

## **The Bylaws of Huaxia Chinese School of Lehigh Valley**

### **Article I. Name**

“Huaxia Chinese School of Lehigh Valley”, being the official name of the school (hereafter referred as “the School”), is a non-profit organization.

### **Article II. Purpose**

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

### **Article III. Membership**

#### **Section 3.01 The School is an association of its members.**

The membership consists of general members, associate members, and students. The School admits students of any race, color, national and ethnic origin with all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administration programs. A student is one that is currently registered with appropriate tuition and fees paid up to date.

#### **Section 3.02 General members**

The general members consist of adult students of 18 years or older and parents or guardians of non-adult students, with a limit of maximum two (2) parents and/or guardians per household. Each registered student has one valid vote. The student and parent registered in the same class with one registration form only have one vote.

1. General members must:

- Be currently registered, or have minor(s) currently registered, and tuitions and fees are paid up to date.
- Follow the School Bylaw, rules and regulations

2. General members are entitled to:

- Attending general member assembly meetings
- Voting at the general member assembly meetings
- Participating in voluntary work including on-duty assignments for the School

#### **Section 3.03 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 the general member assembly meetings.

### **Section 3.04 Student Members**

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. A limit of two parents and/or guardians of non-adult students automatically become general members of the School.

### **Section 3.05 Membership Suspension or Termination**

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

## **Article IV. Organizational Structure**

### **Section 4.01 The School organization consists of the General Member Assembly, Board of Directors (Executive Board), and Advisor Board. (See organization chart)**

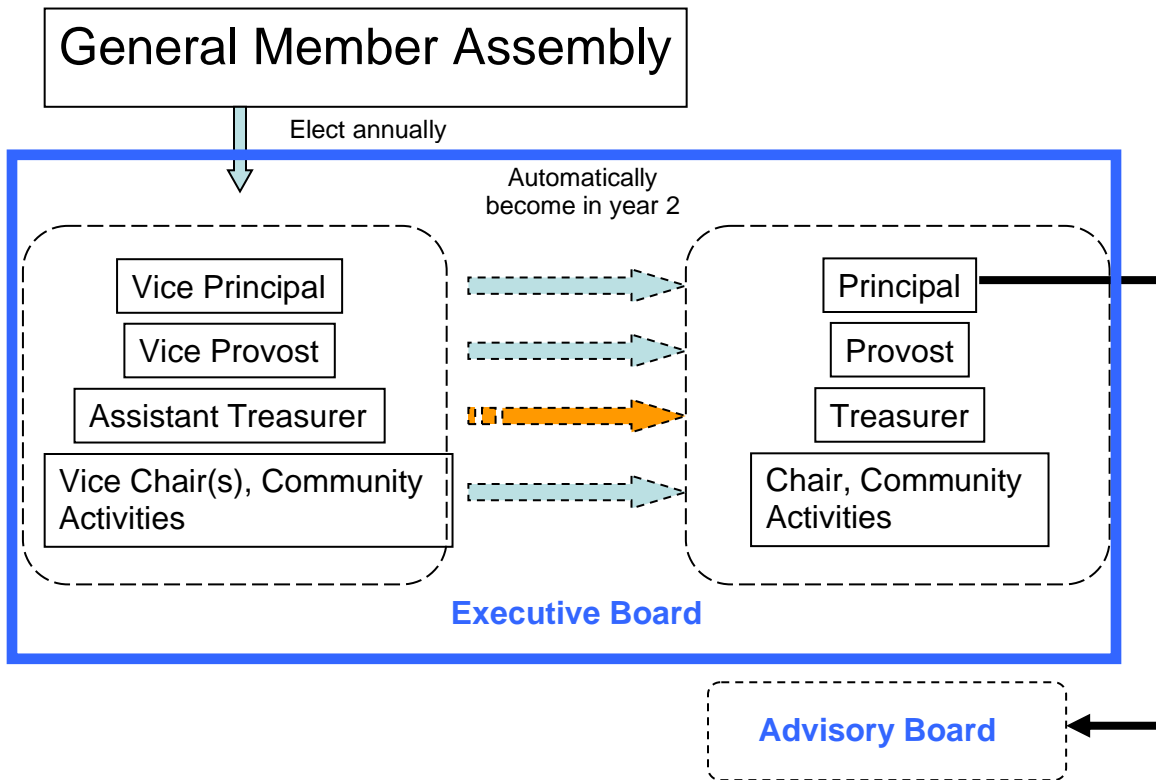
1. The General Member Assembly, attended by general members, is the highest authoritative body of the School.
2. The Board of Directors consists of eight members, who also serve the School as the officers, who are the Principal, Vice Principal, Provost, Assistant Provost, Treasurer, Assistant Treasurer, Chair of Community Activities, and Assistant Chair of Community Activities.
3. The Advisory Board consists of the past principals, who provide advices to the current principal under his or her request. They are not involved in the school operations except as specified in Section 7.05.

### **Section 4.02 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.

Generally, the board members with deputy positions will advance to the lead positions, which are defined as Principal, Provost, Treasurer, and Chair of Community Activities, after one school year of service. The members with lead positions will be obligated to leave the Board after one year of service. However, they could be re-elected as deputy board members if they wish.

# Organization Chart



The open positions are to be elected annually by the general assembly meeting before the end of each school year. All these elected positions are the deputy positions.

The Treasurer position requires legal responsibilities, and typically is obligated to serve the School for two years. The term of this position could be extended annually for additional one-year terms with the approval of the board of directors.

## Article V. General Member Assembly

### Section 5.01 Functions and Responsibilities

1. The General Member Assembly elects and approves Board Directors at the annual meetings with the exception specified in 6.0.1.
2. The General Member Assembly Meeting approves the School's Bylaw and its amendments.

3. The General Assembly meetings may revoke the appointment of Directors, officers of the School, and other appointment made by the Principal through a special General Assembly Meeting (refer to 5.0.2).
4. The General Member Assembly Meeting shall receive annual school reports and semi-annual financial reports from the Principal.

### **Section 5.02 General Member Assembly (General Assembly)**

1. The General Member Assembly must hold two meetings every school year. A General member assembly meeting to elect school officers and/or to approve Directors must be held at least one week before the end of the school year, presided over by the Principal or a Board member who is not up for re-election. Should there be a special General Assembly 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 Principal.
2. The Special General Assembly 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.
3. The General Assembly meetings should be announced to general members at least one week (7 days) prior to the meeting.

### **Section 5.03 Rules of Conduct**

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.
2. A simple majority vote applies unless otherwise specified.
3. A two-thirds majority vote is needed for approval of the School's Bylaw and its amendments.
4. A two-thirds majority vote is needed for removal of the elected school officers and Directors.
5. A two-thirds majority vote is needed for approval of school budget should a special general assembly meeting be called to resolve an issue such as a budget deadlock.
6. The quorum of the General Assembly Meeting should be fifteen percent (15%) of the registered general membership.

## **Article VI. Board of Directors (Executive Board, or Board)**

### **Section 6.01 Structure**

1. The Board consists of eight Directors who must have the general membership. All the Board Directors are to be elected and approved by the General Membership meeting.
2. All Board Directors are to serve a two-year term with the exception of the Treasurer as specified in Section 4.02. Board Directors can be re-elected.
3. 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.
4. All Directors are non-compensatory.

### **Section 6.02 Board Chair**

1. The Chair of the Board of Directors shall be the Principal of the School.
2. In case that the Chair is vacated before the end of the term, the Vice Principal shall automatically become the Chair.

### **Section 6.03 Board Responsibilities**

1. The Board oversees school operations on behalf of the General Membership.
2. The Board approves annual school budget proposed by the Principal.
3. The Board reviews annual school reports and the semi-annual school financial reports.
4. The Board reviews annual school academic plans.
5. The Board shall conduct audit on the School's financial operations and financial reports.
6. The Board may freeze the school budget or operations in cases of grave financial circumstances.
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
8. The Board shall approve any significant unbudgeted expenditure.

9. The Board approves other administrative staff appointed by the Principal.

#### **Section 6.04 Board Meeting**

1. The Board shall meet at least twice a semester, and the Board meeting is to be presided over by the Chair of the Board.
2. Special Board meetings can be called at the request of at least one-third of its members or by the Principal if he/she deems it necessary.
3. The meetings of Board of Directors are open to the entire membership. Any member can request to attend prior to the meeting.

#### **Section 6.05 Rules of Conduct**

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.
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.
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.
4. Simple majority rule applies unless otherwise specified.
5. A two-thirds majority vote is required for election of Chair of the Board.
6. A two-thirds majority vote is required for decision of budget freeze and school operation shutdown.
7. A two-thirds majority vote is required for decision to impeach the school officers.
8. The Chair of the Board shall cast a tiebreaker vote unless the vote is in connection with the Chair's position and conduct.
9. All Board meeting minutes and voting records shall be available to general and associate members.

### **Article VII. School Officers**

#### **Section 7.01 Structure**

1. The School officers include Principal, Provost, Treasurer, Chair of Community Activities, Vice Principal, Assistant Provost, Assistant Treasurer, and Vice Chair(s) of Community Activities. All of them are in the executive board and are non-compensatory positions.
2. The Executive Board is the executive body to assist the Principal in carrying out school administration, such as teaching and recruiting, and community related non-teaching activities.

### **Section 7.02 The Principal**

1. The Principal is in charge of school administration and operations.
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.
  - 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 Assembly meeting.
  - Presiding over the Board of Directors meetings and other school meetings.
3. The Principal may delegate some of his/her duties to other school officers or staff.
4. The Principal shall designate, with proper notification to the Board, the Vice Principal as the Acting Principal in his or her absence.

### **Section 7.03 The Vice Principal**

1. The Vice Principal's responsibilities include, but are not limited to:
  - 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.

### **Section 7.04 Other Administrative Staff**

1. The Treasurer'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 or assisting the preparation of the school annual tax return.
  - Any other relevant duties assigned by the Principal.
  
2. The Provost'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.
  - Helping the Principal to recruit new teachers.
  - Any other relevant duties assigned by the Principal.
  
3. The duties of the Community Activity committee include:
  - Organizing the non-teaching related activities, such as annual New Year's party, Mid-Autumn party, Track and Field games, Communities Fair, Cultural Exchanges, etc.
  - Selecting parents' representatives from each class to improve communication within the School.
  - Providing the feedbacks to the Principal for improving teaching quality.
  - Any other relevant duties assigned by the Principal.

### **Section 7.05 Rules of Conduct**

1. The Board of Directors meeting is presided over by the Principal.
  
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, the Vice Principal shall be appointed by the Board of Directors as the acting Principal for the rest of the term.
  
3. In case that the Principal and Vice Principal(s) resign at the same time, the Executive Board and Advisory Board shall appoint an acting Principal until a special General Assembly meeting is called to elect a new Executive Board. This meeting should occur within three weeks of the Principal and Vice Principal(s)' resignation.

### **Article VIII. Advisory Board**

**Section 8.01** Advisory Board consists of the past principals of the School. They may or may not reside in the Lehigh Valley after completing their terms.



**Section 8.02** Advisory Board serves the School to ensure the success of the School in long term. They may take assignments from the Principal, or the Executive Board.

**Section 8.03** Advisory Board provides advice to the current Principal under her or his request. Members of the Advisory Board shall not be involved with the operations unless requested by the Principal or the Executive Board, or under the conditions specified in Section 7.05.

**Section 8.04** Advisory Board members have contributed to the School with their commitment and dedication. They are the resources of the School which the Principal and the Executive Board can rely on for consulting.

**Section 8.05** The Chair of Advisory Board shall be the departing Principal who completes her or his term.

**Section 8.06** The Chair of Advisory Board shall participate in voting in the Executive Board only when a voting deadlock takes place.

## **Article IX. Budget and Finance**

**Section 9.01** School budget year (also called school academic year) starts on August 1st and ends on July 31st of the following year.

### **Section 9.02 Budget proposal and approval**

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.
2. The Board of Directors shall approve or reject the budget proposal within one week of receiving the budget proposal.
3. The rejected budget shall be returned to the Principal with recommendations for modification.
4. The Principal shall re-submit the revised budget proposal within one week after receiving the rejection.
5. Should the revised budget proposal be rejected once more, a special General Assembly meeting shall be called to vote on the budget.
6. Should the budget proposal be rejected by the General Assembly 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.

### **Section 9.03 Financial Operations**

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

### **Article X. Relationship with Huaxia Chinese School, Inc.**

1. The School is registered as a financially independent entity.
2. The School is academically affiliated with HuaXia Chinese School, Inc. (hereafter referred to as "Huaxia"). The School is a joint partner with Huaxia in marketing the services offered by the School.
3. The School shall operate in accordance with HuaXia's general guidelines and policies. Should there be a conflict in policy between HuaXia and the School, the School's policy shall overrule with approval of General Member Assembly.

### **Article XI. Relationships with Northampton Community College (NCC)**

**Section 11.01** Currently, the School physically resides on the NCC main campus at 3835 Green Pond Rd, Bethlehem, PA 18020. NCC offers the teaching facilities to the School, provides basic administration to the School for its enrollment, staffing documentation, employment verification for its teachers. The School's programs are offered jointly with NCC (under its Youth Program) as part of the Community Education at NCC. The School is a content-provider and oversees the daily operations of the joint programs.

**Section 11.02** The School is obligated to follow the rules of NCC. If there is any conflict between the bylaws of the School and NCC's rules or regulations, NCC shall have privilege to prevail.

**Section 11.03** NCC shall provide sufficient facilities to the School for its weekly operations under the request of the Board of Directors.

**Section 11.04** The students of the School are also registered at NCC and the tuition and fees paid by the students are collected by NCC.

**Section 11.05** The compensation of the teaching services is from NCC. Therefore, all the teachers and teaching assistants are the part-time employees of NCC.

### **Article XII. Dissolution of the School**

**Section 12.01** The School may be dissolved with a three-fourths majority decision of the General Membership.

**Section 12.02** 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 Huaxia, Huaxia affiliated schools, or other non-profit organizations.

**Section 12.03** The School reserves the right to seek legal advice in matters relating to dissolution of the School.

### **Article XIII. Miscellaneous**

**Section 13.01** The School is not responsible for any physical or personal property damages incurred to any member or student on the School premises.

**Section 13.02** 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 a special General Assembly Meeting.

**Section 13.03** The Bylaw is subject to the Pennsylvania 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.