

**AMENDED AND RESTATED BYLAWS  
OF  
NORTHWEST CHINESE SCHOOL**

**ARTICLE 1 NAME AND AFFILIATION**

The name of this organization shall be the Northwest Chinese School referred to herein as "NWCS."

**ARTICLE 2 NONPROFIT PURPOSES**

2.1 IRC Section 501(c)(3) Purposes. The NWCS is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 Specific Objectives and Purposes. The specific objectives and purposes of the NWCS shall be:

- A To provide the community a variety of educational courses focused primarily on Chinese language and culture.
- B To engage in all such activities as are incidental or conducive to the attainment of the purposes of the NWCS and to exercise any and all powers authorized or permitted to be done by a nonprofit corporation under any laws that may be applicable or available to the NWCS.

**ARTICLE 3 ORGANIZATION STRUCTURE**

3.1 Voting Members of the NWCS elect the Board Directors. The elected Board Directors constitute the Board of Directors. The Board of Directors appoints the School Principal. The Principal nominates candidates for administrative positions for the Board's approval.

3.2 The Principal is in charge of NWCS's administrative and teaching operations. The Board of Directors shall set the short and long range goals, directions, and policies of the NWCS, and ensure that NWCS is developing within the guidelines stated in Article 2.

3.3 NWCS's Parent Teacher Association (PTA) is a voluntary organization. Its Chair shall be elected by the PTA members. The PTA shall be governed by its own operation charter. The PTA shall obtain the NWCS Board's approval before using NWCS's name to engage in any activities that involve Non-general Members of the NWCS. The Chair of the PTA shall attend all regular Board meetings.

**ARTICLE 4 MEMBERS**

4.1 Determination of Rights of Members. The NWCS shall have classes of Members, as follows:

- A. General Members. Each adult student (18 and over), or adult parent or legal guardian of each non-adult student who has been accepted into a program offered at the NWCS in good standing, and whose dues, fees and assessments are fully paid and current shall be deemed a General Member; and the Principal and each member of the administrative and/or teaching staff of the NWCS whose children are not students of the NWCS shall be deemed General Members. General Members have two classes: Voting Members and Non-voting Members.
- (i) Voting Members. Each member of the Board of Directors, the Principal and each member of the administrative and/or teaching staff of the NWCS whose children are not students of the NWCS, and each adult student and one (1) and only one parent or legal guardian of each non-adult student or students from the same family whose dues, fees and assessments are fully paid and current shall be deemed a Voting Member.
- (ii) Non-voting Members. All General Members who are not Voting Members shall be deemed Non-voting Members.

Within three weeks of the start of a new semester, the Principal of the NWCS shall tally and report to the Board of Directors the numbers of eligible Voting Members for the semester and provide each member's contact information (mailing address, email address and phone number) to the Secretary of the Board for record keeping.

- B. Honorary Members. The Board of Directors may, in its sole and exclusive discretion, grant a permanent Honorary Membership to any person who is not a General Member, but who has made significant contribution to the NWCS, or whose membership in the NWCS would confer an extraordinary benefit to the NWCS. Honorary Members shall be deemed Non-voting Members.

4.2 Qualifications of Members. All Members shall be adults. Membership shall not otherwise be restricted by race, color, creed, religion, national origin, gender, age, sexual orientation, marital status, or disability.

4.5 Termination of Membership. The membership of a Member shall terminate upon the occurrence of any of the following events: (1) upon his or her written notice of such termination delivered to the Principal or the Chairperson of the Board of Directors personally or by mail; (2) upon a failure to keep their students' dues, fees and assessments fully paid and current on or before the due date; (3) after providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Principal that the Member or his/her child has engaged in conduct materially and seriously prejudicial to the interests or purposes of the NWCS; or (4) upon termination of the Member's eligibility for membership in accordance with these Bylaws. All rights of a Member in the NWCS shall cease on termination of membership as herein provided.

## ARTICLE 5 MEETINGS OF GENERAL MEMBERS

5.1 Annual General Member Meetings (AGMM). AGMM shall be held on the first Saturday of May of each year during or at the end of normal NWCS hours as determined by the Board of Directors, for the purpose of transacting such business as may properly come before the meeting. These businesses shall include, but are not limited to: reviewing school operations and annual budget, discussing short- and long-term development plans, and electing new Board Directors.

5.2 Special General Member Meetings (SGMM). SGMM shall be called by the Chairperson of the Board at the request of a majority of the Board of Directors, or upon written requests from no fewer than three percent (3%) of General Members.

5.3 Notice of General Member Meetings (GMM). Notice stating the location, date and time of the meeting and, in the case of a special meeting, the agenda for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days before the date of the meeting, through regular mail or by email, by or at the direction of the Chairperson of the Board of Directors, or his/her designee, to each Voting Member entitled to vote at such meeting.

5.4 Quorum for General Member Meetings. There is no quorum for GMM provided it is appropriately notified as described in Article 5.3. However, any decisions made at GMM without twenty percent (20%) of eligible Voting Members in attendance can be appealed by three percent (3%) or more of eligible voting members in writing within fifteen (15) business days following the announcement of the decisions and subsequently overturned by a two thirds (2/3) majority of eligible Voting Members who participated in the second voting, provided that the turnout of the Voting Members in the second voting is no less than that of the first one.

5.5 Voting Rights. Only Voting Members are entitled to vote and there shall be no more than one vote from each household. Subject to the discretion of the Board of Directors, voting at duly held meetings shall be by voice vote or by written ballot. (This and 6.3 are contradictory.

5.6 Conduct of Meetings. Meetings of Members shall be presided over by the Chairperson of the Board or his/her designee, or if the meeting is called to take action against the Chair of the Board or any Board Director(s,) by the PTA Chair.

5.7 Action by Written Ballot. Any action which may be taken at any regular or special meeting of all Members may be taken without a meeting if the NWCS distributes a written ballot to each Voting Member on the matter. The ballot shall:

- A. Set forth the proposed action or actions;
- B. Provide an opportunity to specify approval or disapproval of each proposal;
- C. Specify the date by which the ballot must be received by the NWCS in order to be counted. The date set shall afford Voting Members a reasonable time within which to return the ballots to the NWCS.
- D. Be mailed, emailed, or delivered in the manner required for giving notice of Membership Meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when supported by a simple majority of

participating eligible Voting Members. Such a measure can be appealed if the number of votes cast by ballot within the time period specified is less than twenty percent (20%) of all eligible Voting Members as prescribed elsewhere in these Bylaws.

## ARTICLE 6 BOARD OF DIRECTORS

6.1. General Powers and Limitations. The control of the business and properties of the NWCS shall be vested by the Board of Directors on behalf of the NWCS's General Members. The Board's duties shall include, but are not limited to: overseeing the operation of the NWCS; developing and adopting NWCS's policies and development plans; reviewing and amending the Bylaws as deemed necessary from time to time; appointing, discharging, evaluating the performance of and setting the compensation of the Principal and other Administrative Officers; and reviewing and approving the NWCS's budget. The ultimate powers of the NWCS lie in the hands of the General Members. Except as stated elsewhere in these Bylaws, important decisions made by the Board shall be announced and made available to the General Members immediately and be subjected to a fifteen (15) day review period before execution. Such important decisions shall include, but are not limited to, Bylaw alterations; assets distribution; investment or usage of NWCS's reserve fund in the amount of more than \$20,000 in any twelve (12) month period; and/or purchase of any permanent school property. During the public review period, any decisions made by the board can be appealed by no less than three percent (3%) of the eligible Voting Members in writing and subsequently overturned by a two-thirds majority of participating Voting Members through a special meeting or a written ballot, provided that the number of participating voters is no less than twenty percent (20%) of all eligible Voting Members.

6.2 Number, Tenure, and Qualifications. The Board of Directors shall consist of nine (9) Directors. The new Directors shall be elected at the AGMM. All newly-elected Directors shall take office on July 1<sup>st</sup> and shall attend all Board activities immediately following the election for the purpose of orientation and transition. Directors elected at the AGMM shall hold office for a term of three (3) years. The terms of Directors shall be staggered to minimize a situation where more than three (3) Directors' terms expire simultaneously in any one calendar year. Each Director may serve no more than two (2) consecutive terms.

6.3 Election. Except as stated elsewhere in these Bylaws, Board Director election shall occur at AGMM each year. Each Voting Member shall cast one vote, with voting being by ballot only. The Chair of the Board of Directors shall announce opening of the Board positions at least 45 days before the election day. A Committee on Nominations and Elections (CNE) shall be formed immediately following the announcement. The CNE shall include, at a minimum, two current Board Directors, two other General Members and one PTA member who are not candidates. This committee shall prepare the list of candidates for the open Directors' positions. Write-in candidates shall be allowed in the ballot. The election shall be conducted by using secret ballots and under the supervision of CNE. All ballots must be returned during the election assembly. CNE shall count the ballots immediately and report the results before the election assembly is adjourned. The candidates, up to the number of available vacancies, who receive the highest number of votes, shall be elected. The remaining candidates shall be retained in the reserve pool and may be called to fill unexpected Board vacancies as prescribed in 6.9.

6.4 Board Meetings. Regular Board meetings shall be held monthly. The Board may hold additional work sessions for the purpose of new Board members orientation and self development. One (1) special work session shall be held immediately after and at the same

location where the election takes place. The purpose of this work session is to acquaint the newly-elected Directors with the current Board Directors and to begin their orientation process. The annual Board planning workshop, another special Board work session, shall be held at least one month before the new school year starts. All minutes (except personal, confidential information) of the regular Board meetings shall be posted on NWCS's website within two (2) weeks after the Board's approval. All regular Board meetings shall be open to the general members.

6.5 Election of Board Officers. The Board of Directors shall elect among the Directors its officers including Chair, Vice-chair, Secretary, and Treasurer at its first regular monthly meeting following the AGMM. Only the staying Directors and newly-elected Directors have voting rights in electing the Board officers. Each of these officers shall have a term of one (1) year. The duties of the officers are defined as follows:

- A. Chair--The Chair shall preside over NWCS Board meetings and general membership meetings.
- B. Vice-chair-- The Vice-chair, in the absence of the Chair, shall preside over NWCS Board meetings and General Membership meetings. The Vice-chair shall also perform such other duties as may be assigned by the Board of Directors. In the event the Chair resigns during his/her term, the Vice-chair shall act as Chair until the Board appoints a new Chair.
- C. Secretary -- The Secretary shall prepare and maintain minutes for all NWCS Board and General Member meetings. Minutes shall be sent to the Board for review within one (1) week following the meeting. Under the guidelines of the Chair, the Secretary shall provide the board an Annual Report at least two (2) weeks prior to AGMM so the Board can review and finalize the presentation material in a timely fashion.
- D. Treasurer -- The Treasurer shall oversee overall financial matters of the organization by working with the Board's hired certified accountant. The Treasurer shall audit the financial affairs of the NWCS annually in accordance with these Bylaws and at the direction of and with the approval of the Board of Directors.

6.6 Quorum. A simple majority of the Directors shall constitute a quorum, but if less than such majority be present at a meeting, the meeting shall be reconvened at an alternate time when quorum can be met.

6.7 Removal. One Director, multiple Directors or the entire Board of Directors can be removed, with or without cause, by simple majority vote of the eligible Voting Members.

6.8 Resignations. A Board Director of the NWCS may resign at any time by submitting written notice, or at any later period of time specified therein. The Chair of the Board or his/her designee shall issue a written notice to any Director who has cumulatively missed four (4) regular monthly board meetings in any twelve-month period or two consecutive regular monthly board meetings without submitting proper excuses prior to the meetings. If after the warning, the absence continues at the following meeting, the Director in question will be considered as having resigned voluntarily.

6.9 Vacancies. Board vacancies resulting from removal or resignation may be filled with candidates from the reserve pool based on the number of votes received in

descending order. If there are more than two (2) vacancies three months or more prior to the next AGMM and there are not enough candidates in the reserve pool to draw from, the Board shall take prompt action to fill the vacancies through a mid-term election by following the same election process as prescribed in Article 6.3. To smooth the Board's transition, a mid-term election shall also be considered if there are five or more Director's terms that expire in any given year so that the terms of the new Directors can be staggered for a smoother transition. A Director drawn from the reserve pool or elected through mid-term election shall serve his or her first term between three (3) and four (4) years till the AGMM or the mid-term election in three years.

6.10 Compensation. Directors shall serve without salary compensation, provided that they may, at the discretion of the Board, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. If a Director accepts a paid position in the NWCS, he shall immediately resign from the Board.

6.11 Conflict of interest. No NWCS Directors or Administrative Officers may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction, or incur an obligation of any nature that is in conflict with the proper discharge of his/her official duties. Such business or transaction may include, but is not limited to, contract, sale, lease, purchase or grant made by, through, or under his/her supervision.

6.12 Meetings by Telephone. The Board of Directors may hold meetings by means of conference telephone or similar communications equipment provided that all Directors participating in such meetings can hear each other at the same time. Minutes shall be captured and distributed by the Secretary or a designated person to the entire Board within three (3) days after each meeting.

6.13 Working Committee. The Board of Directors may designate a Working Committee or Committees, to conduct basic fact finding, work through specific issues and draft recommendations, or investigate new initiatives for Board consideration. Final decisions shall reside within the entire Board. Each committee shall consist of two (2) or more Board Directors. With Board approval, such a committee may also consist of persons other than Board Directors acting in an advisory capacity.

6.14 Non-liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the NWCS.

6.15 Indemnification. Except to the claims and liabilities related to conflict of interest, the Directors and officers of the NWCS shall be indemnified by the NWCS to the fullest extent permissible under the laws of the state of Washington against any and all other claims and liabilities to which he/she becomes subject by reason of serving or having served as a Director or officer of the NWCS, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as a Director or officer of the NWCS. The NWCS shall, to the extent of its available funds, reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred by him/her in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence. The right to indemnification contained herein shall not be exclusive of any rights to which any such Director or officer of the NWCS may otherwise be entitled by law.

6.16 Insurance for Corporate Agents. Except as may be otherwise provided under



provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the NWCS (including a Director, officer, employee or other agent of the NWCS) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the NWCS would have the power to indemnify the agent against such liability under the Articles of NWCS, these Bylaws or provisions of law.

## ARTICLE 7 ADMINISTRATIVE OFFICERS

7.1. Number. The administrative officers of the NWCS include Principal, and the Vice Principal.

7.2. Appointment. The Principal of the NWCS shall be appointed by the Board. The administrative team (including Vice Principals and Education Directors) shall be nominated by the Principal and subject to confirmation by the Board.

7.3. Removal. Except as otherwise set forth below, any officer or agent appointed by the Board may be removed by the Board with a two-thirds supermajority vote of the Board whenever in its judgment the best interests of the NWCS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.4. Resignations. An administrative officer of the NWCS may resign by giving four (4) weeks advance written notice to the Board of Directors.

7.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the appointing authority at its earliest possible time.

7.6. Principal. The Principal shall be the Chief Executive Officer for the day-to-day management of the NWCS and shall supervise and control all operation matters of the NWCS, including the administration and instructional services performed by the NWCS. In general, he/she shall perform all duties incident to the office of Principal and such other duties as set forth in the Principal's job descriptions prescribed by the Board from time to time. His/her duties shall include, but are not limited to: appointing and discharging of all teachers and administrative staff for the School other than the duly elected officers; and preparing and presenting budget and financial statements for the Board of Directors' consideration and approval. Budgets shall be prepared and presented one month before a new semester starts and financial statements shall be prepared and presented within one month after each semester ends. The Principal shall attend all regular Board meetings and be excused when she/he is the subject of the meeting. The term of the Principal shall be two (2) years. A Principal shall serve no more than two consecutive terms. If the incumbent wishes to serve a second term, he or she shall reapply and compete for the position.

7.7. Salaries. The annual salaries of the Principal shall be determined by the Board before the start of fall semester based on performance, market competitiveness and financial conditions of the NWCS.

## ARTICLE 8 CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.1. Contracts. Except as otherwise provided by statute or by these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the NWCS, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have the power to bind the NWCS for any purpose, except as may be necessary to enable the NWCS to carry on its normal and ordinary course of business.

8.2 Loans. No loans shall be contracted on behalf of the NWCS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by simple majority of Voting Members. Such authority may be general or confined to specific instances.

8.3 Loans to Officers and Directors. No loans shall be made by the NWCS to its officers or Directors.

8.4 Checks, Notes, Drafts, and Demands. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the NWCS shall be signed by the designee(s) as determined by resolution of the Board.

8.5 Deposits. All funds of the NWCS not otherwise employed shall be deposited to the credit of the NWCS in such banks as determined by the Board and that are insured by either the FDIC or the SIPC. The amount of deposit to each bank shall not exceed the maximum allowed insurance policy limit set by either the FDIC or the SIPC.

8.6 Gifts. The Board Directors and administrative officers, when accepting gifts (contribution, bequest, or anything of economic value) on behalf of the NWCS, shall deposit the gifts to the appropriate NWCS account within five (5) business days.

## ARTICLE 9 ORGANIZATION RECORDS AND REPORTS

9.1 Maintenance of Organization Records. The NWCS shall keep at its official office:

- A Minutes of all meetings of Directors and General Members;
- B Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C A record of its educational outlines, faculty, student and membership rosters; and,
- D A copy of the NWCS's Articles of the NWCS and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the NWCS at all reasonable times during office hours.

9.2 Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the NWCS and shall have such other rights to inspect the books, records and properties of the NWCS as may be required under the Articles of NWCS, other provisions of these Bylaws, and provisions of law.

9.3 Members' Inspection Rights. Each and every Member shall have the following



inspection rights, for a purpose reasonably related to such person's interest as a Member:

- A To obtain from the Secretary of the NWCS, upon written demand on, and payment of a reasonable charge to the Secretary of the NWCS, a list of the names and voting rights of those active Members entitled to vote. The demand shall state the purpose for which the list is requested.
- B To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Board, for a purpose reasonably related to such person's interests as a Member.

9.4 Periodic Report. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of the NWCS, to be so prepared and delivered within the time limits set by law.

#### ARTICLE 10 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

10.1 Limitations on Activities. No substantial part of the activities of the NWCS shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and the NWCS shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

10.2 Prohibition Against Private Inurement. No part of the net earnings of the NWCS shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private persons, except that the NWCS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the NWCS.

10.3 Distribution of Assets. Upon the dissolution of the NWCS, its assets remaining after payment, or provision for payment, of all debts and liabilities of the NWCS shall be distributed to the Chinese Schools Association in the United States for the purpose of promoting Chinese language and culture. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

10.4 Private Foundation Requirements and Restrictions. In any taxable year in which the NWCS is a private foundation as described in Section 509(a) of the Internal Revenue Code, the NWCS 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the NWCS to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## ARTICLE 11 AMENDMENT OF BYLAWS

Except as may otherwise be required by law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a two-thirds majority of the Board of Directors. A notice of such alterations or amendments shall be made available to General Members immediately and can be repealed by the General Members as described in Article 6.1 of the Bylaws.

## ARTICLE 12 CONSTRUCTION AND TERMS

12.1 Controlling Provisions. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

12.2 Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

We, the undersigned, are all of the Directors of the NWCS, and we consent to, and hereby do adopt the foregoing Amended and Restated Bylaws as the Bylaws of the NWCS.

DATED this 21 day of May, 2009.

\_\_\_\_\_  
Irma Lam, Chair/Director

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Benjing Sun, Vice Chair/Director

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Peter Huang, Secretary/Director

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Shi Hong, Treasurer/Director

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Yejun (Eugene) Tan, Director

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Chris Wang, Director

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Nancy Wang, Director

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Shuming Yan, Director

ACKNOWLEDGED.

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Xiaohe Cao, Principal

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John Zheng, PTA Chair

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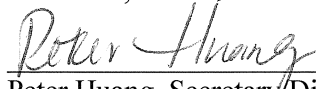
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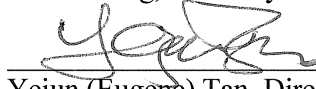
DATED this 21 day of May, 2009.



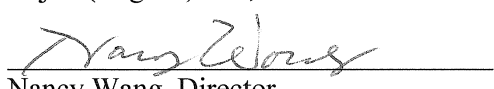
Irma Lam, Chair/Director



Peter Huang, Secretary/Director



Yejun (Eugene) Tan, Director



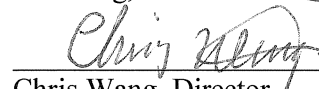
Nancy Wang, Director



Benjing Sun, Vice Chair/Director



Shi Hong, Treasurer/Director

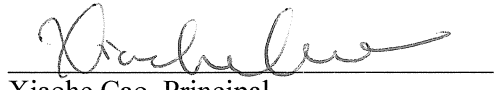


Chris Wang, Director



Shuming Yan, Director

ACKNOWLEDGED.



Xiaohe Cao, Principal



John Zheng, PTA Chair

AMENDMENTS OF BYLAWS

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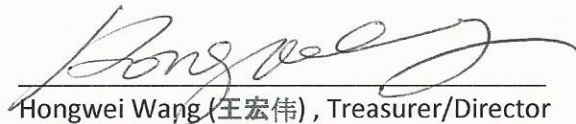
Date: January 9, 2015



Hailin Jiang (蒋海林), Chair/Director



Chenliang Sun (孙晨亮), Vice Chair/Director



Hongwei Wang (王宏伟), Treasurer/Director



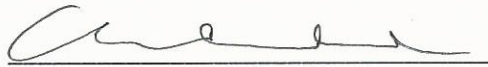
Daniel Ma (马明罡), Secretary/Director



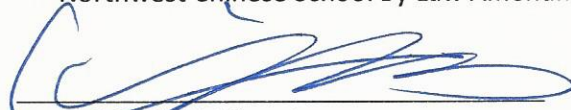
Ronnie He (何蓉晖), Director



Yong Huang (黄勇), Director



Wei Li (李伟), Director



June Chen (陈莉萍), Director



Xuemei Gao (高雪梅), Director

ACKNOWLEDGED



Dong Ma, Principal



Li Xu, PTA Chair



Haiyan Ping, PTA Chair