

JUNE, 2007
NASHVILLE CHINESE SCHOOL
BY-LAWS

Article I: Name and Affiliation

Section 1. Name: The name of the organization is the Nashville Chinese School, hereafter NCS.

Section 2. Affiliation: The NCS is an independent non-profit organization established as a 501(c)3 entity under the US Tax Code.

Article II: Purpose and Mission

Section 1. It is the purpose of NCS to offer to the Nashville community Chinese language and cultural classes. Classes are designed for both children and adults with a desire to learn Chinese. NCS provides these classes once per week during the regular school year. Summer Camp offerings are also available.

Article III: Organizational Structure

Section 1. NCS is governed by a board of directors, comprised of 7 members. The school is administered by a Principal, and operated by as many teachers as deemed necessary. Curriculum is designed by the principal and teachers, but approved by the Board.

Article IV: Meetings of the Board

Section 1. Regular Meetings are Semi-Annual Meetings: The Board shall meet no less than twice per year in order to review and approve the budget, elect officers and directors, and review the reports of the Principal and others, as appropriate.

Section 2. Special Meetings: Special meetings of the board members shall be held at the request of the Board Chairperson or by a majority of the board members.

Section 3. Notice of Meetings: Notice of each Semi-Annual Meeting or special meetings shall be given to all members at least seven days prior to the meeting, unless there is an emergency requiring members to meet on short notice.

Section 4. Quorum: The vote of the majority of the members present or represented by proxy at a meeting shall be a quorum. A quorum shall be necessary for the adoption of any matter voted on by the members.

Article V. Board of Directors

Section 1. Number: The Board of Directors shall consist of 7 persons. The following shall be members of the Board of Directors and the officers: Chairperson, Treasurer, and Secretary, and four other persons.

Section 2. Qualifications: All candidates for the Board of Directors must be nominated by an existing board member, have a commitment to the Mission of NCS, and must be willing to contribute towards this Mission.

Section 3. Election: Directors shall be elected by the members of the board and may be elected at any time during the calendar year, but preferably during the semi-annual meetings.

Section 4. Term of Office: The Board of Directors shall serve a three-year term of office, renewable for one three year term. The officers shall serve for a one-year term; however, they may be re-elected.

Section 5. Quorum: A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. In cases where a quorum is made up of 4 persons present, the vote will pass if the four votes are unanimous.

Section 6. Board of Directors' Responsibilities. The Board of Directors and the Principal shall transact all business of NCS. There shall be written job descriptions for each officer of the Board, and general job description for other members.

Section 7. Removal of Director and Officer: Any director or officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Director's meeting.

Article VI. Duties and Responsibilities of the Officers and Principal

Section 1. The Chairperson: The Chairperson shall call the meetings, draft the agenda, arrange the venue, and preside at the meetings of the Board of Directors.

Section 2. The Treasurer: The Treasurer shall be responsible for the oversight of the financial affairs of NCS, including the review of the financial reports prepared by the Principal, as well as for arranging the financial audit of NCS. Other duties related to the organization's financial accountability may be assigned to the Treasurer by the Board or Board Chairperson.

Section 3. The Secretary: The Secretary shall be responsible for recording the minutes of all meetings of NCS, and shall be responsible, in conjunction with the Board Chairperson, for making all members aware of such meetings.

Section 4. The Principal:

Subsection A. The Principal shall be responsible for all school operations and administration. The Principal is responsible for reporting the school budget at each semi-Annual Meeting as well as for making a summary of the school's most recent semester or year. The Principal is responsible for the selection and hiring of all teachers, determining the quantity and type of classes and ensuring that teachers are trained and prepared to instruct.

Subsection B. The Principal shall be appointed by the Board of Directors and shall serve in this capacity for a period of three years. Selection of the Principal may be made from a pool of candidates, some of whom may be nominated by the teachers of NCS.

Subsection C. The Principal shall address all possible conflicts of interests in a timely manner and must notify the Board of situations that cannot be immediately resolved.

Article VII. Committees

Section 1. Committee Organization. The appointment of Chairpersons to committees is the sole responsibility of the Chairperson of the Board. The Chairperson of a given committee and the Chairperson of the Board shall seek interested members to participate in committee activities. Special Committees or task forces may be organized by the Chairperson to meet particular needs.

Section 2. Committee Activity. Committees are established to provide NCS with special ongoing services such as Programs, Professional Development, Fundraising and Special Events.

Article VIII. Organization Dissolution

Section 1. In the event of NCS's dissolution, the remaining monies in the Treasury, after NCS's expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution.

Article IX. Statement of Ethics

Section 1. Code of Ethics

Subsection A. General Code of Ethics: NCS adopts this Code of Ethics in order to promote and maintain the highest standards among its members. All board members, Principal, and faculty shall honor, respect and support the purpose of the Nashville Chinese School. NCS shall not be represented as advocating or endorsing any issues unless approved by the Board of Directors.

Subsection B. Conflict of Interest: No Board member shall actively solicit business from any other member at board meetings or through the use of information provided to him or her as a member of the board without the approval from the Board of Directors. No member shall realize financial gain as a result of his or her Board Membership with NCS, nor use their position and authority to further interests in conflict with NCS's mission, without the approval of the Board of Directors. Similarly, neither the Principal nor NCS Faculty shall solicit business from any member of the Board of Directors or Faculty, nor use their position and authority to further interests in conflict with NCS's mission, without approval by the Board of Directors.

Article X. Amendment of the By-Laws

Section 1. A copy of all amended By-laws shall be forwarded to the Board of Directors before amendment. The By-laws may be amended by a vote of four members present at any meeting and in which required notice has been met. Amendments may not conflict with NCS's standard of ethics.

06/12/07