

CACC Chinese School of Delaware: ByLaws

PREAMBLE

The CACC Chinese School of Delaware, Inc. ("the School"), formed in 1971 in the State of Delaware, has been mandated with the mission by its founders to “further the preservation, promotion, and dissemination of the traditional Chinese values, culture, and language to interested students of Chinese or other ethnic descent” by offering classes and related activities in the Delaware community.

The School does not and will not have affiliation to any political or religious organization. The School is non-discriminatory toward race, color, religion, national and/or regional origin, or sex in conducting all its affairs.

The School is organized and registered as an educational institution, under the laws of United States, especially Section 501-c, and the laws of the State of Delaware.

ARTICLE 1 – CONDITIONS OF MEMBERSHIP & ENROLLMENT Section 1. Eligibility

Every person who has an expressed active interest in the Chinese language and culture, and shares the Objectives and the Vision of the School as stated in the above Preamble, shall be eligible to become a member of the School (Member) by completing the application form available at the School office.

Section 2. Requirement for a CACC Membership

Being affiliated to and a part of the Chinese American Community Center (CACC), it is therefore mandatory for any and all of the members of the School to become a member of CACC with all of its privileges and obligations.

Section 3. School Enrollment

Any active CACC member and or the family members thereof may enroll into the School by paying the then set tuition.

ARTICLE II – BOARD OF TRUSTEES Section 1. Number and Term of Office

The Board of Trustees is mandated by the Members to set the general policies for the School and to oversee their implementation by the School Administration. The Board shall consist of five trustees, four from CSD elected for three-year terms and one from CACC appointed for a one- year term. Four trustees shall be nominated and elected from CSD members. One shall be a CACC board member and be appointed by the CACC board with approval by the CSD board. Officers of the School are not eligible to serve as Board members. There is no limit in the number of terms for any person to serve as a trustee. The three year terms of the 4 elected trustees shall be so staggered to meet the following criteria: i) each year the term of one of three will be completed and ii) in one year of a three year cycle, the term of the fourth will be completed with elections held at the General Meeting (See Article III) to fill the vacanc(y)(ies).

Section 2. Chair of the Board

The Board of Trustees shall nominate and elect among them a chair for a one-year term. He (She) shall be the Chief Executive Officer of the School and may be reelected for a consecutive second and/or third term. No chair shall serve, consecutively, more than three years.

Section 3. Vacancies

If the position of any trustee becomes vacant by reasons of death, resignation, disqualification, removal, or other cause, the remaining trustees shall select an interim successor to serve until a permanent successor can either be elected at the first general meeting of CSD members or appointed by the CACC board following the creation of such vacancy. The successor will complete the term of the vacated position. In all instances, the composition of the Board will remain the same with four trustees from CSD members and one trustee from the CACC board. In the event of two CSD member vacancies, the elected member with the higher vote will fill the position with the longer term and the elected member with the lower vote will fill the position with the shorter term.

Section 4. Regular Meetings

Regular meetings of the Board of Trustees shall be held monthly at such place or places, on such date or dates and at such time or times as shall have been established by the Board of Trustees and publicized among all trustees.

Section 5. Special Meetings

Special meetings of the Board of Trustees may be called by one-third (1/3) of the trustees or the chair of the board and shall be held at such place, on such date and at such time as they or one shall affix. Notice of the major topic(s) to be discussed, place, date and time of each such special meeting shall be given to each trustee at least five (5) days in advance.

Section 6. Quorum

At any meeting of the Board of Trustees, a majority of the entire trusteeship shall constitute a quorum for all purposes.

Section 7. Conduct of Business

At any meeting of the Board of Trustees decisions shall be made in such order and manner as the board may from time to time determine, and all matters shall be determined by the vote of a simple majority of the trustees present, except as otherwise provided herein or required by law. At any Board meeting, every Trustee may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting.

Section 8. Powers

The Board of Trustees may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the School.

Section 9. Recall/Removal

Any one or more of the Trustees may be recalled/removed by a majority vote of the Members at the annual General Meeting (III-1) or a Special Meeting (III-2). A new election by the Members or a new appointment to be made by the CACC Board, as the case may be, shall be effected to fill the vacancy(ies) created by such removal.

ARTICLE III – MEETINGS Section 1. General School Membership Meetings

General membership meetings shall be held at least once a year. The date, time and place for the meeting shall be affixed by the Board of Trustees, However, the general meeting shall be held no later than the last day of the school year. The election of trustees shall be held at the general meeting.

Section 2. Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting,

may be called by the Chair of the Board of Trustees at the direction of the Board of Trustees, or upon the request of at least ten percent (10%) of the membership. The Board shall affix the date, time, and place of the meeting.

Section 3. Notice of Meeting

Written notice of the place, date, and time of all meetings of the members shall be given, not less than five (5) nor more than thirty (30) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning here and hereinafter, as required from time to time by the General Corporation Law of the State of Delaware or the Certificate of Incorporation). When a meeting is adjourned to another place, date, or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty days after the date for which the meeting was originally scheduled, written notice of the place, date, and time of the resuming meeting shall be given in conformity hereinbefore. At any resumed meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4. Quorum

At any meeting of the members, thirty percent (30%) of all of the members entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, except to the extent that the presence of a larger number may be required by law. If a meeting fails to reach a quorum, the chair of the meeting shall declare an adjournment of the meeting. If a written notice for the resumption of an adjourned meeting is sent to all members entitled to vote thereat, stating that it will be held with those present constituting a quorum, then except as otherwise required by law, those present at such resumed meeting shall constitute a quorum, and all matters shall be determined by a majority of the vote cast at such meeting, unless required specifically to be otherwise by law or by other parts of these bylaws.

Section 5. Organization

The chair of the Board of Trustees shall call to order any meeting of the members and act as chair of the meeting. In the absence of the chair, such person as the Board of Trustees may have designated or, in the absence of such a person, the highest ranking officer of the School who is present shall call to order the meeting of the members and act as chair of the meeting.

Section 6. Conduct of Business

The chair of any meeting of members shall determine the itinerary and the rules of the meeting, including such regulation of the manner of voting and the conduct of discussion.

Section 7. Proxies and Voting

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting. All voting, including the election of Trustees, unless otherwise required by law, shall be conducted by a ballot. Every vote taken by ballots shall be counted and recorded by an inspector or inspectors appointed by the chair of the meeting. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a simple majority of the votes cast.

Section 8. Membership List

A complete list of members entitled to vote at any meeting of the members, arranged in alphabetical order and showing the address of each such member, shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours for a period of up to at least ten (10) days prior to the meeting. The membership list shall be made available to any and all members at the place of the meeting during the entire time thereof. This list shall presumptively determine the identity of

the members entitled to vote at the meeting.

ARTICLE IV – OFFICERS

Section 1. Generally

The officers of the School shall consist of a Principal, a Vice Principal and a Treasurer. All officers shall be appointed for a term of two school years, starting July 1 of year 1 and ending June 30 of year 2, by the Board of Trustees and shall entitle monetary compensation, except as otherwise provided in these by-laws. The appointments of the Officers shall be approved by the Board of Trustees at the last general meeting. The amount of compensation for each of the Officers shall be approved by the Board as part of the annual operating budget.

Section 2. Principal

The Principal shall be the Chief Operating Officer of the School. His (Her) responsibilities include the following: A) To manage the School in accordance with the policy that is mandated by the Board of Trustees.

B) To recruit and hire all regular and substitute teachers of the School. C) To promote communications internally and externally. D) To recommend curriculum and prepare budget and financial report for approval by the Board of Trustees. E) To prepare and submit "end-of-year" report on School affairs to the Board by the end of school year for approval and dissemination to all members. F) To participate in monthly teachers' meetings. G) To be or nominate the Director of the culture camp H) He (She) shall perform all other duties as are incidental to his (her) office or are properly required of him (her) by the Board of Trustees. I) He (She) is an ex-officio member of the Board, and shall participate in the Board meetings.

Section 3. Vice Principal

The Vice Principal shall be recommended by the Principal and appointed by the Board of Trustees. He (She) shall assist Principal in the general supervision of academic affairs of the School. He (She) shall preside at all monthly teachers meetings. He (She) shall, in the absence or disability of the Principal, perform the duties and exercise the powers of the Principal, and shall perform such other duties as the Board of Trustees shall prescribe. He (She) shall assist the Principal in examining curricula, student classification and distribution, and shall be responsible for the collection and maintenance of the School's library books and teaching materials.

Section 4. Treasurer

The Treasurer shall be recommended by the Principal and appointed by the Board of Trustees. The Treasurer shall prepare the budget and financial reports of the School. He (She) and the Principal shall have a joint custody of all funds of the School, and shall keep regular books of account. He (She) shall be responsible for the collection of tuition and other income of the School. He (She) shall make disbursements of the funds of the school as are proper, and shall maintain an account of all transactions, including teaching materials, acquisition of equipment, reimbursement of teacher's aid and refreshments for the students.

Section 5. Removal

Any officer of the School may be removed at any time by a majority of the Board of Trustees, except as otherwise provided herein or required by law.

ARTICLE V – MISCELLANEOUS

Section 1. Fiscal Year The fiscal year of the School shall be from July 1st to June 30th of the next calendar year.

ARTICLE VI – AMENDMENTS

Section 1. Amendments

Proposals to amend these by-laws may be submitted by either the Board of Trustees, or jointly by 5 of the members. Notice(s) of such proposal(s) shall be given simultaneously with the Meeting Notice. A 2/3 majority vote by the participating members at a duly constituted Meeting shall be required for affirmation of the amendment.

Amended October 23, 2016: Chinese School of Delaware Board