

1 **THE BY-LAWS OF CHINESE SCHOOL OF ROCHESTER**

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3 **ARTICLE I - NATURE AND PURPOSES**

4 Chinese School of Rochester, referred to herein as "CSR", shall be a non-profit, non-political, and
5 non-religious organization whose purposes are:

- 6 (1) to teach Chinese language (Mandarin),
7 (2) to promote the understanding of the Chinese culture, and
8 (3) to provide a support network among individuals who share the common interest in
9 Chinese ethnic and cultural heritage.

10 **ARTICLE II - ORGANIZATION STRUCTURE**

11 **Section 1.** Members of CSR elect the Board of Directors during the Annual General Membership
12 Meeting (AGMM). The Board of Directors selects the Principal, per the procedure defined in Article V,
13 Section 2. The Principal appoints all teaching and administrative staff for the school.

14 **Section 2.** The Principal is in charge of the school's administrative and teaching operations. The
15 Board of Directors shall set the long range goals, directions, and policies of CSR; and ensure that the
16 school is operating within the guidelines stated in Article I.

17 **Section 3.** The Parents' Committee and the Administrative Committee are recruited and selected by
18 the Principal to assist in the CSR operations as needed.

19 **ARTICLE III - MEMBERSHIP**

20 **Section 1.** CSR membership shall consist of regular members and honorary members. A regular
21 member is each household of CSR student or students whose tuition, fees and assessments are
22 paid. The households of the Principal, Vice-Principal, and other administrative and teaching staff
23 whose children are not students of CSR are regular members also. A permanent honorary
24 membership may be granted by the Board of Directors to any person, who is not a regular member,
25 but has made major contributions to CSR or whose membership shall benefit CSR significantly.
26 Board Directors whose children have graduated from school shall still be regular members until they
27 leave their positions in the Board of Directors.

28 **Section 2.** Membership shall be accepted without regard for age, color, creed, sex, or national origin.

29 **Section 3.** Membership in CSR is automatic for all qualified individuals as defined in ARTICLE III,
30 Section 1.

31 **Section 4.** All regular members are eligible to vote. Any qualified individual is eligible to be a
32 candidate for the Board of Directors.

33 **Section 5.** No CSR member may represent, make commitments or otherwise act as an agent for
34 CSR without the explicit consent of the Board of Directors.

35 **ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS**

36 **Section 1.** The cooperative authority and the responsibility for CSR shall be vested in the Board of
37 Directors as described by these by-laws. The Board shall meet at regular intervals in order to carry
38 out this responsibility.

39 **Section 2.** The Board of Directors shall consist of five (5) to nine (9) regular (voting) members and
40 two (2) non-voting members: Principal and Vice Principal. The regular Board members shall be
41 elected during the AGMM. All elected Board of Directors members shall take office immediately after

1 the official election result is known at the AGMM. The Board of Directors shall determine the number
2 of Board members within these guidelines.

3 **Section 3.** Each Board of Director member shall have a term of two (2) years. The Board members
4 shall serve staggered terms as discussed in Article VIII Section 5. A majority vote by the Board
5 directors is required to elect the Chair. Any Board of Directors member, including the Chair, may be
6 impeached by a two-thirds majority vote by the Board of Directors or a two-thirds majority vote by
7 CSR members during general membership meeting. A Board member is considered as voluntarily
8 resigned should the member miss two Board meetings without notifying the Board Chair in advance
9 in any three hundred and sixty five (365) consecutive days.

10 **Section 4.** In the event that a vacancy is created on the Board of Directors and the number of the
11 Board members falls below the requirement in Article IV, Section 2, that vacancy shall be filled for the
12 remainder of the term by a CSR regular member selected by a two-thirds majority of the remaining
13 Board of Directors. This vacancy shall be filled within sixty (60) days of notice of vacancy. In the
14 case that a voting deadlock forms during a Board meeting, the Principal shall be temporarily granted
15 the right to vote for the particular subject.

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

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

23 a. Chair -- The Chair shall preside over CSR Board meetings and membership meetings.

24 b. Vice-chair -- The Vice-Chair, in the absence of the Chair, shall preside over CSR Board meetings
25 and membership meetings. The Vice-Chair shall also perform such other duties as may be assigned
26 by the Board of Directors. In the event the Chair resigns or is impeached during their term, the Vice-
27 Chair shall act as Chair until the Board appoints a new Chair.

28 c. Secretary -- The Secretary shall prepare and maintain minutes for all CSR Board meetings.
29 Minutes shall be presented to the next Board meeting for approval. Official minutes shall be available
30 to CSR members upon written request. Under the guidelines of the Chair, the Secretary shall provide
31 an Annual Report of the Board of Directors for discussion by the Board before presenting it to AGMM.

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

36 **ARTICLE V - ADMINISTRATIVE AND TEACHING STAFF**

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

39 **Section 2.** The new Principal shall be appointed within 60 days after the AGMM. The position shall
40 have a regular term of one (1) or two (2) years. The term starts on July 1st after the AGMM, and
41 expires on June 30th. The new Principal may perform the duties of Vice Principal for the first year and
42 take over the Principal position for the second year.

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

1 **Section 4.** The term of the Principal may be extended with a two-thirds majority vote by the Board of
2 Directors. A three-fourths majority vote by the Board of Directors is required to remove the Principal
3 before the end of the Principal's regular term.

4 **ARTICLE VI - FINANCES**

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

11 **Section 2.** The Principal shall conduct the CSR's operations to within ten percent (10%) of the
12 approved budget. Any unbudgeted expenditure exceeding five hundred (500) US dollars shall be
13 approved by the Board of Directors.

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

16 **ARTICLE VII - MEETINGS**

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

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

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

29 **ARTICLE VIII - ELECTIONS**

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

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

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

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

41 **Section 5.** The nominees for the open Board of Directors positions receiving the highest number of
42 votes shall be declared elected. Staggered Board terms shall start after ratification of May 2004
43 bylaw revisions. To determine who serves the staggered terms for the Board, half of the Board in the
44 first election after May 2004 bylaw revisions (with staggered terms provision) shall serve a 1 year

1 term, and the other half plus one (if Board has odd number of members) shall serve 2 year terms.
2 Those receiving the highest number of votes of the Board members elected shall serve the 2 year
3 terms. At subsequent elections, only those Board seats with terms expiring shall be selected.

4 **ARTICLE IX - AMENDMENTS**

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

8 **ARTICLE X - DISSOLUTION**

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

12 **ARTICLE XI - INDEMNIFICATION**

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

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

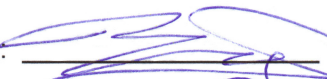
23 **ARTICLE XII - RACIALLY NONDISCRIMINATORY POLICY**

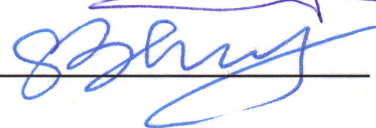
24 **Section 1.** CSR does not discriminate in any way on the basis of race with respect to student
25 admissions. Any one, who is interested in learning Chinese language and arts and pays the tuition,
26 can enroll in the school, use the facilities and exercise student privileges.

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

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

- 33 1. This revision is to be ratified by the extend CSR Board of Directors on May 8th, 2004.
34 2. This revision is to be ratified by the extend CSR Board of Directors on May 30th, 2009.
35 3. This revision is to be ratified by the extend CSR Board of Directors on November 19th, 2011.

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38 Chair of the Board:  Date: 11/19/2011

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41 Secretary:  Date: 11/19/2011