

OHIO CONTEMPORARY CHINESE SCHOOL BYLAW

Draft Date: Jan-26-2012

(Draft for Public Comments)

ARTICLE 1: NAME

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

ARTICLE 2: PURPOSES

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

2.2 Objectives. OCCS shall

- provide the community a variety of educational courses focusing primarily on Chinese language and culture;
 - foster unity and effectiveness of efforts among all concerned with Chinese language and culture;
- enhance contribution of the Chinese community to the cultural diversity and dynamics of the State of Ohio;
- promote cultural and educational exchanges and mutual understanding between the United States and China;
 - engage in all such activities as being incidental or conducive to the attainment of the purposes of OCCS and to exercise any and all powers authorized or permitted to be done by a nonprofit organization under any laws that may be applicable or available to OCCS.

2.3 Means. The OCCS achieves these objectives by maintaining regular Chinese language and culture classes, conducting lectures and meetings, producing publications, and making information available concerning teaching and learning Chinese language. The OCCS also cooperates with other local and national organizations in the advancement of culture, promotion of high professional standards and integrity in education. These objectives are pursued without prejudice toward any person or group.

ARTICLE 3: ORGANIZATION STRUCTURE

3.1 The OCCS membership is composed of General Members and Honorary Members. The General Members of the OCCS elect Board Trustees at the School General Meeting.

3.2 The OCCS is governed by a Board of Trustees. Numbers of Board of Trustees is either 11 or 15. It is 15 if more than 15 candidates are running for Board. It is 11 if 15 or less are running for board. A Board member's term is 4 years. Re-election interval is 2 years for re-electing about half of the board who are going to complete their term. The Board of Trustees elects its officers - Chair, Vice Chair, Treasurer and Secretary. The Board of Trustees appoints the School Principal.

3.3 The Principal carries out the Board's policies and is responsible for leading the OCCS

Administrative (SA) team. The Principal appoints, with the approval of the Board of Trustees, administrative officers of the OCCS.

3.4 The OCCS Parent Teacher Organization (PTO) consists of parents, teachers and school staff. The purpose of the PTO is to promote the welfare of students and teachers, to enrich the educational, cultural and social experience of students and their families, and to involve parents to assist with various school activities, functions and services under the guidance of the School Administrative team.

ARTICLE 4: MEMBERS

4.1 Rights of Members. The OCCS shall have General and Honorary Members.

A. General Members are voting members. Each adult student (18 and older), or adult parent or legal guardians of non-adult OCCS student in good standing, and whose dues, fees and assessments are fully paid and current shall be deemed a General Member. Members of the Board, school administration, teaching staff and registered volunteers shall also be deemed General Members.

Three weeks before the General Meeting, the Principal shall tally and report to the Board of Trustees the numbers of eligible Voting Members for the semester.

B. Honorary Members are non-voting members. The Board of Trustees may, in its sole and exclusive discretion, grant a permanent Honorary Membership to any person who is not a General Member, but who has made significant contribution to the OCCS, or whose membership in the OCCS would confer an extraordinary benefit to the OCCS.

4.2 Termination. The membership of a Member shall terminate upon the occurrence of any of the following events: (1) upon his or her written notice of such termination delivered to the Principal or the Chair of the Board of Trustees personally or by mail; (2) upon physically relocating to another area more than 50 miles away from the school location for more than 6 months; (3) upon a failure to keep their students' dues, fees and assessments fully paid and current on or before the due date; (4) after providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Principal that the Member or his/her child has engaged in conduct seriously damaging to the interests or purposes of the OCCS; or (5) upon termination of the Member's eligibility for membership in accordance with these Bylaws. All rights of a Member in the OCCS shall cease on termination of membership as herein provided.

ARTICLE 5: GENERAL MEETINGS

5.1 Annual General Meeting.

- The School General Meeting is the ultimate vehicle for school elections, and approval of school related decisions beyond the authority of the Board of Trustee and the School Administrators.

- OCCS shall hold an Annual School General Meeting, at the time and place determined by the Board of Trustee if such shall not have been fixed by the preceding Annual School General Meeting.
- A notice of the Annual School General Meeting shall be sent by the Chair of the Board to members of OCCS not less than fourteen (14) days before the School General Meeting.
- Member of Board shall be elected during the Annual School General Meeting.
- Chairman of Board and/or School Principal shall provide a report on the academic and financial status of the school during the Annual School General Meeting.
- Any motion shall be approved by a simple majority (over 50%) of the effective voting member present at the General Meeting.

5.2 Special General Meeting. A Special School General Meeting shall be held if a call for such meeting, stating its purpose, has been called for by the Board of Trustees, or by written petition of more than 50 or 20% of the OCCS general members, whichever is less.

If and when the Chairman of Board of Trustees finds that the call for a Special School General Meeting has been duly made, he or she shall send the notice thereof to members of OCCS not less than fourteen (14) days before the meeting. The notice shall state the time, place and purpose of the Special School General Meeting.

ARTICLE 6: BOARD OF TRUSTEES

6.1 Organization. The Board of Trustees are responsible for approving school planning and policy, appointing Principal, monitoring school operation, and organizing School General Meetings and elections. The Board consists of fifteen elected members. The term of the Trustee is six years. Board decisions are valid only if approved by two-thirds of the members at a Board meeting attended by at least twelve committee members.

6.2 Election. Every two years at least one third of the Trustees will be re-elected. There is no term limits for the Trustees. Details of election should be guided by election rules set by the Board of Trustees.

Trusteeship vacancies caused by resignation or any other reason shall be filled at the next election, and the replacement will continue the term of the replaced.

6.3 Duty. The Board of Trustees is responsible for the operation and management of OCCS as a collective body on behalf of OCCS general members. The duties of the Board of Trustees shall include but not limited to: determining long-term development plan, setting operation policies, appointing a Trustee as the school Treasurer, auditing financial budget and expenditure, appointing the Principal and confirming the Administrative Team formed by the Principal, and overseeing the work of the School Administration Team.

6.4 Qualification. The Trustees shall be individuals with leadership skills who are dedicated in fulfilling the mission of OCCS. A candidate for the Board of Trustee must be a General Member of OCCS. 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 of Trustees, and verified candidates will be submitted by the Board to the General Assembly Meeting for voting. Those who get most votes among the candidates will become the Trustees.

6.5 Officers. The Board of Trustees shall have a Chair, a Vice Chair, a Treasurer and a Secretary. The term of office of the Chair shall be two years, renewable by one more consecutive term. The Chairperson shall be responsible for the calling for meetings, and the coordination of the Trustees. The basic responsibilities of the officers are defined as the following:

- A. Chair: The Chair shall preside over Board meetings and general membership meetings.
- B. Vice-Chair: The Vice Chair, in the absence of the Chair, shall preside over Board meetings and General Membership meetings. The Vice Chair shall also perform such other duties as may be assigned by the Board of Trustees. In the event the Chair resigns during his/her term, the Vice Chair shall act as Chair to the end of his/her term.
- C. Secretary: The Secretary shall prepare and maintain minutes for all Board and General Member meetings. Minutes shall be sent to the Board for review no later than two weeks following the meeting.
- D. Treasurer: The Treasurer shall oversee overall financial matters. The Treasurer shall audit the financial affairs annually in accordance with these Bylaws and at the direction of and with the approval of the Board.

6.6 Decision Making Process. The Board of Trustees shall employ democratic practices so that decisions shall be made by the majority of the members, under the leadership of the Chair. A Trustee shall excuse himself/herself from the discussion and voting when he or she is the subject of the topic.

6.7 Board Meetings. The Chair or one-third of the Trustees can call a Board meeting. The Board members are obligated to participate and to contribute to the meetings of the Board of Trustees. To avoid conflict of interests, multiple roles played by one single person in the OCCS are not encouraged. If such case exists for any Board member, the obligation and duty as a Board member shall be primary. The principal is invited to attend Board meetings as a non-voting member if he or she is not a Trustee.

6.8 Discipline. Board members shall not engage in any activity that might constitute or have the appearance of conflict of interest to OCCS. Should a member being deemed as violating this rule, or being ineffective in contributing to OCCS for an extended period of time, the Board of Trustees may, with the approval of two thirds of Board members, censor this member. The process needs to be initiated by at least three Board members.

The Board of Trustees may terminate the Principal and appoint a replacement. This will require two thirds of the votes from the Board members.

One Trustee, multiple Trustees or the entire Board of Trustees can be removed, with cause, by the simple majority vote of the eligible Voting Members during General Meeting.

6.9 General Meetings. The Board of Trustees shall be responsible for calling a General Meeting.

6.10 Resignation. A Board member may resign. If a Board member fails to attend three consecutive Board meetings without excuse, or fifty percent or more Board meetings within a calendar year for any reason, he or she shall be considered to have voluntarily resigned from the Board.

6.11 Compensation. Trustees shall serve without salary compensation, provided that they may, at the discretion of the Board, be allowed reasonable reimbursement of expenses incurred in the performance of their duties. A Trustee may accept a position in the Administrative Team, with the approval of the Board.

6.12 Committees. The Board of Trustees may designate a Working Committee or Committees, to conduct basic fact finding, work through specific issues, or investigate new initiatives. Final decisions shall reside within the entire Board. Each committee shall comprise two or more Board Trustees, and a number of non-Trustees as advisors if necessary.

6.13 Liability. The Trustees shall not be personally liable for the debts, liabilities, or other obligations of OCCS.

6.14 Indemnification. Except to the claims and liabilities related to conflict of interest, the Trustees of OCCS 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 he/she becomes subject 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 him/her as a Trustee of OCCS. 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 of OCCS may otherwise be entitled by law.

6.15 Insurance. 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 7: SCHOOL ADMINISTRATION

7.1 Governing Order. The Board appoints a Principal, the Principal forms the Administrative Team upon confirmation by the Board, and the Principal proposes the School operation budget.

7.2 Principal.

- The Board of Trustees appoints the Principal at least three months before the start of the new school year. The Principal is accountable to the Board.
- The term of the Principal shall be two (2) years. There is no term limit. If the incumbent wishes to serve a second term, he or she shall reapply.
- The Principal shall be the Chief Executive Officer for the day-to-day operation of the OCCS and shall supervise and control all operational matters of the OCCS, including the administrative and instructional services performed by the OCCS.

7.3 Officers. The Principal forms the Administrative Team upon the confirmation by the Board. The Administrative Team may include but are not limited to Vice Principal(s), Dean or Provost,

and Department Directors. The Team is accountable to the Principal.

7.4 Guidelines. The School Administration shall abide by the Operational Guidelines laid out by the Board.

7.5 Budget. The Principal should work with the Treasurer to prepare and present a budget request one month before a new semester starts, then a financial statement within two month after a semester ends, for the Board's consideration and approval.

7.6 Compensation. The compensation to the School Administration Team shall be determined by the Board based on performance and financial conditions of the OCCS.

7.7 Indemnification. Except to the claims and liabilities related to conflict of interest, the Officers, similar to the Board of trustees, shall be indemnified by OCCS.

7.8 Overlapping of Board and School Administration

- A Board member is allowed to be appointed and serve as the Principal, as a paid position in School Administration (SA).
- A non-Board member Principal is required to attend Board meetings as a no-voting participant.
- Treasurer of the Board is also Treasurer of OCCS SA, as a paid position or a non-pay volunteer.
- A Board member, other than Principal and Treasurer, is allowed to serve in the SA either as a non-pay volunteer or to resign from the Board and then to serve in a paid position of SA. Total less than one-third (1/3) of the elected Board members are allowed to serve in the SA team.
- No Board member, No SA member is allowed to serve on two paid potions in the OCCS system.
- The Principal or the Treasurer will not be allowed to participate in Board voting on issues relating to their compensations.

ARTICLE 8: FINANCE

8.1 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 on the non-profit operations of each of the following basis of accounting with accepted accounting standards and principles.

8.2 The Board of Trustees shall

- Oversee the school's overall financial position and complies with American Standards Accounting Principles for non-profit organizations;
- Approve the school annual budget prepared by the Principal;
- Approve school annual financial statements and assures the school's sound financial position;
- Approve any non-budget/over-budget expense exceeding \$500 by the majority of Board member subject to the financial ability of the school;
- Release the annual financial report to the School General Meeting.

ARTICLE 9: BYLAWS AND POLICIES

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

9.2 The Board of Trustees can make the policies and rules to regulate the business operation. However, such policies or rules are not to be in conflict with the Bylaw.

9.3 Any policy and rules adoption or modification must be approved by a majority of the Board. Otherwise, such policy or rules will not be valid.

ARTICLE 10: ORGANIZATIION DISSOLUTION

10.1 If it was decided that OCCS shall be dissolved, all of its assets and properties will be donated to a non-profit organization designated by OCCS Board of Trustees.

(Date: Jan-26-2012)

Dear Parents, Volunteers, Teachers, Students:

The new bylaw draft is presented to all of us in OCCS. This will define the future of OCCS. Everyone's opinion counts. Please review this bylaw draft and send your comments and feedbacks to the OCCS Parents Committee before 23:59pm Feb-26-2012. To this address: pc@columbus-occs.org, or call 614-657-5670

After gathering all the inputs from all of us, the OCCS bylaw will be finalized and we will hold a general referendum to make a decision on passing or rejecting this new OCCS bylaw, around March 2012.

Thank you.

OCCS Parent Committee

pc@columbus-occs.org

614-657-5670

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