

BYLAWS OF
HUAXIA CHINESE SCHOOL At BERGEN, INC.

ARTICLE I - NAME

- A. Name. The name of this school shall be HUAXIA CHINESE SCHOOL AT BERGEN, INC., an educational and cultural institution in the State of New Jersey.

ARTICLE II - PURPOSES; NONDISCRIMINATORY POLICY

- A. Purposes. The purposes of the corporation are as follows:
1. To establish and maintain a nonprofit private school for the teaching of Chinese language and culture. The school shall emphasize the importance of Chinese phonics and simplified Chinese characters.
 2. The corporation is to be operated exclusively for the educational and cultural purposes hereinbefore set out and no part of the net earnings of the corporation shall inure to the benefit of any individual and no officer, trustee, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services.
 3. To have all of the powers conferred upon corporations, organized under the New Jersey Corporations and Associations Not for Profit Act.
- B. Nondiscriminatory Policy.
1. The corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school.
 2. The corporation shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE III- HUAXIA CHINESE SCHOOL

The Board of Directors shall elect a representative to serve as a member of the Board of Directors of the Huaxia Chinese School. Such representative shall be elected for a term of one year, and may be re-elected for a second term, whether or not consecutive.

ARTICLE IV- MEMBERSHIP

- A. Eligibility. Membership shall be open to the following individuals:
1. A student over age 18 who is registered in a minimum of one class per semester.
 2. A parent, legal guardian or grandparent of a student under age 18 who is registered in a minimum of one class per semester.

3. A current teacher, /program coach, or administrative staff member.
4. An individual who is interested in promoting Chinese education may apply for membership.

B. Voting. The Members shall vote to elect the members of the Board of Directors, and to adopt and amend the bylaws. In addition, the Members shall vote on all referendum issues submitted by the Board of Directors.

C. Meetings.

1. Regular meetings of the Membership shall be held at least once in each of the Fall and Spring semesters.
2. Additional meetings of the Membership may be called upon at least ten (10) days' notice by the President. A meeting of the Membership may also be called upon written request of a majority of the Board of Directors or by ten (10%) percent of the Members, addressed to the President, upon at least ten (10) days' notice.
3. At the final meeting before the end of the academic year, the Membership shall hold the election of members of the Board of Directors. The academic year shall be consistent with the academic year set by the public schools of Bergen County, New Jersey.
4. Except as otherwise herein provided, notice of any meeting of the Membership shall be given by mail, or by any other reasonable means (including by e-mail and telephone) at least ten (10) days prior to the date of the meeting. Notice of a meeting to vote on a major issue, as determined by the Board of Directors, including an amendment to the Bylaws and dissolution or merger, shall be given as provided herein at least 4 weeks prior to the date of the meeting. The notice of any meeting shall include the agenda of the meeting.

D. Quorum; Voting.

1. Each member has the right to one vote in each election or referendum held by the Membership.
2. The act of the majority of Members present at a meeting at which a quorum is present shall constitute a quorum which shall be required for the transaction of all business.
3. The act of the majority of Members present at a meeting at which a quorum is present shall be the act of the Membership for all purposes, unless the act of a greater number is required by law, or by these Bylaws.
4. A vote of a majority of the Members present at a meeting at which a quorum is present shall be required for the adoption or amendment of the Bylaws.

E. Suspension. A member may be temporarily or permanently suspended by the Board of Directors, upon recommendation of the School administration, for the following causes

1. refusal to abide by these Bylaws;
2. acting in contravention of the purposes of the School; or
3. commission of a criminal offense on School grounds.

ARTICLE V - THE BOARD OF DIRECTORS

A. Size and Term.

1. The Board of Directors shall be elected by the Members at the final meeting of the Membership before the end of the academic year.
2. The Board of Directors shall consist of 9 Directors. Only Members may be Directors, but at no time shall there be more than three Directors who are members of the School administrative staff.
3. The Principal of the school may be elected to the Board of Directors. If the Principal is not a Director, the Principal shall be invited to all meetings of the Board of Directors, except as provided herein, without the right to vote. The Principal may not be present at any meeting of the Directors at which the Principal's performance or compensation will be discussed.
4. All Directors, other than those serving upon the initial adoption of these Bylaws as hereinafter provided, shall be elected for a term of three years. Notwithstanding the foregoing, terms of Directors may be adjusted by the Board of Directors so that in each year, approximately one-third of the Board of Directors shall stand for election. A Director may serve more than one term, but not consecutively.
5. Upon adoption of these Bylaws, all Directors serving on the current Board of Directors shall be automatically reinstated and shall serve until their successors are elected at the first annual meeting.
6. Any vacancy occurring in the membership of the Board of Directors may be filled until the next election.

B. Powers.

1. The Board of Directors shall have sole authority, jurisdiction, and voting power over all the property of the School, conduct of the School's affairs, election of all Officers of the Board, and such other powers as are given to it by law, notwithstanding the delegation of any authority to any committee by these Bylaws or otherwise.
2. The Board of Directors shall have the following specific powers:
 - a. Appoint and remove the School Principal.
 - b. Formulate administrative and academic policies.
 - b. Approve the appointment of administrative staff by the Principal.
 - c. Approve the annual budget submitted by the Principal and review budget reports.
 - d. Review annual academic plans and curricula.
 - e. Audit the School's finances and accounts.

C. Meetings.

1. Regular meetings of the Board of Directors shall be held at least twice in each of the Fall and Spring semesters.
2. Additional meetings of the Board of Directors may be called upon at least ten (10) days' notice by the President or by the Principal of the School. A meeting of the Board of Directors may also be called upon written request of one-third of the Directors, addressed to the President, upon at least ten (10) days' notice.
3. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, or by any means of communication approved by the statutes of New Jersey, as from time to time amended.
4. Notice of any meeting of the Board of Directors shall be given by mail, or by any other reasonable means (including by e-mail and telephone) at least ten (10) days prior to the date of the meeting. The notice to the Directors shall include the agenda of the meeting.

D. Quorum; Voting.

1. Two-thirds of the entire Board of Directors shall constitute a quorum which shall be required for the transaction of all business.
2. Two-thirds of the entire Board of Directors shall constitute a quorum which shall be the act of the Board of Directors for all purposes, unless the act of a greater number is required by law, or by these Bylaws.
3. A vote of a majority of the Directors present at a meeting at which a quorum is present shall be required for the shutting down of all School operations and freezing of all payments.

ARTICLE VI - OFFICERS

A. Election and Term of Office.

1. The Officers of the corporation shall consist of a President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at the last meeting of the academic year. Only Directors may be elected as Officers.
2. All Officers, other than those serving upon the initial adoption of these Bylaws as hereinafter provided, shall be elected for a term of one year and may be re-elected for another term, whether or not consecutive.
3. Upon adoption of these Bylaws, all Officers currently serving shall be automatically reinstated and shall serve until their successors are elected at the first annual meeting.
4. The term of each Officer shall be coextensive with his term as a Director.
5. Any two or more offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is

required by law or in the Bylaws to be executed, acknowledged, or verified by two or more Officers.

6. Any vacancy occurring among the Officers shall be filled for the unexpired term by majority vote of the members of the Board of Directors present at a special meeting, called for that purpose, by the presiding Officer.

B. President.

1. The President shall coordinate the work of the Board of Directors and the various committees and shall exercise overall supervision over the management of the corporation in order to achieve its objectives.
2. The President shall prepare the agenda for each Board meeting.
3. The President shall chair all meetings of the Board of Directors in a manner which utilizes the time of the Board effectively and which takes full advantage of the expertise and experience that each director has to offer.
4. The President shall chair all meetings of the Membership in a manner which utilizes the time of the Members effectively.
5. The President shall preserve order at all times and endeavor to conduct all business before the Board and the Membership with propriety and dispatch.
6. The President shall perform such other duties as may be prescribed by law or by action of the Board.

C. Secretary.

1. The Secretary shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. He shall attend to the giving and serving of all notices of the corporation. He shall have custody of the seal of the corporation and shall attest the same by his signature whenever required.
2. The Secretary shall have all such further powers and duties as generally are incident to the position of Secretary or as may be assigned to him by the President or the Board of Directors.

D. Treasurer.

1. The Treasurer shall have charge of all funds and securities of the corporation, shall endorse the same for deposit or collection when necessary, and deposit the same to the credit of the corporation in such banks and depositories as the Board of Directors may authorize. He may endorse all commercial documents requiring endorsements for or on behalf of the corporation and may sign all receipts and vouchers for payments made to the corporation.
2. He shall have all such further powers and duties as generally are incident to the position of Treasurer or as may be assigned to him by the President or the Board of Directors.

ARTICLE VII - NOMINATIONS AND ELECTIONS BOARD OF DIRECTORS

- A. The first election of Directors shall be held at the first annual meeting of the Membership. Elections shall be held, thereafter, annually at the regularly scheduled final meeting of the Membership for the academic year.

- B. The election shall be presided over by the President, or any other Director who is not up for re-election.
- C. At least fourteen (14) days prior to the final meeting of the Membership for the academic year, the Board of Directors shall communicate in writing to the Membership its nominations for candidates for Directors. Additional nominations may be made at the election meeting of the Membership by a petition signed by a majority of the membership and submitted to the Board of Directors at least five days prior to the election. All nominations shall be placed on the ballot, and only such candidates as appear on such ballot may be voted upon at the election meeting of the Membership
- D. There shall be no proxy voting at such election. Each Director shall be elected by a plurality of the Members present and voting.

ARTICLE VIII - NOMINATIONS AND ELECTIONS OFFICERS

- A. The first election of Officers shall be held at the first annual meeting of the Board of Directors. Elections shall be held, thereafter, annually at the regularly scheduled final meeting of the Board of Directors for the academic year.
- B. At least fourteen (14) days prior to the final meeting of the Board of Directors for the academic year, the Board of Directors shall communicate in writing to the members of the Board its nominations for candidates for Officers. Candidates of nominations shall be placed on the ballot, and only such candidates as appear on such ballot may be voted upon at the election meeting of the Board of Directors.
- C. There shall be no proxy voting at such election. Each Officer shall be elected by a majority of the Directors present and voting.

ARTICLE IX - SCHOOL ADMINISTRATION

A. Members of Administrative Staff

- 1. The School administrative staff shall include a Principal, Vice Principal, Curricular Director and Administrative Director.
- 2. The members of the administrative staff shall be entitled to limited stipends, as approved by the Board of Directors.
- 3. The Principal and Vice Principal shall be appointed by the Board of Directors for a two (2) year term, with the option of reappointment for a second term.
- 4. The Vice Principal shall be proposed by the Principal and appointed by the Board of Directors for a two (2) year term, with the option of reappointment for a second term.
- 5. The Curricular Director and Administrative Director shall be appointed and removed by the Principal, with the approval of the Board of Directors.
- 6. The Principal shall represent the corporation to other organizations, the media and the public at large.

B. School Budget.

- 1. The Principal shall submit to the Board of Directors annually, before the end of the calendar year, in writing, a proposed budget for the ensuing year.
- 2. The Board shall approve or reject the proposed budget within two weeks of receipt. If the proposed budget is rejected, the Board shall recommend modifications to the Principal.

3. The Principal shall resubmit a proposed budget within two weeks after receipt of the rejected budget.
4. If the modified proposed budget is rejected, the Board shall vote on a final budget, which shall be transmitted to the Principal.

ARTICLE X - RESIGNATION AND REMOVAL OF DIRECTORS AND OFFICERS

A. Resignation.

1. Any Director or Officer may resign at any time upon written notice to the corporation, delivered to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon receipt thereof by the President or Secretary.
2. The acceptance of any resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

B. Removal.

1. Any Director may be removed from office by the Membership for cause. Such removal shall be proposed by a majority of the Directors, or ten (10%) percent of the Membership. The Membership shall afford such Director the opportunity to be heard at a special meeting of the Membership called by the President.
2. Any Officer may be removed from office by the Board of Directors for cause. The Board of Directors shall afford such Officer the opportunity to be heard at a special meeting of the Board called by the President.
3. The failure of a Director or Officer to attend two (2) consecutive Board meetings without explanation shall constitute cause for removal.
4. The vote of two-thirds of all the Membership then incumbent shall be required to remove a Director.
5. The vote of two-thirds of all the Directors then incumbent shall be required to remove an Officer.

ARTICLE XI - DISSOLUTION

A. Procedure.

1. In the event of dissolution or final liquidation of the corporation, the corporation shall adopt a plan of dissolution for the satisfaction of its liabilities and the distribution of its assets, pursuant to the provisions of these Bylaws and the requirements of law.

B. Distribution of Assets.

1. In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors shall determine:
 - a. A nonprofit organization, or organization which may have been created to succeed the corporation, as long as such organization shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c) (3) of such

- Code, or corresponding provisions of any later federal tax laws; and/or
- b. A nonprofit organization or organizations having similar aims and objectives as the corporation, and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c)(3) of such Code, or corresponding provisions of any later federal tax laws.

ARTICLE XII - AMENDMENTS

A. Procedure; Vote.

1. Two-third of the Directors may propose to amend these Bylaws. Any such proposed amendment shall be mailed to all Members together with a notice of a meeting of the Membership pursuant to Article IV, Section C, Paragraph 4; provided that such notice shall specify that a purpose of the meeting is to consider an amendment to these Bylaws and shall summarize the purpose and effect of such amendment.
2. The affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be required in order to amend these Bylaws.

ARTICLE XIII - ADOPTION

- A. These Bylaws shall be adopted at a meeting of the Membership. Notice of such meeting shall be mailed at least fifteen days prior to the date of the meeting and shall include a copy of these Bylaws.
- B. The affirmative vote of a majority of the Members present at such meeting, at which a quorum must be present, shall be required to adopt these Bylaws.

ARTICLE XIV - GENDER

The masculine shall read in the feminine (and vice versa) and the singular shall read in the plural (and vice versa) whenever the context of these Bylaws shall plainly so allow or require.

I, the Secretary of Huaxia Chinese School at Bergen, Inc., do hereby certify that the foregoing is a true copy of the Bylaws of the organization.

Dated: