

HUAXIA CHINESE SCHOOL - CONNECTICUT BYLAW

(Original 10/31/2005)

(Revised 5/31/2008)

Article 1. Name

The name of the organization is Huaxia Chinese School, Connecticut Inc. (康州华夏中文学校) (hereafter referred to as "the School").

The School is registered as a non-profit organization with the State of Connecticut.

Article 2. Objectives

The objective of the School is to teach Chinese language and promote awareness of Chinese culture. The School teaches Chinese phonics (*pinyin*) and simplified Chinese characters (*jian ti zi*) and encourages students to be familiar with traditional Chinese characters.

The School admits students, conducts all educational programs and activities without regard to race, color, religion, sex, national origin, sexual orientation, age, marital status, ancestry or disabilities. It does not discriminate on the basis of race, color, national and ethnic origin in administration policies, admission policies, scholarship and loan programs and other school-administered programs.

Article 3. Membership

3.1 The School is an association of its members.

The membership consists of general members, associate members, and students. Anyone who is interested in Chinese language and culture may apply to become a member of the School regardless of age, gender, race, religion, or nationality.

3.2 General members

The general members consist of adult students of 18 years or older and parents or guardians of non-adult students.

3.2.1 General members must:

- Pay tuition
- Follow the School Bylaw, rules and regulations
- Participating in voluntary work including on-duty assignments for the School

3.2.2 General members are entitled to:

- Attending general membership meetings

- Voting at general membership meetings

3.3 Associate members

Associate members consist of those who serve the School but are not general members of the School. Associate members have the same privileges as general members, except the right to vote at general membership meetings.

3.4 Student Members

Anyone may apply to become a student of the School. Students are required to register for at least one class each semester. An adult student, 18 years of age or older, automatically becomes a general member of the School. The parents or guardians of non-adult students automatically become general members of the School.

3.5 Membership Suspension or Termination

Any member who violates the School Bylaws, rules and regulations or commits a criminal offense may have his/her membership suspended or his/her status terminated by the School administration with the approval of the Board of Directors.

Article 4. Organization Structure

4.1 The School organization consists of the General Membership Meeting, Board of Directors, Administrative Committee, and Parents Council.

- 4.1.1 The General Membership Meeting, attended by general members, is the highest authoritative body of the School.
- 4.1.2 The Board of Directors should consist of at least five (5), maximum nine (9) members.
- 4.1.3 Administrative Committee consists of the Principal, the Vice Principal(s), and other School officers such as Financial Director, Academic Dean, Secretary and other positions appointed by the Principal. Any compensatory position requires approval by the Board of Directors.
- 4.1.4 Parents Council consists of Parents Council President and parents who provide voluntary assistance to the school operation and activities under the guidance of the School Administrative Committee.

4.2 Term of all elected and appointed officers

The term of all officers, either elected or appointed, runs through the academic year. At the end of the term, all documents and properties related in any way to the operation of the School, in the possession of any person, shall be transferred to the School.

Article 5. General Membership Meeting

5.1 Functions and Responsibilities

- 5.1.1 The General Membership Meeting elects and approves Board Directors with the exception specified in 6.1.1.
- 5.1.2 The General Membership Meeting elects and approves the board members, and Parents Council President.
- 5.1.3 The General Membership Meeting approves the School's Bylaw and its amendments.
- 5.1.4 The General Membership Meeting may revoke the appointment of Directors, officers of the School, and the Parents Council President through a special General Membership Meeting (refer to 5.2.2).
- 5.1.5 The General Membership Meeting shall receive and review annual school reports and annual financial reports from the Principal.

5.2 General Membership Meetings

- 5.2.1 General Membership meetings must be held at least once a year. A General Membership meeting to elect Board Directors must be held before the closing date of the school year, preferably one week before the end of the school year, presided over by the Chair of the Board or a Board member who is not up for re-election. Should there be a special General Membership meeting to be called for unusual situations, such as budget proposal deadlock with the Board of Directors, the meeting should be presided over by the Parents Council President.
- 5.2.2 Special General Membership meetings may be called by the majority of the Board of Directors, or at the request of 20% of the general members, with a signed petition, or by the Principal with written notification to the Board of Directors.
- 5.2.3 General Membership meetings should be announced to general members at least 10 business days prior to the meeting.

5.3 Rules of Conduct

- 5.3.1 A simple majority and two-thirds majority referred in this section shall be based on actual valid votes. Vote by proxy is acceptable. Voting rights are restricted to one count per member.
- 5.3.2 A simple majority vote applies unless otherwise specified.

- 5.3.3 A two-thirds majority vote is needed for approval of the School's Bylaw and its amendments.
- 5.3.4 A two-thirds majority vote is needed for removal of the board members.
- 5.3.5 A two-thirds majority vote is needed for approval of school budget should a special general membership meeting be called to resolve an issue such as a budget deadlock.
- 5.3.6 The quorum of the General Membership Meeting should be fifteen percent (15%) of the registered general membership.
- 5.3.7 In case of tie vote, the Parent Council President shall cast another tiebreaker vote.

Article 6. Board of Directors

6.1 Structure

- 6.1.1 The Board consists of at least five Directors. Two of the Board Director seats are to be filled in automatically, without election or approval by the General Membership meeting, by the immediate past principal and the current Parents Council President. All the other Board Directors are to be elected and approved by the General Membership meeting.
- 6.1.2 All Board Directors are to serve a two-year term. Board Directors can be re-elected, but no Board Directors can serve more than two consecutive terms (maximum four years), except he/she is elected as PCP.
- 6.1.3 Members of the Administrative Committee may serve on the Board of Directors. No more than 3 Board Directors can serve on the Administrative Committee.
- 6.1.4 The Director of the Board may resign at any time upon an advance written notice to the Board, or upon termination of his/her general membership.
- 6.1.5 All Directors without administrative responsibilities are non-compensatory.

6.2 Board Chair

- 6.2.1 Chair and Vice-Chair of the Board of Directors shall be elected yearly by the Board directors.
- 6.2.2 In case that Chair is vacated before the end of the term, Vice-Chair will take on all the responsibilities before Board directors vote for a replacement for the Chair.

6.3 Board Responsibilities

- 6.3.1 The Board oversees school operations on behalf of the General Membership.

- 6.3.2 The Board approves annual school budget proposed by the Principal.
- 6.3.3 The Board reviews annual school reports and the semi-annual school financial reports.
- 6.3.4 The Board reviews annual school academic plans.
- 6.3.5 The Board shall conduct audit on the School's financial operations and financial reports.
- 6.3.6 The Board may freeze the school budget or operations in cases of grave financial circumstances.
- 6.3.7 The Board sets school policies and general guidelines, including but not limited to:
- Administrative structure
 - Academic policies
 - Budget and financial regulations and operational rules
 - Tuition, stipend rates, and compensation rates
- 6.3.8 The Board shall approve any significant unbudgeted expenditure.
- 6.3.9 The Board approves other administrative staff appointed by the Principal.

6.4 Board Meeting

- 6.4.1 The Board shall meet at least twice a semester, including teleconference. The Board meeting is to be presided over by the Chair of the Board.
- 6.4.2 Special Board meetings can be called at the request of at least three Board members or of the Principal if he/she deems it necessary.
- 6.4.3 Special Board of Directors meetings are open to the entire membership. Meeting agendas should be announced school-wide at least one week before the meeting. Members wishing to attend the Board meeting should notify the Board at least three days in advance.

6.5 Rules of Conduct

- 6.5.1 Directors have the obligation to attend Board meetings. Proper notification is required if a Director is not able to attend the meeting. Directorship will be revoked automatically if a Director is absent from two consecutive meetings without appropriate reasons.
- 6.5.2 Simple majority of the number of Directors (4 out of 7, or 5 out of 9) are needed to make a quorum at a board meeting.

- 6.5.3 A Board member shall not be allowed to vote on his/her own appointment or election candidacy. A board member shall not be allowed to vote on any resolution against him/her.
- 6.5.4 Simple majority rule applies unless otherwise specified. In case of decimal point, a two-thirds majority should be counted by rounding up to the next integer number (e.g. 3.33 should be rounded up to 4; 4.6 should be rounded up to 5; etc.)
- 6.5.5 A two-thirds majority vote is required for election of Chair of the Board.
- 6.5.6 A two-thirds majority vote is required for decision of budget freeze and school operation shutdown.
- 6.5.7 A two-thirds majority vote is required for decision to impeach the school officers and the Parents Council President.
- 6.5.8 The Chair of the Board shall cast a tiebreaker vote unless the vote is in connection with the Chair's position and conduct. In the latter case, Vice-chair shall cast the tiebreaker vote.
- 6.5.9 No Directors may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, the director must disclose the existence of the potential conflict to the remaining directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.
- 6.5.10 All Board meeting minutes and voting records shall be available to general and associate members.

Article 7. School Officers and Administrative Committee

7.1 Structure

- 7.1.1 The School administrative Committee includes Principal, Vice Principal(s), Academic Dean, Financial Director and School Secretary. Some nominal compensation can be made to the School administrative committee at the discretion of the Board.
- 7.1.2 The Principal is appointed by the Board. The Principal can be reappointed by the Board without term number limit.
- 7.1.3 The Administrative Committee is the executive body to assist the Principal in school administration. The Administrative Committee includes Vice Principal(s) and other appointed administrative staff.

7.1.4 School officers are appointed by the Principal and approved by the Board of Directors. The Principal may dismiss any appointed administrative staff with proper notification to the Board of Directors.

7.2 The Principal

7.2.1 The Principal is in charge of school administration.

7.2.2 The Principal's administrative responsibilities include, but are not limited to:

- Administering school operations
- Establishing school rules and regulations
- Representing the School in external affairs
- Hiring and dismissing teachers and other appointed school officers
- Proposing and executing the annual school budget
- Approving and signing vouchers and payments
- Submitting annual budget report and semi-annual financial report to the Board of Directors and the General Membership meeting
- Submitting semi-annual academic report to the Board of Directors and the General Membership meeting
- Presiding over the Administrative Committee meetings and other school meetings

7.2.3 The Principal may delegate some of his/her duties to other school officers or staff.

7.2.4 The Principal shall designate, with proper notification to the Board, a Vice Principal as the Acting Principal in his or her absence.

7.3 The Vice Principal(s)

7.3.1 The Vice Principal(s)' responsibilities include, but are not limited to:

- Interfacing with the municipal Board of Education on facility usage issues
- Working with the host school administration to facilitate timely communication and resolve any relevant issues
- Monitoring inventory of school equipment and other capital items
- Maintaining and publishing school assets and inventory reports once a year
- Managing public relations and school publications
- Executing other administrative duties assigned by the Principal

7.4 Other Appointed Administrative Staff

7.4.1 The Financial Director's duties include:

- Maintaining the School's financial books and records
- Providing cooperation for financial audit
- Assisting the Principal in preparing school annual budget
- Preparing financial reports

- Preparing the school annual tax return
- Any other relevant duties assigned by the Principal

7.4.2 The Academic Dean's main duty is to oversee and coordinate the School's learning and academic activities, which include:

- Preparing academic calendar and scheduling classes
- Coordinating teacher training and parent-teacher conferences
- Scheduling and organizing the academic and cultural activities
- Preparing annual school academic plans and academic reports
- Overseeing teaching quality and other teaching related activities

7.4.3 The School Secretary's main duty is to handle student enrollment and all the routine work of school operations, which include:

- Acting as the School's registrar for enrollment affair and student records
- Purchasing and inventorying text books and other supplies
- Working with the host institution to ensure proper classroom condition
- Working with Parents Council on scheduling parents-on-duty for maintaining school order and student discipline
- Compiling and publishing the school directory, distributing school fliers and notifications and updating the school web page
- Copying related materials and handling all necessary paper work

7.5 Rules of Conduct

7.5.1 The Administrative Committee meeting is presided over by the Principal.

7.5.2 The Principal may resign at any time with a two-week advance notice in writing to the Board of Directors. In case of the Principal's resignation, one Vice Principal shall be appointed by the Board of Directors as the acting Principal for the rest of the term.

7.5.3 In case that the Principal and Vice Principal(s) resign at the same time, the Board shall appoint a new Principal.

Article 8. Parents Council

8.1 Structure and Responsibilities

The Parents Council consists of Parents Council President and any number of voluntary parents who are willing to participate in Parents Council activities.

8.1.1 Parents Council President presides over special general membership meetings.

8.1.2 The Parents Council and its president are responsible for:

- Maintaining school order and security by scheduling and coordinating parents-on-duty
- Assisting teachers in maintaining classroom order and student discipline

- Organizing school cultural events and parties
- Coordinating and scheduling seminars
- Conducting fund raising for the School

8.2 Rules of Conduct

- 8.2.1 The the Parents Council President is elected by the General Membership meeting.
- 8.2.2 The Parents Council may elect vice president(s) to assist the president at Parents Council meetings and other activities.
- 8.2.3 The service term of the President is for one year and the President can be reelected without term number limit.
- 8.2.4 The Parents Council meeting is called by the President or at request of at least one-third of the Council members. The Parents Council meeting shall be presided over by the President or his/her designated council member.
- 8.2.5 Simple majority rules unless there is a deadlock in which case the Chair shall rule the final decision.

Article 9. Budget and Finance

- 9.1 School budget year (also called school academic year) starts on August 1st and ends on July 31st of the following year.
- 9.2 Budget proposal and approval
- 9.2.1 Annual School budget shall be proposed and submitted by the Principal to the Board of Directors within two weeks after the School year starts.
- 9.2.2 The Board of Directors shall approve or reject the budget proposal within one week of receiving the budget proposal.
- 9.2.3 The rejected budget shall be returned to the Principal with recommendations for modification.
- 9.2.4 The Principal shall re-submit the revised budget proposal within one week after receiving the rejection.
- 9.2.5 Should the revised budget proposal be rejected once more, a special General Membership meeting shall be called to vote on the budget.

9.2.6 Should the budget proposal be rejected by the General Membership meeting, a final modification to the budget proposal shall be made by the Board of Directors. The modified budget proposal passed by the Board shall become the final budget.

9.3 Financial Operations

9.3.1 The School's financial operations should be governed by separate financial regulations formulated in accordance with this Bylaw.

Article 10. Relationship with Hua Xia Chinese School, Inc.

10.1 The School is registered as a financially independent entity.

10.2 The School is academically affiliated with Hua Xia Chinese School, Inc. (hereafter referred to as "Hua Xia").

10.3 The School shall operate in accordance with Hua Xia's general guidelines and policies. Should there be a conflict in policy between Hua Xia and the School, the School's policy shall overrule with approval of General Membership.

Article 11. Dissolution of the School

11.1 The School may be dissolved with a three-fourths majority decision of the General Membership.

11.2 The Board of Directors shall be responsible for disbursement and distribution of the School debts or assets, should there be any, in case of the School's dissolution. The remaining School assets after dissolution shall be donated to Hua Xia, Hua Xia affiliated schools, or other non-profit organizations.

11.3 The School reserves the right to seek legal advice in matters relating to dissolution of the School.

Article 12. Miscellaneous

12.1 The School is not responsible for any physical or personal property damages incurred to any member or student on the School premises.

12.2 The Board of Directors shall interpret the Bylaw in its applications. In case dispute arises with regard to the Board interpretation, a resolution should be sought through the special General Membership Meeting.

12.3 The Bylaw is subject to the Connecticut Not-For-Profit Corporation Law. If any provision in this Bylaw is inconsistent with that Law, the Law shall govern to the extent of the inconsistency.