



be elected during the AGMM. All elected Board of Director members shall take office immediately after the official election result is known at the AGMM. The Board of Directors shall determine the number of Board members within these guidelines.

**Section 3.** Each Board of Director member shall have a term of two (2) years. The Board members shall serve staggered terms as discussed in Article VIII Section 5. A two-thirds majority vote by the Board directors is required to elect the Chair. A three-thirds majority vote by the Board directors is required to remove the Chair. Any Board of Directors member, including the Chair, may be removed by a three-fourths majority vote by a two-thirds majority vote by CSR members during general membership meeting.

**Section 4.** In the event that a vacancy is created on the Board of Directors, that vacancy shall be filled for the remainder of the term by a CSR regular member selected by a two-thirds majority of the remaining Board of Directors. This vacancy shall be filled within sixty (60) days of notice of vacancy.

**Section 5.** A Board meeting shall be called by the Chair when requested by two or more Board of Director Members. A quorum for transaction of Board business shall consist of at least two-thirds of Board of Director members. All motions shall be endorsed by at least one Board member, and shall require a simple majority for approval unless specified otherwise in these bylaws.

**Section 6.** Within 15 days after the AGMM, the Board of Directors shall appoint among the Board members its officers, i.e. Chair, Vice-Chair, Secretary, and Treasurer. Each of these officers shall have a term of one (1) year. The duties of the officers are defined as follows:

- a. Chair-- The Chair shall preside over CSR board meetings and membership meetings
- b. Vice-chair-- The Vice-chair, in the absence of the Chair, shall preside over CSR board meetings and membership meetings. The Vice-chair shall also perform such other duties as may be assigned by the Board of Directors. In the event the Chair resigns or is removed during their term, the Vice-chair shall act as Chair until the Board appoints a new Chair.
- c. Secretary -- The Secretary shall prepare and maintain minutes for all CSR Board meetings. Minutes shall be presented to the next Board meeting for approval. Official minutes shall be available to CSR members upon written request. Under the guidelines of the Chair, the secretary shall provide an Annual Report of the Board of Directors for discussion by the Board before presenting it to AGMM.
- d. Treasurer -- The Treasurer shall ensure that the financial affairs of CSR are in accordance with ARTICLE VI of these by-laws and maintain the Not-For-Profit nature of CSR.

**Section 7.** Board of Director Members shall not receive salaries for their volunteer services in CSR. If a Board member accepts a paid position in CSR, they shall resign from the Board immediately. Under special circumstances deemed necessary by the Board of Directors, a Board director can accept a short-term paid position in CSR without resigning.

#### ARTICLE V - ADMINISTRATIVE AND TEACHING STAFF

**Section 1.** An effective and efficient administrative staff and a professional teaching staff shall be maintained by CSR.

**Section 2.** The new Principal shall be appointed by the Board of Directors with a simple majority vote within 60 days after the AGMM. The position shall have a term of two (2) years. The term starts on the next January 1<sup>st</sup> after the AGMM, and expires on December 31<sup>st</sup> two years later. The new Principal shall perform the duties of Vice Principal for the first year and take over the Principal position for the second year.

**Section 3.** The Principal shall have the authority to select and terminate any teaching and administrative staff as deemed necessary. The Board of Directors shall be notified by the Principal with explanation for termination within 10 days before the change of the staff's appointment status.

**Section 4.** A three-fourths majority vote by the Board of Directors is required to remove the Principal before the end of the Principal's regular term.

#### ARTICLE VI-FINANCES

**Section 1.** The Principal shall present an annual budget proposal at least one month before beginning of each school year for the Board of Directors approval. The Principal shall present to the Board of Directors a mid-year financial statement within four (4) weeks after end of first semester and annual financial statement, and within six (6) weeks after end of school year. Both financial statements shall be made available to all CSR members once reviewed by the Board of Directors.

**Section 2.** The Principal shall conduct the CSR's operations to within ten percent of the approved budget. Any unbudgeted expenditure exceeding five hundred (500) US dollars shall be approved by the Board of Directors.

**Section 3.** All expenditures will be paid by check and signed by the Chair of the Board or the Principal.

#### ARTICLE VII - MEETINGS

**Section 1.** The Board of Directors shall call AGMM in the month of November each year. The purpose of this meeting is to elect new Board of Director members for the coming year, and any other business related to the school.

**Section 2** Special general membership meetings for any purpose or purposes shall be called by the Chair at the request of a majority of the Board of Directors, or at the request in writing of no less than ten percent (10%) of CSR members. A quorum to conduct business at any membership meeting shall consist of at least ten percent (10%) of CSR members. Decisions at membership meetings require a majority of the quorum in order to be finalized.

**Section 3.** Notice and agenda for the general membership meeting(s) shall be provided by email by the Board Secretary, to the CSR membership and posting of meeting notice on the official school web-site at least ten (10) days, but not more than fifty (50) days, prior to the date of said meetings.

#### ARTICLE VIII - ELECTIONS

**Section 1.** Each CSR membership as defined in Article III, Section 1 shall be entitled to one vote.

**Section 2.** Voting by proxy or mail shall be acceptable if members can not attend the general membership meeting for reasons beyond their control.

**Section 3.** A Committee on Nominations and Elections (CNE) shall be organized by the Parents Committee at least 45 days before AGMM. CNE shall be formed by non-candidate Board members, Parent Committee members, and non-candidate regular CSR members. This committee shall prepare the list of candidates for the open Board of Director positions. Each candidate shall be nominated by at least five regular members. Write-in candidates shall be allowed in the ballot.

**Section 4.** The election shall be conducted by secret ballot under the supervision of CNE. All ballots must be returned by the time of the general membership meeting to the CNE. CNE shall count the ballots immediately and report the results at the AGMM

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**Section 5.** The nominees for the open Board of Director positions receiving the highest number of votes shall be declared elected. Staggered Board terms shall start after ratification of May 2004 bylaw revisions. To determine who serves the staggered terms for the Board, half of the Board in the first election after May 2004 bylaw revisions (with staggered terms provision) shall serve a 1 year term, and the other half plus one (if Board has odd number of members) shall serve 2 year terms. Those receiving the highest number of votes of the Board members elected shall serve the 2-year terms. At subsequent elections, only those Board seats with terms expiring shall be selected.

**ARTICLE IX - AMENDMENTS**

Any amendment, alteration, and repeal of these by-laws may be approved by a three-fourths majority vote of the Board directors. However, a notice of such amendments, alterations, or repeal shall be available to every member within 30 days of decision.

**ARTICLE X - DISSOLUTION**

The CSR shall be dissolved by a three-fourths majority vote of the full general membership. In such a case the Board of Directors shall determine the disposition of the remaining capital of CSR, after fulfillment of all the CSR financial obligations

**ARTICLE XI - INDEMNIFICATION**

Each Board member of the CSR shall be indemnified by the CSR against any and all claims and liabilities to which he or she has become subject by reason of serving or having served as Board of Director member, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Board member; and the CSR shall to the extent of funds available reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The right to indemnification herein above provided for shall not be exclusive of any rights to which any CSR Board of Director member may otherwise be entitled by law.

**ARTICLE XII - RACIALLY NONDISCRIMINATORY POLICY**

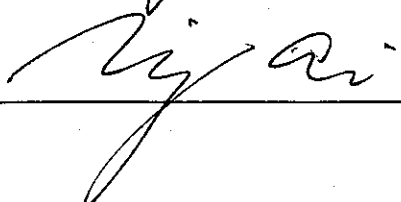
**Section 1.** CSR does not discriminate in any way on the basis of race with respect to student admissions. Any one, who is interested in learning Chinese language and arts and pays the tuition, can enroll in the school, use the facilities and exercise student privileges.

**Section 2.** CSR practices equal opportunity in all aspects of its operations. The School does not discriminate against any employees and perspective applicants for employment because of age, sex, race, color, religion, national origin, physical disability and military status. Employment, appointment, and promotion opportunities are open to qualified individuals solely on the basis of their education, training, experience, aptitudes and abilities.

**ARTICLE XIII – Records of Revisions and Amendments**

1. This revision has been ratified by the extended CSR Board of Directors in May, 2004.

Chair of the Board:  Date: 5/22/04

Secretary:  Date: 5/22/04