

**By-laws
of
Hope Chinese School**

(Text of Bylaws including amendments approved on February 18, 2005. Effective immediately. Amendment text is shown in ***Bold Italic.***)

**Article I
Offices**

Section 1. Registered Office. The registered office of the School shall be in the County of Montgomery, Maryland.

Section 2. Other Offices. The School may have its principal office and other offices at such places both within and without the State of Maryland as the Board of Directors may from time to time determine or the development of the School may require.

**Article II
Board of Directors**

Section 1. Power and Responsibilities.

1.1. The governing body of the School shall be the Board of Directors (hereinafter the "Board"). The Board shall be responsible for overall policy and direction of the School and shall decide on all major issues concerning the School. The decisions of the Board shall be binding upon all campuses and special organizations.

1.2. The following matters shall be determined by a three-fourths (3/4) majority vote of all the members of the Board, adopted at a duly convened meeting of the Board, or by a written resolution without a meeting signed by three-fourths (3/4) of all members of the Board:

- (1) The establishment and dissolution of campuses and special organizations;
- (2) Any appointment of Principals of campuses and Heads of special organizations;
- (3) Approval of annual budgets of campuses and special organizations;
- (4) Determination of tuition and range of compensation of teachers; and
- (5) Selection of textbooks.

1.3. The Board may delegate its responsibilities for daily operations to the directors and officers of each campus or special organization.

Section 2. Number and Qualification.

2.1. The Board shall be composed of members elected from all campuses. Each campus shall be entitled to elect four directors. The Principal of each campus shall be an ex officio member of the Board. At least three-quarters (3/4) of the directors from each campus should be parents or guardians of current students.

2.2 All members of the Board shall serve as volunteers and shall receive no compensation for their services.

Section 3. Election.

3.1. Election of new directors or election of current directors to a consecutive term shall occur on each campus at the end of each school year. The term of a director elected shall commence at the beginning of the subsequent school year.

3.2. Candidates for directors shall be nominated by the campus board or by at least ten parents of existing students on the campus. The campus board shall seek nominations from current parents at least 14 days before the period for such nominations is closed. The campus board shall contact all nominees, request biographies from those who have accepted such nomination, and remove the names of those who have declined. The biographies of nominees who have accepted such nominations shall be made public to current parents by email or posters at least 14 days prior to the election date. Directors shall be elected by a majority vote of those parents who attend the election meeting. One vote shall be allowed per family. In the event of a tie, the campus board shall select the new incumbent from among the tied candidates by a majority vote of the campus board.

3.3 Vice Chairman of each campus shall arrange and preside at the election. The Secretary of the Board shall be notified of the election result within two weeks following the election date and shall make announcement to all members of the Board.

Section 4. Term. The term of office for the directors shall be two (2) school years and may be renewed twice thereafter if continuously re-elected. A hiatus of one year shall be required before a board member may be reelected after serving three consecutive terms. Each director of the Board shall hold office until the first board meeting following an election in the year in which his/her term expires. Two of the initial four elected directors for each new campus shall serve for a term of three years and the other two elected directors shall serve for a term of two years. Thereafter, two of the four elected directors for each campus shall be subject to re-election each year.

Section 5. Vacancies. In case of any vacancy in the Board, a successor to fill the unexpired portion of the term may be elected by a majority vote of the remaining directors representing that campus. The Secretary of the Board shall be notified of the election result within two weeks following the election and shall make announcement to all members of the Board.

Section 6. Resignation, Termination, and Absences

6.1 Any director may resign at any time by giving written notice to the Vice Chairman of the Board. The Secretary of the Board shall be notified of such resignation and make announcement to all directors of the Board.

6.2 A member of the Board shall be automatically removed from the Board after she/he has been absent from two consecutive regular meetings of the Board without reasonable explanation. A member of the Board may be removed without cause by a three-fourths (3/4) vote of the remaining members representing that campus. The Secretary of the Board shall, in writing, notify that member of his or her removal.

Article III Officers of the Board

Section 1. Officers of the Board.

1.1 The Directors shall elect amongst themselves one member as the Chairman of the Board. The Directors from each campus shall elect amongst themselves one member as a Vice Chairman.

1.2 The Chairman so elected shall nominate a Secretary, a Treasurer, and a General Dean of Studies for approval by the Board. Such nomination shall be approved by a majority vote of the Board.

1.3. The Chairman may request the election of a Chairman-elect from the directors by a majority vote of the Board.

Section 2. Election and Term of Office.

2.1. The Chairman shall be elected by a majority vote of the Directors at the Fall meeting of the Board and shall serve for a term of two (2) school years. Such term of office may be renewed twice if re-elected by the Board. The term of office for other officers shall concur with that of the Chairman.

2.2. The Chairman-elect may serve for a maximum of one year until the term of the Chairman expires and the Chairman-elect assumes the office of Chairman.

2.3. The Chairman may be removed by an over seventy (70%) percent majority vote of the directors constituting the quorum at a meeting of the Board held at the request of one-third (1/3) of the members of the Board. A Vice Chairman may be removed by a three-fourths (3/4) vote of the remaining members of the Board representing that particular campus. Other officers may be removed at the request of the Chairman with the approval of an over seventy (70%) percent majority vote of the directors constituting the quorum at the meeting.

2.4. The Secretary shall arrange and preside at the election of Chairman and Chairman-elect. The Secretary shall issue proper notices of such election to all directors

four weeks prior to the expiration of the current Chairman's term. Any member of the Board may seek the position by offering him/herself as a candidate. Such a candidate may also be nominated collectively by five (5) or more members of the Board. The Secretary shall be notified of and report such nominations to all directors two weeks prior to the Fall meeting of the Board.

Section 3. Vacancies. In case of any vacancy in the office of Chairman, a successor to fill the unexpired portion of the term may be elected by a majority vote of the remaining directors of the Board. The Secretary shall arrange and preside at the election process.

Section 4. Duties.

4.1. A director who has been elected to the office of Chairman of the Board shall be released from all his or her duties as a campus director.

4.2. The Chairman shall preside over the Board and shall carry out such other duties as the Board prescribes for the head of the organization. The Chairman shall prepare the agenda for each Board meeting and shall preside over the meeting. He/she shall also ensure that meetings are conducted properly and minutes are prepared and later approved. The Chairman shall present at each fall meeting of the Board an annual report of the School, make appointments for all committees, and see all books, reports and certificates required by law properly kept or filed.

4.3. The Chairman-elect shall assume and perform the duties of the Chairman in the event of the absence or incapacity of the Chairman.

4.4. Duties of Vice chair of HCS Board on each campus shall include the following:

- (1) *Being the representative of HCS Board Chair on each respective campus*
- (2) *Working in partnership with the Principal to make sure board resolutions are carried out*
- (3) *Convening and presiding regular campus board meetings, and keeping meeting minutes*
- (4) *Calling special campus board meetings*
- (5) *Oversee searches for a new Principal*
- (6) *Reporting to the Board Secretary of retirement, election, or reelection of board members*
- (7) *Coordinating the campus board to recruit new board members*
- (8) *Presiding the election of board members*
- (9) *Conducting new board member orientation*
- (10) *Periodically consulting with board members on their roles and help them assess their performance*
- (11) *Reviewing campus financial balance sheet*

4.5. It shall be the duty of the Secretary to attend and keep the minutes of all meetings of the Board; to issue proper notices of all meetings; to perform all other duties which are incident to the office of Secretary; and to perform such other duties as the Board or its Chairman may from time to time prescribe. The Secretary shall have custody of the minute book and seal of the School and shall keep an up-to-date record of the School's Bylaws, minutes, election results and the terms of all elected Directors. The Secretary shall assume and perform the duties of the Chairman in the event of the absence or incapacity of the Chairman and Chairman-elect.

4.6. It shall be the duty of the Treasurer to collect all monies due the School and to have custody of the funds of the School and to place the same in such depositories as may be approved by the Board. He/she shall prepare, keep and update the accounting books and files of the School in accordance with generally accepted accounting principles and shall submit to the Board regular reports of all receipts and disbursements and reports of the financial condition of the School in a timely fashion. The Treasurer shall chair the financial committee of the School and shall assist the Board in developing the School's fundraising plans and selecting, purchasing and renewing insurance policy.

Section 5. Transition. All officers shall turn all the files, and other School properties to their successors within two weeks prior to their departure of office.

Article IV Committees

Section 1. Committees. The Board may appoint such committees, including, without limitation, an Executive Committee and a Financial Committee, as it may from time to time deem advisable. Such committees shall have such powers as the Board determines. The Chairman of such committees shall be appointed by the Chairman of the Board with approval by the Executive Committee.

Section 2. Executive Committee. The Executive Committee shall consist of the Chairman, Secretary, Treasurer, General Dean of Studies, Vice-Chairmen, Principals from all campuses, and Heads of Special Organizations. Except for the powers set forth specifically in Article II Section 1 and the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors during the intervals between meetings of the Board of Directors.

Section 3. Financial Committee. The Financial Committee shall comprise the Treasurer and four (4) members of the Board. The Treasurer shall serve as its chairman. The Financial Committee shall develop and review fiscal policies and procedures of the School and shall oversee their implementation.

Article V Meetings

Section 1. Regular Meetings. Regular meetings of the Board shall be held at least once for each semester at such time and place as may be determined by the Board.

Section 2. Special Meetings. Special meetings of the Board may be held at any time and place upon the call of the Chairman of the Board or at the request of one-third of the members of the Board.

Section 3. Notice. No less than two weeks written notice of the time, place and purpose of every meeting of the Board shall be given by the Secretary to each director.

Section 4. Quorum. The presence of no less than sixty (60%) percent of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board unless the act of a greater number is required elsewhere in these By-Laws. To the extent permitted by law, a resolution in writing, signed by all of the directors, shall be as valid as if it had been passed at a meeting of the directors duly called and constituted.

Section 5. Voting by Electronic Mail. Committees shall be permitted to conduct votes via electronic mail at the discretion of the chairman of the committees, unless at least one third of committee members object to email voting on a particular issue. Email voting shall not be used as a substitute for in-person deliberation and debate, and shall only be conducted after a proposal has been discussed in the committee. If no member objects to email voting, the committee chairman shall be responsible for transmitting the proposal to be voted on and for establishing a reasonable voting deadline. The committee chairman shall also tabulate and report the results of voting to the committee members in a timely fashion, indicating the votes of individual members. Committee members who do not have access to email shall be notified of all votes and shall be permitted to cast a vote in some other manners. At least a majority of the entire committee membership must vote before a vote can be considered valid. If a vote is taken via email, the fact shall be duly noted in committee records that result from the vote, such as meeting minutes, annual reports, and policy recommendations.

Article VI Representatives

Section 1. Board Members. The directors shall act collectively only as a Board. An individual director shall have no authority independent of the Board.

Section 2. Representatives to Outside Organizations. Subject to the approval of the Board, official representatives of the School to outside organizations shall be nominated by the Chairman of the Board. Each official representative shall be clearly

instructed as to the length of time of the service, the service the Board wishes to be rendered, the extent and limitations of responsibility, the resources that the Board will provide, and the deadline for such a result report.

Article VII Campuses

Section 1. Campus Board. Each campus board shall consist of four elected directors and the Principal as an ex-officio member.

Section 2. Responsibilities. Campus boards shall be responsible for monitoring the implementation of the Board's decisions and plans and providing counsel thereon, assisting in the policy formation and strategic planning particular to the campus, approving the campus budgets, and making arrangement for its own succession. The Vice Chairman of the Board on each campus shall convene regular campus board meetings for the above purposes. Every Board member shall serve as a campus officer responsible for one or more areas of the campus operations.

Section 3. Campus Officers. Each campus may have the following officers: Principal, Dean of Studies, Financial Officer, Facilities Officer, Registrar, and Parent Activities Coordinator. With approval of the campus board, the Principal may appoint additional officers. . All campus officers shall report to the Principal for their work.

Section 4. Principal. The Principal of each campus shall be recommended by the majority of the campus Board members and appointed by the Board of Directors of the School. The term of office for the Principal shall be two (2) years and may be renewed twice if reappointed by the Board. The Principal may be removed without cause by a three-fourths (3/4) majority vote of the campus directors. Such removal shall be subject to approval of the Board of Directors of the School.

Section 5. Duties of Campus Officers. The duties of the campus officers may be performed by the designated officer or be assigned to any other officers.

- 5.1. Official duties of the Principal shall include the following:
 - (1) Acting as the head of the campus and representing the campus to the outside organizations;
 - (2) Managing and executing all matters and activities on the campus;
 - (3) Answering any inquiry raised by the campus board or the Board;
 - (4) Convening and presiding over campus meetings;

- (5) Making determination on the hiring and termination of teaching faculty and conducting evaluation on their performance;
- (6) Preparing and submitting annual budgets to the Board for approval;
- (7) Preparing and delivering reports to the parent meeting on activities and conditions on the campus;
- (8) Signing and issuing all checks on behalf of the campus;
- (9) Implementing the financial regulations and procedures of the School; and
- (10) Approving expenditure against all of campus' accounts within the budget approved by the Board.

5.2. Official duties of the Dean of Studies shall include the following:

- (1) Assisting the Principal in planning and managing the academic affairs of the campus;
- (2) Planning the curriculum of the campus;
- (3) Preparing proposals on teaching programs and implementing such programs;
- (4) Assisting the Principal in deciding on matters relating to the hiring, evaluation and termination of teaching faculty;
- (5) Overseeing and coordinating teacher's orientation, workshops, and meetings; and
- (6) Assuming and performing the duties of the Principal in the event of the absence or incapacity of the Principal.

5.3. Official duties of the Financial Officer shall include the following:

- (1) Keeping, updating, and reporting on the campus' financial conditions and relevant transactions;
- (2) Preparing and maintaining the campus' accounting books and files in a timely fashion in accordance with generally accepted accounting principles and the rules and regulations of the Board of Directors;
- (3) Preparing all checks on behalf of the campus, investing cash reserves, and accepting and depositing all monies received; and

- (4) Preparing and filing such financial statements of the campus as may be requested by the Principal, the Board of Directors and relevant government institutions.

5.4. Official duties of the Facilities Officer shall include the following:

- (1) Deciding on the rental of classrooms and other facilities for school activities, including application preparation and contract executions;
- (2) Managing the inventory of the campus' equipment and properties and keeping books and records thereof; and
- (3) Implementing the campus security programs to ensure the order and safety on the campus and overseeing the cleanup of classrooms after classes.

5.5. Official duties of the Registrar shall include the following:

- (1) Managing the registration and class assignment of students;
- (2) Coordinating class schedules with the Dean of Studies; and
- (3) Maintaining student records.

5.6. Official Duties of the Parent Activities Coordinator shall include the following:

- (1) Planning and organizing social, athletic, and cultural programs and events for parents; and
- (2) Coordinating with other campus officers on schedule and facilities required for such programs and events.

Section 6. Transition. Officers shall return all the files and School properties under their possession to their successors within two weeks prior to their departure from office.

Section 6. No Representation of the School. The campus shall have no authority to represent the School as a whole without explicit authorization of the Board of Directors.

Article VIII Special Organizations

Section 1. Special Organizations. The Board of Directors may establish such special organizations as it may from time to time deem advisable.

Section 2. Officers of Special Organizations.

2.1. An organization so formed shall have a Head, who shall be appointed by the Chairman of the Board with approval of the Board. The term of office for the Head shall be specifically determined by the Board for the purpose of such organizations with a maximum of two (2) school years in office and may be renewed twice thereafter if continuously re-appointed. Additional positions may be created by the Head with approval of the Board.

2.2. The Head shall serve as a member of the Board and of the Executive Committee. His/her vote shall be limited to matters relating to such special organizations.

2.3. The Head may be removed at the request of the Chairman of the Board with approval of the Board.

Section 3. Duties of Organization Officers.

3.1. Official duties of the Head shall include the following:

- (1) Acting as the representative of the organization for matters and activities relating to the organization;
- (2) Implementing relevant provisions of the By-laws and policies of the Board;
- (3) Answering any inquiry of the Board or its Chairman;
- (4) Convening and presiding the organization meetings;
- (5) Deciding on the hiring and termination of the staff of the organization and conducting their evaluation;
- (6) Preparing an annual budget for approval by the Board; and
- (7) Approving expenditure against all of the organization's accounts within the budgets approved by the Board

Section 4. No Representation of the School. A special organization shall have no authority to represent the School unless explicitly authorized of the Board of Directors.

**Article IX
Advisory Committee**

Section1. Appointment. Members of the Advisory Committee of the School shall be nominated by the Chairman of the Board and be approved by the Board

of Directors. They shall provide such consulting and advisory services as may be requested by the Board from time to time.

Section 2. Duties and Responsibilities. The Advisory Committee shall make recommendations and provide advice to the Board of Directors on such matters as may be specified by the Board of Directors. The members of Advisory Committee shall have no legal responsibilities for their recommendation and advice and shall have no right to vote on any matters before the Board of Directors.

Article X School Finance

Section 1. Income and Expenses. The School shall be supported by the revenue generated by the tuition payment of students, various fees collected by each campus, donations from individuals and private and public organizations, and proceeds from various fund raising activities. All Directors shall serve on a voluntary basis and shall receive no compensation. Only teaching faculty shall be compensated for their services. Non-board-member campus officers and administrative staff may be compensated for their services if compensation for such services is specifically requested by the Principal and approved by the campus board.

Section 2. Budget. Each campus shall each year present an annual budget for approval by the Board of Directors. All expenditures must be within the budget. No major deviation or change in the budget may be permitted without approval of the Board of Directors or the Executive Committee.

Section 3. Annual Reports.

3.1. The fiscal year of the School shall commence on January 1 of each year and end on December 31 of the same year.

3.2. In the first three months of each fiscal year, each campus shall prepare an annual report for the previous fiscal year. Such a report shall itemize all revenue and income received and all expenditures made during the fiscal year.

3.3. The campuses shall provide interim financial records to the Board of Directors in such frequency and detail as the Board of Directors shall direct.

3.4. The financial records of the School are public information and shall be made available to all the members of the Board and the public.

Article XI Parliamentary Authority

Section 1. Parliamentary Authority. Sturgis Standard Code of Parliamentary Procedure, in the latest edition, shall govern the School in all cases to

which it can be applied and in which it is not inconsistent with these Bylaws or special rules of order of the School.

Article XII Amendments

Section 1. Amendments. These Bylaws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by an affirmative vote of not less than seventy (70%) percent of a quorum of the Board meeting, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the Board of Directors.

These By-Laws were approved at a meeting of the Board of Directors of the Hope Chinese School on October, 12, 2002, amended through February 18, 2005.