

# Fidelity Chinese School Bylaws

Last Update – June 19, 2010

## Section 1. Name

The registered name of this organization is Fidelity Chinese School, Inc. (henceforth referred to as the School).

## Section 2. Objective and Offerings

This organization is registered with the State of New Jersey as a non-profit organization. The objective of this organization is to establish and operate a school to teach the Chinese language and culture.

The traditional Chinese characters and Mandarin Phonetic symbols shall be used in teaching for all grades. The phonetic Pin-Yin may be used in the Chinese as Secondary Language classes along with Mandarin Phonetic symbols, and it may also be introduced to 6th grades and above for reference based on the curriculum defined by the language department. Language classes and cultural classes are offered to members based on the available resources.

## Section 3. Membership

The membership shall be open to anyone who is interested in the Chinese language and culture. The School has three categories of members; namely, voting members, non-voting members, and guest members. All voting and non-voting members are required to contribute time and effort in supporting the operation of the School.

- Voting member is the designated voting representative of parents and guardians of students and adult students for language classes in the school year. Only voting member has the right to vote and only one vote per family.
- Non-voting member is all other members which include students; adult students; family members of students; teachers and staffs;
- Guest member is registered alumni and their family members; guests of the school, parents and guardians of students, students, adult students, teachers, registered alumni and their family members, invited vendors, and companions of temporary guests.
- A parent or a guardian of a minor child can be both a voting members and non-voting members.
- Membership may be suspended for misconduct by the Board.

The School does not discriminate its members and applicants based on race, color, nationality, ethnic origin, gender, age, and region.

## Section 4. Organization

### 4.1 General

4.1.1 The general membership consists of voting members.

4.1.2 The general membership collectively elects the Board of Directors (henceforth referred to as the Board) and approves the Bylaws of the School and their amendments. The Board sets school policy and is responsible for the ongoing operation of the school.

4.1.3 Voting members nominate candidates for the designated directorship for election by the general membership each year. The board of directors consists of ten directors where eight of them are elected and two of them are appointed. The elected directors for the new school year appoint the appointed directors for the new school year. Principal serves as the chairman of the Board.

The elected directors are Principal, Secretary, Treasurer, Parents Association Director, Vice Principal, Deputy Secretary, Deputy Treasurer, and Parents Association Deputy Director; and the appointed directors are Language Director and Cultural Director. Language Director and Culture Director have voting rights in the Board meeting.

The candidates for election must be a voting member of the current year. The candidate for Principal should have served in the previous boards. The member elected must be a voting member in the coming year; otherwise, the member elected will loss the position elected.

In case of a board member except Principal cannot serve his or her position for any reason, the board can appoint a new director to fulfill his or her position. If Principal cannot serve his or her position for any reason, the order of acting Principal is as follows: Vice Principal, Language Director, Cultural Director, Parent Association Director, Treasurer, Secretary, Deputy Parent Association Director, Deputy Treasurer, and Deputy Secretary.

4.1.4 The Parents Association is an association of parents or guardians of the non-adult students and the adult students in the School.

4.1.5 The fiscal year shall coincide with the school calendar and begin on July 1st and terminated on June 30th. The terms of all offices shall coincide with the school calendar.

4.1.6 In voting for resolutions, except where stated otherwise in these Bylaws, simple majority rules.

## 4.2 General Membership

4.2.1 The general membership of the School shall meet at least once a semester to hear the semi-annual briefing from the Board, to elect the Directors due for election, and if necessary, to amend the Bylaws. Members may present their view in the meeting.

4.2.2 The general membership by a vote of two-thirds majority of the entire general membership may impeach any elected Directors or amend the Bylaws. Impeachment requires due cause. Impeachment petition procedures shall be established by the general membership.

4.2.3 The general membership may pass resolutions on school policies. A resolution becomes binding on the Board if it is passed with a two-thirds majority of the entire general membership and binding is part of the resolution.

4.2.4 The semi-annual meetings shall be held at least once per each semester. Annual election of Directors may be held at a separate meeting.

4.2.5 Nomination for the elected Directors shall be open to the voting members at least thirty days before the meeting and for a period of at least fifteen days. Election notices and ballots shall be made available by the Board at least seven days before election.

4.2.6 In addition to the semi-annual meetings, a general membership meeting may be called by the Board at other times. A petition with verified signatures from twenty-five percent of the general membership requires the Board to call a meeting as soon as it is practicable.

## 4.3 Board of Directors

4.3.1 The Board shall set long-term policies, make strategic decisions, and be responsible for the ongoing operation of the School. The Board meetings on long-term policies and strategic issues shall be open to the entire membership. The Board is responsible to the general membership. The Board meetings must be held at least one per semester. The Board decisions must be passed by the two-thirds of the quorum and the amendment of bylaws must be passed by the three-fourths of the quorum.

4.3.2 The presence of two-thirds of the Directors including the chairman of the board constitutes a quorum for the Board meetings. Director must be given notice at least one week before any formal meeting. If there is a tie in voting, Principal has the right to rule for a resolution.

4.3.3 Each elected Director has a one-year term and can serve two consecutive elected terms.

4.3.4 An appointed Board Director may be removed by the Board with a vote of two-thirds majority. When an elected Director leaves office before an election is due, the Board may call a general membership meeting to elect a new Director within three months.

4.3.5 Elected Directors may be re-elected to unlimited consecutive terms but can only hold offices in strict compliance with the term requirements of those offices.

## 4.4 School Officers

4.4.1 The school officers shall be responsible for the ongoing operations of the School. School operations include administration, teaching, security, and community activities. Specific functions may be assigned to different departments based on the available resources. Each department shall set its operational policy and curriculum with approval by the board.

4.4.2 The group of school officers shall at least include a Principal, a Vice Principal, a Secretary, a Deputy Secretary, a Treasurer, a Deputy Treasurer, a Parents Association Director, a Parent Association Deputy Director, a Language Director, and a Culture Director. The board of directors also serves concurrently as inherent school officers as titled.

- 4.4.3 Prior to the ending of the current school year, the election of new board members for the coming school year should be completed.
- 4.4.4 A school officer may appoint one or more assistants with approval of the Board. He or she may also establish special committees and appoint committee chairpersons with the approval of the Board.
- 4.4.5 The Principal shall preside over the Board and coordinate the overall school operations. A briefing on the operations and resources by each department shall be presented to the general membership at least once a semester. The Principal shall also represent the School in external affairs. Mutual understanding with the communities outside of the School should be promoted.
- 4.4.6 The Vice Principal shall act as the Principal in the absence of the Principal. The Vice Principal shall also be responsible for managing the school facilities, purchasing, keeping material inventories, and other general services.
- 4.4.7 The Secretary and Deputy Secretary shall record and distribute the minutes of the Board meetings, serve notice of these meetings, retain the official records of the School, and manage the school library. A school directory shall be published at least once a year by the Secretary.
- 4.4.8 The Treasurer and the Deputy Treasurer shall prepare an annual budget for the School, keep the financial records for according purposes, perform the cashier's functions, and file the tax returns.
- 4.4.9 The Parents Association Director and Parents Association Deputy Director shall plan and execute a social program for the school community and serve as a bridge between the Board and the parents. The social activities should promote fellowship and encourage volunteerism in the school community. Adult activities are offered to members based on available resources and the discretion of the Board. All adult activities have to follow the guideline of adult activities.
- 4.4.10 The Language Director shall plan and execute an academic program for the instruction of the Chinese language, including the development of curriculum, staffing of language teachers, and setting the academic standards.
- 4.4.11 The Cultural Director shall plan and execute an academic program for the instruction of the Chinese culture, including the development of curriculum, staffing of culture teachers, and setting the academic standards.
- 4.4.12 The group of school officers shall be reconstituted every school year by the general membership and by the Board.

#### 4.5 Special Committees

- 4.5.1 Special committees may be created any time to assist the operation of the School. These working committees are created for special purposes and may be long-standing or short-term.
- 4.5.2 Special committees are created and committee chairpersons are appointed with the approval of the Board. When their purposes are fulfilled, the special committees are dissolved by the Board.
- 4.5.3 Special committees may be created for organizing the general membership meeting, for election of Directors, for voting on proposed resolutions, for organizing social events, for fund-raising, for long-term planning, or for other purposes.

### Section 5. Amendments

The Bylaws of the School may be amended with a two-thirds majority vote of the general membership.

### Section 6. Force and Effect of Bylaws

These bylaws are subject to the provisions of the New Jersey Corporation Act and the School's Certification of Incorporation as a non-profit organization. If any provision in these bylaws is inconsistent with a provision in that Act or the Certificate, the provisions of the Act shall govern to the extent of the inconsistency.

### Section 7. Dissolution

In the event of dissolution of the school, the Board shall be responsible for liquidating the school's assets, locating an appropriate non-profit organization which is non-religious and non-political based, and setting up a "FCS Scholarship" through that organization for NJ Chinese students for a course of several years until the funding is depleted.

## Notes

**Note 1** – This document of the bylaws was first established and approved by the general membership in a meeting on June 4, 1994 at the Asher Holmes School of Marlboro, New Jersey.

**Note 2** – The purposes of amending the bylaws in August 2009 are to enhance the practice of the school operation and to remove the outdated practice.

**Note 3** – The purpose of the election scheme update is to have each position being elected each year. Each person can serve on the board continuously but can only serve the same position for up to two years consecutively. The second term needs to go thru the election process for confirmation. In order for the smooth operation of a new school year, the candidate for the position of the principal should have served in the previous boards. If no such candidate available, the current board should make an appropriate discretion.

**Note 4** – The Board meeting held at Austin's house on August 1, 2009 attended by the following board members: Sharon Chang, Austin Huang, Paul Lee, Jinning Lian, YiChen Liao, Jenny Lin, Jing-Chiou Liou, Juuhwa Ting-Hsueh, Ann Wang, and Pauline Wang. The deputy culture director (Ho-Chi Chen) also audited the meeting with no voting.

**Note 5** – The Board meeting held at Austin's house on August 9, 2009 attended by the following board members: Sharon Chang, Austin Huang, Paul Lee, Jinning Lian, YiChen Liao, Juuhwa Ting-Hsueh, Ann Wang, and Pauline Wang.

**Note 6** – The Board meeting held via a conference call on August 13, 2009 attended by the following board members: Sharon Chang, Austin Huang, Paul Lee, Jinning Lian, Jing-Chiou Liou, Juuhwa Ting-Hsueh, Ann Wang, and Pauline Wang.

## Amendments

### **Amendment 1 (November 8, 1994)**

Section 3 of the bylaws on membership was amended on November 8, 1994 with unanimous approval of the Board of Directors. The amendment explicitly states the non-discriminatory policy towards not only the members but also the students.

### **Amendment 2 (August 1, 2009, passed by 9 out of 10)**

The Section 4.3.2 changes from

4.3.2 The presence of two-thirds of the Directors constitutes a quorum for the Board meetings. Director must be given notice at least one week before any formal meeting. If there is a tie in voting, Principal has the right to rule for a resolution.

to

4.3.2 The presence of two-thirds of the Directors including the chairman of the board constitutes a quorum for the Board meetings. Director must be given notice at least one week before any formal meeting. If there is a tie in voting, Principal has the right to rule for a resolution.

### **Amendment 3 (August 1, 2009, passed by 10 out of 10)**

The following statements add to the end of Section 4.3.1:

The Board meetings must be held at least one per semester. The Board decisions must be passed by the third-fourths of the quorum.

### **Amendment 4 (August 1, 2009, passed by 10 out of 10)**

The title of the Section 2 changes from "Objective" to "Objective and Offerings".

And

The following statement in Section 2 changes from

Traditional Chinese characters together with Mandarin and the phonetic symbols shall be used in teaching.

to

The traditional Chinese characters and Mandarin Phonetic symbols shall be used in teaching for all grades. The phonetic Pin-Yin may be used in the Chinese as Secondary Language classes along with Mandarin Phonetic symbols, and it may also be introduced to 6th grades and above for reference based on the curriculum defined by the language department. Language classes and cultural classes are offered to members based on the available resources.

**Amendment 5 (August 1, 2009, passed by 10 out of 10)**

The following statement in Section 3 changes from

The School shall have a racially non-discriminatory policy towards its members and students and therefore does not discriminate against applications and students on the basis of race, color, and national or ethnic origin.

to

The School does not discriminate its members and applicants based on race, color, nationality, ethnic origin, gender, age, and region.

**Amendment 6 (August 1, 2009, passed by 10 out of 10)**

The following statement in Section 3 changes from

- Discipline – Members or their children who misconduct themselves may be disciplined according to the rules of the School, including suspension of membership.

to

- Membership may be suspended for misconduct by the Board.

**Amendment 7 (August 1, 2009, passed by 10 out of 10)**

The following statements add to the end of Section 4.4.9:

Adult activities are offered to members based on available resources and the discretion of the Board. All adult activities have to follow the guideline of adult activities.

**Amendment 8 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.4.1 changes from

School operation includes administration, teaching, and community activities.

to

School operation includes administration, teaching, security, and community activities. Specific functions may be assigned to different departments based on the available resources. Each department shall set its operational policy and curriculum with approval by the board.

**Amendment 9 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.4.2 changes from

The first eight officers are assigned by the general membership among the elected Directors. The last two officers are appointed by the elected Directors.

to

The board of directors also serves concurrently as inherent school officers as titled.

**Amendment 10 (August 9, 2009, passed by 8 out of 8)**

The following statements in Section 4.3.3 change from:

The elected Directors have a two-year term except for the first Board's Principal, Secretary, Treasurer, and Parents Association Director who are elected for a one-year term. The term of any office is set to one year. These four offices cannot be served by consecutive terms. Each school year these offices shall be assumed by the Vice Principal and the Deputies of the previous school year. New Vice Principal and Deputies shall be elected.

to

Each elected Director has a one-year term and can serve two consecutive elected terms.

**Amendment 11 (August 9, 2009, passed by 8 out of 8)**

The following statements deleted from Section 4.4.3:

The school officers have a one-year term. The Principal is promoted from the Vice Principal of the previous school year. The Secretary, the Treasurer, and the Parents Association Director are promoted from the Deputies of the previous school year.

**Amendment 12 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.341 changes from:

School operation includes administration, teaching, and community activities.

to

School operation includes administration, teaching, security, and community activities. Specific functions may be assigned to different departments based on the available resources. Each department shall set its operational policy and curriculum with approval by the board.

**Amendment 13 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.3.1 changes from:

The Board decisions must be passed by the third-fourths of the quorum.

to

The Board decisions must be passed by the two-thirds of the quorum and the amendment of bylaws must be passed by the three-fourths of the quorum.

Notes:

	MAX			MIN
Quorum	10	9	8	7
2/3	7	6	6	5
75%	8	7	6	6

**Amendment 14 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.2.4 changes from:

The semi-annual meetings shall be held in September and February.

to

The semi-annual meetings shall be held at least once per each semester.

**Amendment 15 (August 9, 2009, passed by 7 out of 7)**

The following title in Section 4.2 changes from:

General Membership Meeting

to

General Membership

**Amendment 16 (August 9, 2009, passed by 7 out of 7)**

The following statements in Section 4.1.3 change from:

The general membership nominates, elects and assigns the elected Directors to the offices of the Principal, Secretary, Treasurer, Parents Association Director, Vice Principal, Deputy Secretary, Deputy Treasurer, and Parents Association Deputy Director. These eight Board members shall appoint the Language Director and the Cultural Director. Language Director and Culture Director shall have voting rights in Board meetings. The Board may also appoint special program directors to manage specific programs, tasks, or events. Appointed special program directors have no voting rights in Board meetings.

to

Voting members nominate candidates for the designated directorship for election by the general membership each year. The board of directors consists of ten directors where eight of them are elected and two of them are appointed.

The elected directors for the new school year appoint the appointed directors for the new school year. Principal serves as the chairman of the Board.

The elected directors are Principal, Secretary, Treasurer, Parents Association Director, Vice Principal, Deputy Secretary, Deputy Treasurer, and Parents Association Deputy Director; and the appointed directors are Language Director and Cultural Director. Language Director and Culture Director have voting rights in the Board meeting.

The candidates for election must be a voting member of the current year and the coming year. The candidate for Principal should have served in the previous boards.

In case of a board member except Principal cannot serve his or her position for any reason, the board can appoint a new director to fulfill his or her position. If Principal cannot serve his or her position for any reason, the order of acting Principal is as follows: Vice Principal, Language Director, Cultural Director, Parent Association Director, Treasurer, Secretary, Deputy Parent Association Director, Deputy Treasurer, and Deputy Secretary.

**Amendment 17 (August 9, 2009, passed by 7 out of 7)**

The following statement in Section 4.4.1 changes from:

The general membership consists of full members.

to

The general membership consists of voting members.

**Amendment 18 (August 9, 2009, passed by 7 out of 7)**

The following statements in Section 3 change from:

- Full members – Full members shall consist of parents or guardians of the students and the adult students. The School shall be operated for the collective interests of the full members. Full members are required to pay tuition and are expected to contribute some amount of their time in support of the School.
- Associate Members – Associate members are those adults who have year-long appointment from the Board of Directors for teaching or administrative positions in the School. Associate members have the same privilege as the full members, including holding offices, except the right to vote as full members.
- Voting Rights – Only full members have the right to vote in a general membership meeting. Voting right shall be restricted to one vote per family.

to

- The School has three categories of members; namely, voting members, non-voting members, and guest. All voting and non-voting members are required to contribute time and effort in supporting the operation of the School.
- Voting member is the designated voting representative of parents and guardians of students and adult students for language classes in the school year. Only voting member has the right to vote and only one vote per family.
- Non-voting member is all other members which include students; adult students; family members of students; teachers and staffs;
- Guest member is registered alumni and their family members; guests of the school, parents and guardians of students, students, adult students, teachers, registered alumni and their family members, invited vendors, and companions of temporary guests.
- A parent or a guardian of a minor child can be both a voting members and non-voting members.

**Amendment 19 (August 13, 2009, passed by 7 out of 7)**

The following statement in Section 4.2.1 changes from:

The general membership of the School shall meet at least once a semester to receive the semi-annual report from the Board, to elect the Directors due for election, and if necessary, to amend the Bylaws. Members may present their view in the meeting.

to

The general membership of the School shall meet at least once a semester to hear the semi-annual briefing from the Board, to elect the Directors due for election, and if necessary, to amend the Bylaws. Members may present their view in the meeting.

**Amendment 20 (August 13, 2009, passed by 7 out of 7)**

The following statement in Section 4.4.3 changes from:

Prior to the ending of a school year, new Vice Principal and new Deputies shall be elected.

to

Prior to the ending of the current school year, the election of new board members for the coming school year should be completed.

**Amendment 21 (August 13, 2009, passed by 8 out of 8)**

The following statement in Section 4.4.5 changes from:

A report on the School shall be presented to the general membership at least once a semester.

to

A briefing on the operations and resources by each department shall be presented to the general membership at least once a semester.

**Amendment 22 (August 13, 2009, passed by 8 out of 8)**

The following statements deleted from Section 4.4.6:

An inventory shall be published at least once a year.

**Amendment 23 (August 13, 2009, passed by 7 out of 8)**

The following statement deleted from Section 4.4.8:

A financial report shall be published at least once a semester and presented at the semi-annual meetings by the Treasurer.

**Amendment 24 (June 19, 2010, passed by 8 out of 8)**

The following statements in Section 4.1.3 changed from:

The candidates for election must be a voting member of the current year and the coming year. The candidate for Principal should have served in the previous boards.

to

The candidates for election must be a voting member of the current year. The candidate for Principal should have served in the previous boards. The member elected must be a voting member in the coming year; otherwise, the member elected will lose the position elected.

**Amendment 25 (June 19, 2010, passed by 8 out of 8)**

A new section added for handling the event of dissolution:

**Section 7. Dissolution**

In the event of dissolution of the school, the Board shall be responsible for liquidating the school's assets, locating an appropriate non-profit organization which is non-religious and non-political based, and setting up a "FCS Scholarship" through that organization for NJ Chinese students for a course of several years until the funding is depleted.