

HUAXIA EDISON CHINESE SCHOOL BYLAW

(Draft, submitted to General Membership Meeting, Version 9.0, Jun 2, 2019)

Article 1. Name

The registered name of the organization is Huaxia Edison Chinese School (hereafter referred to as “the School”). The School is registered with the State of New Jersey as a non-profit organization.

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 (*jianti zi*) and encourages students to be familiar with traditional Chinese characters.

Article 3. Membership

3.01 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, and nationality.

3.02 General member

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

3.02.1 General members must:

- Pay tuition and membership dues
- Attend general membership meetings
- Vote at general membership meetings
- Participate in voluntary work including on-duty assignments for the School
- Follow the School Bylaw, rules, and regulations

3.03 Associate member

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.

3.04 Student

Anyone may apply to become student of the School. Student is required to register for at least one class each semester. Adult students, 18 years old or over, automatically become a general member of the School.

3.05 Membership Suspension or Termination

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

Article 4. Organization Structure

4.01 The School organization consists of the General Membership, Board of Trustees, Administrative Council, and Parents Council.

- 4.01.1 Board of Trustees is elected by the general members. The Principal, Vice Principal(s), and the Chair of Parents Council are *ex officio* members of the Board. *There should be total 9 members on the board.*
- 4.01.2 Administrative Council consists of the Principal, the Vice Principal(s), and other School officers such as Accountant, Curricular Director, Administrative Director, and the occupants of other positions appointed by the Principal.
- 4.01.3 Parents Council consists of parents who provide voluntary assistance to the school operation and activities. As of 2019, This body could be cancelled temporarily and Council Chair becomes board member if there is no candidate.

4.02 Term of all elected and appointed officers

The term of all offices and elected Trustees starts at the end of the academic year. At the end of the term, all documents and properties related in anyway to the operation of the School, in the possession of any person, shall be transferred to the School by the end of July.

Article 5. General Membership

5.01 Functions and Responsibilities

- 5.01.1 The General Membership is the highest legislative body of the School.
- 5.01.2 The General Membership elects the Board of Trustees.
- 5.01.3 On the basis of nominations by the Board of Trustees, the General Membership elects the Principal, Vice Principal(s), and Parents Council Chair.
- 5.01.4 The General Membership approves the School's Bylaw and its amendments.
- 5.01.5 The General Membership may revoke the appointment of Trustees, elected officers of the School, and the Chair of the Parents Council.
- 5.01.6 The General Membership shall receive annual school reports and semi-annual financial reports from the Principal.

5.02 General Membership Meeting

- 5.02.1 General Membership meetings must be held at least once a semester. A General Membership meeting to elect school officers and/or Trustees must be held at least 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 reelection. Should there be a budget proposal deadlock with the Board of Trustees, a special General Membership meeting shall be called.
- 5.02.2 A General Membership meeting may be called by the majority of the Board of Trustees, or at the request of 20% of the general members, with a signature verified petition.
- 5.02.3 A General Membership meeting may be called by the Principal with written notification to the Board of Trustees.

- 5.02.4 General Membership meetings should be announced to general members at least one week prior to the meeting.

5.03 Rules of Conduct

- 5.03.1 A simple majority and two-thirds majority referenced in this section shall be based on actual valid votes. Vote by proxy is acceptable. Voting rights are restricted to one count per family.
- 5.03.2 A simple majority vote applies unless otherwise specified.
- 5.03.3 A two-thirds majority vote is needed for approval of the School's Bylaw and its amendments.
- 5.03.4 A two-thirds majority vote is needed for removal of the elected school officers and Trustees.
- 5.03.5 A two-thirds majority vote is needed for approval of school budget should a special meeting be called to resolve a budget deadlock. Such a meeting shall be called and presided over by the Chair of the Board.
- 5.03.6 The actual number of families who attends the general membership meeting plus the number of families who choose to vote by proxy constitute a quorum. But at any situation, the total number of valid votes can't be less than 10% of the entire number of general members.

Article 6. Board of Trustees

6.01 Structure

- 6.01.1 *The Board are always 9 people in total. It consists of seven to eight Trustees who must have general membership and are elected to a two-year term by the General Membership meeting, and ex officio members of the Board as defined in Article 4. Any officer appointed by the Principal and the Chair of the Parents Council shall not serve on the Board of Trustees.*
- 6.01.2 Fifty percent of the elected Board seats shall be open for annual election each school year.
- 6.01.3 The Trustees may be re-elected, with a limit of two consecutive terms.
- 6.01.4 The Trustee of the Board may resign at any time upon advance written notice to the Board, or upon termination of his/her general membership.

6.02 Chair of the Board and Secretary

- 6.02.1 The Board shall elect a Chair and a secretary to one-year term at its first meeting after the election. The automatic Board members cannot serve as the Chair of the Board of Trustees.
- 6.02.2 *The Chair of the Board cannot serve more than two consecutive terms.* The Board secretary cannot serve more than two consecutive terms.
- 6.02.3 Trustees are non-compensatory positions.

6.021 Treasurer of the Board of Trustees (6.021 was an Amendment approved by the General Membership on June 9, 2001)

- 6.021.1 The Board shall elect a Treasurer to a one-year term at its first meeting after the election. The Treasurer can be re-elected for a second term. The *ex officio* members can not serve as the Treasurer of the Board of Trustees.
- 6.021.2 The Treasurer is a non-compensatory position and cannot serve more than two consecutive terms.
- 6.021.3 The Treasurer cannot serve as an Administrative Staff during his or her term as a member of the Board of Trustees.
- 6.021.4 The Treasurer is responsible to the Board of Trustees and conducts the financial operation aspects of the Board Responsibilities as defined in the Bylaw section 6.03.
- 6.021.5 The Treasurer shall interpret the Financial Regulations under the guidance of the Board.

6.022 Every Board of Trustees except board chairperson is Vice Principal at the same time. They will divide the duty of Vice Principal, treasurer, secretary, parent duty coordinator, and parent council chairs if absent among themselves once a year. (6.022 is an Amendment to be approved by the General Membership on June 2, 2019)

6.03 Board Responsibilities

- 6.03.1 The Board oversees school operations on behalf of the General Membership.
- 6.03.2 The Board approves annual school budget submitted by the Principal.
- 6.03.3 The Board reviews annual school reports and the semi-annual school financial reports.
- 6.03.4 The Board reviews annual school academic plans.
- 6.03.5 The Board shall conduct audit on the School's financial operations and financial reports.
- 6.03.6 The Board may freeze school budget or operations in cases of grave financial circumstances.
- 6.03.7 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
- 6.03.8 The Board shall approve any significant unbudgeted expenditure.
- 6.03.9 The Board confirms other administrative staff nominated by the Principal.

6.04 Board Meeting

- 6.04.1 The Board shall meet at least twice a semester, and the Board meeting is to be presided over by the Chair of the Board.
- 6.04.2 Special Board meetings can be called at the request of at least one-third of its members or by the Principal if the Principal deems it necessary.
- 6.04.3 Board of Trustees meetings are open to the entire membership.

6.05 Rules of Conduct

- 6.05.1 Trustees have the obligation to attend Board meetings. Proper notification is required if a Trustee is not able to attend the meeting. Trusteeship will be revoked if a Trustee is absent from two consecutive meetings without appropriate reasons.
- 6.05.2 Six or more Trustees are needed to make a quorum at a board meeting.
- 6.05.3 A Board member shall not be able to vote on his/her own appointment or election candidacy. A board member shall not be able to vote on any resolution against him-/herself.
- 6.05.4 Simple majority rules unless otherwise specified.
- 6.05.5 A two-thirds majority vote is required for decision of budget freeze and school operation shutdown.
- 6.05.6 A two-thirds majority vote is required for decision to impeach the school officers and the Chair of Parents Council.
- 6.05.7 The Chair of the Board shall cast a tie-breaker vote unless the vote is in connection with the Chair's position and conduct.
- 6.05.8 All Board meeting minutes and voting records shall be available to general and associate members.

Article 7. School Officers and Administrative Council

7.01 Structure

- 7.01.1 The School officers include Principal, Accountant, Curricular Director, and Administrative Director. These positions are entitled to limited stipends.

- 7.01.2 The Principal is elected by the General Membership to a one-year term. The duration of service rendered by the Principal is limited to two consecutive years.
- 7.01.3 The Administrative Council is the executive body to assist the Principal in school administration. The Administrative Council includes Vice Principal(s) and other appointed administrative staff.
- 7.01.4 School officers other than the Principal are appointed by the Principal and approved by the Board of Trustees. The Principal may dismiss any appointed administrative staff with proper notification to the Board of Trustees.

7.02 The Principal

- 7.02.1 The Principal is in charge of school administration.
- 7.02.2 The Principal's administrative responsibilities include, but are not limited to:
- Administering school operations
 - 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 Trustees and the General Membership meeting
 - Submitting semi-annual academic report to the Board of Trustees and the General Membership meeting
 - Presiding over the Administrative Council meetings and other school meetings
- 7.02.3 The Principal may delegate some of his/her duties to other school officers or staff.
- 7.02.4 The Principal shall designate, with proper notification to the Board, a Vice Principal as the Acting Principal in case of his or her absence.

7.03 The Vice Principal(s)

- 7.03.1 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
 - Below duty is transferred to one board member. Co-signing any expenditures and vouchers after checking the School's operation budget and fund availability
 - Coordinating and monitoring Parent Duty
 - Executing other administrative duties assigned by the Principal
- 7.03.2 The Vice Principals are all current board of Trustees except Board Chair. See 6.022 (Amendment was submitted to general member meeting Jun 2 2019)

7.04 Other Appointed Administrative Staff

- 7.04.1 The Accountant'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
 - Any other relevant duties assigned by the Principal
- 7.04.2 The Curricular Director'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 annual Chinese speech competition
 - Preparing annual school academic plans and academic reports
 - Overseeing teaching quality and other teaching related activities
- 7.04.3 The Administrative Director's main duty is to handle student enrollment and administration 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 school to ensure proper classroom condition
 - Working with Parents Council on school order and student discipline

7.05 Rules of Conduct

- 7.05.1 The Administrative Council meeting is presided over by the Principal.
- 7.05.2 The Principal may resign at any time with a two-week advance notice in writing to the Board of Trustees. In case of the Principal's resignation, one Vice Principal shall be appointed by the Board of Trustees as the Principal for the rest of the term.
- 7.05.3 In case when the Principal and Vice Principal(s) resign at the same time, the Board shall appoint an acting Principal until a special General Membership meeting is called to elect a new Principal. This meeting should occur within three weeks of the Principal and Vice Principal(s)' resignation.

Article 8. Parents Council

8.01 Structure and Responsibilities

- 8.01.1 The Parents Council consists of any voluntary parents who are willing to participate in Parents Council activities.
- 8.01.2 The Parents Council is 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

8.02 Rules of Conduct

- 8.02.1 The Chair of the Parents Council is elected by the General Membership. If there is no candidate, an additional board member will be elected to make up total 9 member in board meeting.
- 8.02.2 The Parents Council may elect vice chair(s) to assist the Chair at Parents Council meetings and other activities.
- 8.02.3 The term of the Chair is limited to two consecutive years. Vice chair(s)' term is limited to four consecutive years.
- 8.02.4 The Parents Council meeting is called by the Chair or at request of at least one-third of the Council members. The Parents Council meeting shall be presided over by the Chair or his/her designated council member.
- 8.02.5 Simple majority rules unless there is a deadlock in which case the Chair shall rule the final decision.

8.03 *Note in 2019: with long absence of parent council members, their duty may be folded into board of trustee and general volunteers.*

Article 9. Budget and Finance

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

9.02 Budget proposal and approval

- 9.02.1 Annual School budget shall be proposed and submitted by the Principal to the Board of Trustees within two weeks after the School year starts.
- 9.02.2 The Board of Trustees shall approve or reject the budget proposal within one week of receiving the budget proposal.
- 9.02.3 The rejected budget shall be returned to the Principal with recommendations for modification.
- 9.02.4 The Principal shall resubmit the revised budget proposal within one week after receiving the rejection.
- 9.02.5 Should the revised budget proposal be rejected once more, a special General Membership meeting shall be called to vote on the budget.
- 9.02.6 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 Trustees. The modified budget proposal passed by the Board shall become the final budget.

9.03 Financial Operations

- 9.03.1 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.

10.01 The School is registered as a financially independent entity.

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

10.03 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

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

11.02 The Board of Trustees 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.

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

Article 12. Miscellaneous

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

12.02 The Board of Trustees shall interpret the Bylaw in its application. Final interpretation of the Bylaw shall belong to the General Membership.

12.03 The Bylaw is subject to the New Jersey Corporation Act. If any provision in this Bylaw is inconsistent with that Act, the Act shall govern to the extent of the inconsistency.