

By-Laws of Raleigh Academy of Chinese Language

Adopted, June 1995

First revision, December 2000

Second revision, April 2003

Third revision, May 2004

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ARTICLE I. NAME

The name of this school is Raleigh Academy of Chinese Language referred to herein as "RACL".

ARTICLE II. OBJECTIVES

The objectives of RACL are to promote teaching and learning of the Chinese language, history and culture, to promote mutual understanding and friendship among students, and to promote Sino-America cultural exchange.

RACL is a nonprofit, non-political, and non-religious organization and strives to achieve its objectives by conducting regular teaching sessions of the Chinese language and culture and by sponsoring Chinese culture oriented activities. The School adopts as its media of instruction the common Chinese language “普通话 Pu3-Tong1-Hua4”, the latest simplified Chinese characters and the “Pinyin” pronunciation system that is currently practiced in China.

These objectives are pursued without prejudice toward any person or group, on the basis of race, color, sex, religion, national origin, marital status, or handicapping conditions.

ARTICLE III. STRUCTURE

RACL shall have the following governing bodies: The Board of Directors (BD), The Executive Committee (EC), The Parent Committee (PC) and The Advisory Board (AB). The Board of Directors has the power to form special-purpose ad hoc committees.

ARTICLE IV. ACADEMIC CALENDAR

The Academic Calendar of the School shall refer to traditional calendar of the public school system of Wake County, North Carolina. The School may also open summer classes.

ARTICLE V. GENERAL MEMBERSHIP

The general membership of the school is defined as parents, faculty members, school staff and adult (eighteen years and older) students of the school.

ARTICLE VI. STUDENTS

The School shall be open to any person who is four years old (following Wake County's cut-off date for the public school system) or above and interested in learning the Chinese language or Chinese culture. The majority of the students shall be young students who are between four and fifteen years old. Older students who are interested in learning the Chinese language or Chinese culture shall also be welcome and accepted when facilities allow. Students or their parents /guardians shall pay the tuition and fees set up by the School. Limited scholarships are available to some qualified students between four to fifteen years old with financial difficulty.

The School shall not discriminate any person on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship programs and other school-administered programs.

ARTICLE VII. FACULTY

The Faculty Member of the School shall consist of all teachers and the Academic Directors. The Faculty Members shall be appointed by the Executive Committee. The teaching efforts of the Faculty Members shall be paid, or compensated according to the rates set up by the Executive Committee.

The Faculty Members shall elect their own representatives to serve in the Board of Directors, and shall be eligible to serve as the Director of the Academic Affairs. Faculty Members shall have voting privilege for Board of Directors, Vice Principal and Principal Elect.

ARTICLE VIII. PARENT COMMITTEE

The Parent Committee (PC) shall be composed of one Chairperson, two or three Vice Chairpersons and all Parent Representatives (one from each language and activity class). The PC Chairperson is elected by general members. The Vice Chairpersons and Parent Representatives are appointed by the Chairperson. The responsibilities of the PC include representing parents to the BD, assisting EC in carrying out RACL operation, organizing RACL social and culture events, and other responsibilities that are assigned by BD. Detailed responsibilities shall be defined, reviewed and revised by BD as appropriate.

ARTICLE IX. ADVISORY BOARD

The School shall establish an Advisory Board (AB) to facilitate interactions of the School with other organizations, government agencies and private foundations and industries, and to facilitate fund raising activities. The Board of Directors shall have the authority to appoint the Advisory Board Members and to determine the functions of the Advisory Board.

ARTICLE X. EXECUTIVE COMMITTEE

The Executive Committee (EC) is the operational body of RACL and responsible to the Board of Directors. The EC shall be chaired by the Principal and composed of, besides of the Principal, the Vice Principal, Academic Directors, the Secretary, the Treasurer, the General Manager, the Chairperson of the PC, and others as defined by-Principal. The Principal and Vice Principal are elected positions. The responsibilities of EC are appointing and supervising staff, drawing up and carrying out RACL rules and policies, submitting and executing RACL financial budget upon the approval of BD, directing teaching faculties, and conducting other teaching functions and activities.

ARTICLE XI. BOARD OF DIRECTORS

I. Members. The Board of Directors (BD) is the policy-making and legislative body of the School. It shall consist of nine voting members. These are the Principal, Vice Principal, Chair of the Parent Committee, and six elected members with one of these six being a faculty representative.

The Principal, Vice Principal, Chair of the Parent Committee shall serve a one-year term. The six elected members will serve a two-year term with three new BD members being elected every year. There should be no term limit for elected BD members.

The Chair of the Board of Directors shall be elected annually from the six elected members by the members of the Board of Directors, and can be re-elected to the same office.

II. Meetings. The Board of Directors will meet at least three times a year. Meetings should be called by the Chair, or the Principal in the absence of the Chair, or a majority of the board members.

III. Power and Duties. Except as otherwise provided by the By-Laws, actions of the Board of Directors shall require the presence of a quorum and a majority of those voting. The quorum for the Board of Directors should be a majority of its members.

The Board of Directors shall make all decisions on the matters of policy. It shall

- (1) Adopt rules for the conduct of the School in harmony with the By-Laws;
- (2) Lay out the long-term plan for the School;
- (3) Appoint members of the Advisory Board. The Chair of the Board of Directors will serve as the chair of the Advisory Board;
- (4) Supervise the Executive Committee and the Parent Committee for the school operation;
- (5) Approve the school budget and arrange the audit of the school banking accounts.
- (6) Supervise the school nomination and election process and fill temporary vacancies between elections;
- (7) Appoint special purpose committees for targeted missions;
- (8) Organize major fund raising activities for the School;
- (9) Act upon recommendations received from the Advisory Board, the Parent Committee, and the Executive Committee and upon other matters submitted to it.

With a two-third affirmative vote, the Board of Directors can recommend to the general member meeting to dismiss an elected officer or board member

ARTICLE XII. METHOD OF SELECTION

The elected officers include the Principal, Vice Principal, PC Chairperson, and the six elected members of Board of Directors. General members of RACL shall be eligible to vote, and be nominated, for the positions of Principal, Vice Principal, and Elected Members of Board of Directors. Parent Committee Chairperson shall be elected by parents.

I. Nomination. Each year, the Board of Directors shall appoint three members to form the Election Committee, and then the Election Committee shall publish the nominations to parents and faculty with a call for further nominations. Additional nominations may be made by submitting a petition signed by at least three parents and faculty members to the Election Committee at least twenty-four hours before the election. All other forms of nomination are prohibited unless specifically stated in a resolution passed by the Board of Directors.

II. Election. Election shall normally be held at the annual spring membership meeting of the school. Election can also be made at any general membership meeting according to Article XIV. Candidates shall be elected by a simple-majority vote according to the total number of votes. Ties shall be resolved by the Board of Directors.

III. Vacancies. All elected officials shall cease to hold office: (a) if the member resigns the office by written notice to the Election Committee; (b) if at a Board meeting, a resolution is passed by two-thirds of the entire voting members of the Board of Directors that he or she be removed from office. Except as provided otherwise in the By-laws, the Board of Directors shall have the power to fill any position for the remainder of his/her term vacated by an elected official that occurs between elections.

IV. Appointed members. The principal shall have the power to appoint all EC members as the secretaries, the general manager, the academic directors of language and activity classes, treasurers, and others defined by the Principal.

ARTICLE XIII. COMPLAINT HANDLING AND REMOVAL FROM OFFICE

The Board of Directors (BD) has the responsibility to supervise elected officials. The BD needs to facilitate the resolution of any complaints from any general members of the school as defined in Article V. If a complaint is forwarded by ten general members, BD must consider the complaint.

I. Removal of Elected Officers. With a two-third affirmative vote, BD can discipline an elected official. With a two-third affirmative vote, BD can recommend to the general member meeting to remove an elected official. With the recommendation from BD and a simple majority vote by the general members, the general member meeting can remove an elected official.

II. Removal of Appointed Officers. The removal of appointed EC members can be recommended either by a resolution from EC or 10% more of general members. The BD must decide to approve or reject such a recommendation following two-thirds majority rule.

ARTICLE XIV. GENERAL MEETINGS

General membership meeting shall be called by the EC. If more than 10% of general members call for a general membership meeting, a general membership meeting shall be organized by the EC. There shall be at least three weeks advance notice to general members for all general membership meetings.

ARTICLE XV. TERMS OF OFFICE

Once elected to the position of the Vice Principal, the incumbent shall normally serve a two-year term. The first year shall be as the vice Principal, and the second year as the Principal. The Chair of the Parent Committee shall be elected for a one-year term, and can be reelected to the same office. Elected members of the Board of Directors shall be elected to serve a two-year term. The half-rotation set-up for BD requires that three new BD members shall be elected every year. There is no term limit for elected BD members.

The Secretary, the Treasurer, the Academic Directors the General Manager and other EC positions shall be appointed by the-Principal to a one-year term. Any or all can be reappointed to the same office(s).

The terms of the Advisory Board Members shall be determined by the Board of Directors.

ARTICLE XVI. FINANCE

I. Fees and Compensation. The EC shall have the responsibility of drawing up rates of tuition fees charged to each student and rates of compensation to teachers. Those rates should be submitted to the Board of Directors for approval before the start of new school year.

II. Fiscal Year. The School fiscal year shall be calendar year; starting from January 1 and ending December 31.

III. Authority. All funds of the School shall be deposited with the Treasurer, who shall report the financial statements to Board of Directors at each BD meeting.

IV. Dissolution. In the event of dissolution of the School, the Board of Directors shall, after paying or making provision for payment and discharge of all of the liabilities of RACL, distributes all of the assets of RACL exclusively for charitable and educational purposes. These assets shall be distributed to such organization(s), operated exclusively for these purposes and qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

ARTICLE XVII. AMENDMENTS

I. Proposal. Amendments to the By-laws may be proposed by the Board of Directors or by a petition signed by at least 10% of the general members. An amendment originating by petition shall be referred to the Board of Directors for a vote on its recommendation as to ratification.

II. Ratification. The Secretary of the BD shall publish a copy of the proposed amendment, together with the recommendation of the Board of Directors, inviting comments. The amendment shall be submitted to the general membership meeting for discussion and vote. A two-thirds affirmative vote shall be required for ratification.

ARTICLE XVIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert Rules of Order Newly Revised shall govern RACL in all cases to which they are applicable and in which they are not inconsistent with this by-law and any special rules of order RACL may adopt.