

The Bylaws of HX Chinese School at Plainsboro

Article I. Name

“HX Chinese School at Plainsboro”, being the official name of the school (hereafter referred to as “the School”), is a non-profit organization registered in the State of New Jersey.

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. Organization Structure

The School is comprised of General Members, Board of Trustees, School Administration and Advisory Committee.

3.01 General Members. The General Members consist of all (i) the parents or legal guardians of non-adult students and (ii) adult students.

- (a) Membership is valid in current school year when tuitions and applicable fees are fully paid.
- (b) The School’s studentship is granted regardless of their age, sex, race, religion, nationality, or color.
- (c) General Members of eighteen years or older are eligible to vote and/or to be elected.
 - (i). Voting rights for General Members are restricted to one count per family that has a unique family identification registered with the School. Any headcount of the General Members of the School referenced in these Bylaws for the purpose of complying with procedural requirement shall be based on the count of the current families registered with the School.
- (d) General Members shall follow School Bylaws, rules and regulations, pay tuition and applicable fees on time, and shall abide by rules of conduct issued by the School.

3.02 Board of Trustees (the “Board”) is elected by the General Members. The Principal and Vice Principal elected by General Members are ex officio members of the Board.

3.03 School Administration consists of Principal, Vice Principal, Accountant, Academic Dean, Web Administrator, and other School officers appointed by the Principal.

3.04 Each Trustee or School officer shall serve the term as defined herein in these Bylaws. At the end of the term or upon termination of such Trustee or officer's services for any reason, (i) all documents and properties that belong to the School, in the possession or control of such Trustee or School officer, shall be promptly returned to the School, and (ii) such Trustee or School officer shall fully cooperate with the School for the smooth transition of his or her responsibilities to the respective successor.

3.05 Advisory Committee is appointed or approved by the Board as set forth herein in Article VIII of the Bylaws.

Article IV. General Guidelines

4.01 The School is an associated member of Huaxia Chinese Schools, a non-profit organization in the state of New Jersey.

4.02 The School shall remain independent from the interests of any other individuals, groups, or organizations.

4.03 The School shall not permit any regular or frequent external organization activity during school hours. Occasional activities organized by other organizations are permissible if they are relevant to the School's purpose, with advanced approval by the Principal within the School policies adopted by the Board.

4.04 The School, its Trustees, officers, employees, staffs, teachers, representatives, or its members shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements), in their official capacities or in the name of the School, in any political campaign or any political activities on behalf of, or in opposition to any candidate for public office.

4.05 Upon the dissolution of the School, after paying or adequately providing for the debts and obligations of the organization, remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Article V. General Members and Members' Meeting

5.01 General Meetings.

- (a) The General Members will hold two semi-annual regular meetings. One meeting is held in October and another at the end of Spring Semester of each school year. The October meeting is to review School financials and budget, and to transact such other business as may properly come before the meeting. The Spring Semester meeting is to elect the School officers and members of the Board and to transact such other business as may properly come before the meeting.
- (b) Notice of the meeting including the date, time, location and purpose of the regular meeting shall be published at least one (1) school week in advance via official communication channels.

- (c) General Members present in person or by proxy constitute the quorum, but in any event the total number of votes cast at the meeting cannot be less than 10% of the entire General Members of the School.

5.02 Special Meeting.

- (a) A special meeting of General Members may be called at any time by
 - (i). majority of the entire Board,
 - (ii). the Principal with written notification to the Board, or
 - (iii). at the written request of 10% or more of the entire General Members of the School, signed by the requesting General Members with verified family identifications.
- (b) Notice of the meeting including the date, time, location and purpose of the special meeting shall be published at least one (1) school week in advance via official communication channels.
- (c) The special meeting requested by General Members pursuant to 5.02(a)(iii) above shall be scheduled within two (2) school weeks upon the School receiving such request.
- (d) General Members present in person or by proxy constitute the quorum, but in any event the total number of votes cast at the special meeting cannot be less than 20% of the entire General Members of the School unless otherwise specifically provided in these Bylaws.
- (e) The first person in the following sequence shall preside over the special meeting of the General Members duly called; if such person is not available, then the immediate next person in the sequence shall preside: 1) the Chairperson or another Trustee appointed by the Board, 2) the Principal, 3) the Vice Principal, 4) the representative of the General Members who requested the meeting, and 5) the Advisory Committee in case there is any conflict among one or more of the parties mentioned in 5.02(e)(1)-(e)(4).

5.03 Powers of General Members:

- (a) Elect Trustees, Principal and Vice Principal.
 - (i). The then-current Board may endorse a particular candidate.
 - (ii). A candidate must be a School General Member and interested in the education of Chinese language or Chinese culture.
 - (iii). If there is more than one candidate for a position, a candidate shall be elected by a plurality with a minimum of one-third (1/3) of votes. In the event of equal number of candidates and available corresponding positions, each candidate must receive at least one-half (1/2) of votes to be elected. If no candidate is elected, in the case of Principal and/or Vice Principal election, the Board shall appoint an acting Principal and/or Vice Principal; in the case of Trustee election, the vacancy or vacancies shall be filled by the Board up to the minimum number of Trustees required pursuant to Section 6.01.

(iv). If the top two candidates for the same position receive identical number of votes, the then-current school year Board shall cast a tie-breaker.

(b) Approve School Bylaws Amendment pursuant to Article IX.

(c) Remove Trustee or School officer elected by General Members before he or she finishes his or her term, with or without cause, by two-thirds (2/3) or more of the affirmative votes cast at a meeting, and in any event the total number of votes cast at the meeting shall not be less than 20% (for removal with cause) or shall not be less than 30% (for removal without cause) of the entire General Members of the School.

5.04 Any General Member who cannot attend the meeting may vote by proxy.

5.05 Unless otherwise specified in these Bylaws or the Act (referred to in Section 10.01), whenever any action is to be taken by vote of the General Members, it shall be authorized by a majority (more than 50%) of the votes cast at a meeting of the General Members.

5.06 Notwithstanding anything to the contrary in these Bylaws, any of the following events needs approval by a majority of the entire General Members of the School:

(a) dissolution of the School

(b) material change of the School purpose

(c) merger, acquisition, consolidation, divestiture, and reorganization of the School

Article VI. The Board of Trustees

6.01 The number of Trustees of the Board, including the Principal and the Vice Principal, shall be no less than seven (7) and no more than eleven (11), and shall be an odd number.

(a) Qualification. A qualified candidate for a Trustee position shall be a School General Member. Unless otherwise specified in these Bylaws, an officer appointed by the Principal shall not serve on the Board, and a Trustee other than the Principal and Vice Principal shall not serve simultaneously in the School Administration. An incumbent Trustee shall give up his/her current Trustee position upon becoming the Principal or Vice Principal.

(b) Term. Each Trustee is elected for a two-year term by the General Members. A Trustee may be re-elected, with a limit of two (2) consecutive terms.

(c) Election. About half of the Trustee positions shall be open for annual election each school year. An ad hoc Election Committee consists of at least three (3) persons shall be appointed by the Board and shall conduct elections. Only General Members not running for any election position can serve on the Election Committee. Election Guidelines shall be developed by the Election Committee and approved by the Board.

- (d) Resignation. A Trustee may resign at any time with a two (2)-week prior written notice to the Board. Absence from the meetings of the Board for two or more times cumulatively during one school year shall be deemed as voluntary resignation by a Trustee. The Board, in its reasonable judgment, may grant exception if the absences can be excused for good reasons such as temporary job assignment or family emergency.
- (e) Vacancy. A vacancy in the Board, however caused, may be filled by a qualified candidate appointed by the affirmative vote of the majority of the remaining Trustees. In the event the number of Trustees then in office drops below seven (7), the vacancy shall be filled through election(s) by the General Members. Such newly appointed or elected Trustee shall serve the remainder term of the departing Trustee.
- (f) Removal. A Trustee may be removed by General Members before his/her full term, in accordance with Section 5.03(c) above.

6.02 The Chairperson of the Board (the “Chairperson”) shall be elected by the majority of the entire Board, serving a one (1) year term and for up to two (2) consecutive years. The ex officio members of the Board cannot serve as the Chairperson. The Chairperson is in charge of calling and presiding over the Board meetings, determining meeting agenda, and coordinating the overall functionality amongst the members of the Board.

6.03 Meetings of the Board of Trustees.

- (a) The Board shall hold its regular meeting bi-monthly during each school year.
- (b) Special meeting can be called by the Chairperson or by one third (1/3) or more of the entire Board. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.
- (c) A majority of the entire Board shall constitute the quorum for a meeting.
- (d) Unless otherwise specified in these Bylaws, a majority approval of the entire Board is required for the Board to take an action.
- (e) A two-thirds (2/3) or more approval of the entire Board is required for a decision to suspend a Trustee or a School officer elected by General Members. Any suspension decision shall be with due cause and shall be promptly communicated and fully disclosed to School General Members within two (2) calendar days of such decision. A special meeting of the General Members shall be called within two (2) School weeks to decide whether such Trustee or the School officer shall be removed (two-thirds or more approval) or suspended or reinstated (majority approval). In the event the Principal is suspended, the Vice Principal shall serve as the interim Principal during the suspension period. In the event both Principal and Vice Principal are suspended, the Board shall appoint an interim Principal to serve during the suspension period. During the suspension period, the

suspended Trustee or School officer shall surrender all resources and properties of the School to the Board.

- (f) Notice of a regular or special meeting including the date, time, location and purpose shall be given to each Trustee not less than one (1) weeks before the date of the meeting. Personal presence at the meeting by the Trustee without any objection as to the lack of or improper notice shall constitute waiver of such notice. The same notice of meeting shall be announced to all General Members at least one (1) week in advance.
- (g) Unless matter to be discussed at a Board meeting is confidential and protected by applicable law (for example, to protect minor students or other individual's privacy), such Board meeting, regular or special, shall be public and transparent to all General Members. Each public meeting shall have allocated time for General Members' participation under the supervision of the Chairperson.
- (h) All Board resolutions and brief meeting minutes shall be published in the School's official media. Voting records of each Trustee shall be included in the meeting minutes, so long as such does not violate the confidentiality as may be protected by applicable law.
- (i) Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, all Trustees consent thereto in writing and the written consents are filed with the minutes of the School. The consents shall have the same effect as a unanimous vote of the Board at a meeting for all purposes.
- (j) A Trustee, including the Principal and Vice Principal, shall not be able to vote on any resolution of matters in which he or she has an interest which conflicts with the School's interest. A Trustee shall avoid any activity that conflicts or potentially conflicts with the interest of the School. Should such activity be deemed necessary, the interested Trustee shall promptly report and fully disclose to the Board all relevant information. The Board shall evaluate the situation and take actions by an affirmative vote of majority of the disinterested Trustees.
- (k) Any or all Trustees may participate in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

6.04 The Board is the governing body of the School and shall have the authorities and responsibilities to:

- (a) Ensures that the School operations conform to federal and state laws, and conform to the School charter, Bylaws, and policies;
- (b) Oversee School's general operation on behalf of the General Members;
- (c) Provide guidance on School's future development, establish general educational objectives, plans and standards;

- (d) Set School's general policies and guidelines related to the following:
 - (i). School's administrative structure;
 - (ii). Academic policies;
 - (iii). Budget and financial regulations and operational rules;
 - (iv). Tuitions, fees, stipend, and staff compensation
- (e) Review, approve, and monitor School's financial, budget, and expenditure reports;
- (f) Approve any significant unbudgeted expenditure, including the creation of a paid new School officer position outside the School budget.
- (g) Oversee the financial audit of the School;
- (h) Review and approve annual School academic plans;
- (i) Review and approve the appointment and dismissal of Accountant, Academic Dean and Web Administrator nominated by the Principal;
- (j) Appoint interim Principal and/or Vice Principal in the event of their vacancy.

6.05 A Trustee shall uphold the following code of ethics:

- (a) Act in a manner that represents the best interest of the General Members;
- (b) Behave toward fellow Trustees or School officers with the respect due their office, demonstrating courtesy, decorum, and fair play at all School meetings and in all public statements.
- (c) Refrain from inappropriate conduct in all School meetings. In making public statements, refrain from any disparagement of fellow Trustees or School officers or others on a personal, social, racial, or religious basis.
- (d) Carry out his/her responsibility, together with fellow Trustees, to see that the School is well run.
- (e) Refuse to surrender his/her independent judgment to special interest or partisan political groups or to use the School for personal gain or for the gain of family or friends.
- (f) Hold confidential all matters pertaining to the Schools, which, if disclosed, would needlessly injure individuals or the School.
- (g) Respond to issues and concerns raised during Board meeting by any General Members, teachers, or students of the School in a timely and professional manner.

Article VII. School Administration

7.01 School Administration is the executive body of the School responsible for the routine operations of the School.

7.02 School Administration shall carry out the School's operations under the policies and general guidelines approved and adopted by the Board.

7.03 A member of School Administration is a School officer. Accountant, Academic Dean, and Web Administrator are nominated by the Principal and approved by the Board. Other School officers are appointed by the Principal within the budget approved by the Board.

7.04 A School officer shall avoid any activity that conflicts or potentially conflicts with the interest of the School. Should such activity be deemed necessary, such School officer shall promptly report and fully disclose to the Board all relevant information. The Board shall evaluate the situation and take actions by an affirmative vote of majority of the disinterested Trustees.

7.05 A School officer shall uphold the same code of ethics set forth in Section 6.05 except for Section 6.05(g).

7.06 Principal

- (a) The Principal is elected by the General Members and shall be a School General Member.
- (b) The Principal is in charge of the School Administration. The Principal shall serve as the President of the School in compliance with the Act.
- (c) The term for the Principal is defined as one (1) year with a limit of no more than three (3) consecutive terms.
- (d) The Principal has the authorities and responsibilities (or delegate such to the Vice Principal or any other School officer) to:
 - (i). administer the day-to-day operations of the School;
 - (ii). represent the School in external affairs;
 - (iii). appoint and dismiss subordinate School officers, except that the appointment and dismissal of Accountant, Academic Dean, and Web Administrator shall be approved by the Board;
 - (iv). hire and dismiss School teachers;
 - (v). approve and sign vouchers and payments within the school budget; and
 - (vi). prepare and present budget and quarterly financial reports to the Board.
- (e) The Principal may be removed, with or without cause, pursuant to Section 5.03(c) of these Bylaws.

7.07 Vice Principal

The Vice Principal is elected by the General Members and shall be a School General Member. The Vice Principal shall serve as the Secretary of the School in compliance with the Act. The Vice Principal may be removed, with or without cause, pursuant to

Section 5.03(c) of these Bylaws. The Vice Principal shall assist the Principal to ensure the normal routine operation of the School and shall have the authorities and responsibilities as may be designated by the Principal from time to time. In the absence or disability of the Principal, the Vice Principal shall have all the authorities and responsibilities of the Principal.

7.08 Academic Dean

The Academic Dean's main duty is to oversee and coordinate the School's learning and academic activities. The Academic Dean shall report to the Principal.

7.09 Accountant

- (a) The Accountant shall report to the Principal and shall serve as the Treasurer of the School in compliance with the Act.
- (b) The Accountant's duties shall include:
 - (i). Maintaining School's financial books and records;
 - (ii). Providing cooperation for financial audit;
 - (iii). Assisting the Principal in preparing School annual budget;
 - (iv). Preparing financial reports;
 - (v). Assisting the Principal in preparing School tax returns; and
 - (vi). Such other relevant duties as may be designated by the Principal.

Article VIII. Advisory Committee

8.01 Objectives and Purposes

The Advisory Committee functions in an advisory capacity to both the Board and the School Administration to provide advice and support and to ensure sustainability of HXPCS policies and smooth operation of HXPCS. The Advisory Committee has no legislative or administrative authority and is advisory only.

8.02 Membership

(a) Members

- (i). The Board shall appoint initial members for the Advisory Committee.
- (ii). A member for the Advisory Committee shall be nominated by then existing Advisory Committee and approved by a majority (more than 50%) of the Board.
- (ii). Current members of the Board or the School Administration shall not serve on the Advisory Committee.
- (iii). Members of the Advisory Committee do not have to be HXPCS General Members.
- (iv). Members of the Advisory Committee shall receive no compensation for their services as Advisory Committee members.

(b) Member Responsibilities

- (i). Each member is expected to attend meetings.

(ii). Each member is expected to study the issues or problems which come before the Advisory Committee in order to contribute to the resolution process, and provide advice as requested by the Board and School Administration.

8.03 Resignation and Removal

(a) Resignation: Any member may resign from the Advisory Committee by giving written notice to the Chairperson of the Board. The resignation will be effective immediately upon receipt of such notice.

(b) Removal: A member may be removed for cause if such removal is proposed by the Advisory Committee and approved by a majority vote of the entire Board. The cause may include, but is not limited to, conviction of a crime, and failure to comply with Bylaws.

8.04 Officers

(a) Officers may include a chair, a vice chair, and a secretary.

(b) Officers, if any, will be elected by a majority of the Advisory Committee subject to the approval by a majority of the Board.

8.05 Functions

(a) To provide advice and support to the Board and the School Administration as needed.

(b) To mediate a dispute if any between the Board and the School Administration. if necessary.

(c) To preside a special meeting. The Advisory Committee shall preside a special meeting if the other options stipulated in Section 5.02(e) of the Bylaws of HXPCS are not feasible.

Article IX. Finance

9.01 The Board shall set the financial guidelines and/or regulations to govern School's financial matters and such guidelines and/or regulations shall be followed by the School Administration.

9.02 The School funds may come from tuition, fees, fund raising, donations, and other sources that School may legally obtain. Tuition and applicable fees should be set at an appropriate level to cover routine expenditures and to guarantee the good quality of the School curriculum.

9.03 The Principal is responsible for proposing budget plan for the next school year to the Board for Board's review and approval before the beginning of the registration for each school year. The Board shall review and vote on the budget. The budget plan approved by the Board shall be executed by the School Administration.

9.04 The Principal shall prepare and submit financial reports to the Board pursuant to Section 7.06(d)(vi).

Article X. Amendment of the Bylaws

10.01 An amendment, restatement, or repeal of the Bylaws (the “Bylaws Amendment”) shall pass all of the following three steps to become effective: (a) Bylaws Amendment shall be proposed to the Board by more than one-third (1/3) of the entire Board, a committee appointed by the Board, or 10% or more of the entire General Members; (b) the proposed Bylaws Amendment shall be discussed by the Board and, if approved by two-thirds (2/3) or more of the Trustees, shall be submitted to the General Members to review; and (c) by an affirmative vote of two-thirds (2/3) or more of the General Members at a regular or special meeting of the General Members.

10.02 The proposed Bylaws Amendment must be made available for all General Members at least two (2) weeks prior to the voting date.

Article XI. Nonprofit Purpose

11.01 The School is formed exclusively for purposes for which a corporation may be formed under the New Jersey Nonprofit Corporation Act (the “Act”) and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the School shall be distributed to or inure to the benefit of its Trustees, officers or committee members, except to the extent permitted under the said Act.

11.02 The School shall not provide any private service for its Trustees, officers or committee members, or take steps which will serve to facilitate the transaction of specific business by its Trustees, officers or committee members or promote the private interest of any Trustee, officer or committee member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

11.03 The Bylaws of the School are subject to the New Jersey Nonprofit Corporation Act. If any provision in these Bylaws is inconsistent with that Act, the Act shall govern to the extent of the inconsistency.

Article XII. Indemnification

12.01 The School shall, to the fullest extent permitted by law, indemnify and hold harmless any and all Trustees, officers, and otherwise School representatives, from and against any and all claims, expenses, liabilities, losses, in any proceeding involving his/her acts or omissions by reason of his/her having been an authorized School representative directed by or acting on behalf of the School.

12.02 Notwithstanding the foregoing, the indemnification specified in Section 11.01 does not apply if a judgment, arbitration, or other final adjudication adverse to the School representative establishes that his/her acts or omissions (1) were in breach of his/her duty of loyalty to the School or its General Members, (2) were not in good faith or involved a knowing violation of applicable law, or (3) resulted in receipt by such School representative, directly or indirectly, of an improper personal benefit.