

## **Bylaws of Chinese School Association in Michigan**

### **Article 1**

#### **The Name**

- Section 1. The name of the Association shall be the Chinese School Association in Michigan, hereinafter referred to as the Association or CSAMi.

### **Article 2**

#### **The Missions**

- Section 2. The Missions of the Association shall be to promote Chinese language and culture education, to promote culture diversity, and to serve and strengthen the cooperation among member schools.
- Section 3. The regular routine activities include, but not limited to:
- 3.1. To promote communications about school issues that are common among schools such as Textbook selection and teaching material distribution, Teaching and learning pace, Education standard, Teacher resource, etc.;
  - 3.2. To organize inter-school activities such as Michigan Chinese Language Contests (Speech, Reading, Phonetic pin-yin and Knowledge), Michigan Chinese Language Education Conference, Fundraising Campaign, Art Competition, Youth Talent Show, etc.;
  - 3.3. To exchange information by newsletters and publications for students and their families;
  - 3.4. To help balance the schedules among neighborhood schools on their special events such as New Year party and Summer picnic;
  - 3.5. To assist Chinese School Associations in the Untied States' (CSAUS) activities in Michigan and it's surrounding areas.

### **Article 3**

#### **Exemption Requirement**

- Section 4. At all times shall the following operate as conditions restricting the operations and activities of the Association:
- 4.1. The Association shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons.
  - 4.2. No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Association will take positions on public issues only within the scope of its professional competence and purpose as defined above. Such expressions will state the Association's position and not necessarily the position of individual member institutions.

- 4.3. Notwithstanding any other provisions of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Article 4**

##### **Non-discrimination**

- Section 5. There shall be no discrimination by the Association in the selection of its Board member, operating officers, or in the employment of personnel, because of race, color, religion, national or ethnic origin, sex, age, sexual orientation, or handicapped status in violation of existing state or federal law or regulations.

#### **Article 5**

##### **Personal Liability**

- Section 6. The member schools, Board if Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

#### **Article 6**

##### **Membership**

- Section 7. Membership eligibility      The members of the Association shall
- A. Be the schools and organizations that conduct Chinese language teaching and related cultural education, with 10 or more students, in Michigan and the surrounding areas. Hereafter referred to as “Member School”
  - B. Abide by this Bylaw
  - C. Pay annual membership fee as described in Article 10.

#### **Article 7**

##### **Board Of Directors**

- Section 8. The Association is owned by member schools, and governed by the Board of Directors, hereafter referred to as the Board, which consists of

All Member School Principals or Chairpersons, hereafter referred to as Principal. Each Member School shall have one member at the Board.

And there may be some non-school board members selected by member schools. The non-school board members’ total should be less than 50% of member school counts.

- Section 9. Each Member School Principal is automatically a member of the Board. The Principal terminated the position from his/her School shall terminate his/her term at the Board of Directors for CSAMi, and the position become vacant is automatically filled by the new Principal from that Member School.
- Section 10. Non-school board members may be recommended and voted by member schools.
- Section 11. Non-school Board member's terms are 2 years, and may be renewed.
- Section 12. All Board members, Officers or other personnel working for the Association are volunteers. No compensation.
- Section 13. Reimbursement to such personnel, including but not limited to, Business travel, Gas, Phone usage, authorized purchases of supplies, etc, are subject to the following conditions:
- A). Directly of the purpose for, otherwise redeemed as directly benefit to, the Association's operations;
  - B). Follow IRS reimbursement standards and guidelines if applicable;
  - C). Subject to the Association's financial affordability, and follow financial procedures set forth in Article 10.

**Article 8**  
**Voting Procedures**

- Section 14. All Board members shall have an equal voting power, excluding non-school board member selections.
- Section 15. Member Representation. Each member school shall designate the principal as representative to be the Board of Directors, who will be its primary channel of communication to and from the Association and who will be responsible for facilitating participation in Association activities by other personnel from the member school. The principal or representative shall, either in person or by designated alternate from the same school, cast the member school's vote on all matters on which a voting is conducted.
- Section 16. Notice to Members. Whenever these Bylaws require notice be given to the members of the Association, such notice shall be given by sending e-mail to the member's e-mail address of record. Printed or written notice may be included in an Association publication sent to all members.
- Section 17. Email voting may be used when board redeem it as appropriate. When email voting is conducted, it must
- A). Pre-voting discussion has been conducted among all board members;
  - B). Voting result is documented with each voter's message, and is confirmed by sending the voting result to all board members thru email, and keep in archive for two full years.
- Section 18. Voting result is based on "Simple Majority Rule", or 50%+ to Pass, unless stated otherwise.

**Article 9**  
**Structure and Officers**

Section 19. The Board shall have a Chairperson

19.1. The Chairperson may be elected from the non-school board members at the annual Board meetings.

The Chairperson may serve two years a term; and may be re-elected.

20.2 The Chairperson is responsible for the Board Structural affairs, annual board meetings and Elections, and annual operation reviews.

20.3 The Chairperson shall prepare the agenda for each Board meeting and shall preside over the meetings.

20.4 The Chairperson shall nominate one or more candidates for President election and preside such election.

Section 20. The Association's routine operation shall be managed by the Executive Committee (hereinafter the "Committee").

The Committee consists of the President of the Association and needed staff members including but not limited to Vice President, Secretary, and Treasurer. Committee composition must consider membership representation.

All committee staff members may be nominated by the President, and effective upon the approval by the Board.

Section 21. President.

21.1. The President shall be the chief executive officer of the Association.

21.2. The President may be elected from the non-school board members at the annual Board meetings.

The President may serve two years a term; and may be re-elected.

21.3. The President shall nominate candidates of Committee, from member school recommended personnel if applicable, and get approval from the Board.

21.4. The President shall be responsible for all routine operations.

21.5. The President shall prepare annual operation summaries, including a financial summary, and present to annual board meeting for review.

21.6. The President shall forward all official correspondence to the Secretary.

Section 22. Vice President.

22.1. The Vice President shall assist the President, whenever called upon, to perform her/his duties as the executive officer of the Association.

22.2. The Vice President shall actively support the President's agenda, and conduct duties delegated by the president.

22.3. The President succeeds the President's duties when the President leaves office for any reason during her/his term.

Section 23. Secretary.

23.1. The Secretary shall carefully preserve all the operation records pertaining to the Association, including a copy of the Bylaws and all amendments if

applicable, the Minute Books, Report of Committees, Petitions, communication belong to the Association.

- 23.2. The Secretary shall maintain the present and past membership records, election results and the terms of all elected Directors.
- 23.3. The Secretary shall attend and keep the minutes of all meetings of the Committee; to issue proper notices of all meetings; and to perform such other duties as the President may from time to time prescribe.
- 23.4. The Secretary shall assume and perform the duties of the President in the event of the absence or incapacity of the President and Vice President.

Section 24. Treasurer.

- 24.1. The Treasurer shall collect all monies due the Association and to have custody of the funds of the Association and to place the same in such depositories as may be approved by the Committee.
- 24.2. The Treasurer shall prepare, keep and update the accounting books and files of the Association in accordance with generally accepted accounting principles and shall submit to the Committee regular reports of all receipts and disbursements and reports of the financial condition of the Association in a timely fashion.
- 24.3. The Treasurer shall assist the Committee in developing the Association's fundraising plans.
- 24.4. The Treasurer is responsible for following the financial guidelines set forth in Article 10.
- 24.5. Keeping all financial records, updating the Association assets list, and assisting the President in preparing annual financial details to audit taskforce as specified in Article 10, and responsible for providing necessary explanation to the audit.

Section 25. Any Board Member, Committee Officer may resign at any time by delivering a letter of resignation to the Board Chairperson or President. Such resignation shall be effective upon receipt of the letter unless specified to be effective at some other time but will not affect any outstanding dues obligations.

Section 26. Non-school Board members may be removed with a cause by the vote of 80% of the Active Members then in office, including the member his/herself;

A Board Member may be removed after reasonable notice and opportunity to be heard before the body proposing to removal of the said Board member.

Section 27. In the event of the Chairperson or President becomes vacant, a successor shall fill the un-expired portion of the term.

Section 28. Transition. All officers shall turn all the files, and other Association properties to their successors within two weeks of their departure of office.

**Article 10**  
**Financial Procedures**

Section 29. All Association's financial practice must follow the IRS rules if applicable.

- Section 30. The President and the Treasurer are authorized as check signer.
- Section 31. Annual common membership fee is required for a school to become a member, currently \$100 per year, non refundable.
- Section 32. A Project / Event based fee may be required for a school to participate inter-school joint events. The rate may be on a need-and-share basis, either proportional to school student number base, and/or proportional to the scope of participation to the event, determined case by case at related meetings.
- Section 33. When the fee is event based, within four months from the event completion date, the event team or hosting school shall report the financial summary to the Board, and transfer surplus if any to the Association Treasurer.
- Section 34. Any fund raising, if uses the name of the Association, or the name of inter-school joint event, must be coordinated by the Board, or an authorized committee, and all income belongs to the Association or the subject event.
- Section 35. President shall be responsible for all financial decisions related to routine operations, or any amount in the approved budget; and may decide non-routine expenses up to \$100.

President and Board Chairperson together may decide non-routine expenses up to \$200;

- Section 36. Financial status shall be reviewed at Board meetings on a yearly basis; and audited by a taskforce consists of 4 or more member schools' representatives.

The President or the Board Chairperson may request a financial status review every 3 months;

Each board member may request a financial report or a financial review by the Board anytime after 6 months from the last report or such a review;

### **Article 11**

#### **Honorary President**

- Section 37. Board members who have served as President or Chairperson may be appointed as Honorary President by current president upon the approval by the Board.
- Section 38. The Honorary President is a ceremonial position and carries no functional responsibilities or attendance requirements. Honorary Presidents shall be entitled to attend Association's meetings, but shall not participate any voting.

### **Article 12**

#### **Advisory Council**

- Section 39. Composition. The Advisory Council shall consist of the former Board members, upon the approval of the Board.

Section 40. Duties. The Advisory Council shall provide continuity in the activities of the Association, and provide such consulting and advisory services as requested by the Association from time to time. The members of Advisory Committee shall not participate any voting, and shall have no legal responsibilities for their recommendation and advice.

### **Article 13**

#### **Dismiss**

Section 41. Should the Association be dissolved, all debts and assets shall be shared proportionally by current member schools, or the residual assets shall be donated to a non-profit organization selected by then Board members.

### **Article 14**

#### **Amendments and Endorsements**

Section 42. Amendments. These Bylaws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted at any regular or special Board meetings by the affirmative vote of not less than two-thirds of the Active Members present in-person at the meeting, provided, however, that notice of such proposed alteration, amendment, repeal or adoption of new By-Laws be published in the Association's communication channel or contained in the notice of such meeting, thirty (30) days in advance of the meeting. Such alters and amendments become effective upon endorsement, and pertaining to all operations thereafter.

Section 43. Endorsement.

The above contents are endorsed at Board meeting on October 16, 2005. **Attendees:**

Xingyu Zhang, Principal & Tao Jiang, Board Chair

Ann Hua Chinese School

Jiaming Bai, vice Principal, representing Principal Liu Fang

Canton Plymouth Chinese Learning Center

Peng Xiao, Principal

American Chinese School of Greater Detroit

Hong Qiao, Principal

Michigan New Century Chinese Center

Yonglu Zhao, Candidate for vice-president in the working team

Lianggen Zheng, Candidate for the Board Chairperson continuation

**Participated & agreed in discussion prior to the meeting**, endorsed thru Email:

Lee Frank (Gongfu), Candidate for the President continuation

#### **Endorsed thru Email in October 2005 after meeting**

ZhiQiang Yang, Principal

Michigan State University Chinese School

Jin Yu, Principal

Grand Rapids Chinese Schools

WeiWei Zhang, Principal

Oakland Int'l Academy

Note:

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