

Bylaw of Huaxia Chinese School at Bergen

1. School

1.1 Name

The name of the organization is Huaxia Chinese School at Bergen (hereafter referred to as “the School”). The School is registered with the State of New Jersey as a membership-based non-profit organization.

1.2 Objective

The objective of the School is to teach Chinese language and promote Chinese culture harmoniously with the American society. The School emphasizes the importance of Chinese phonics (汉语拼音) and simplified Chinese characters (简化汉字).

1.3 Operation

- 1.3.1 The School is operated independently through the procedure defined in this document.
- 1.3.2 The School accepts donations from individuals, groups and organizations. However, the acceptance of such donations does not mean that school will be influenced by their views and opinions. Donations will not benefit any party other than the School.
- 1.3.3 Should any organization, group and individual wish to hold an event at the School, a prior approval from the school is required. The use of the School’s name by any party or group must have prior approval from the Board (defined in Section 2.2).

1.4 Members

- 1.4.1 The members include all individuals who satisfy any of the following, regardless of age, gender, race, religion, and nationality, who are willing to follow the School Bylaw, rules, regulations, to participate in voluntary work including on-duty assignments for the School, and to pay due financial obligations:
 - 1) A student who is registered at least in one class per semester
 - 2) A parent, legal guardian, or grandparent of a registered student
 - 3) A current teacher, course/program coach, or an administrative staff member
 - 4) An individual nominated by the Board as an honorary member
- 1.4.2 All members 18 years or older have the right to vote in election and the right to be elected. A member having multiple statuses in the above list has only one vote at each election.
- 1.4.3 A member’s membership status may be suspended or terminated by the School administration with the approval of the Board, if he/she refuses to follow the School Bylaw, or acts purposely against the School’s interest, or commits a criminal offense at the School.

1.5 Elected and Appointed School Officers

- 1.5.1 The term of all elected and appointed officers starts at the end of the previous academic year, unless terminated through resignation, impeachment, or dismissal.
- 1.5.2 Any School officer, elected or appointed, should not abuse their position to improperly benefit themselves, their families, or any special group. Any potential personal or family conflict of interest with the School should be disclosed to the Board.
- 1.5.3 At the end of the term, all documents and properties related in anyway to the operation of the School that are in the possession of any person, shall be transferred to the School on or before the last School day.
- 1.5.4 The legal person of the School, as registered in the State of New Jersey, must have a complete transfer on or before the last day on duty to the new representative generated, with a notarized affidavit (see attachment), and file in record as needed.

1.6 Relationship with Hua Xia Chinese School

For the common interest and objective of promoting Chinese education and culture, the School voluntarily joins Hua Xia Chinese School, Inc. (hereafter referred to as “Hua Xia”) as a group member (branch school) along with other member schools, under the following conditions:

- a. The School has a representative to the Hua Xia Board to participate in its operation. In this regard, the School follows the Hua Xia bylaw in general, without conflict with the US laws, NJ laws, and our own School bylaw.
- b. The School is registered as a financially independent entity, with the financial obligation/responsibility with Hua Xia limited to our annual group membership fee, and anything approved through the School democratic procedure.

1.7 Dissolution of School

In the event that the School is terminated in legal term approved by the Members’ General Assembly such as dissolution or merge with other organization, the Board shall be responsible for disbursement and distribution of the School debts or assets, should there be any. The remaining School assets after dissolution shall be donated to non-profit organizations.

2. Organization Structure

2.1 Members’ General Assembly

The Member’s General Assembly, consisted of all voting members and casting votes on referendum issues or School election, is the highest legislative body of the School.

2.1.1 Functions and Responsibilities

- 1) Elects the Board of Trustees
- 2) Casts referendum voting on major School decisions, as proposed by the Board of Trustees
- 3) Authorizes the establishment of a Bylaw study group, then votes on amendments to the School’s Bylaw
- 4) Revoke any previous decision made by itself, including the election of Trustees
- 5) Remove any elected School officer through proper procedure.
- 6) Review and approve/deny special cost request by the Board of Trustees.
- 7) Receive annual school reports and semi-annual financial reports.

2.1.2 Meetings

- 2.1.2.1 Meetings must be held at least once a semester.
- 2.1.2.2 A special meeting may be called by the majority of the Board members, or at the request of 10% of the members, with a verifiable signature petition.
- 2.1.2.3 Should there be a budgetary impasse with the Board, a special Members’ General Assembly meeting shall be convened.
- 2.1.2.4 A meeting to elect Board members must be held at least one week before the end of the academic year, presided over by the Chair of the Board or a Board member who is not up for reelection.
- 2.1.2.5 In general, a meeting and its agenda should be announced to members at least one week prior to the meeting.
- 2.1.2.6 In case of any major decision, at least four (4) School weeks’ prior announcement is required. Major decisions include amendment to the Bylaw, dissolving the School or merging the School with other school, and any other issue determined by the majority of the Board.

2.1.3 Rules and Valid Resolutions

- 2.1.3.1 The Board should appoint an election committee in charge of each voting process. Every effort should be made to ensure neutrality of committee members.
- 2.1.3.2 The ballot papers shall be prepared before the vote. At the voting room, a voting member should get a blank ballot paper after signing for record, and cast the secret ballot before leaving the room. If a voting member is not able to come in person, he/she may vote by proxy with a written authorization.
- 2.1.3.3 Vote counting should be witnessed by at least two members assigned by the election committee. After announcing the voting results, the ballot papers shall be sealed in a box for a period of time

- as decided by the election committee and the Board. In case of a dispute, the Board shall conduct an investigation in response to a formal request.
- 2.1.3.4 The rule of simple majority will apply to the voting on a resolution, other than major decision specified next.
 - 2.1.3.5 For any major decision, such as amendment to the Bylaw, dissolution of the School or the merge of the School with another school, and any other issue determined by the majority of the Board, the rule of two-thirds majority shall apply.
 - 2.1.3.6 The terms of simple majority and two-thirds majority referred to in this section shall be based on the actual number of people present and voting.

2.2 Board of Trustees

The Board of Trustees, elected by the Members' General Assembly, is in charge of the School on behalf of the Members' General Assembly. Acting collectively as a group, the Board oversees the operations and makes plans for the School.

The list of candidates of the Board shall be posted on the school's website two weeks prior to the election of the Board.

2.2.1 Structure

- 2.2.1.1 The Board consists of 9 Board members, each being nominated by two current or previous Board members or nominated by 10 School members, and elected to a three-year term by the Members' General Assembly.
- 2.2.1.2 One third of the elected Board seats shall be open for annual election at the end of each academic year. The Board members may be re-elected, but not in consecutive term.
- 2.2.1.3 The Board shall agree on the division of labor among its members as soon as possible after the election.
- 2.2.1.4 The Board shall appoint a Board member, normally the Chair of the Board, as the legal person for the registration in the State of New Jersey at the first meeting after the election.
- 2.2.1.5 The Board shall elect a Chair to a one-year term, who may not serve consecutive terms.
- 2.2.1.6 The Principal may be a Board member, but may not serve as the Chair at the same time. The Principal should excuse herself/himself from any meeting that discusses her/his performance and compensation issues.
- 2.2.1.7 If the Principal is not an elected member of the Board, he/she should be invited to attend the Board meeting without the right to vote.
- 2.2.1.8 The Board shall elect a School representative to attend Hua Xia Board meetings to a one-year term, who may be re-elected for another consecutive term.
- 2.2.1.9 The Board member in charge of the School's financial operation may no longer serve in that position after three consecutive years.
- 2.2.1.10 One Board member shall be in charge of parent-teacher interaction, organizing class-based PTA activities.
- 2.2.1.11 The Board shall have no more than 3 seats occupied by the School administrative staff.
- 2.2.1.12 A Board member may resign upon a written notice to the Board.
- 2.2.1.13 A Board member may be removed for serious misconduct. The removal shall be proposed by a simple majority of the Board members or by 10% of the School members, and be voted on by the Members' General Assembly.
- 2.2.1.14 Board of Trustee positions are non-compensatory. But any cost related to school activities will be defrayed by the School.

2.2.2 Functions and Responsibilities

- 1) Oversees school operations
- 2) Represents the School to Hua Xia Board
- 3) Appoints or removes the Principal
- 4) Confirms the nomination of other administrative staff by the Principal, and review the qualifications of temporary assistants rendering professional service to the School
- 5) Approves annual school budget submitted by the Principal and make financial decisions
- 6) Reviews annual school budget reports
- 7) Reviews annual school academic plans and school curriculum

- 8) Conducts audit on the School's financial operations and financial reports
- 9) May freeze school budget or operations in cases of grave financial circumstances
- 10) Formulates school policies and general guidelines, including but not limited to:
 - a) Administrative structure
 - b) Academic policies
 - c) Budget and financial regulations and operational rules
- 11.) Determines issues to be presented to and call for the Members' General Assembly meeting

2.2.3 Meetings

- 2.2.3.1 The Board shall hold at least two meetings a semester, presided over by the Chair of the Board.
- 2.2.3.2 Special Board meetings can be called at the request of at least one-third of its members or by the Principal if he/she deems it necessary.
- 2.2.3.3 Board meeting agenda should be announced school-wide one week before the meeting.

2.2.4 Rules of Conduct

- 2.2.4.1 The Board members have the obligation to attend Board meetings. Proper notification is required if a Board member is not able to attend the meeting. Trusteeship will be revoked if a Board member is absent from two consecutive meetings without proper explanations.
- 2.2.4.2 The Chair of the Board presides over the Board meetings and most of the Members' General Assembly meetings. As the key coordinator of the operation, the Chair must act in the spirit of openness, transparency and impartiality in his /her work.
- 2.2.4.3 The Board member joining Hua Xia Board shall represent the School in the Hua Xia operation, and must voice on behalf of the School the view point of the majority of the Board members in any decision-making process. He/she should report back to the Board. For a major decision voting, he/she should request that the Board of the School be given a chance to review the issue before action.
- 2.2.4.4 The quorum of a Board meeting must be above 6.
- 2.2.4.5 Simple majority rule applies unless otherwise specified.
- 2.2.4.6 A two-thirds majority vote is required for decision of budget freeze and school operation shutdown.
- 2.2.4.7 The terms of simple majority and two-thirds majority rules referred to in this section shall be based on the actual number of Board members present.
- 2.2.4.8 In case of an emergency when action is urgently required, the Chair of the Board may cast a tie-breaking vote unless the vote is on matters related to the Chair's post and performance. Later when condition permits, this issue must be revisited. In a non-emergency situation, a controversial issue should be carefully studied and deliberated, and a Members' General Assembly voting may be called for the final decision.
- 2.2.4.9 The Board should keep a record of its decisions and voting results...

2.3 School Officials and the School Administrative Council

The School administrative team headed by the Principal executes the School operations under the supervision of the Board.

2.3.1 Structure

- 2.3.1.1 The School officers include the Principal, Vice Principal(s), Accountant, Curricular Director, and Administrative Director. These positions are entitled to limited stipends.
- 2.3.1.2 The Principal, elected by the Board, serve a two-year term, with possible re-election limited to one more consecutive term.
- 2.3.1.3 The Vice Principal(s), proposed by the Principal and approved by the Board, serves a two-year term, with possible re-appointment limited to one more consecutive term.
- 2.3.1.4 The Administrative Council is the executive body that assists the Principal in school administration. The Administrative Council includes Vice Principal(s) and other appointed administrative staff.
- 2.3.1.5 Other School officers are appointed by the Principal and approved by the Board. The Principal may dismiss any appointed administrative staff with proper notification to the Board.

2.3.2 Principal

- 2.3.2.1 The Principal is in charge of school administration, with the following responsibilities:
- 1) Administering school operations
 - 2) Representing the School in external affairs
 - 3) Hiring and dismissing teachers and other appointed school officials
 - 4) Proposing and executing the annual school budget
 - 5) Approving and signing vouchers and payments
 - 6) Submitting annual budget report to the Board and reporting to the Members' General Assembly meeting
 - 7) Presiding over the Administrative Council meetings and other school meetings
 - 8) Directing School website manager of website news, announcement and other posts
 - 9) Handling other administrative issues
- 2.3.2.2 The Principal may delegate some of his/her duties to other school officers or staff.
- 2.3.2.3 The Principal shall designate, with proper notification to the Board, a Vice Principal as the Acting Principal in his or her absence.

2.3.3 Vice Principal(s)

The Vice Principal(s)' responsibilities include:

- 1) Interacting with the municipal Board of Education on facility usage issues
- 2) Working with the host school administration to facilitate timely communication and resolve any relevant issues
- 3) Monitoring inventory of school equipment and other capital items
- 4) Maintaining and publishing school assets and inventory reports once a year
- 5) Managing public relations and school publications
- 6) Co-signing any expenditures and vouchers after checking the School's operation budget and fund availability
- 7) Executing other administrative duties assigned by the Principal

2.3.4 Other Appointed Administrative Staff

2.3.4.1 The Accountant's duties include:

- 1) Maintaining the School's financial books and records
- 2) Providing cooperation for financial audit
- 3) Assisting the Principal in preparing school annual budget
- 4) Preparing financial reports
- 5) Any other relevant duties assigned by the Principal

2.3.4.2 The Curricular Director's main duty is to oversee and coordinate the School's learning and academic activities, which include:

- 1) Preparing academic calendar and scheduling classes
- 2) Coordinating teacher training and parent-teacher conferences
- 3) Preparing annual school academic plans and academic reports
- 4) Any other relevant duties assigned by the Principal...

2.3.4.3 The Administrative Director's main duty is to handle student enrollment and administration of school operations, which include:

- 1) Acting as the School's registrar for enrollment affair and student records
- 2) Purchasing and inventorying text books and other supplies
- 3) Working with the host school to ensure proper classroom condition
- 4) Enforcing school order and student discipline

2.3.4.4 The School Website Manager's main duty is to handle website operation, which include:

- 1) Posting announcement of school activities and schedule as directed by the Principal
- 2) Posting other school notice like for election as authorized by a majority decision of the Board

2.3.5 Rules of Conduct

2.3.5.1 The Principal shall report any major issue to the Board, and responds to any inquiry/direction based on the Board majority decision.

2.3.5.2 The Administrative Council meeting is presided over by the Principal.

2.3.5.3 The Principal may resign at any time with a two-week advance notice in writing to the Board. In case of the Principal's resignation, a new Principal or Acting Principal shall be appointed by the Board for the rest of the term.

3. Budget and Finance

3.1 School Budget Year

The School budget year coincides with the school academic year, which is consistent with that defined by the public schools in Bergen County, New Jersey.

3.2 Budget Proposal and Approval

- 3.2.1 Annual School budget shall be proposed and submitted by the Principal to the Board within two weeks after the academic year starts. Should this prove to be impossible, the School shall follow the practice in the previous year.
- 3.2.2 The Board shall approve or reject the budget proposal within two school weeks of receiving the budget proposal. The rejected budget shall be returned to the Principal with recommendations for modification. In case of inaction or indecision on the part of the Board, the Principal shall automatically exercise the authority to proceed, in the initial period of the school year, with the execution of the budget as in previous year.
- 3.2.3 The Principal shall resubmit the revised budget proposal within two week after receiving the rejection.
- 3.2.4 Should the revised budget proposal be rejected once more, a special Members' General Assembly meeting shall be called to vote on the budget.
- 3.2.5 Should the budget proposal be rejected by the Members' General Assembly, a final modification to the budget proposal shall be made by the Board. The modified budget proposal passed by the Board shall become the final budget

3.3 Financial Operation Regulations

The School's financial operations should be governed by separate financial regulations formulated in accordance with this Bylaw.

4. Miscellaneous

- 4.1 The School organizes and supports courses/programs/activities in compliance with the School objectives. Due to space and resource limitations, the priority order starts from the highest is as follows: junior students' Chinese classes, junior students' cultural classes/programs, School leadership meetings, registered adult classes/programs, other adult club activities, approved outside-sponsored activities.
- 4.2 The School purchases limited insurances as a collective group member. The School is not responsible for any physical or personal property damages incurred on the School premises that are beyond the coverage of the insurance. The School is not responsible for any non-registered adult activities.
- 4.3 School members' name and other information may be listed in School correspondence. This information may only be used for proper purpose. Nobody is allowed to use this information for any commercial purpose or for election campaigning without permit. Unauthorized mass-mailing or mass-emailing are prohibited. Information for public interest may be distributed through School website, with approval of the School Administration or the majority of the Board.

5. Bylaw Interpretation and Amendment

- 5.1 This document of School Bylaw is approved by the founding members at the registration with the State of New Jersey, as an official record.
- 5.2 The Board shall interpret the Bylaw in its application. Final interpretation of the Bylaw rests with the Members' General Assembly.
- 5.3 If any provision in this Bylaw is inconsistent with the US and New Jersey State Laws, the latter shall prevail.
- 5.4 The contents of this document may be amended in the future, subject to the approval of the great majority of the members.

Attachment: Affidavit of Leadership Term Transfer of the School

As authorized by the School Bylaw and the Member's General Assembly resolution passed on 6/15/2008, we are the representatives in applying for a tax ID for Huaxia Chinese School at Bergen registered with the State of New Jersey. We promise a full transfer of the School leadership to the elected School Board at the next election.

Name	Signature	Date	Witness
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As a newly elected School legal person per School Bylaw, I promise a full transfer of the School leadership at the end of the academic year, or at an earlier date decided by the Board.

Name	Signature	Date	Witness
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HXBG Members' General Assembly Resolution, 2008/06/15

Noting that, for the last eleven years, Huaxia Chinese School at Bergen (HXBG), as a branch school, has shared the same tax ID with Hua Xia Chinese School (Hua Xia), yet, HXBG has been operating independently based on its own bylaw, and has been enjoying de facto financial independence.

Bearing in mind the need to protect the interests and promote the long- term development of both HXBG and Hua Xia,

The Members' General Assembly, as the highest legislative body of HXBG, hereby decides to:

1. Authorize the application for an independent tax ID for HXBG. In legal terms, the HXBG will be a new school once the new ID becomes effective. However, in actual terms, the new school with the new ID shall be considered the replacement of the current school, rather than one separated from current school. In the transitional period, the school, by and large, shall retain its current members, structure, budget, site, liability, assets, and relationship with Hua Xia.
2. Authorize the current School Joint Committee (per current School Bylaw, consisted with the Parents' Council members, the Principal and the Vice Principal), to act on behalf of the current school members as a collective group, and as in legal term the representatives of the founding members of the new school, and apply for a new tax ID for Huaxia Chinese School at Bergen registered with the State of New Jersey.
3. Approve the new Huaxia Chinese School at Bergen Bylaw (attached).
4. Authorize, in the capacity of the new school's Members' General Assembly, the current School Joint Committee as the interim Board of Trustees of the new school to take charge of the transition, until the new Board members are elected after the completion of the registration process in accordance with the new Bylaw.
5. Authorize the current School Joint Committee, acting on behalf of both the old and new school in legal term, to cooperate with Hua Xia in signing an agreement, and to ensure a smooth transfer of the school properties and liabilities and safeguard the best interest of the members in such a process.
6. Call for the first election of the Board of Trustees upon the completion of registration in the State of New Jersey, waving the consecutive term limitation for once to the current School Joint Committee members, if they are running for the Board member positions of the new school. The terms of office for the Board membership shall be three –year, two-year and one-year (three for each), to be decided by voting count. The following year's Board election shall once more waive the consecutive term limitation to those who just complete their one-year term but wish to be re-elected.

备注： 先后讨论会次数：12/2/07, 12/16/07, 1/6/08, 1/13/08, 5/18/08

先后参加过章程讨论的人员如下：张元丑，常乐华，张涛，沙伟丽，梁美岩，王红，张琦云，王大一，余向明，袁天壁，程基伟，计季，臧志成，zack Ling, Jeff Liu, John Wang, 刘桦，MARSHAL 毛，郭兵。