

The Bylaws of Huaxia Chinese School at Great Valley

Article I. Name

This organization is a non-profit corporation incorporated in the State of Pennsylvania, U.S.A. The registered name shall be Huaxia Chinese School at Great Valley, a PA Nonprofit Corporation (hereinafter referred to as "School").

Article II. Purpose

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.

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, 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.

No part of the net earnings of the School shall inure to the benefit of or be distributed to its trustees, 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.

Notwithstanding any other provisions of these By-Laws, 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.

Article III. Members

1. 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.
2. School members consist of the enrolled students who are 18 years or older, the parents or legal guardians of all children enrolled as students in the School, teachers, staffs, Trustees, and officers.
3. Any School member who is 18 years or older and has paid his/her tuitions and fees for the current school year shall have the right to vote.
4. Any School member who is 18 years or older shall have the right to be elected.
5. General members shall participate in voluntary work including on-duty assignments for the school.

Article IV. General Provisions

1. The School is registered as a financially independent entity. The School is academically and organizationally affiliated with Huaxia Chinese School, Inc. The School shall operate in accordance with Huaxia's general guidelines and policies. Should there be a conflict in policy between Huaxia and the School, the School's policy shall overrule with approval of General Membership.
2. 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.
3. 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. All members must uphold the School Bylaws, rules, and regulations, and pay tuition, fees and membership dues on time. Any member who violates the School Bylaws, rules or regulations or commits any activities that cause harm to 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.
5. Teachers, students and school staffs should abide by the rules of conduct issued by the School.

Article V. School Organizations

The School shall consist of General Members Assembly (the "Member"), Board of Trustees (the "Board"), School Administrative Committee (the "SAC"), and Parents Committee.

Article VI. General Members Assembly

1. The General Members Assembly, attended by School members, is the highest legislative body of the school. The functions of the General Members Assembly include the following: 1) approve the School's Bylaws and its amendments proposed by the Board; 2) elect the members of the Board; 3) elect the Chairperson of the Parents Committee; and 4) examine and vote on major issues that may concern the School members.
 - 1a. Notwithstanding any other provision of these Bylaws or the certificate of incorporation to the contrary, any change in operational scope and/or in organizational structure, such as the following, shall be ratified by the General Members Assembly:
 - Merge
 - Acquisition
 - Subsidiary establishment
 - Change in scope or change that is not consistent with defined purpose of the School.
2. Adoption, amendment and repeal of Bylaws, removal of Trustee(s) and Parents Committee Chairperson Assembly. Other proposals shall be voted for by simple majority of the General

Members Assembly, whether with or without cause, need to be approved by two thirds (2/3) of the General Members.

3. Annual Meeting. The General Members Assembly is composed of all School members, who are 18 years or older and have paid the tuition, fees and membership dues in full for the current school year. An annual meeting shall be held at the end of Spring and shall be presided by the Chairperson of the Parent Committee, where the Members shall elect the Board of Trustees, Chairperson of the Parent Committee, and transact such other business as may properly come before the meeting. Any Member who can not attend the meeting may present written proposal and/or vote with absentee ballot. Valid votes consist of votes by members who are present in person and absentee ballots. Members who are not present at the meeting and do not provide absentee ballot will be deemed to have given up the right to vote on the subject matters of that particular meeting automatically.
4. Special Meeting. A special meeting can be called to be held (a) proposed by majority votes of the Board of Trustees or (b) with a signed petition from 20% or more Members.
5. The quorum of the General Members Assembly should be twenty percent (20) of the registered general membership.
6. Place of Meetings: Meeting of Members shall be held at such place within or without the State of Pennsylvania as may be fixed by the Board from time to time.

Article VII. Board of Trustees

1. The School shall be governed by the Board. The Board shall be elected by the Members. The Board shall (i) provide guidance for the future development of and make the overall plan for, the School, (ii) appoint the School Principal and Accountant approve, (iii) review and approve School's major activities, School academic plans, annual report, financial budget and spending, use of the School name, and other rules and regulations that are necessary to operate and manage the School, and (iv) supervise the financial audit of the School.
2. The Board of Trustees is composed of (a) seven to nine members elected by the General Members Assembly in staggered terms to ensure continuity from year to year, and (b) Each elected board member shall serve for one term of up to two (2) years. A board member may run for re-election but not for more than two consecutive terms.

A candidate for a Trustee position can be a School member or non-School member, but shall be interested in the education of Chinese language or Chinese culture and shall be active in serving the community. Trustees shall be nominated by any School member, and elected by General Members Assembly.

3. The chairperson of the Board shall be elected by the majority of the board members. The automatic board members (Principal and Chair of Parents Committee) shall not be elected as the Chairperson.

The Chairperson shall be responsible for calling all meetings of the Board, determining meeting agenda, and coordinating overall Board functionality. All Board members are non-compensatory positions. The Principal may not be present at any meeting of the Board at which the Principal's performance or compensation will be discussed.

4. The Board shall hold three (3) regular meetings each year. Notice of the meeting shall be given to each Trustee not less than two weeks before the date of the meeting. A special meeting of the Board may be called at the request of one third (1/3) or more of the Trustees. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting. Board action shall be effective by affirmative vote of majority of Trustees.
5. A Trustee shall perform his/her duty as a trustee. A Trustee may resign if he/she can not continue to perform by any reason.

Vacancies in the Board of Trustees occurring between annual General Members Assembly may be filled by majority vote of the remaining Trustees at any meeting of the Board of Trustees called for that purpose, if the remaining term is less than half of the regular term; In case the remaining term is more than half of the regular term, the board membership shall be elected by the General Members Assembly and serve for the remainder of the full term.

6. **Quorum of Board Meetings.**
At all meetings of the Board, a two-thirds (2/3) majority of the total number of Trustees shall constitute a quorum.
7. **Place of Board Meetings.**
Meetings of the Board may be held either within or without the State of Pennsylvania.
8. A Trustee 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 Trustee 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 Trustees.

Article VIII. School Administrative Committee

1. The Board shall appoint or remove the Principal of the School and Accountant by a majority vote of the entire Board. The Principal shall be appointed for a term of one (1) year. The Principal may be re-appointed for another term. There is no term limit for the Principal's appointment.

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 propose the annual school budget and execute it upon the Board approval. The Principal shall submit annual financial and academic

reports to the Board and General Member Assembly. The Principal shall act as the representative of the School for external affairs and public relations.

2. School Administrative Committee. The School Administrative Committee (“SAC”) shall consist of a Principal, a Vice Principal or vice Principals, an Accountant (appointed by the Board), 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.
3. The Accountant shall report to the Board directly and dotted-line to the Principal. The positions of Accountant and Principal can not 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.
4. The Principal shall appoint and dismiss subordinate officers, upon approval by the Board. The Principal may designate, with two weeks notification to the board. A Vice Principal will be the Acting Principal in case of his or her absence.
5. The Principal shall hire and dismiss the School teachers.
6. 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.
7. All Board meeting minutes and voting records shall be available to general and the members.
8. 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 Trustees.

Article IX. Parents Committee

1. The School Parents Committee consists of volunteering School members.
2. The Chairperson of the Parents Committee shall be elected by the General Members Assembly and shall serve for a term of one-year. The Chairperson must be a School member. (a) Parents Committee Chairperson candidate must be a School member; (b) serving for up to two (2) consecutive years. Other members of the Parents Committee can be nominated by the Chairperson or can be volunteered by any School member.
3. The Parents Committee shall: 1) assist the SAC in daily operations; 2) liaison between School parents and the School administration regarding School members’ concerns, opinions and input; 3)

assist the School administration in maintaining School property, security and orders by scheduling and coordinating parents-on-duty; 4) make relevant rules regarding member activities; 5) assist teachers in maintaining classroom order and student discipline; 6) organize cultural, entertaining and social activities for School members; 7) conduct fund raising for the school.

Article X. Finance

1. 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.
2. 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 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.
3. The Principal shall present the financial reports for the current School year to the Board at the end of each school year. The Board shall review and approve the financial reports.
4. The School financial operations must comply with the financial regulations formulated in accordance with these Bylaws. The School financial report shall be released to the entire School members.
5. 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

1. The Board shall have the ultimate authority in interpreting or construing the School Bylaws.
2. An amendment or restatement, interchangeably, of the Bylaws shall pass all of the following three steps to become effective: (a) each amendment shall be proposed to the Board by more than one third (1/3) of the Trustees, or 20% or more of the School members; (b) the proposed 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 Assembly for vote; and (c) by an affirmative vote of two thirds (2/3) or more of the General Member Assembly at an annual meeting or at any special meeting of the General Members Assembly.
3. 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.

Article XII. Dissolution

1. The School may not be dissolved unless with a three-fourths (3/4) majority vote of the School General Members Assembly.
2. 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.
3. The School reserves the right to seek legal advice in matters relating to dissolution of the School

Article XIII. Indemnification

1. The School shall, to the fullest extent permitted by law, indemnify and hold harmless any and all trustees of the Board, the School officers, Board members and Parents 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.
2. 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 XIV. Miscellaneous

1. The School is not responsible for any physical or personal property damages incurred to any member or student on the School premises.
2. The School is the sole owner of its website. The website is 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 Trustees.

Article XV. Approval

This Bylaw is approved by a majority vote of Members (30/30) on October 3, 2009.