



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

The Bylaws of Berkeley Heights Huaxia Chinese School

Revised on June 20, 2017

Article I. Name

The registered name shall be Berkeley Heights Huaxia Chinese School (abbreviated BHHXCS, hereinafter referred to as "the School") non-profit corporation incorporated in the State of New Jersey, USA.

Article II. Purpose

- 2.01 The School is a non-profit, non-religious, and non-political educational institution. The School is organized exclusively for educational, cultural, scientific and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
- 2.02 The purposes of the School shall be to teach Chinese language and promote Chinese culture to the public, to foster multi-culture exchange, and to promote the understandings and communications among different ethnic groups, through the activities including:(a) teaching Chinese language, arts, music, dance, sports and other forms of liberal arts and science, (b) organizing community events to disseminate Chinese culture, (c) engaging in any other educational activities compatible with the purposes of the School.
- 2.03 No part of the net earnings of the School shall inure to the benefit of or be distributed to its directors, officers, agents, or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the School.
- 2.04 Notwithstanding any other provisions of these Bylaws, the School shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

Article III. Members

- 3.01 Members of the School shall consist of all students, who are properly registered, and parents or guardians of registered students who are younger than 18 years old. Each registered family has only one vote.
- 3.02 All members of age 18 or older shall be entitled to vote and to be elected on the Board.
- 3.03 The annual general member meeting shall be held after September to review financial report of previous school year and the budget for the current school year.

Article IV. General Provisions

- 4.01 Anyone can apply to register as a student of the School, without regard to his/her age, gender, race, religion, color, national origin, and blood.
- 4.02 The School is registered as a financially independent entity and has its own administration and operation. The School may participate in activities and events organized by the Huaxia Chinese School.
- 4.03 The School may accept donations from organizations, group or individuals but shall not represent any donor's political, cultural, religious, social opinions and shall not benefit any donor financially.
- 4.04 Any organization, group or individual(s) who intend to host any activity at the School or using the school name must obtain advanced approval from the School.
- 4.05 All students must uphold the School Bylaws, rules, and regulations, and pay tuition, fees and other dues on time. Any student who violates the School Bylaws, rules or regulations or commits any activities that cause harm to the School may have his/her status terminated by the school administration with the approval of the Board of Directors.
- 4.06 Teachers, students and school staffs should abide by the rules of conduct issued by the School.

Article V. Executive Council

- 5.01 The Executive Council (EC) is composed of emeriti and current members of the Board of Directors, current principal, current vice principal, current academic dean, current chair-person of Parent Teacher Association (PTA).
- 5.02 The Executive Council is responsible to 1) Nominate the candidates for board election, 2) Review the annual audit report and issue audit opinion with three fourth (3/4) council members' approval, 3) Propose an amendment of Bylaws for member voting with three fourth (3/4) council members' approval.



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

- 5.03 The council shall nominate the number of electing positions plus one (N+1) candidates for the board election. Each council member can nominate the same amount candidates, and the top candidates with most votes shall be nominated by the council.
- 5.04 In case of serious auditing issue, the council can request the School to address the issue within a certain time period or call a special general member meeting with three fourth (3/4) council members' approval.
- 5.05 Emeriti members of the Board of Directors can stay in the council with annual renewal of his/her membership.
- 5.06 **Quorum.** At all meetings of the Executive Council, the presence of at least a two-third (2/3) of the voting members of the council shall be necessary and sufficient to constitute a quorum for the transaction of business. . No business shall be considered by the council at any meeting at which a quorum is not present. All council members may vote either in person or by an absentee email vote. In the case of absentee votes, the absent council member must email their votes to all the members.
- 5.07 **Secretary:** The Secretary of the council shall be nominated by at least two council members and elected by the two-third (2/3) majority of the council members. The secretary is responsible to organize the council activities related to candidate nomination, auditing review, and bylaw amendments.

Article VI. Board of Directors

- 6.01 **Power:** The Board of Directors is responsible for 1) Guiding the School's development direction and plans; 2) Appointing or dismissing the Principal; 3) Appointing or dismissing the chair-person of the Parent Teacher Association (PTA); 4) Examining and approving the major events and activities proposed by the School Administration, including the annual report, budget and final expenditures of the school, the use of the School name, as well as rules and regulations for school operation; 5) Deciding the type of the election of new director; 6) Organizing the annual general member meeting.
- 6.02 **Number of Directors and Terms:** The regular number of Board is seven (7) or nine (9). (Exception: first term of Board Members were consisted of 8 founding members). All directors shall serve a two (2) year term; however, the term may be extended until a successor has been elected. Directors may serve two (2) terms in succession. The term of office shall be considered to begin on July 1 and end on June 30. Each term two or three directors should be re-elected.
- 6.03 **Qualifications and Election:** School member of age 18 or older is eligible to serve as a director on the board of directors. The Candidates for the board of directors shall be nominated by the Executive Council. The election of directors shall take place from April to June of each year by members of the School. The current Board shall arrange the election via appropriate type (such as paper or electric form).



伯克利华夏中文学校 Berkeley Heights HuaXia Chinese School

- 6.04 **Removal of Directors:** A director may be removed by at least three-fourth (3/4)(rounded) vote of the board of directors then in office, if:
- (a) The director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period.
 - (b) The director is not adhering to his/her fiduciary duty.
 - (c) No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 6.05 **Chairperson of the Board:** The Chairperson shall be nominated by at least two board members and elected by the majority of the board members. The Chairperson serves a 2-year term and may be reelected to 2 consecutive terms. The School principal shall not be elected as the Chairperson. The Chairperson shall be in charge of calling a Board meeting, initiating the meeting agenda, and managing the Board activities and responsibilities.
- 6.06 **Secretary of the Board:** The Secretary of the Board shall be nominated by Chairperson and elected by the majority (two-third)(2/3) of the board members. The Secretary is responsible to assist Chairperson organizing Board meeting and other activities including but not limited to communication by giving timely distribution of materials such as agendas and meeting minutes, maintaining all the legal documents, meeting minutes, school rules, and security login/password information which are important for School's operation.
- 6.07 **Board of Directors Meetings:**
- (a) Regular Meetings. The board of directors shall have a minimum of four (4) meetings each calendar year at times and places including a fixed meeting for approval yearly budget. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, WeChat, telephone, or other electronic communication system shared by all the directors. Notice of meetings shall specify the place, day, and hour of meeting.
 - (b) Special Meetings. Special meetings of the board may be called by the Chairperson, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Any Director who has a conflict of interest, that is determined by a two-third majority of the Board of Directors in the proposed subject matter shall be refrained from meeting.
 - (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with New Jersey law.
- 6.08 **Manner of Acting:**



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

- (a) Quorum. A majority (two thirds, 2/3) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. All Directors may vote either in person or by an absentee email vote. In the case of absentee votes, the absent Directors must email their votes to all the Directors.
- (b) Majority Vote. Except as otherwise required by law, by the articles of school, or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Participation. Except as required otherwise by law, the Articles of school, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

6.09 Compensation for Board Service:

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

6.10 Compensation for Professional Services by Directors:

Directors are not restricted from being remunerated for professional services provided to the School. Such remuneration shall be reasonable and fair to the School and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

6.11 Conflict of Interest:

- (a) No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- (b) A Director and his/her family members who live in the same household shall avoid engaging in any activity that conflicts or potentially conflicts with the interest of the School. Should such activity be deemed necessary, the interested Director shall immediately report and fully disclose to the Board all of the detailed information. The Board shall evaluate the situation and take actions by an affirmative vote of majority of the disinterested Directors.



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

Article VII. Board Committee

7.01 The Board creates different committees to fulfill specific missions of the School. Board reserves the right to make final decision on committee's action. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the school record. The board may appoint persons who are not Directors of the School to those committees. Committee members must be approved by the Board with majority vote (two-third, 2/3) prior to the appointment. Committee consisting of at least two (2) Directors and such other qualified individuals as the Board of Directors may determine.

7.02 There shall be the following board committees:

(a) Audit Committee

- (i) Conduct audit of compliance to attest whether the school operations are in compliance with the Bylaws and the Regulations;
- (ii) Conduct annual audit of financial statements before the registration for the next school year to attest the fairness, completeness and accuracy of the financial statements reported by the School Administration;
- (iii) Conduct internal audit of financial activities, when a school officer or staff departs from his or her position before the end of his or her service term;
- (iv) Conduct a special audit to investigate financial matters concerned by the Board of Directors;
- (v) Audit Committee shall report its findings only to the Executive Council and the council shall issue an audit opinion after reviewing the audit report.

(b) Finance Committee

- (i) Review, discuss and recommend changes to the proposed annual School budget and submit for approval to the Board of Directors;
- (ii) Review, discuss and present the financial statements to the Board for approval, at least quarterly;
- (iii) Oversee the annual audit and tax reporting. The Committee shall review account policy, financial procedures, and tax filing;
- (iv) Propose fund raising plan to Board and organize fund raising activity for the School; oversee donation activity for School.

7.03 Special committees: as they shall determine are necessary for the functioning of the School. Each such committee shall be given a specific charge and term. No special



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees shall be named by the Board.

Article VIII. School Administrative Committee

- 8.01 School Administrative Committee. The School Administrative Committee (SAC) shall consist of a Principal, a Vice Principal, an Academic Dean, an Accountant and other officers. The SAC is in charge of daily operations of the School, as well as setting up the rules and regulations that will ensure the smooth operations of every task in the School after approved by the Board.
- 8.02 The Principal shall be nominated by at least two board members and elected by the majority of the board members. The principal election shall be held by the current board in April, and the Principal Elect shall work with the current Principal on the transition.
- 8.03 The Principal shall act as the representative of the School for external affairs and public relations. The Principal shall report to the Board. The Principal shall be in full charge of and responsible for School's operations and administration. The Principal shall be appointed for a term of one (1) year. The Principal may be re-appointed for two (2) consecutive terms upon Board approval. The Principal shall nominate Vice Principal, Dean and Accountant. Board shall approve or remove the Principal, Vice Principal, Dean and Accountant by a majority(two-third, 2/3) vote of the entire Board. The Principal shall propose and submit the annual school budget, school plans including school activities, curriculum programs, students tuition and salary/compensation for teachers' and administrative committee (if applicable) to the Board for approval. All other SAC members shall assist in the overall planning, enable smooth functioning, collaboration, and communication between various school administrative branches, staffs, and school volunteers in carrying out the following tasks: (1) overseeing school's academic tasks, (2) providing logistic support to the school operations, (3) maintaining an overall healthy financial status through financial planning and budgeting, and execute it upon the Board approval (4) facilitating all school's culture enrichment and other extra-curriculum programs and activities
- 8.04 The Accountant shall report to the Principal as well as the Board of Directors. The positions of Accountant and Principal cannot be held by the same person. The Accountant shall organize and oversight the financial operations of the School, prepare and report financial statements, including reports on budget and actual financials, revenue, expenses, donations to the School, and assist tax filings of the School in each school year.



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

- 8.05 The Principal shall appoint and dismiss subordinate officers, upon approval by the Board. The Principal may designate, with two weeks' notification to the board. The Vice Principal will be the Acting Principal in case of his or her absence.
- 8.06 The Principal shall hire and dismiss the School teachers.
- 8.07 The Board shall determine the compensation level for the Principal. The compensation levels for School teachers and other officers shall be proposed by the Principal, and be effective upon the final approval by the Board.
- 8.08 An officer and his/her family members who live in the same household shall avoid any activity that conflicts or potentially conflict with the interest of the School. Should such activity be deemed necessary, the interested officer shall immediately report and fully disclose to the Board with all of the detailed information. The Board shall evaluate the situation and take actions by an affirmative vote of majority of the disinterested Directors.

Article IX. Parent Teacher Association (PTA)

- 9.01 The Parent Teacher Association shall be responsible to
- (a) Lead volunteers to support the School operation, assist the School administration in maintaining the School property, security and orders by scheduling and coordinating parents-on-duty;
 - (b) Plan and organize cultural, entertaining and social activities for the School;
 - (c) Assist teachers in maintaining classroom order and student discipline.
- 9.02 The Chairperson of PTA shall be nominated by at least two board members and elected by the majority of the board members.
- 9.03 The Chairperson of PTA shall be appointed by the Board for a term of one (1) year. The Chairperson may be re-appointed for two (2) consecutive terms upon Board approval.

Article X. Finance

- 10.01 The sources of the School's revenue are tuition, fees and donations. Tuition and fees should be set at a reasonable level to cover routine expenditures and to ensure good teaching quality at the School.
- 10.02 The Principal shall present the budget proposal for the current School year to the Board at the beginning of each school year. The Board shall review and vote on the budget proposal promptly. If approved, the budget proposal shall be presented to the Accountant for auditing and execution. The rejected budget proposal shall be returned to the Principal with recommendations for modification. The Principal shall resubmit



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

the revised budget proposal after receiving the rejection. Should the revised budget proposal be rejected once more, the Board will make final decision on the budget proposal.

- 10.03 The Principal shall present the financial reports for the current School year to the Board at the end of school year (June). The Board shall audit and approve the financial reports.
- 10.04 The School financial operations must comply with the financial regulations formulated in accordance with these Bylaws.
- 10.05 Spending outside of budget that exceeds the amount set by the Board must be approved by the Board. Spending outside of budget within the amount set by the Board can be approved by the Principal and the spending should serve the purpose of the School operations.

Article XI. Interpretation and Amendment of Bylaws

- 11.01 The Board shall have the ultimate authority in interpreting or construing the School Bylaws.
- 11.02 In the event of any conflict between any provision of the School Bylaws and applicable federal or state laws, the corresponding federal or state laws shall control.
- 11.03 The amendment of the By-laws shall be presented to the Executive Council for discussion. After approval by three-fourth majority of the entire Council, the proposal shall be approved the by two-third majority of the Members.

Article XII. Indemnification

- 12.01 The School shall, to the fullest extent permitted by law, indemnify and hold harmless any and all directors of the Board, the School officers, Board members, and Committee members, from and against any and all claims, expenses, liabilities, losses, in any proceedings involving his/her acts or omissions by reason of his/her having been a corporate agent directed by or acting on behalf of the School.
- 12.02 Notwithstanding the foregoing, no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his/her acts or omissions (1) were in breach of his/her duty of loyalty to the School or its members, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by the corporate agent of an improper personal benefit.

Article XIII. Dissolution

- 13.01 The School may not be dissolved unless with four-fifth (4/5) of the school members approval.



伯克利华夏中文学校

Berkeley Heights HuaXia Chinese School

- 13.02 Upon dissolution of the School, its debts, if any, shall be fully satisfied and all of its assets remaining after its satisfaction of its debts shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 13.03 The School reserves the right to seek legal advice in matters relating to dissolution of the School.

Article XIV. Miscellaneous

- 14.01 The School is not responsible for any physical or personal property damages incurred to any member or student on the School premises.
- 14.02 The School is the sole owner of its website, WeChat group with School's English name or Chinese name, School logo and any other social media chat/message group with School's English name or Chinese name. The website, WeChat group, and social media groups are exclusively used for the purposes which are in conformity with the academic and related activities of the School. No person shall have the right to use the School name or School website in any way unless authorized by the Board of Directors.
- 14.03 All communications using the name of BHHXCS shall have permission from Board approved by the two third (2/3) of majority of Board members in advance to be considered legitimate. Board has right to ask stopping such above communications. All public relations impacting the school operations shall be communicated to the Board in a timely manner.