

BYLAWS OF THE

LONG ISLAND SCHOOL OF CHINESE, INC.

ARTICLE I. NAME

(1) The name of this organization is The Long Island School of Chinese Inc. (hereinafter "LISOC"). LISOC is organized under the laws of New York State and is registered in the State of New York as a non-profit organization.

(2) The Chinese name of LISOC shall be *Chángdāo Huáxià Zhōngwén Xuéxiào*.

ARTICLE II. PURPOSES

The purposes of LISOC are to promote multiculturalism in general, and in particular, to serve the Chinese and non-Chinese communities, on or in the vicinity of Long Island of New York, by teaching the Chinese language and culture to interested children and adults regardless of age, sex, color, religion, national origin, creed, political belief, personal preference or orientation, with a duly scheduled curriculum and a qualified faculty and staff using state-of-the-art Chinese textbooks adopting the *pinyin* system and simplified Chinese characters.

ARTICLE III. NON-POLITICAL AND NON-PECUNIARY CHARACTER

(1) LISOC is and will remain independent of political, commercial and other entities.

(2) No part of the income and/or assets of LISOC shall be distributed to or shall inure to the benefit of its current Members, past Members, or other people, except that LISOC shall be authorized to pay an empowered reasonable compensation for service rendered and to make payments and distribution in furtherance of LISOC objective set forth herein.

(3) LISOC is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (26 U.S.C. 501) or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code"). No substantial part of the activities of LISOC shall consist of carrying-on of propaganda or otherwise attempting to influence legislation, and LISOC shall not participate in or intervene in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

(4) LISOC shall not carry on any activities i) not permitted to be carried on by an organization or a corporation exempt from federal income tax under Section 501 (c) (3)

of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

(5) LISOC admits students of any race, color, national or ethnic origin and provides equal access to all the rights, privileges, programs and activities generally accorded or made available to students at LISOC.

(6) LISOC does not and shall not discriminate on the basis of race, color, national or ethnic origin in the administration of its educational policies, admission policies, and all other school-administered programs.

ARTICLE IV. MEMBERSHIP

(1) Any individual who agrees to abide and be governed by LISOC's Bylaws and regulations and is willing to volunteer his/her services for LISOC may be admitted as a Member.

(2) Each Member may be in one of the following status:

(a) Full Member – A Full Member is an individual who is a registered student in LISOC and at least eighteen (18) years old, and a parent or legal guardian of any registered student in LISOC, or any individual who is or has been actively participating in LISOC's operation. A Full Member has all the privileges of Membership, including, but not limited to, the privilege and right to vote on any decision related to LISOC's operation and to be elected or appointed to a position or positions of responsibility.

(b) Associate Member – An Associate Member is an individual who does not fall in to the above category, but who follows LISOC's Bylaws and all other regulations and who is otherwise associated with LISOC. An Associate Member has all the privileges of Membership except for the right to vote or to be elected or appointed to positions of responsibility.

(3) Only Full Members have the right to vote and be elected or appointed to positions of responsibility.

(4) Members may resign at any time upon dispatching a written notification to the Principal.

(5) A Member's status may be changed by action of the Board of Directors.

(6) Members may be removed for any one of the following reasons:

- (a) Loss of contact;
- (b) Prolonged inactivity;
- (c) Serious violation of Bylaws and/or any other regulation(s) of LISOC; or
- (d) Having caused serious damage to LISOC's interest.

(7) The removal of a Member must be proposed by the Principal and approved by the Board of Directors by a majority vote.

ARTICLE V. BOARD OF DIRECTORS

(1) The Board of Directors, elected by and representing the Members of LISOC, constitutes the highest decision-making body of LISOC.

(2) The Board of Directors shall consist of seven (7) Directors, including the Chair of the Board. The number of Directors may be changed by resolution of the Board. A quorum shall be constituted by a majority vote of the Board of Directors except where otherwise provided.

(3) The Board of Directors should appoint two Directors to the following positions:

- A Secretary who shall work with the Chair to prepare Board meeting agendas, take minutes of all Board meetings, and perform any other tasks as assigned.
- A Treasurer who shall ensure that financial operations of LISOC are in accordance with generally accepted accounting principles, coordinate financial audits, and perform any other related tasks as assigned.

(4) New or replacement Directors may be nominated by any of the following:

- (a) the existing or departing Chair of the Board;
- (b) an existing or departing Director;
- (c) the Principal;
- (d) a Vice Principal;
- (e) the Provost;
- (f) the Treasurer;
- (g) the Secretary; and/or
- (h) a block of fifteen (15) Full Members of LISOC.

(5) New or replacement Directors shall be approved by a majority vote of existing members of the Board of Directors except upon a motion made by any fifteen (15) Full Members of LISOC, the approval may be reversed (i.e., vetoed) by a simple majority vote of all Full Members who are present and vote at a cast of votes. Any motion to reverse within this section must be proposed, and acted upon, within thirty (30) days after the notification of the Board's approval.

(6) The term of each and all Directors shall be two (2) years, without prejudice to re-election for one more consecutive term.

(7) A Director may be removed at any time by losing the Full Member status, or by a two-thirds majority vote of voting Full Members of LISOC.

(8) The Board of Directors shall have the following powers and responsibilities:

- (a) Appointment of officers and administrative personnel;

- (b) Selection and appointment of teachers;
- (c) Audition of financial operations of LISOC;
- (d) Approval of budgets;
- (e) Proposing and adopting amendments to the Bylaws, subject to the ratification of two-thirds (2/3) of voting Full Members of LISOC;
- (f) Proposing and adoption of other regulations;
- (g) Interpretation of the Bylaws and any other regulations of LISOC; and
- (h) Other powers and duties specified by these Bylaws and such other regulations as may be or may have been adopted in accordance herewith.

ARTICLE VI. THE EXECUTIVE COMMITTEE

(1) The administrative body of LISOC shall be the Executive Committee. The members of the Executive Committee consist of a Principal and a number of other members to be determined by the Principal with the approval of the Board of Directors. The term of each member of the Executive Committee shall be two (2) years, without prejudice to re-appointment for one more consecutive term.

(2) The Principal shall be nominated by at least one Director or by an existing Principal or by a departing Principal concerning the candidate of a new Principal. The nomination shall be approved and appointed by the Board of Directors with a majority vote.

(3) Members of the Executive Committee except the Principal may be nominated by any of the following subject to a final approval by a simple majority of the Board of Directors:

- (a) the Principal;
- (b) an Director; and/or
- (c) a block of fifteen (15) Full Members of LISOC.

(4) The Principal shall have the following powers and responsibilities:

- (a) Overseeing the routine operations of LISOC;
- (b) Proposing draft amendment(s) to the Bylaws;
- (c) Proposing draft amendment(s) to the regulations;
- (d) Nominating all other Executive Committee members for approval and appointment by the Board of Directors;
- (e) Nominating teachers and other appointees of LISOC for approval and appointment by the Board of Directors;
- (f) Delegating responsibilities to other Executive Committee Member; and
- (g) Other powers and duties specified in these Bylaws and other regulations adopted in accordance herewith.

(5) The Principal and other members of the Executive Committee may be removed by a majority vote of the Board of Directors.

(6) The Principal and other members of the Executive Committee may be impeached by a majority vote of two thirds (2/3) of all Full Members. The vote must be sponsored by at least one third (1/3) of all Full Members.

(7) In case of vacancy, and prior to the formal appointment of a replacement, the Chair of the Board of Directors, in consultation with other members of the Board, may appoint an Acting Principal or any other acting member of the Executive Committee, and must call for the appointment of formal replacement within two (2) months of the vacancy.

ARTICLE VII. ALL MEMBER VOTE

(1) A decision of the Board of Directors and/or of the Principal or Executive Committee may be reversed by an All-Member vote with two-thirds (2/3) of voting LISOC Members consenting.

(2) An All-Member vote must be called for by one third (1/3) of Full Members within thirty (30) days of the notification of the decision in question.

(3) An annual meeting of LISOC shall be held on the last school day of each Spring Semester except where the Board of Directors and the Executive Committee decide otherwise. A written notice from the Principal shall be communicated to or be accessed by all LISOC Members at least two weeks prior to the annual meeting.

ARTICLE VIII. DISSOLUTION

When dissolution or other termination of LISOC is approved by more than two thirds (2/3) of all voting Members, no part of the property of LISOC or any of the proceeds shall be distributed to or inure to the benefit of any LISOC Members. All such property and proceeds, subject to the discharge of valid outstanding obligations of LISOC, shall be distributed, as the Board of Directors and the Executive Committee shall determine, to any organization(s) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX. RATIFICATION AND AMENDMENTS

(1) These Bylaws must be adopted by a majority of the Board of Directors; and, upon adoption by the Board of Directors, must be ratified by at least two thirds (2/3) of all voting Full Members of LISOC.

(2) Amendment(s) to, and/or repeal of, any section of the Bylaws must be adopted by a majority of the Board of Directors; and, upon adoption by the Board of Directors, must be ratified by the consent of at least two thirds (2/3) of all voting Full Members.

(3) A proposal for amending these Bylaws may be sponsored by:

- (a) One-third (1/3) members of the Board of Director or the Board as a whole; and/or
- (b) Any block of fifteen (15) Full Members of LISOC.

ARTICLE X. FORCE AND EFFECT OF BYLAWS

These Bylaws are subject to the provisions of the Not-for-Profit Corporation Law of New York State (“the Statute”) and LISOC’s Certificate of Incorporation as a non-profit organization (“the Certificate”). If any section of the Bylaws has any inconsistency with the provisions in the Statute or the Certificate, the provisions of the Statute or the Certificate shall govern to the extent of the inconsistency.

These Bylaws were adopted on December 21, 2005, and enter into effect on December 21, 2005.