
3. In case of a conflict existing between these bylaws and either the Federal or State laws of the US government, the articles in conflict should comply with the Federal or State laws of the US government.

#### **Article X. Indemnification**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of the School shall be indemnified and held harmless by the School to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

#### **Article XI. Dissolution**

1. The School may be dissolved with a three-fourths majority vote of the entire Board.
2. The dissolution of the School shall not impact the legal status of a Branch, should that Branch be registered with its residing State.
3. The dissolution of a Branch shall be determined by the Board of Directors of the Branch.
4. The Board of Directors shall be responsible for disbursement and distribution of the School's debts or assets, should there be any, in case of the School's dissolution. After dissolution, the remaining School assets shall be distributed among Branches or donated to non-profit organization(s) as determined by the Board.
5. The School reserves the right to seek legal advice in matters relating to dissolution of the School.