

OHIO CONTEMPORARY CHINESE SCHOOL BYLAWS

ARTICLE 1: NAME

The name of this organization shall be OHIO CONTEMPORARY CHINESE SCHOOL, referred to herein as "OCCS".

ARTICLE 2: OBJECTIVES

OCCS is a non-profit entity organized as specified in Section 501(c)(3) of the Internal Revenue Code.

2.1 OCCS shall strengthen cultural and educational exchanges and foster mutual understanding between the United States and China.

2.2 OCCS shall promote Chinese language and culture, and contribute to the cultural diversity and dynamics of the State of Ohio.

2.3 OCCS shall provide the community with curriculum of regular Chinese language and culture classes, conduct lectures and meetings, produce publications, and make information available concerning the teaching and learning of Chinese language and culture.

2.4 OCCS shall cooperate with local and national organizations in the advancement of culture and the promotion of high professional standards and integrity in education.

2.5 These objectives shall be pursued without prejudice toward any person or group.

ARTICLE 3: ORGANIZATIONAL STRUCTURE

3.1 General Assembly is the ultimate decision making body, electing the Board of Trustees and approving school related decisions beyond the authority of the Board.

3.2 OCCS is governed by Board of Trustees (the Board).

3.3 OCCS's daily operation is run by School Administration (SA).

ARTICLE 4: GENERAL ASSEMBLY

4.1 General Assembly is composed of OCCS General Members.

4.2 OCCS General Members are voting members. Parents or legal guardians of OCCS students in good standing, including adult students, shall be deemed General Members. Current Trustees of the Board, the SA team, teaching staff and registered volunteers shall also be deemed General Members.

4.3 OCCS Honorary Members are non-voting members. The Board may, at its sole and exclusive discretion, grant Honorary Membership to a person who is not a General Member, but who has made significant contributions to OCCS.

4.4 Eligibility of General Membership shall be void upon failure to keep a student's dues, fees and assessments fully paid and current on or before the due date.

4.5 OCCS shall hold an Annual General Assembly at a time and place determined by the Board. The Board shall give notice to General Members at least fourteen days before General Assembly.

4.6 Trustees of the Board shall be elected at the General Assembly.

4.7 A motion shall be approved by a simple majority (over 50%) of the effective votes at the General Assembly.

4.8 A special General Assembly shall be held if a call for such assembly, stating its purpose, has been made by the Board, or by written petition of more than 50 or 20% of the OCCS General Members, whichever is less.

4.9 If the Board finds that the call for a special General Assembly has been duly made, the Board shall give notice to General Members not less than fourteen days before the meeting, with time, place, and purpose of the special General Assembly.

ARTICLE 5: BOARD OF TRUSTEES

5.1 The Board of Trustees is responsible for:

5.1.1 long term planning and development, including but not limited to curriculum, financial management, and school site;

5.1.2 setting school policies, including but not limited to tuition rate, teacher compensation, and SA compensation;

5.1.3 appointing a Principal and confirming SA Team formed by the Principal;

5.1.4 reviewing the performance of the SA;

5.1.5 overseeing the school's overall financial position and approving annual budget;

5.1.6 organizing General Assembly and elections;

5.1.7 designating subcommittees;

5.1.8 providing an annual report to General Assembly.

5.2 A candidate for the Board shall be an individual with leadership skills who is dedicated in fulfilling the mission of OCCS. A candidate shall be a parent, teacher, SA team member, Parent Committee member, Board member, subcommittee member, or library volunteer, who has at least one year service on file at OCCS.

5.3 A self-nomination along with a completed OCCS election candidate form must be submitted before the submission deadline. The application shall be reviewed by the Board. Verified candidates will be submitted by the Board to the General Assembly for voting. Those with most votes among the candidates will become the new Trustees.

5.4 The Board shall consist of eleven elected Trustees. The term of the Trustee is four years. Every two years either five or six Trustee positions will be up for re-election. Vacancies due to

resignation and other reasons will be filled during the biennial election to finish the remaining term. Elections shall be guided by election rules.

5.5 The Board of Trustees shall elect the following Board officers: Chairman, Vice Chairman, Treasurer, and Secretary. The term of the officers shall be two years. The Chairman can serve no more than two consecutive terms.

5.5.1. Chairman, who serves as coordinator of the Board, shall preside over Board meetings and General Assembly.

5.5.2. Vice-Chairman, in the absence of the Chairman, shall preside over Board meetings and General Assembly. The Vice Chairman shall also perform such other duties as may be assigned by the Board. In the event the Chairman resigns during the term, the Vice Chairman shall act as Chairman to the end of the term.

5.5.3. Secretary shall prepare and maintain minutes for all Board meetings and General Assembly. Minutes shall be sent to the Trustees for review and approval for the next meeting.

5.5.4. Treasurer shall oversee overall financial matters. The Treasurer shall audit the financial affairs annually and prepare the financial statement for the Board and the General Assembly.

5.6 Democratic processes shall be observed. Board decisions are valid only if approved through simple majority at a Board meeting attended by at least two-thirds of the Trustees. Approval of two-thirds of the Trustees shall be needed on decisions deemed significant by majority of the Board.

5.7 Chairman or one-third of the Trustees can call a Board meeting. The Trustees are obligated to participate and to contribute to the meetings. The Principal shall attend Board meetings as a non-voting member.

5.8 Trustees shall not engage in any activity that might constitute or have the appearance of conflict of interest to OCCS. Should a Trustee be deemed as violating this rule, the Board may, with the approval of two thirds of the Trustees, censor this Trustee. Trustees shall excuse themselves from Board discussion and voting to avoid appearance of conflict of interest.

5.9 The Board shall appoint the Principal. The Principal may be replaced by a vote of two thirds of the Trustees, should the Principal engage in any activity that is detrimental to the interest to OCCS.

5.10 A Trustee may resign. If a Trustee is unable to attend the Board meetings for a period of six months for any reason, the Trustee shall be considered to have voluntarily resigned from the Board.

5.11 Trustees shall serve as volunteers without compensation. A Trustee shall take trustee duties as the primary duty in OCCS. A Trustee shall serve a minimum of two years before being eligible to serve on the SA team.

5.12 The Board of Trustees shall designate subcommittees to conduct basic fact finding, work through specific issues, or investigate new initiatives. Final decisions shall reside with the entire Board. Each subcommittee shall be comprised of one or more Trustees, and one or more non-Trustees if necessary.

5.13 Trustees shall not be personally liable for the debts, liabilities, or other obligations of OCCS. Except to the claims and liabilities related to conflict of interest, Trustees shall be

indemnified by OCCS to the fullest extent permissible under the laws of the State of Ohio against any and all other claims and liabilities to which the Trustee becomes subject to by reason of serving or having served as a Trustee of OCCS, or by reason of any action alleged to have been taken, omitted, or neglected by the Trustee. OCCS shall, to the extent of its available funds, reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability. The right to indemnification contained herein shall not be exclusive of any rights to which any such Trustee may otherwise be entitled by law.

5.14 Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of OCCS (including a Trustee, officer, employee or other agent of OCCS) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not OCCS would have the power to indemnify the agent against such liability under the Articles of OCCS, these Bylaws or provisions of law.

ARTICLE 6: SCHOOL ADMINISTRATION

6.1 SA team shall carry out the day-to-day school operation and implement school policies. SA team reports to the Principal. The Principal is accountable to the Board.

6.2 Principal is appointed by the Board. A Trustee may be appointed as the Principal, with the Trustee duties suspended and the Board seat kept until the end of the term. Term of the Principal shall be one year, and it is renewable for up to five consecutive years.

6.3 Principal is responsible for:

6.3.1 forming the SA Team upon confirmation by the Board;

6.3.2 overseeing the school's daily operation to achieve objectives set up by Board;

6.3.3 working with the Treasurer to prepare an annual school operation budget and year-end school operation financial report;

6.3.4 providing a semi-annual school operation report to Board and annual report to General Assembly;

6.3.5 assessing performance of each SA member.

6.4 SA Team is accountable to the Principal to ensure normal school operation. The Team may include but is not limited to Assistant Principal(s), Dean, Department Directors and Accountant. The Accountant reports to the Treasurer.

6.5 SA Team is responsible for but not limited to:

6.5.1 recruiting, training teachers, and evaluating performance of the teachers;

6.5.2 registering students;

6.5.3 implementing academic curriculum;

6.5.4 conducting safety operations;

6.5.5 providing resources for teaching and cultural activities;

6.5.6 encouraging parents to lead and volunteer in student-centric extracurricular activities, upon availability of school resources;

6.5.7 leading subcommittees to support the operation of the school, to involve parents, teachers, and volunteers;

6.5.8 stipulating and enforcing school operational regulations.

6.6 SA Team shall abide by the operational guidelines approved by the Board. No SA member is allowed to serve in more than one paid position in the OCCS system.

6.7 Except to the claims and liabilities related to conflict of interest, SA members shall be indemnified by OCCS.

ARTICLE 7: FINANCE

7.1 The fiscal year shall be the same as the school year. The Board of Trustees shall develop a set of coherent guidelines for the school as a non-profit operation.

7.2 Board may approve any non-budget/over-budget expense exceeding \$500, subject to the financial ability of the school.

ARTICLE 8: BYLAWS AND POLICIES

8.1 The Bylaws of OCCS may be altered, amended, repealed or added to by the approval of General Assembly.

8.2 Policies and rules to regulate the business operation set by the Board shall not be in conflict with the Bylaws.

8.3 The adoption or modification of any policy and rule must be approved by the Board. Otherwise, such policy or rule will not be valid.

8.4 Interpretation of the Bylaws resides with the Board.

8.5 The Board may correct any typos and/or clerical errors found in the bylaws.

8.6 Legal representatives of OCCS shall be Chairman of Board and/or Principal.

ARTICLE 9: ORGANIZATON DISSOLUTION

9.1 Should it be decided that OCCS be dissolved, all of its assets and properties will be donated to a non-profit organization designated by the Board.

(Version March-30-2012)