

By-Laws of Raleigh Academy of Chinese Language (“By-Laws”)

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" or the "School".

ARTICLE II. OBJECTIVES

The objectives or purposes of RACL are to promote the 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 registered in North Carolina, 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 the common Chinese language “Pu3-Tong1-Hua4” as its method of instruction, which is the latest simplified Chinese characters and the “Pinyin” pronunciation system that is currently in use and in practice in mainland China.

ARTICLE III. STRUCTURE

RACL shall have the following governing bodies: The Board of Directors (“the Board”), the Executive Committee, the Parent Committee and the Advisory Board. The Board shall have the power to form special-purpose ad hoc committees to address any initiatives or issues in pursuant to the School’s objectives.

ARTICLE IV. ACADEMIC CALENDAR

The Academic Calendar of the School will mirror the traditional school calendar of the Wake County Public School System (“WCPSS”), Wake County, North Carolina. The School may also open summer classes. The Board has the discretion to make any changes to the Academic Calendar.

ARTICLE V. GENERAL MEMBERSHIP

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

ARTICLE VI. STUDENTS

The School will accept application from the parent or guardian of a child who is at least four years old or older (in accordance to WCPSS’ cut-off date for admission to public school) and who is interested to learn the Chinese language or the Chinese culture. The focus of the school is to educate young students who are between the ages of four and fifteen years old. Older students who are interested to learn the Chinese language or Chinese culture are welcome to submit their applications and are accepted only when the School’s resources or facilities are able to accommodate. Students or their parents or guardians shall pay the tuition and fees set out by the School. Limited scholarships are available to some qualified students between four to fifteen years old and who have demonstrated financial needs.-

ARTICLE VII. FACULTY

The faculty member of the School (“Faculty Member”) shall consist of all the 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 as set out by the Board.

The Faculty Members shall be eligible to serve as the Director of the Academic Affairs. Faculty Members shall have voting privileges to vote for the Board of Directors, Vice Principal and the Principal.

ARTICLE VIII. PARENT COMMITTEE

The Parent Committee shall compose of one Chairperson, two or more Vice-Chairpersons and all the parent representatives (one represented from each of the language and activity classes) (“Parent Representative”). The Parent Committee Chairperson is elected by the parents or guardians of the non-adult students. The Vice Chairpersons and Parent Representatives are appointed by the Parent Committee Chairperson.

The responsibilities of the Parent Committee include representing the parents or guardians to the Board, assisting the Executive Committee in carrying out RACL operations, organizing RACL social and cultural events, and other responsibilities that are assigned by the Board. The detailed responsibilities of the Parent Committee shall be defined, reviewed and revised by the Board as deemed appropriate.

ARTICLE IX. ADVISORY BOARD

The School shall establish an advisory board (“Advisory Board”) to facilitate interactions of the School with other organizations, government agencies, private foundations, and industries, and to facilitate any fund raising activities. The Board shall have the authority to appoint or to remove the Advisory Board members and to determine the functions and duties of the Advisory Board.

ARTICLE X. EXECUTIVE COMMITTEE

I. Executive Committee. The Executive Committee is the operational body of RACL and is responsible to the Board. The Executive Committee shall be chaired by the Principal. The Executive Committee shall compose of, the Principal, the Vice Principal, the Assistant Principals, the Academic Directors, the Secretary, the Treasurer, the General Manager, the Parent Committee Chairperson, and any others as defined and selected by the Principal. The Principal shall be compensated in accordance to the rate as set out by the Board. All Executive Committee members are to be appointed by the Principal and approved by the Board, with the exception of the Vice Principal, Secretary, Treasurer and Parent Committee Chairperson. The responsibilities of Executive Committee are appointing and supervising staff, drafting and implementing RACL rules and policies, submitting and executing RACL financial budget upon the approval of the Board, supervising teaching faculties, and conducting other teaching functions and activities in accordance to RACL’s objectives.

II. Treasurer. The Treasurer shall have supervision over and responsible for RACL funds or receipts and any disbursements of RACL. The Treasurer has the responsibility to keep full and complete records of RACL’s financials and to provide financial reports to the Executive Committee and Board at each Board meeting.

III. Secretary. The Secretary shall keep all records including corporate records (minutes) or documents of RACL proceedings of the Board, Executive Committee and member meetings, and shall prepare, distribute and maintain the minutes and notices of all the Board and members meeting as directed.

IV. PRINCIPAL. The Principal shall have the supervision over and responsibility the entire management and operations of the School, and shall report to the Board. When the Principal is absent, the Vice Principal should carry out all the Principal’s responsibilities and execute all the Principal’s authorities.

ARTICLE XI. BOARD OF DIRECTORS

I. Members. The Board of Directors is the policy-making and legislative body of the School. It shall consist of nine (9) voting members ("Board Member"). These voting Board Members shall consist of the Principal, the Vice Principal, the Parent Committee Chairperson, and six (6) elected members with at least one of these six elected Board Members being a faculty representative.

The Principal, the Vice Principal, the Assistant Principals and the Parent Committee Chairperson shall serve a one (1)-year term. The remaining six (6) elected Board Members will serve a two (2)-year term with three (3) new Board Members are elected every year. There shall be no term limit for the elected Board Members.

The Chair of the Board of Directors shall be elected annually from the six (6) elected members by the members of the Board of Directors, and the Chair of the Board has no term limit and can be re-elected to the same office.

II. Meetings. The Board of Directors will meet at least three (3) times a year. Meetings shall be called by the Chair of the Board, or the Principal in the absence of the Chair of the Board, or by the majority of the Board Members. Reasonable notice shall consist of the time and place of the meeting, and the notice shall be sent to each of the Board Member by mail or e-mail at least three (3) working days before the meeting. Notice need not be given to the Board Member who has provided the Board with an executed written waiver of notice, before or after the meeting.

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

The Board of Directors shall make all decisions on the matters pertaining to the School policies. It shall

- (1) Adopt rules of conduct for 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.
- (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 in pursuant of its objectives;
- (9) Act upon recommendations received from the Advisory Board, the Parent Committee, and the Executive Committee and upon other matters submitted to the Board.

With a two-third (2/3) affirmative vote, the Board can recommend to the members at the General Member Meeting to dismiss an elected officer or a Board Member.

ARTICLE XII. METHOD OF SELECTION

The Principal shall be nominated by the Board and shall be approved by the general members of RACL at the annual spring membership meeting by a simple majority vote. Other elected officers and Board Members shall include the Vice Principal, the Parent Committee Chairperson, and the six elected Board Members. General members of RACL shall be eligible to vote, and be nominated, for the positions of the Principal, the vice Principal and the elected members of the Board. The Parent Committee Chairperson shall be elected by the parents or guardians of the non-adult students. The Secretary and the Treasurer of the Board shall be appointed by the board.

I. Nomination. Each year, the Board of Directors shall appoint three (3) members to form the Election and Search Committee (“Election Committee”). The Election Committee shall search for qualified candidates for the Principal and the Vice Principal based on experiences, willingness and other qualifications. Once the candidates are identified, the Board will vote on the search result presented by the Election Committee. A candidate for the Principal must receive at least two thirds (2/3) of the votes from the Board in order to be nominated and submitted to the general membership meeting for approval. The Election Committee shall publish the nominations to the parents and faculty and shall call for further nominations for the Parent Committee Chairperson and board of directors nominations. Additionally, nominations may be made by submitting a petition in writing signed by at least three parents and faculty members to the Election Committee at least twenty-four (24) hours before the election. All other forms of nomination are prohibited and not accepted unless specifically stated in a resolution as 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 in accordance to Article XIV. Nominees shall be elected by a simple-majority vote of the total number of votes casted. Any ties of votes for the nominees shall be resolved by the Board.

III. Vacancies. All elected officials shall cease to hold office: (a) if the member resigns from the office by providing a written notice to the Election Committee; (b) if the Board Member or officer is removed through a board meeting or a written resolution passed by two-thirds (2/3) of the entire voting members of the Board of Directors. Except as provided otherwise in the By-laws, the Board shall have the power to fill the position of the vacated Board Member or officer for the remainder of his/her term vacated by an elected official if the vacancy occurs between elections.

IV. Appointed Executive Committee Members. The Principal shall have the power to appoint the following Executive Committee members: the Assistant Principals, the General Manager, the Academic Directors of language and activity classes, and others as defined by the Principal, and shall be approved by the Board. The remainder of the Executive Committee Members such as the Secretary and Treasurer are appointed by the Board, and the Parent Committee Chairperson is elected by the parents or guardians of the students.

ARTICLE XIII. HANDLING COMPLAINTS AND REMOVAL FROM OFFICE

The Board has the responsibility to supervise the elected officials. The Board 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 or submitted by at least ten (10) general members, the Board must consider the complaint submitted.

I. Removal of Elected Officers. With a two-third (2/3) affirmative vote, the Board can discipline an elected official. With a two-third (2/3) affirmative vote, the Board can recommend to the general members to remove an elected official. With the recommendation from the Board and a simple majority vote by the general members, the elected official shall be removed.

II. Removal of Appointed Officers. The removal of appointed Executive Committee members can be recommended either by a resolution from the Executive Committee or at least ten (10%) percentage or more of general members’ votes. The Board must decide whether to approve or to reject such a recommendation following two-thirds (2/3) majority rule.

ARTICLE XIV. GENERAL MEETINGS

General membership meeting shall be called by the Executive Committee. If more than ten (10%) percentage of the general members call for a general membership meeting, a general membership meeting shall be organized by the Executive Committee. There shall be at least three (3) weeks advance notice to the general members for all general membership meetings.

ARTICLE XV. TERMS OF OFFICE

Once the nominees are approved by the general memberships to serve as the Principal and the Vice Principal, they shall be appointed for a one (1) year term. With satisfactory performance and the approval by the Board and the general membership, the Principal and the Vice Principal can be reappointed to additional terms. The term for the appointed staff of the School shall be determined by the Principal and shall be within the Principal's term.

The Parent Committee Chairperson shall be elected for a one (1)-year term, and can be reelected to the same office. Elected members of the Board shall be elected to serve a two (2)-year term. The half-rotation set-up for the Board requires that three new Board Members shall be elected every year. There is no term limit for the elected Board Members.

The Assistant Principals, the Academic Directors, the General Manager and other Executive Committee positions shall be appointed by the Principal to a one (1)-year term. Any or all officers can be reappointed to the same office(s). The Secretary and Treasurer shall be appointed by the Board to a one (1) year term.

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

ARTICLE XVI. FINANCE AND DISSOLUTION

I. Fees and Compensation. The Board shall have the responsibility to set the rate of compensation for the Principal. The Executive Committees shall have the responsibility of recommending the rates of tuition fees to be charged to each student and rates of compensation to be paid to the teachers. Those recommended rates shall be submitted to the Board for approval before the start of the 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 of the School funds shall be deposited with the Treasurer, who shall report the financials or provide financial statements to the Board at each of the Board meeting.

IV. Dissolution. In the event of dissolution of the School, the Board shall, after paying or making provision for payment and discharge of all of the liabilities of RACL, distributes or disposes all of the assets of RACL exclusively for organizations with charitable and educational purposes or for organizations organized substantially the same purpose of RACL. 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. NO PERSONAL LIABILITY

No person who is serving or who has served as Board Member, Officer, employee, volunteer or agent of RACL shall be personally liable for any debt, liability or obligation of the School. All persons, corporations or entities extending credit to, contracting with or having any claim against RACL may look only to the funds, property of RACL for payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree or of any money that otherwise become due or payable to them from RACL. No amendment or repeal of this article, nor adoption of any other amendment to these By-Laws inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE XVIII. AMENDMENTS

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

II. Ratification. The Secretary of the Board shall publish a copy of the proposed amendment, together with the recommendation of the Board, and inviting comments. The amendment shall be submitted to the general membership meeting for discussion and for vote. A two-thirds (2/3) affirmative vote shall be required for ratification.

ARTICLE XVIV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert Rules of Order Newly Revised shall govern the proceedings of RACL to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order RACL may have adopted.