

**GUANG HUA CHINESE CULTURAL ASSOCIATION**  
**BYLAWS**

**ARTICLE I – MEMBERSHIP**

**SECTION 1 – Qualifications**

- (a) Any individual who supports the goals of the Association and who is of good character and behavior shall be eligible for membership regardless of sex, religion, race, color, national and ethnic origin.
- (b) Parent(s) of students enrolled in the Chinese language school for children automatically become member(s) of the Association.
- (c) Teacher(s) of the Chinese Language School for Children shall automatically become member(s) of the Association.

**SECTION 2 – Membership Application**

- (a) All regular members are obliged to pay annual membership dues.
- (b) A portion of the tuition paid for the enrollment of student(s) at the Chinese language school may be applied toward membership dues.
- (c) The amount of membership dues shall be determined by the Board of Directors from time to time.
- (d) Membership application shall be by recommendation of two or more members.
- (e) The Board of Directors shall accept or reject the membership application in accordance with the CONSTITUTION and these BYLAWS.

**ARTICLE II – MEETINGS**

**SECTION 1 – Annual Membership Meeting**

- (a) The Association shall hold an Annual Membership Meeting, at the time and place determined by the Board of Directors if such shall not have been fixed by the preceding Annual Membership Meeting.
- (b) A notice of the Annual Membership Meeting shall be sent by the Secretary to every member of the Association not less than fourteen (14) days before the opening of the Annual Meeting.
- (c) An “Association Year” is defined as the same as the school year of the Chinese Language School for Children.

**SECTION 2 – Special Membership Meeting**

- (a) A Special Membership Meeting shall be held if a call for such meeting, stating its purpose, has been voted at a Membership Meeting, or by a majority concurring vote of the Board of Directors, or by written petition of more than one-third (1/3) of the membership.
- (b) If and when the Secretary of the Association finds that the call for a Special Meeting has been duly made, he shall send the notice thereof to every Member not less than fourteen (14) days before the day fixed for the said meeting. The notice shall state the time, place and purpose of the Special Meeting and the business to be transacted.

**SECTION 3 – Voting by Proxy**

- (a) Each member shall be entitled to one vote regardless of the type qualification.

- (b) Proxy voting may be made by mailing a proxy ballot directly to the Secretary and received by him/her at least two (2) days before the scheduled meeting.
- (c) Options for casting such proxy ballot shall be provided with the Meeting Notice to the membership.

#### SECTION 4 – Nominations

Any member of the Association shall be eligible for nomination for any of the offices of the Association. The nomination shall be received in writing twenty-five (25) days before the election by the secretary with the concurrence of the nominated party and endorsed by no less than two (2) members of the Association.

### ARTICLE III – THE BOARD OF DIRECTORS

#### SECTION 1 – Directors and Officers

- (a) A total of seven (7) Directors shall constitute the Board of Directors of the Association.
- (b) Upon the formation of the Board after each Annual Membership Meeting, the Directors, with the exception of the principal, shall elect among themselves a Chairman, a Secretary, a Treasurer, a Public Relations, a Membership Affairs, and a Student Activities Officer. The terms of office of the Directors shall be two (2) years. The Directors may each serve consecutively, if so elected, up to three consecutive terms.
- (c) The Chairman of the Board shall be the President of the Association.
- (d) The President: The President shall be the Chief Executive Officer of the association; he shall preside at all meetings of the members and the Board of Directors; he shall have general and active management of the affairs of the association. He shall counsel the Principal of the Chinese Language School on policy matters of the school operations.
- (e) The Secretary: The Secretary shall attend all meetings of the Board and all general membership meetings, and act as clerk thereof, and record all votes and minutes of all its transactions. He shall give, or cause to be given, all notice of regular and special meeting of the Board and the general membership of the association. He shall be the publisher of any official newsletter and the membership directory of the association.
- (f) The Treasurer: The Treasurer shall have custody of corporate funds and properties, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the association. He shall disburse the funds of the association as may be ordered by the Board. He shall render an account of all the transactions and of the financial conditions of the association at the annual membership meetings and/or whenever it may be required by the Board.
- (g) Director of Membership Affairs: The Director of Membership Affairs shall be responsible for all cultural and recreational activities organized for the membership. Such activities shall include but not be limited to: tennis tournaments, cultural seminars, workshops, etc.
- (h) Director of Student Activities: The Director of Student Activities shall be responsible for all organized student extracurricular activities. Such activities shall include, but not limited to: New Year's Party, picnic, summer camp, etc.
- (i) Director of Public Relations: The Director of Public Relations shall be responsible for all negotiations and rental arrangements. He shall be responsible for securing physical plant spaces for functions of the Chinese Language School and other activities of the association.
- (j) The Principal: The Principal of the Chinese Language School have the authority and responsibility to conduct all the business for the school, specifically, the hiring

of teachers, the planning of curriculum and teaching methods, selection of teaching materials, setting school calendars, etc. He shall represent the school for any exterior affairs. He shall have use of the telephone network of all parents, and declare any emergency closing of the school or snow days.

- (k) The Board shall also establish Ad Hoc Committees for such specific functions that the Board deems necessary. The Heads of the Committees shall be nominated by the Chairman and approved by the Board of Directors.

#### SECTION 2 – Filling of Unexpired Terms on Board

In the event the need arises to fill unexpired terms of Board Members, the Board shall appoint, among current members of the Association to fill such positions until a permanent replacement shall be elected at the next Annual Membership Meeting.

#### SECTION 3 – Functions and Duties of the Board

- (a) The Board shall manage, direct, control and administer the property, affairs, and business of the Association. The Board shall also act as trustee for and be custodian of its property and interests, exercise all authorities, rights and powers granted the Board by law, and perform and operate as required by the CONSTITUTION and these BYLAWS.
- (b) The Board must meet in regular or special meetings in order to transact business.
- (c) The Board shall be responsible for the execution of all general policies and instruction adopted at a duly called meeting of the Association and shall act for and in behalf of the Association in all matters within its jurisdiction. It shall render to each Annual Membership Meeting a full report of the condition and interests of the Association and its activities, budgets and accomplishments, and submit therewith such recommendation as it deems fit and proper.

#### SECTION 4 – Meetings of the Board

- (a) The Board shall hold two (2) regular meetings each year.
- (b) A Special Meeting of the Board shall be held at the request of any three (3) members of the Board or upon the call of the President.
- (c) Not less than one-half (1/2) the number of Directors of the Board shall constitute a quorum for the transaction of business.
- (d) The Board shall announce its regular and special meetings and may invite the participation of membership at large.

#### SECTION 5 – Removal of the Directors

Removal of the Directors shall be treated as “Important Matters”.

#### **ARTICLE V – AMENDING THE BYLAWS**

- (a) Amendment of these BYLAWS shall be proposed in writing to the Board, thirty (30) days prior to a meeting of the Board. A majority of approval shall be required by the participating Board Members in order to adopt such an amendment.
- (b) The Board should present to the Annual Membership Meeting of such Amendment for its approval.