

## **HAPPY VALLEY CHINESE SCHOOL BY-LAWS**

### **ARTICLE I: NAME AND DOMICILE**

Section 1.1 The name of this organization shall be the HAPPY VALLEY CHINESE SCHOOL, (hereinafter referred to as the "School" or "HVCS"), a nonprofit organization in Pennsylvania.

Section 1.2 The School shall be located in State College, Centre County, Pennsylvania.

### **ARTICLE II: PURPOSE**

Section 2.1 HVCS is organized exclusively for educational purposes within the meaning of section 501(c) of the Internal Revenue Code. HVCS shall be run as an independent, non-commercial, non-political, non-religious and educational organization.

Section 2.2 The purpose of HVCS shall be to teach Chinese language and Chinese culture, including but not limit to Chinese history, art, music, dance, and martial arts. HVCS shall also be to promote understanding among different ethnic groups in the community.

Section 2.3 Non-Profit. Not part of net earnings of HVCS shall inure to the benefit of any director or officer of HVCS, or any private member or individual except that reasonable compensation may be paid for services rendered to or for HVCS affecting one or more of its purpose.

Section 2.4 Tax Exempt Status. Notwithstanding any other provision of these Bylaws, HVCS 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.

### **ARTICLE III: MEMBERS**

Section 3.1 Members. Families with a child or children enrolled in HVCS, current HVCS teaching staff, Board directors, and School officers automatically become a member. The School shall not discriminate against any individual on the basis of race, color, religion, sex or national origin.

Section 3.5 Resignation. Any member may submit his or her resignation in written.

Section 3.6 Termination. Membership ends when 1) a member's child or children are no longer enrolled 2) teaching staff is no longer employed or working with the school, 3) a person is no longer serving on the School Board or as an Officer. Membership may be terminated by the Board for violating School bylaws or School policy.

#### ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Board Composition. Members of the Board of Directors shall be elected by a majority vote at annual election meeting of School members. The number of the Board of directors shall be no less than seven, and no more than thirteen. The members of the Board of Directors shall be interested in promoting Chinese language and culture and shall be active in the School and community. Present and past parents and School staff are specially encouraged to apply for the Board director positions. School officers except the Principal shall not be Board Directors. Each Director services a 1-year term, and may be recommended and re-elected by the Members of School to continue his/her service. Board chair shall be elected by the Board of Directors. Board chair serves one-year term and may be re-elected for one more term.

Section 4.2 Board's Duties and Powers. The Board of Directors is responsible for School's long-term growth and strategic directions. The main functions of the Board of Directors include: appointing the Principal; setting and improving School's policies and strategies; decide the compensation rate for School Officers and teaching staff and complete an annual review of salaries; interpreting the School's By-laws wherever ambiguous; helping School Officers to solve difficult issues.

Section 4.3 Board Meetings. Regular meetings of the Board shall be held semi-annually in fall and spring semester. Special meetings of the Board may be called by the Board Chair and shall be called upon the written request of three members of the Board. A majority of the Board of Directors shall constitute a quorum for the resolution of a subject at a Board meeting. If there is a quorum then a majority of the members of the board present to vote will carry a vote of board. If less than a majority of the Board of Directors is represented at a Board meeting, the Directors present may receive reports, discuss pending business, make recommendations and adjourn the meeting.

Section 4.4 Fundraising and Gifts. The School, through the Board or committees organized for the purpose, may initiate and carry out activities to raise funds for the School or for special purposes, in addition to the regular dues and fees. The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or for any special purposes of the School.

#### ARTICLE V: OFFICERS

Section 5.1 Officers. The officers of the School shall be including a Principal, a Vice Principal, a Secretary, a Treasurer. These officers shall perform the duties prescribed by School bylaws. No person may hold more than one office at a time. The Principal shall be appointed by Board of Directors before the end of a school year. Other Officers shall be recommended by Principal and approved by Board of Directors. New administration takes office on July 1st when new fiscal year starts.

Section 5.2 Principal. The Principal shall be the chief executive officer of the School. The Principal is also a board director. The Principal shall present to Board of Directors the operational plan and budget of academic year in the fall Board meeting. Principal shall perform any duties as may be prescribed in these By-Laws or assigned to him/her by the School and Board of Directors, 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.

Section 5.3 Vice Principal. The Vice Principal shall assist the Principal mainly in the area of curriculum development, teacher recruiting and training, and supervising instructional activities. The Vice principal will conduct curriculum development with assistance from other officers and teachers at the School. The Vice principal will be responsible to take any recommended curriculum changes to the Board for approval. In the absence or incapacity of the Principal to discharge his/her duties, the Vice Principal shall assume the duties and responsibilities of the Principal.

Section 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.

Section 5.5 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; preparing mid-year, annual or special financial reports as may be required.

Section 5.6 Term of Office. The officers shall serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are appointed.

Section 5.7 Vacancies. Upon the resignation of any of the Officers except Principal, the Principal will recommend a replacement for Board to approve. Upon the resignation of the Principal, the Board shall appoint a replacement for Principal.

Section 5.8 Compensation. Officers may receive reasonable compensations for their services to be determined and approved by the Board of Directors on an annual basis.

#### ARTICLE V: MEETINGS

Section 5.1 Regular Meetings. The School shall hold all member meetings each in beginning of fall and spring semester. The purpose of the meetings shall be receiving reports of officers and committees, and for any other business that may arise. There shall be an election meeting for electing Board of Directors at the end of Academic year. Announcement of meetings will be made to the members in writing at least ten (10) days prior to the meeting.

Section 5.2 Special Meetings. Special meetings may be called by the Principal or by the Board and shall be called upon the written request of ten members of the School. The purpose of the meeting shall be stated in the call.

#### ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 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 Director, 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

Section 8.1 Students. Classes are open to children of all ethnic background. For detailed registration requirements, see registration policy.

Section 8.2 Operational Plan and Budget. Each year, before the regular Board meeting in fall, the Principal shall submit an operational plan and a budget for the Board's approval. The budget shall include tuition, staff and teacher compensation, and other expenses. The Board may accept or make recommendation of adjustment. The Principal shall then propose adjusted plan for Board to approve.

Section 8.4 Rules and Policies. The Principal shall submit rules and policies to the Board for approval.

Section 8.5 Staff. Teachers shall be recruited as needed. Interns with education related background are accepted as this provides opportunities to those who want to get practical

training and helps with staffing the school with qualified persons. Volunteer teachers and teacher assistant are accepted as this provides opportunities to those who want to serve the community.

Section 8.6 Parent Volunteering. Parent volunteering of some School activities is mandatory as HVCS is mostly run on volunteer basis.

#### ARTICLE IX: FINANCES

Section 9.1 Financial Records. The School shall maintain all financial records until an audit is conducted. All such records of the School may be inspected by any member for any proper purpose at any reasonable time.

Section 9.2 Financial Audit. Upon submission of the financial report to the Board but not later than three months thereafter, ten (10) members may request the Board in writing to have the School finances audited. At its discretion, the Board may or may not accede to such a request; and prescribe the manner by which and by whom the audit is to be conducted. Otherwise, the financial report shall be considered approved by the members.

#### ARTICLE X: COMMITTEES

Section 10.1 Academic Committee. An Academic Committee shall be chaired by Vice Principal. The committee's report of previous year and plan for coming year shall be submitted to the School for its approval at its first meeting in Fall.

Section 10.2 Events Committee. An Events Committee shall be chaired by a Board Director. The committee's report for previous year's activities and plan for the coming year shall be submitted to the School for its approval at its first meeting in Fall.

Section 10.3. Other Committees. Such other committees, standing or special, shall be appointed by the Principal as the School or the Board shall deem necessary to carry on the work of the School.

#### ARTICLE XI: DISSOLUTION

Section 11.1. 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 XII: PARLIAMENTARY AUTHORITY

Section 12.1. 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 bylaws and any special rules of order the School may adopt.

#### ARTICLE XIII: AMENDMENTS

Section 13.1. These bylaws may be amended at any regular or special meeting of the School by a two-thirds vote, provided that the members have been furnished with the proposed changes in writing at least ten (10) days in advance.

Approved by the general membership at a meeting held on  
2/12/2012

Acting Secretary Joanie Yibing Tan

Presiding Officers Yi Hu (Principal), Jie Xu (Vice Principal), Dan Xu (Treasurer)