

## **Chinese School of Tomorrow Bylaws**

### **■ Articles I. Organization**

**Section I.1. Name.** “Chinese School of Tomorrow”, is the official English name of the school (thereafter referred as “CST”, or the school).

**Section I.2. Mission Statement.** CST is a non-profit, non-religious, and non-political educational and cultural institution. It is a financially independent subsidiary of the Greater Orlando Chinese Professionals Association (thereafter, OCPA). The school intends to operate as an organization that abides section 501(c)(3) of the Internal Revenue Code and intends to seek 501(c)(3) status. The school aims to achieve (but not limited to) the following objectives:

- a) to provide sustaining and systematic programs and courses in Chinese language and Chinese culture;
- b) to promote mutual understanding between Chinese and other ethnic groups;
- c) to encourage students to more actively participate in community services.

### **■ Articles II. Domicile**

The School shall be located in the greater Orlando metropolitan area in Seminole County or Orange County. The school mailing address is:

Chinese School of Tomorrow  
5700 Trinity Prep Ln,  
Winter Park, FL 32792

### **■ Articles III. Board of Directors**

**Section III.1. Power and General Responsibilities.**

The Board of Directors (hereafter, the Board) is the highest governing body of CST. Its responsibilities include the following:

- a) Making and approving important strategic decisions related to the school's development;
- b) Making and approving policies for the school and evaluating the implementations of such policies;
- c) Approving fees and tuitions of CST;
- d) Representing CST in the community, coordinating co-operations between CST and local government and other organizations in the community, and participating in other related activities in Central Florida;
- e) Appointing the principal and supervising the executive committee;
- f) Determining the compensation scheme for the principal and other paid school personnel;
- g) All CST board members should be volunteers. None of the voting Board members should receive any compensation for the work performed at CST.

### **Section III.2. Composition of the Board**

- a) The Board should have a minimum of five voting members and a maximum of 11 voting members;
- b) All board members should be CST parents and other community members who are interested in Chinese language education and in serving the Chinese community. The members are selected as follows:
  - i) The Parents association of CST elects two board members;
  - ii) The principal is a non-voting member of the Board. The principal automatically becomes a voting board member when retiring from the position under normal circumstance. The ex-principal serves in the Board until the next ex-principal becomes available.

- iii) OCPA board appoints three of its board members to be members of CST board. Preferably, these board members should be parents of CST students.
  - iv) OCPA President will be needed in the board only to break a tie if one arises.
  - v) President of CST board is elected by a simple majority of the full board and should serve as a liaison for the president of OCPA. The president of CST is for a two-year term, and may serve no more than two additional consecutive terms.
  - vi) The size of the Board can be increased should the need arise. Such increase can be approved by a simple majority of the board. Any increase of the board size to be above 11 members should be approved by at least three-fourths ( $\frac{3}{4}$ ) of the CST voting board members. Generally, the increase in the number of board members from OCPA and from CST should be the same, so that the number of the CST board members from OCPA would be one more than the number of the board members elected by the parents association of CST.
- c) The term of each board member is two academic years. Each academic year starts from August 1<sup>st</sup> through July 31<sup>th</sup> of the following year. Board members may be reelected or reappointed for up to two additional consecutive terms.
  - d) Ideally, the board should be stacked so that there is an overlapping in board terms to ensure continuity in board policy and board composition.

### **Section III.3. Board Meetings**

- a) The Board should meet at least once every two months during the school year. The Board chairperson may call for special meetings in case of emergency.
- b) Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, if a quorum

of the Board of Directors is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

- c) The Board should try to reach consensus via discussion and negotiation. When consensus cannot be reached, a decision should be reached by a simple majority of all voting board members (except for amending CST bylaws and increasing the size of the Board, where at least three-fourths (3/4) of the full voting board members have to approve); In case of a tie, the OCPA president carries the tie-breaker.
- d) The principal of CST, the President of the Parent Association, and the school treasurer in charge of the account payable attend the board meetings as a non-voting member.
- e) The Board may invite parents and other concerned members in the community to attend the board meetings should the need arise. None of the invited members may cast votes at the board meetings.

### **Section III.3. Removal and Resignation of Board Members**

- a) Board members who are unable to perform his/her duties may be removed.
  - I. Board members appointed by the OCPA board may be removed by a simple majority of the OCPA board.
  - II. Board members elected by the parents association can be recalled by the parents association. A minimum of five CST parents may make a motion in writing (including email) to recall a board member. Upon receiving the motion, the parents association president should convene a parents association meeting with at least 50% of all eligible parents. A simple majority of all parents present at the parents association meeting may approve the motion.
- b) Board members may resign from the board in writing (including email) to the chairperson. The Board decides whether the resignation becomes effective immediately or at a date indicated in the resignation letter.

- c) The vacancy created by a recall or a resignation should be filled according to section III.2.b.

#### ■ **Articles IV. Executive Committee**

The Board shall, by a majority vote of its voting members, designate an Executive Committee consisting of school officers and administrative staffs, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of CST, to the extent permitted, and except as may otherwise be provided; by provisions of law. The Board may, by a majority vote of its regular members, at any time revoke or modify any or all of the Executive Committee authority so delegated. Under the Board's discretion, regular Board directors may serve on the Executive Committee as volunteers.

#### **Section IV.1. Designation of Officers**

The officers of CST shall be a Principal, an Assistant Principal, a Treasurer, and a Curriculum Advisor. From time to time, the school may also have additional Assistant Principals, Assistant Treasurers, Webmaster, and other such officers with such titles as determined by the Principal and approved by the Board.

#### **Section IV.2. Appointments and Term of Office**

- a) The Principal shall be appointed by the Board. The term of office for the Principal shall be two (2) years and may be renewed for up to two additional consecutive terms if reappointed by the Board.
- b) The procedure for principal selection should be as follows:
  - i) One semester before the end of current principal's term, the CST Board should appoint a chairperson to form a principal Selection Committee. The Selection Committee should consist of the CST parent representatives.
  - ii) After formation of the Selection Committee, the CST board should

communicate the search to the CST parents.

- iii) The chairperson of the Selection Committee should start to take the nominees immediately after the announcement of the search process.
  - iv) The Selection Committee will select up to three candidates from the nominees and submit to the CST Board.
  - v) The CST Board votes for the new principal from the candidates. The candidate who receives the highest majority votes will be appointed as the new principal.
  - vi) Once the final decision is reached, the CST Board should immediately communicate the search result to CST parents.
- c) The Assistant Principal(s), Treasurer, Curriculum Advisor, and other school officers shall be appointed by the Principal of School, and approved by the Board.
  - d) The term of all school officers follows the Principal's term which starts on August 1, and expires on July 31 of the year after next.

### **Section IV.3 Removal and Resignation**

- a) The Principal may be removed with or without cause by a two-thirds (2/3) majority vote of the Board. The Secretary, Treasurer, Academic Dean and other school officers may be removed by the Principal, and approved by the Board.
- b) The Principal may resign at any time by giving written notice at least two weeks in advance to the Board. Any other officers may resign at any time by giving written notice to the Principal at least two weeks in advance.

### **Section IV.4 Vacancies**

- a) Any vacancy caused by the resignation and removal of any officers other than the principal shall be filled by the Principal and approved by the Board. In the event of a vacancy of Principal, such vacancy shall be filled by the Board.

**Section IV.5 Duties and Responsibilities of the Principal**

- a) The principal is appointed by the board of directors and acts as the chief executive officer of CST and reports to the board. The principal may be compensated for her (his) duties performed.
- b) Upon appointment, the principal should form the executive committee as specified in Section IV.1.
- c) The principal is responsible for day-to-day operation and management of the school: oversee school academic program development; supervise school admission; manage teacher's hiring and dismissing; coordinate the relationship between teachers and parents.

**Section IV.6 Duties and Responsibilities of Other Officers**

- a) Assistant Principal (Public Relation): Take care of school's relationship with the other organizations; handle school facility renting; oversee the usage of the facility; plan school's participation in the community activities; school advertise; website maintenance; plan and organize school fundraising.
- b) Treasurer: Manage school bank account; check deposit; issue CST checks; prepare annual financial report; oversee tuition and fees collection; oversee payroll; oversee CST Tax filing.
- c) Curriculum Advisor: Design and develop academic curriculum; implement school academic program; textbook selecting and ordering; new student registration; issue school certificates; plan and organize school culture activities.

**Section IV.7. Compensation**

- a) The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of the school shall be reasonable and given in return for services actually rendered to or for the school.
- b) The Principal shall set the compensation for the teaching and administrative staffs

(non-officers) within the range determined by the Board. Principal may suggest special compensation to outstanding staffs with special approval by the Board.

### **Articles V: Financial Procedures**

CST is a non-profit, non-religious, and non-political educational and cultural institution and it is exempt from taxation with its 501(c)(3) status. Thus, CST must be held to a high standard of integrity, transparency, and accountability, and be particularly vigilant in guarding against any appearance of impropriety, misappropriation of funds, waste, or fraud. The financial procedures must be implemented to ensure that CST's assets and resources are used properly, efficiently and effectively to achieve CST's objectives consistent with its mission statement. The monitoring of school budget and expenditures by the Board, the Principal, and the Executive Committee on a regular basis should be a vital part of this process.

- (1) At the beginning of a school year, the Principal should develop a budget (of the entire academic year) and discuss the budget with the Executive Committee.
- (2) After the school budget is approved by the Executive Committee, the Principal should submit the budget to the Board for approval.
- (3) The school budget must be approved by the Board before it is implemented.
- (4) The school budget may include \$500 general expenditure budget related to CST's routine operations such as teaching and learning activities. This \$500 general expenditure budget can be used at the Principal's discretion.
- (5) If the need of any additional school expenditure (outside of the above \$500 general expenditure budget at the Principal's discretion) occurs during the school year, the Principal should discuss the need and the budgeted amount with the



Executive Committee. Once the budget is approved by the Executive Committee, the Principal should submit the budget to the Board for approval before the budget is implemented.

#### **Article VI: Parents Association**

The Parents Association (PA) is a voluntary organization within CST. Any parent of CST students is automatically a PA member. Rules governing PA shall not be in conflict with CST Bylaws. Under the Board's discretion, regular Board directors may choose to work with PA to form task forces to provide guidelines on the specific tasks.

PA recruits and maintains a group of volunteers to provide assistance to CST activities where a large number of school members are involved. PA may take initiatives to meet its members' special interests and needs.

PA shall have a chair. The chairperson shall be elected by the PA members, and approved by the Board. The chairperson should coordinate the PA to assist the Principal with various activities.

#### **Article VII: Non-Political and Non-Religious Policy**

As a non-political, non-religious not-for-profit 501C(3) organization, it is imperative that CST maintain its integrity and credibility in the public forum and do not jeopardize its 501C(3) status.

CST's non-political nature strictly prohibits school employees/officers from using school resources to participate in political campaigns or activities including but not limited to lobbying, political solicitation of any kind, donations to other organizations, or petitions or endorsement of petitions by other organizations. As individuals, CST employees/officers are free to support candidates or issues of their choice or participate in the democratic process as a privilege of citizenship, but they must not in any way associate these activities as formal representation or endorsement by the CST.

CST's non-religious nature strictly prohibits school employees/officers from using school resources to participate in religious activities including but not limited to religious promotion/solicitation of any kind. As individuals, CST employees/officers are free to practice their choice of religion as a privilege of citizenship, but they must not in any way associate these activities as formal representation or endorsement by the CST.

The non-political and non-religious policy of CST should be interpreted in the strict terms. The school should err on the safe side and not engage in an activity whenever there is a debate regarding whether such activity violates the non-political/non-religious policy.

### **Article VIII: Dissolution**

In the event of the liquidation or dissolution of the school, voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the school from any source, after the payment of all its debts and obligations, shall be used or distributed to organization(s) organized and operated exclusively for charitable, religious, educational or scientific purposes as shall, at the time be qualified for tax-exemption under Section 501 (c)(3) of the Internal Revenue Code, by a majority vote of the Board. Any such assets not so distributed shall be disposed of by the Circuit Court of the County in which the principal office of the School is then located, exclusively for such purposes or to such organization(s) as the Court shall determine which are organized and operated for such purposes.

### **Articles IX. Indemnification of Directors and Officers**

Any person who at any time is, or was, a member of the Board, or Officers or agent of the School should be indemnified against expenses actually and necessarily incurred by him/her in connection with the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which s/he is made a party, by reason of the fact that s/he is or was a member of the Board, or Officers or agent of the School except in relation to matters as to which any such Director, Officer,

or agent shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty.

#### **Articles X. Interpretation and Amendments of the Bylaws**

- The Board of Directors is the sole body of the CST with the right to interpret the bylaws.
- The bylaws may be amended, altered, or repealed, in whole or in part, or new bylaws may be adopted upon satisfaction of all the following conditions.
  - An affirmative vote of at least three-fourths (3/4) of the entire Board, provided, however, that notice of such alteration, amendment, repeal or adoption of new bylaws are contained in the notice of such meeting of the Board of Directors.
- In case of a conflict existing between these bylaws and either the Federal or State laws of the US government, the articles in conflict should comply with the Federal or State laws of the US government.