

# **Sacramento Mandarin School, Inc**

## **BYLAWS**

### **ARTICLE I. NAME**

This School shall be known as Sacramento Mandarin School, Inc., hereinafter referred to as School.

### **ARTICLE II. PURPOSES**

#### **Section 1:**

The purposes of this School are to provide classroom training in the Chinese language, especially in the Mandarin dialect, to children living in Sacramento and its surrounding areas and to promote Chinese cultural activities. Classes for adults will be offered only if the enrollment is such that they can be self-supported.

#### **Section 2:**

The School shall maintain its financial status as a non-profit, educational organization with funds derived from tuition, contributions, and grants.

#### **Section 3:**

The School shall not be involved in any local or foreign party politics, and shall not be used for the purpose of endorsing candidates for public offices.

#### **Section 4:**

The School shall not discriminate in anyway on the basis of race, sex, and national origins with respect to admission, student privileges, scholarship, teacher, and staff selections.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1:**

The School shall have three categories of members: School member, Associate member and Honorary member.

#### **Section 2:**

School members shall consist of the following:

- a. Parents or guardians whose children are currently registered at the School,
- b. Teachers of the School, and
- c. Adult students who are 18 or older and currently registered at the School.

School members are eligible to vote during the School Member Council Meeting. No single family shall have more than one vote.

#### **Section 3:**

Associate members are members of the community interested in promoting the goals of the school. Associate member does not vote.

#### **Section 4:**

Honorary membership shall be nominated and elected by the Board of Directors. Honorary member does not vote.

#### **Section 5:**

Membership dues shall be waived for i) parents or guardians with child (children) enrolled in the School, ii) teachers in good standing with the School and iii) adult students who are currently enrolled in the School.

Membership dues for Associate members shall be paid annually. The amount shall be determined by the Board of Directors.

Membership dues for Honorary members are voluntary.

### **ARTICLE IV. SCHOOL MEMBER COUNCIL**

#### **Section 1:**

The School Member Council, hereinafter called the Council, consists of all School members.

#### **Section 2:**

The Council shall meet at least once each semester. This meeting is to be called by the Board of Directors. Special meeting may be called by petition from one-third of the School members to the President of the Board of Directors. The President shall then, within fourteen days, call a Special Council Meeting.

#### **Section 3:**

The Council has the authority to elect a Board of Directors and dismiss any Directors by a majority vote of the School members. Notwithstanding Article VII. Section 1 of these Bylaws, the Council also has the authority to amend the Bylaws by at least a two-thirds (2/3) majority of those votes at either the Council meeting or by mail ballot.

#### **Section 4:**

Every member entitled to vote shall have the right to do so either in person or by agent authorized by a written proxy executed by such member and filed with the Secretary of the School. Such proxy shall expire and be invalid after the last day of the sixth (6th) month from the date of its execution.

### **ARTICLE V. BOARD OF DIRECTORS**

#### **Section 1:**

The Board of Directors shall consist of eleven (11) members, hereinafter referred to as the Board.

#### **Section 2:**

The primary duties of the Board members shall be to determine and implement policies of the School. Examples

of specific responsibilities include:

- a. Arrange classroom facilities, and approve teaching materials.
- b. To establish a responsible fiscal policy including determining teachers' fees, tuition fees, and membership dues.
- c. To appoint and dismiss chief executive officer.
- d. To promote the policies of the School and to foster interactions between the School and the community.
- e. To appoint a nomination committee for the purpose of selecting candidates for the Board of Directors.

#### Section 3:

The Board shall be elected by the Council. They shall serve without pay for their functions, but they may be reimbursed for reasonable out-of-pocket expenses related to their functions, as budgeted or approved by the Board.

#### Section 4:

Candidates for Directors may be nominated by any School member or by the Board. Candidates must be current School members at the time of their nominations.

#### Section 5:

Members of the Board shall be elected for a two-year term. Five members shall be elected in even-numbered fiscal years and six members shall be elected in odd-numbered fiscal years. The first slate of Directors shall be elected immediately after the incorporation of the School. Five members shall retire at the end of the first even-numbered fiscal year. All Directors shall be eligible for re-election for no more than two consecutive terms.

#### Section 6:

There shall be at least one School Member Council Meeting during the Spring Semester of each year to elect new Board members. The specific date shall be decided by the Board.

#### Section 7:

The dismissal of a Director may be recommended by the Board by a two-third votes and approved by the Council by a majority vote of the School members. In case of a vacancy on the Board, the President shall appoint an interim Director, approved by the Board by a majority vote, to fulfill the remaining term.

#### Section 8:

The Board shall meet regularly at least once every two months. Whenever the Board meets, seven or more Directors shall constitute a quorum for the transaction of business. All actions except those specified otherwise in these Bylaws, shall be decided by a simple majority vote. Voting by proxy shall be permitted. Refer to Article IV. Section 4 for rules governing proxy.

#### Section 9:

The Board shall elect among themselves a President, a Vice President, a Secretary, and a Treasurer.

#### Section 10: President

The President shall have general supervision, direction and control of School's business and affairs.

#### Section 11: Vice President

The Vice President shall, in the event of the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may from time to time prescribe.

#### Section 12: Secretary

The Secretary shall record the meetings of the Board of Directors and of the School Member Council, and shall perform other duties as the President may prescribe.

#### Section 13: Treasurer

The Treasurer shall receive and deposit all School funds, disburse the funds in the manner determined by the Board of Directors. The Treasurer shall keep financial records, make all fillings required by law, and report on School's financial condition at each Board meeting.

### ARTICLE VI. CHIEF EXECUTIVE OFFICER

The Board of Directors shall select a Principal of the School. The Principal shall be the chief executive officer and, subject to the directions of the Board, shall supervise and administer the affairs of the School. The Principal shall perform all duties incident to his/her office and such other duties as provided in this Bylaws or as may be prescribed from time to time by the Board of Directors. The Principal may select officials to assist the school operations.

### VII. AMENDMENTS

Amendments to the Bylaws may be proposed by the Board and approved by the Council. See ARTICLE IV. Section 3.

### VIII. FISCAL YEAR

The School shall operate on a fiscal year defined from July 1 to the following June 30. All terms of offices of the Board of Directors and memberships used herein are based on the above defined fiscal year, except for the first term after incorporation, which is defined as from June 8, 1992 (incorporation date) to June 30, 1993. During June and July the newly elected Board members shall work together with the outgoing Board members for a smooth transfer of the School business.

Bylaws established in June 8, 1992

1st amendment approved by the Council on March 17, 1995.

2nd amendment approved by the Council on April 11, 1997.

