

BYLAWS OF COLUMBUS CHINESE ACADEMY

October 25, 1998

ARTICLE 1 NAME AND OFFICES

SECTION 1. NAME

The name of this school is COLUMBUS CHINESE ACADEMY, hereinafter referred to as the Academy.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Academy is located in 7323 Foxfield Dr., Reynoldsburg, Franklin County, State of Ohio.

SECTION 3. CHANGE OF ADDRESS

The designation of the county or state of the Academy's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 19____

_____ Dated: _____, 19____

_____ Dated: _____, 19____

SECTION 4. OTHER OFFICES

The Academy may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This Academy 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.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Academy shall be:

Teach the Chinese language to students ranged from Kindergarten (k) to twelfth (12th) grade.

ARTICLE 3 SCHOOL YEAR AND CLASS SCHEDULE

SECTION 1. SCHOOL YEAR

The school year for the Academy shall begin in September. There shall be two (2) semesters per school year and at least sixteen (16) sessions per semester. The dates of each school year that the Academy will be in session shall be determined by the current active Officers.

SECTION 2. CLASS SCHEDULE

Classes are to be held on Saturdays, Sundays, or possibly off-school hours.

ARTICLE 4 STUDENTS

SECTION 1. ADMISSION POLICY

The Academy is open to children and adults who have interests in learning the Chinese language and culture. The minimum age for admission to the kindergarten class is to be determined by the Board of Directors each year.

SECTION 2. NON-DISCRIMINATORY POLICY

The Academy admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its admission policies, education policies, scholarships and loan programs, and athletic and other school-administered programs.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER

The Academy shall have nine (9) directors, including the current active Principal and the current active Chairperson of the Parent Representatives Committee, and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this Academy shall be as follows:

At least two-thirds (2/3) of the Directors in any given year shall be members of the Academy.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Academy, the activities and affairs of this Academy shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of

Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Confirm and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Academy;
- (c) Supervise all officers, agents and employees of the Academy to assure that their duties are performed properly;
- (d) Determine the registration fees per student before the beginning of each semester;
- (e) Pre-approve any single commitment which exceeds \$1000.
- (f) Plan for the long term strategic development of the Academy;
- (g) Meet at such times and places as required by these Bylaws;
- (h) Register their addresses with the Secretary of the Academy, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 5. ELECTION AND TERM OF OFFICE

Each year, one half (1/2) of the directors, whose terms have expired, and any vacancy, whether the vacancy has been temporarily filled or not, shall be elected by the members of the Academy, at the semi-annual membership meeting in October. Each director shall hold office for a period of two (2) years, and may be re-elected for a maximum of two (2) consecutive terms, and until his or her successor is elected and qualifies.

SECTION 6. CHAIRPERSON OF THE BOARD OF DIRECTORS

At the regular meeting of directors held after the election of directors, a Chairperson of the Board shall be elected by the Board of Directors. Voting for the election of the Chairperson of the Board of Directors shall be by written ballot. Each director shall cast one vote. The candidate receiving the highest number of votes shall be elected to serve as the Chairperson of the Board.

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and at all Membership meetings of the Academy.

SECTION 7. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Academy unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of Directors shall be held on the second Sunday of August and January at PM.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Principal, the Vice-Principal, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Academy or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings, No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings, At least one-week prior notice shall be given by the Secretary of the Academy to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of two-thirds (2/3) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or in his or her absence, the Chairperson of the Parent Representative Committee, or in his or her absence, the Principal of the Academy, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Academy shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Principal, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Academy would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be temporarily filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Academy.

SECTION 17. INDEMNIFICATION BY ACADEMY OF DIRECTORS AND OFFICERS

The directors and officers of the Academy shall be indemnified by the Academy to the fullest extent permissible under the laws of this state.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Academy shall be a Principal, a Vice-Principal, a Secretary, a Treasurer, an Officer of Curriculum Affairs, an Officer of Extra-Curriculum Affairs, an Officer of Public Relation, and an Officer of Purchasing and General Administration.

SECTION 2. QUALIFICATIONS

Any current active member of the Academy may serve as officer of this Academy.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the members of the Academy, at the semi-annual membership meeting in May, and confirmed by the Board of Directors. Each officer shall serve for a period of two (2) years until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Principal or Secretary of the Academy. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Academy.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be temporarily filled by the Board of Directors, and shall be approved by the membership in the next Membership meeting. In the event of a vacancy in any office other than that of Principal, such vacancy may be filled temporarily by appointment by the Principal until such time as the Board or the Membership shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRINCIPAL

The Principal shall be the chief executive officer of the Academy and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Academy and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Principal shall preside at all meetings of the officers. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Academy, execute such budgets, deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Principal shall, with the assistance from other officers, assume the responsibilities of hiring all teachers and assistants for the Academy.

SECTION 7. DUTIES OF VICE-PRINCIPAL

In the absence of the Principal, or in the event of his or her inability or refusal to act, the Vice-Principal shall perform all duties of the Principal, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Principal. The Vice-Principal shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

In addition, the Vice-Principal shall:

Administer and coordinate all affairs related to registration of students and members for each semester.

Assist Principal in hiring teachers and assistants for the Academy.

Arrange weekly schedule for officers on duty during school sessions at school ground.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Academy the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Academy or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Academy and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Academy.

Keep at the principal office of the Academy a membership book containing the name and address of each and any members and students, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit within reasonable time to any director of the Academy, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Academy.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors and Principal.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Academy, and deposit all such funds in the name of the Academy in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Academy from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Academy as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Academy's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit within reasonable time the books of account and financial records to any director of the Academy, or to his or her agent or attorney, on request therefor.

Render to the Principal and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Academy.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Prepare the semi-annual budget for the Academy.

Assist Vice-Principal with the registration of students and members.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Academy, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors and Principal.

SECTION 10. DUTIES OF OFFICER OF CURRICULUM AFFAIRS

The Officer of Curriculum Affairs shall:

Organize and preside at all teacher meetings and jointly determine with teachers the progress and teaching goals for the Chinese language classes.

Assign students to class rosters for the Chinese language classes and acquire textbooks and teaching materials for the Chinese language classes.

Oversee the progress of all Chinese language classes and assume the responsibility of the safekeeping of the Chinese language teaching materials.

Assist Principal in hiring Chinese language teachers and assistants.

Assist Chinese language teacher in resolving teaching obstacles and difficulties.

Propose curriculum-related budget for each school year for the Academy.

Coordinate and organize activities related to Chinese language teaching, such as the Public Speech contest.

SECTION 11. DUTIES OF OFFICER OF EXTRA-CURRICULUM AFFAIRS

The Officer of Extra-Curriculum Affairs shall:

Coordinate and organize extra-curricular classes and activities for the Academy.

Assist Principal in hiring extra-curricular teachers and assistants.

Assume the responsibility of the safekeeping of the teaching materials and equipment for extra-curricular classes.

Coordinate and organize the Chinese New Year celebration event and the teacher appreciation event.

SECTION 12. DUTIES OF OFFICER OF PUBLIC AFFAIRS

The Officer of Public Affairs shall:

Ensure the understanding of the Academy's Code of Conducts by students and members and enforce the conformance.

Assist Principal in presenting and representing the Academy to people and events outside the Academy.

Raise funds for the Academy in general, and solicit financial support for Academy-sponsored events.

Assume the responsibility of producing activity announcements and flyers for the Academy-sponsored events.

SECTION 13. DUTIES OF OFFICER OF PURCHASING AND GENERAL ADMINISTRATION

Assume the responsibility of all activities related to purchasing for the Academy. Seek Principal's pre-approval when the purchasing price of any single item exceeds \$100.

Maintain and update the inventory list of major Academy equipment and properties.

Assume the responsibility of the safekeeping of major Academy equipment and properties.

Coordinate the usage of the school ground for the Academy.

SECTION 14. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Academy shall be reasonable and given in return for services actually rendered to or for the Academy.

ARTICLE 7 COMMITTEES

SECTION 1. COMMITTEE OF PARENT REPRESENTATIVES

The Committee of Parent Representatives consists of parent representatives from each and every Chinese language class. Each parent representative shall be elected among members of the representing class. The Chairperson of the committee shall be elected among committee members by a majority vote. The Chairperson of the committee shall hold office for a period of one (1) year.

The committee shall report directly to the Board of Directors. The committee shall ensure all issues and concerns between members, students, teachers, and officers are communicated and resolved in a timely fashion. The committee shall ensure that all Academy-sponsored activities are announced to members and students in a timely fashion. The committee members shall attend the semi-annual membership meetings and encourage the attendance by other members of the representing class.

SECTION 2. OTHER COMMITTEE

The Academy shall have such other committee as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Academy to enter into any contract or execute and deliver

any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Academy by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Academy shall be signed by the Treasurer or by the Principal of the Academy.

SECTION 3. DEPOSITS

All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Academy any contribution, gift, bequest, or devise for the nonprofit purposes of this Academy.

ARTICLE 9 ACADEMY RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF ACADEMY RECORDS

The Academy shall keep at its principal office:

- (a) Minutes of all meetings of directors and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (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 members and students, if any, indicating their names and addresses and the termination date of any membership;
- (d) A copy of the Academy's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Academy at all reasonable times during office hours.

SECTION 2. ACADEMY SEAL

The Board of Directors may adopt, use, and at will alter, an Academy seal. Such seal shall be kept at the principal office of the Academy. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 Academy and shall have such other rights to inspect the books, records and properties of this Academy as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. 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 inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Academy, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Academy, upon written demand on, and payment of a reasonable charge to, the Secretary of the Academy, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Academy or after the date specified therein as of which the list is to be compiled.
- (c) 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 Academy by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this Academy as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. 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 this Academy, to be so prepared and delivered within the time limits set by law.

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

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Academy 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 this Academy 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.

Notwithstanding any other provisions of these Bylaws, this Academy shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Academy shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Academy.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Academy, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Academy shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Academy is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Academy 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 Academy 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

SECTION 1. AMENDMENT

Any amendments and/or changes of these Bylaws shall be submitted by the Board of Directors to the membership for approval. Such proposed amendments and/or changes shall be approved by a majority of two-thirds (2/3) or more from the membership.

ARTICLE 12 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Academy, the provisions of the Articles of Incorporation shall govern.

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.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter,

Corporate Charter, or other founding document of this Academy filed with an office of this state and used to establish the legal existence of this Academy.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

MEMBERSHIP PROVISIONS OF THE BYLAWS OF COLUMBUS CHINESE ACADEMY

ARTICLE 13 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Academy shall have only one class of members. No member shall hold more than one membership in the Academy. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Academy, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this Academy are as follows:

Students who are eighteen (18) years of age or older and is currently enrolled in any Chinese language class offered by the Academy for the current school year;

The parent(s) and/or legal guardian(s) of student who is younger than eighteen (18) years of age and is currently enrolled in any Chinese language class offered by the Academy for the current school year;

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon paying registration fees within thirty (30) days from the start of the current semester, or from the start of the student entering the Academy, whichever occurs later.

SECTION 4. FEES

- (a) A registration fee shall be charged for registering in the Chinese language classes offered by the Academy:
- (b) The registration fees payable to the Academy by members shall be determined by the Board of Directors semi-annually.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the Academy may admit.

SECTION 6. MEMBERSHIP BOOK

The Academy shall keep a membership book containing the name and address of each member and student. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Academy's principal office.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this Academy is not, as such, personally liable for the debts, liabilities, or obligations of the Academy.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her withdrawal of himself or herself, or of all his or her children, from the Chinese language class(es) offered by the Academy, such membership to terminate upon the date of the withdrawal. Any person withdrawn from the Academy shall receive a refund of prorated registration fees already paid for the current semester minus a processing fee.

(2) Upon a failure to renew his or her membership by paying registration fees on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Academy. A member may avoid such termination by paying the amount of delinquent registration fees within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(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 Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Academy. Any person expelled from the Academy shall receive a refund of prorated registration fees already paid for the current semester minus a processing fee.

All rights of a member in the Academy shall cease on termination of membership as herein provided.

ARTICLE 14 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Academy or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of members shall be held on second school session in October at PM., for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by written ballot only. The

annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

A regular meeting of members shall be held on second school session in May at PM., for the purpose of electing officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of officers to be elected shall be elected. The annual meeting of members for the purpose of electing officers shall be deemed a regular meeting

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, the Chairperson of the Parent Representative Committee, or the Principal of the Academy, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Principal, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Academy, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Academy under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of one-quarter (1/4) of the voting members of the Academy.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Academy distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the Academy in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Academy.

Ballots shall be mailed 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 the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board, or, in his or her absence, by the Chairperson of the Parent Representative Committee, or, in his or her absence, by the Principal of the Academy or, in his or her absence, by the Vice-Principal of the Academy or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the Academy shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Academy, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of _____ preceding pages, as the Bylaws of this Academy.

Dated: _____

BYLAWS AMENDMENT 1

The CCA Members approved this amendment to the Bylaws on September 21, 2002. It amends Article VI to add two positions to the current 8-member CCA office that make the total number of CCA officers to 10. The titles and duties of the two new positions are described below:

DUTIES OF OFFICER OF FACILITY MANAGEMENT

Assume the responsibility of the following activities from the Purchasing and General Administration Officer:

1. Prepare the classroom each school day.
2. Monitor the usage of teaching aids and school supplies.
3. Maintain and update the inventory list of major Academy equipment and properties.
4. Assume the responsibility of the safekeeping of major Academy equipment and properties.
5. Coordinate the usage of the school ground for the Academy.

DUTIES OF OFFICER OF GIFT CERTIFICATE

Assume the responsibility to purchase gift certificates from local grocery stores, restaurants, and other potential vendors that may benefit our school and our members.
