

By-Laws of Raleigh Academy of Chinese Language

Adopted, June 1995

First revision, December 2000

Second revision, April 2003

Articles 1. NAME

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

Articles 2. 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 "Pu-Tong-Hua", 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.

Articles 3. 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.

Articles 4. ACADEMIC CALENDAR

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

Articles 5. GENERAL VOTING MEMBER

The general voting membership of the school is defined as parents, faculty members and adult (18 years and older) students of the school.

Article 6. STUDENTS

The School shall be open to any person who is 5 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 5 and 15 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 may be available to some qualified students between 5 to 15 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.

Articles 7. FACULTY

The Faculty of the School shall consist of all teachers and the Director of Academic Affairs. The Faculty Members shall be appointed by the Executive Committee. The teaching efforts of the Faculty Members shall be 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. (comment: Redundant?)

Articles 8. PARENT COMMITTEE

The Parent Committee (PC) shall be composed of one Chairperson, two 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.

Articles 9. 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.

Articles 10. 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, the Academic Director, the Activity Class Director, the Secretary, the Treasurer, the General Manager, the Chairperson of the PC, and others as defined by BD at the suggestion of 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 upon the approval of BD, submitting and executing RACL financial budget upon the approval of BD, directing teaching faculties, and conducting other teaching functions and activities. Detailed composition and responsibilities shall be defined, reviewed and revised by BD as appropriate.

Articles 11. BOARD OF DIRECTORS

- 1. 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 6 shall be a faculty representative, and the Treasurer as a non-voting member. (Comment: It is better not to specify who can be invited to sit in board meeting at a non-voting member in By-Laws. If there is a need for it, BD decides it).

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 a half-rotation per year (that is, three new BD members will be elected very year). There is 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.

- 2. Meetings.** The Board of Directors will meet at least three times a year. Meetings will be held at the call of the Chair, or Principal in the absence of the Chair, or a majority of the board members.
- 3. 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 is a majority of its members.

As the policy-making and legislative body of the School, 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 account.
- (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

Articles 12. METHOD OF SELECTION

The elected officials include the Principal, Vice Principal, PC Chairperson, and the six elected members of Board of Directors. All parents, faculty and adult students 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. *(Comment: refer to article 5 for voting members. It is better not to distinguish vote members for different positions)*

1. Nomination. Each year, the Board of Directors shall submit at least one nomination for the position of Principal, Vice Principal, PC Chairperson, and elected members of the Board of Directors. The Secretary 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 Secretary at least 24 hours before the election. All other forms of nomination is prohibited unless specifically stated in a resolution passed by the Board of Directors. *(suggestion: Change it to election committee and refer the detail to RACL Election Procedure)*

2. Election. Election shall normally be held at the annual Spring meeting of the school. Election can also be made at any general member meeting according to Article 14. Candidates shall be elected by a simple-majority vote according to the total number of votes. Ties shall be resolved by the Principal.

3. Vacancies. All elected officials shall cease to hold office: (a) if the member resigns the office by written notice to the Secretary; (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 Bylaws, 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.

4. Appointed members. The principal shall have the power to appoint such EC members as the secretaries, the general manager, the director of academic classes and the director of activity classes. The treasurers shall be appointed by the elected members of the EC, namely the principal, the vice principal and the chair of PC. All appointments shall be submitted to BD for final approval. *(Comment: This section needs some change.)*

Articles 13. 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 10 general members, BD must consider the complaint.

1. 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.

2. Removal of Appointed Officers. The removal of appointed EC members can be recommended either by a resolution from EC or 40 or more general members. The BD must decide to approve or reject such a recommendation following two-thirds majority rule (of voting members of BD).

Articles 14. GENERAL MEETINGS

General member meeting shall be called by the EC. If 40 or more general members call for a general member meeting, a general member meeting must be organized by the EC. There should be at least 3 weeks advance notice to general members for all general member meetings

Articles 15. 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, but may not serve more than two consecutive terms. 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 Director of the Academic Affairs, Director of Activity Classes and the General Manager shall be appointed by both Principals 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.

Articles 16. FINANCE

1. 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.

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

3. Authority. All funds of the School shall be deposited with the Treasurer, who shall make disbursement under regulations of the Board of Directors.

4. 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 the School, distributes all of the assets of the School 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. If the Board of Directors does not take such action, then the remaining property or assets shall be distributed to nonprofit charitable or educational organization(s) having power to engage in activities similar to those of the School.

Articles 17. AMENDMENTS

1. Proposal. Amendments to the Bylaws may be proposed by the Board of Directors or by a petition signed by at least 10 parents. An amendment originating by petition shall be referred to the Board of Directors for a vote on its recommendation as to ratification.

2. Ratification. The Secretary shall publish a copy of the proposed amendment, together with the recommendation of the Board of Directors, in the School newsletter, inviting comments. The amendment shall be submitted to the General Meeting for discussion and vote. A two-thirds affirmative vote shall be required for ratification.

Article 18: 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.