

MICHIGAN CHINESE SCHOOL BY-LAWS

ARTICLE I. Name, Domicile

1.1 The name of this organization shall be the Michigan Chinese School, Association (hereafter referred to as “School” or “MCS”).

1.2. The School shall be located in the Southeastern area of the State of Michigan, but it is not limited to this area as determined by the Board of Directors.

1.3 Registered Agent and Registered Office. The Resident Agent and Registered Office of the School shall be a person and a location in the State of Michigan stated in the Articles of Incorporation. The Executive Board may change the Resident Agent and/or Registered Office at any time.

1.4 Books and Records. There shall be kept at the principal office of the School accurate documentation of the activities and transactions of the School.

ARTICLE II: PURPOSE

2.1 The School’s purpose includes, but is not limited to:

- a) Studying the Chinese language using traditional Chinese characters.
- b) Promoting the understanding of Chinese culture.
- c) Providing a network of support among individuals or organizations having a common interest in the Chinese cultural heritage.

2.2 The purpose of this School shall be exclusively educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code, the Michigan Nonprofit Corporation Act (MCL450.2101 et. seq.), and the provisions of the General Corporation Act applied to educational corporations (MCL 450.171-450.177).

2.3 MCS is a non-profit cooperative management school. Members are working partners of the School. No part of net earnings of MCS shall inure to the benefit of any director or officer of MCS, or any private member or individual except that reasonable compensation may be paid for services rendered to or for MCS affecting one or more of its purpose.

2.4 Tax Exempt Status. Notwithstanding any other provision of these By-Laws, MCS shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization to which contribution are deductible under Section 170(c)(2) of Internal Revenue Code and its regulations.

2.5 The School shall not be involved in any domestic or foreign party politics, and shall not be used for the purpose of endorsing candidates for public offices. The School shall not discriminate in anyway on the basis of race, gender, and national origins with respect to

admission, student privileges, scholarships, and the selection of the Board members, teachers and staff.

ARTICLE III: MEMBERS

3.1 Members. The parent(s) or guardian(s) of a child enrolled in the School or a current teacher is a Member and is subject to these By-Laws, as well as the duties and obligations outlined in the School Policy and Procedures Manual. A Member is considered in good standing if he or she satisfies all the duties and obligations outlined in the School Policy and Procedures Manual.

3.2 Termination. Membership ends when 1) a member's child or children are no longer enrolled 2) School teacher is no longer employed or working with the school. Membership may be terminated by the Board for violating School By-Laws or School policy.

ARTICLE IV: EXECUTIVE BOARD

4.1 Board Composition. The Executive Board shall consist of at least six members, hereinafter referred to as the Board. The Board shall be composed of the following:

1. Former School Principal who served on the term(s) immediately before the term(s) of current School Principal (hereinafter referred to as Former School Principal)
2. Current School Principal
3. Chairperson of School Member Council
4. Representative of School Teachers
5. Academic Administrator
6. Treasurer

4.2 Members of the Board. Each Board member shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. They shall serve without compensation for their duties as board members. The Former School Principal shall be appointed as the Chairperson of the Board. In case of a vacancy on the Board, the Chairperson shall appoint an interim Board member until his or her successor is elected in the next School year.

4.3 Board's Duties and Powers. The Board is responsible for the School's long-term growth and strategic directions. The main functions of the Board include:

- nominating and presenting for vote, the Vice-Principal for the following year
- appointing the Principal, if there is a vacancy
- setting and improving the School's Policies and Procedures
- evaluating and setting the compensation rate for the teachers, and classroom allowance

- evaluating and setting tuition rate
- approve the school budget and authorize expenditures not included in the approved budget
- interpreting the School's By-Laws wherever ambiguous
- helping School Officers to solve difficult issues

4.4 Board Meetings. Regular meetings of the Board shall be held semi-annually in fall and spring semesters. Special meetings of the Board may be called by the Board Chairperson or upon the written request of three members of the Board. Unless otherwise restricted by law or these By-Laws, the Board may also conduct business by telephone, mail, electronic mail, fax, or other electronic devices. At all meetings of the Board, the presence of a majority of the total number of Board Members then in office shall constitute a quorum for the transaction of business. All business except those specified otherwise in these By-Laws, shall be decided by a two-third vote of all Board members. Voting by proxy shall be permitted until the stated deadline.

4.5 Action by Unanimous Consent. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

4.6. Resignation. A Board member may resign by giving written or oral notice to the Principal or Secretary of the School which notice shall be immediately forwarded to the Board. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt.

4.7 Removal. Any Board member may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of Board members. Before a Board member is removed, Members shall be given thirty (30) days prior written notice of the fact that a vote will be taken concerning the removal of this Board member.

ARTICLE V: OFFICERS

5.1 Officers. The Officers of the School shall include a Principal, a Vice Principal, an Academic Administrator, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these By-Laws and the School Policies and Procedures Manual. No person may hold more than one office at a time. The Principal shall be appointed by the Board. The Vice Principal for the following school year shall be elected by the Members in good standing as defined by these By-Laws and School Policies and Procedures. Other Officers shall be recommended by the Principal and approved by Executive Board. New administration takes office on July 1st when new fiscal year starts.

Each Officer of the School shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer elected or appointed by the Board may be removed by the Board with or without cause at any time. An Officer may resign by written

notice to the School. The resignation is effective upon its receipt by the School or at a subsequent time specified in the notice of resignation.

5.2 Principal. The Principal shall be the chief executive officer of the School. The Principal is also a Board member. The Principal shall perform any duties as may be prescribed in these By-Laws, the School's Procedures and Policies or assigned to him/her by the School and Executive Board, and shall coordinate the work of the Officers in order to promote the purpose of the School. The Principal shall preside over all meetings of the School and be present at all meetings of the Board.

5.3 Vice Principal. The Vice Principal shall assist the Principal and Academic Administrator and observe the operation of School. The Vice Principal is responsible for arranging and renewing the School facility rental agreement for the next academic year. The Vice Principal is responsible for presenting for Board approval, a proposal for the following academic year's operational plan and budget. (See Article VIII School Operation.) The Vice Principal will become the Principal in the following school year upon appointment of the Board. In the absence or incapacity of the Principal to discharge his/her duties, the Vice Principal may be appointed by the Board to assume the duties and responsibilities of the Principal.

5.4 Secretary. The Secretary shall take and keep minutes and records of all general membership and Board meetings and activities, including copies of the minutes and records of committee meetings and activities wherein s/he is not the secretary thereof; shall assist the Principal with the School documents and correspondence; and shall coordinate and be informed of all information disseminated by the School.

5.5 Academic Administrator. The Academic Administrator shall perform any duties as may be prescribed in these By-Laws and the School's Procedures and Policies or assigned to him/her by the School and Executive Board such as curriculum development; procurement of textbooks and teaching materials; teacher recruitment; organizing Curriculum Meetings with teachers; and new student placement into classes. The Academic Administrator will be responsible for taking any recommended curriculum changes to the Board for approval.

5.6 Treasurer. The Treasurer shall have the primary responsibility of handling financial activities of the School: collecting dues, fees and monies due to the School; disbursing School funds authorized by the Board; maintaining financial records; filing federal and state tax; preparing mid-year, annual or special financial reports as may be required.

5.7 Term of Office. The officers shall serve for at least one year or until their successors are elected or appointed, and their term of office shall begin at the close of the meeting at which they are appointed.

5.8 Vacancies. Upon the resignation of any of the Officers except Principal, the Principal will recommend a replacement for the Board to approve. Upon the resignation of the Principal, the Board shall appoint a replacement for Principal. Any person elected or appointed to fill a vacancy shall serve until his or her successor is elected or appointed.

Article VI: School Member Council

6.1: The School Member Council, hereinafter called the Council, consists of all School Members in good standing per the School Policies and Procedures.

6.2 Chairperson of Council: Chairperson of the Council may be elected from the Parent Representatives (PRs) of each class or from the past PRs. Responsibility of the Chairperson is calling and hosting the Meeting of the Council and supervise or organize the parent council's activities found in the School's Policies and Procedures document.

6.3 Regular Member Meetings. The School shall hold all Member meetings each in beginning of fall semester and in spring semester. The purpose of the meetings shall be receiving reports of Officers and committees, and for any other business that may arise. There will be an election meeting for electing the following year's Vice Principal at the end of the Academic School Year. Announcement of meetings will be made to the Members in writing by mail or electronically at least ten (10) days prior to the meeting.

6.4 Special Member Meetings. Special meetings may be called by the Chairperson of Council by giving a signed notice to the Secretary of the School. Special meetings may also be called by petition from one-third of the School Members in good standing to the Chairperson of the Council. At least ten (10) days written notice shall be provided to all Members prior to such a meeting. The date and purpose of the meeting shall be stated in the notice.

6.5 Council Authority. The Council has the authority to amend the By-Laws by the amendments policy prescribed in the By-Laws, elect the Vice Principal for the following academic year, and submit to the Board proposed changes to the general School Policy and Procedures.

6.6 Quorum of Members. Unless a greater or lesser quorum is provided in the articles of incorporation of the School, these By-laws, or the applicable laws, the presence of majority Members shall constitute a quorum for a meeting of Members.

6.7 Voting: All issues to be voted on except for By-Laws amendments shall be decided on by more than one-half of Members in good standing who exercise their right to vote either at a meeting or by proxy of the ballots received prior to the stated deadline. Each Member is entitled to one (1) vote on each matter submitted to a vote at a meeting of Members. A vote may be cast either orally or in writing.

ARTICLE VII: INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

7.1 Each person who at any time is, or was, a member of the Board, or Officers or agent of the School may be indemnified against expenses actually and necessarily incurred by him/her in connection with the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which s/he is made a party, by reason of the fact that s/he is or was a member of the Board, or Officers or agent of the School except in relation to matters as to which any such Board member,

Officer, or agent shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty.

ARTICLE VIII: SCHOOL OPERATION

8.1 General Operation: The School's Policies and Procedures Manual (also referred to as the School Handbook) shall contain the details of running the School including, but not limited to, the Member volunteer requirements, the definition to be a Member in good standing, faculty selection, and appointment of Board members. Any discrepancies between the Policies and Procedures Manual and the By-Laws, the By-Laws shall prevail.

8.2 Operational Plan and Budget: Each year, before the school year end, the Vice Principal shall submit an operational plan and a budget for the following academic year for the Board's approval. The budget shall include tuition and teacher compensation, and other expenses. The Board may accept or make recommendation of adjustment. The Vice Principal, prior to becoming Principal, shall then propose an adjusted plan for the Board to approved.

8.3 Committees: The Board or council may establish committees as the need arises. The chairs of the committees and the members of the committees shall be appointed per the School's Policies and Procedures Manual. Each committee chair shall present a status report to the membership when requested by the Chairperson of the Council. Each committee chair shall also prepare an annual report providing input to assist in updating the School's Policies and Procedures Manual.

ARTICLE IX: DISSOLUTION

9.1. In the event of the liquidation or dissolution of the School, voluntary or involuntary, no Member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the School from any source, after the payment of all its debts and obligations, shall be used or distributed to organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall, at the time be qualified for tax-exemption under Section 501 (c)(3) of the Internal Revenue Code, by a majority vote of the Board. Any such assets not so distributed shall be disposed of by the Circuit Court of the County in which the principal office of the School is then located, exclusively for such purposes or to such organization(s) as the Court shall determine which are organized and operated for such purposes.

ARTICLE X: PARLIAMENTARY AUTHORITY

10.1. The rules contained in the current edition shall govern the School in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the School may adopt.

ARTICLE XI: AMENDMENTS

11.1 These By-Laws may be amended at any duly called meeting of the Members, at which a quorum is present, by a two-thirds vote of the Members in good standing who exercise their right to vote either at a meeting or by proxy of the ballots received prior to the stated deadline.

11.2 Amendments may be proposed by a majority of the Board, the Council or at least one-fifth of the Members in good standing. All proposed amendments must be submitted to the Secretary.

11.3 Written notice, delivered either by mail or electronically, must be given to all Members at least ten (10) days prior to the date of the meeting or the specified date for voting to be completed.

Approved by the general membership at a meeting held on April 27th, 2019

By-Laws committee:

Jennifer Morikawa,

Claire Chen (Principal),

Brandon Feng (Former Principal),

Ari Li (Vice Principal),

Yeewei Loke (Academic Administrator)

Presiding Officers: Linda Tseng and Sam Taur (Chairperson of Parent Representatives)

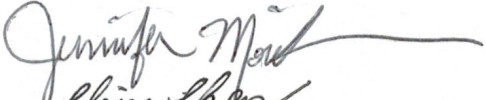
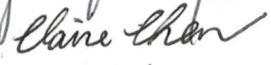
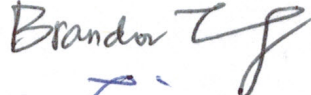

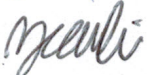
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Approved by the general membership at a meeting held on 4/27/19

By-Laws committee: Jennifer Morikawa, 
Claire Chen (Principal), 
Brandon Feng (Former Principal), 
Ari Li (Vice Principal), 
Yeewei Loke (Academic Administrator) 

Presiding Officers: Linda Tseng and Sam Taur (Chairperson of Parent Representatives)
 4/27/19