

**BYLAWS**

**OF THE**

**SOUTHERN CALIFORNIA**  
**COUNCIL OF CHINESE SCHOOLS**

**Revision D**  
**Revised Oct 18, 2015**

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## REVISION / AMENDMENT RECORD

Rev. Ltr.	Date Released	Description	Approval
A	8-25-90	Reviewed in full, revised, retyped and re- issued. Note: The revised version (in a draft form) was approved by an unanimous vote at the General Assembly meeting held on 5-20- 89. Effectively Date: 9-1-89	
B	3-29-97	Reviewed in full, revised approved by theGeneral Assembly meeting held on 3-29-97. 1. Added a new section (7) to Article VI to allow the President to form an Educational R&D commission for the betterment of SCCCS. 2. Revised Article VII, Section (1), to change the titles of Vice-President/Secretary/Treasurer. 3. Revised Article VII, Section (2), to restrict the President's eligibility for re-election. 4. Revised Article VII, Section (3)a, to increase the members of the Nominating Committee from three members to five members. 5. Revised Article VII, Section (3)b, to increase the maximum number of officer candidates from six to eight. 6. Revised Article VII, Section (3)g, to reflect the title changes of SCCCS officers as stated in change # 1. Notes 1. See revision A, dated 8-25-90, for Bylaws history. 2. The revised version (in a draft form) was approved on March 29, 1997. Effective Date: March 29, 1997	
C	10-11-2014	Reviewed in full, revision approved by the General Assembly Meeting held on 10-11-2014. 1. ARTICLE IV revision : Removal of individual member 2. ARTICLE VI revision : Election and formation of board 3. ARTICLE VII revision: Election of Executive Officers 4. Addition: The Board of administration of SCCCS 5. Addition: Accounting 6. Addition: Finance, Revenue, Expenditure, and Budget 7. Addition: Conflict of Interest Policy and Gifts, Gratuities and Entertainment Effective Date: 10-11-2014	
D	10-18-2015	Reviewed in full, revision approved by the General Assembly Meeting held on 10-18-2015. 1. ARTICLE IV (1) revision: Member schools are classified into two categories - managing members and associate members. 2. ARTICLE V (6) revision: The notification of the General Assembly can now be delivered through electronic mails 3. ARTICLE V (8) revision: The notification of Special Meetings can now be delivered via electronic mails 4. ARTICLE VI (1) revision: The qualification of the candidates of Board Directors 5. ARTICLE VI revision (2): The agenda of board meetings should be delivered prior to the meetings. Effective Date: 10-18-2015	

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**Slogan:** Education, Culture and Our Precious Heritage

**Motto:** In Unity There Is Strength

**ARTICLE I - NAME**

**The name of this corporation is SOUTHERN CALIFORNIA COUNCIL OF CHINESE SCHOOLS, and its abbreviated title is SCCCS.**

**ARTICLE II - PURPOSES**

**The purposes of this organization are:**

- 1) **To promote, propagate and perpetuate Chinese language and culture.**
- 2) **To assist and guide member Chinese schools for their betterment.**
- 3) **To encourage cooperation and to facilitate the interchange of ideas and experiences among member Chinese schools.**
- 4) **To develop cooperation and cultural exchange between member schools and local communities.**

**ARTICLE III - POLICY**

- 1) **The Council shall be a nonprofit, nonpolitical and nondiscriminatory organization.**
- 2) **The name of the Council and the official titles of its officers shall be used solely for carrying out the purpose of the Council and the duties of its officers. The name of the Council shall not be used for any other purposes by any officers or members.**

**ARTICLE IV - MEMBERSHIP**

- (1) **The Council shall consist of school members classified into two categories:**
  - a) **Managing members: those with tax-exempt status under 501(c)(3). These members are furnished with voting rights**
  - b) **Associate members: those not specified in above category. These members are not granted voting rights**
- (2) **School membership in the SCCCS is open to all Chinese schools in Southern California only, unless otherwise approved by the Board of Directors, which are interested in and are willing to support and to carry out the purposes of the Council.**
- (3) **The admission of any such school to membership in the Council will be effected by a simple majority vote of the Board of Directors.**
- (4) **Each school member shall pay nonrefundable annual dues by April 30 of each year and the annual dues shall be determined by the Board of Directors.**
- (5) **If a school member does not pay the dues upon three requests, its membership shall be revoked.**
- (6) **A member of the Council which has persistently violated the Purposes and the Policy contained in the Bylaws may be expelled from the organization by a two-thirds majority vote at a General Assembly meeting upon the recommendation of the Board of Directors.**

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**ARTICLE V - GENERAL ASSEMBLY**

- (1) The General Assembly shall consist of all the members of the Southern California Council of Chinese Schools.
- (2) Each school member shall have one representative in the General Assembly. Each member has one vote.
- (3) The General Assembly shall be the ultimate decision making body of the Council.
- (4) The General Assembly shall receive and consider annual and special reports from the Board of Directors and the Executive Board on the financial status, past activities and the future directions of the Council.
- (5) The powers of the General Assembly include, but are not limited to:
  - a) the election of officers
  - b) the impeachment of officers
  - c) the expulsion of members, and
  - d) amendments to these Bylaws.
- (6) Regular Meetings. The General Assembly shall hold more two regular meetings each year. A notice and agenda of the meeting shall be mailed to members no less than ten days prior to the date of the meeting, in the form of electronic mail, or conventional as evidenced by postmark.
- (7) Special Meetings. Special Meetings of the General Assembly for any purpose or purposes may be called at any time by the President, the Executive Vice-President and another Director, or any three Directors.
- (8) Special Meetings shall be held upon four days' notice via electronic mail; or by first class mail or forty-eight hours' notice given personally or by telephone, telegraph, telex, FAX or other similar means of communication. Any notice shall be documented.
- (9) Quorum. Thirty percent of the active membership of the Council constitutes a quorum. All matters properly brought in question shall be decided by a majority of votes cast, unless they are defined otherwise in the Bylaws.

**ARTICLE VI - BOARD OF DIRECTORS**

- (1) The Board shall be composed of thirteen (13) Directors.
  - a) The candidates of the Directors shall be nominated by current Council members and elected by all the Council members. A candidate shall have the following qualifications:
    - i. Be a principal, former principal, and a representative to the Council of a member of Chinese school or a member of the Executive Board.
    - ii. Willingness to serve
    - iii. The member school shall be a Managing Member specified in Article IV.
  - b) The President, the Vice President, the Secretary, and the Treasurer, hereinafter referred to as the Executive Officers (as defined in ARTICLE VII) shall be elected among the thirteen (13) Board of Directors. The term of the Executive Officers shall be one (1) year.
  - c) The list of the Executive Officers shall be registered with the State of Secretary of the State of California.
  - d) The term of the directorship shall be two (2) year, commencing on August 1st of the year immediately following the General Assembly Meeting election and ending on July 30th of the following year.

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e) After four consecutive years of services (two consecutive terms), the Board Director must also wait a period of one or more years before he/she becomes eligible to serve on the Board again.

f) Of the thirteen Board Directors, six or seven seats shall be available for election every year. The number of available seats shall be determined by the number of Board Directors who shall be relieved from service for the year.

The Directors shall be elected through the following procedures:

- i. The Nominating Committee, consist of all Board of Directors and chaired by the President, shall meet in February and draw up no later than March an election ballot containing candidates of Board of Directors for next school year.
- ii. The official election ballot so prepared shall be mailed in or before March to all members who have paid their dues.
- iii. Each Council member shall return the ballot by mail in or before April. Any ballot post marked after April shall be declared void.
- iv. Any ballot that votes for more than the required number of available seats shall be declared void.
- v. The President shall call a special open meeting of the Board, during which all ballots shall be opened and counted. No ballots shall be opened prior to that time. The candidates who receive the highest number of votes shall be declared the elected new Directors for next school year. In case of a tie vote, the Board shall appoint and fill the office, by majority vote, from the candidates who received the same number of votes.
- vi. The election results shall be mailed to each member no later than May. The cast ballots shall be kept until September 30 of the same year and available for members' inspection during this period.

g) All the relieved Executives Officers shall transfer their duties, activities and documents to the newly elected Executive officers by August 1 of each year. The rules of the transition shall be drafted separately.

h) The Board Directors shall not act as representatives of SCCCS to the communities or business entities without Board authorization. The Board Directors shall obtain written authorization from the President based on the decision of the board, prior to attending events, to represent SCCCS. The attending member(s) shall present a report of the subject event at the next Board Meeting following the event attendance.

(2) The Board of Directors shall be the body that determines the policy and guidelines for the activities organized or sponsored by the SCCCS. It shall be chaired by the President and shall meet at least once every two months. The President may also call for a special meeting.

A notice and agenda of the meeting shall be sent to the members in the form of electronic mail, no less than five days prior to the date of the meeting.

(3) A majority of the Board of Directors shall constitute a quorum at any meeting. Any motion carried shall have a simple majority vote of the members voting thereon.

(4) The President, may form committees and appoint committee chairpersons to execute specific duties. Candidacy for committee chairpersons shall be board members or the official representatives of member schools.

(5) The President may dissolve a committee or remove an individual from the chairperson position.

(6) The President, may form an Educational Research and Development

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- (7) Committe to develop advanced teaching materials and methodology. The Committee chairperson shall be appointed by the President, and may be a member or former board member. Removal of an appointed chairperson or termination of this commission requires the Board of approval.

**ARTICLE VII – OFFICERS**

- (1) The Executive officers of the Board shall consist of a President, a Vice-President, a Secretary and a Treasurer.
- (2) The term of the Executive Officers shall be one school year. Each school year shall consist of 12 months, from August 1 to July 31 of the following year. The Executive Officers, other than the President shall be eligible for re-election to the same position for one consecutive term. The President shall not be eligible for re-election for a consecutive term.
- (3) The Executive Officers shall be elected through the following procedures:
- a) The Nominating Committee, consist of all Board of Directors and chaired by the President, shall meet in February and draw up no later than May 20<sup>th</sup> an election to ballot containing candidates of the new Board of Directors for next school year.
  - b) Once the Board of next term is formed, a board meeting shall be called to nominate Executive Officers for the next term. The next year’s Board shall nominate four candidates, one for each Executive Officer: the President, the Vice-President, the Secretary and the Treasurer. The Secretary and the Treasurer shall then be elected by the next year’s Board, total of thirteen (13) Directors.
  - c) The candidates shall have the following qualifications:
    - i. The Directors of the Board
    - ii. The candidates of the President and Vice-President must have served the Board for one term
  - d) The candidates of the President and Vice-President shall be voted on at the General Assembly Meeting in June. The candidate received the highest number of votes shall be declared the President elect; the other shall be declared Vice-President elect. The election results shall be made public to Council members no later than June 20. The cast ballots shall be kept until September 30 of the same year and available for members’ inspection during this period.
- (4) Vacancies of any positions occurring during a school year shall be filled by vote of the Board of Director for any unexpired portion of the school year. The Board shall fill such vacancies until a successor can be chosen via regular nomination and election as described in Section 3.
- (5) The duties of the officers shall be as follows:
- a) The President shall preside at meetings of the General Assembly, the Board of Directors, and the Executive Board. He or she shall call and conduct these meetings to fulfill the purposes of the Council.
  - b) The Vice President shall assist the President, and shall serve in the absence of the President in all instances to fulfill the duties of the Presidency.
  - c) The Secretary shall keep the minutes of all Board meetings and General Assembly, and shall be the keeper of all official documents of the Council.
  - d) The Treasurer shall be responsible for all financial matters relating to the activities of the Council including, but not limited to, annual tax return, and upon request shall prepare a financial report to the meetings of the Board of Directors and the General Assembly. The responsibilities of the Treasurer shall also:



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- i. Supervise the Finance & Budget of the SCCCS.
  - ii. Develop, audit, and control the annual budget and revenues and expenditures of SCCCS and sign checks of SCCCS.
  - iii. Oversee the procurement procedures of the SCCCS and its subsidiaries
  - iv. Supervise the accounting manager, who will maintain accounting files and keep records of the revenues and expenditures of the SCCCS and its subsidiaries
- (6) The removal of officers shall comply with the following procedures.
- a) An impeachment petition may be submitted to the General Assembly meeting by any member.
  - b) The impeachment petition shall contain documented evidence of the misconduct of the officer(s) being impeached and shall be endorsed by no less than 25% of the Board members.
  - c) A special General Assembly may be called at the discretion of the Board Members to consider the impeachment petition.
  - d) Upon approval by a two-thirds majority vote at the General Assembly meeting, the officer(s) impeached shall be removed immediately.

**ARTICLE VIII – Executive Board**

- (1) The President, the Executive Assistant to the President and all committee chairpersons constitute the Executive Board which is responsible for conducting the daily business of the SCCCS.
- (2) The Executive Board shall meet no less than once every two months and shall be chaired by the President.
- (3) The members present at any meeting shall constitute the quorum for that meeting. Any motion carried shall have fifty percent of the quorum in any meetings.
- (4) The Executive Committees shall include, but not be limited to, the Award Committee, the Culture Committee, the Education Committee, the Funding Committee, the Nominating Committee and the Recreation Committee.
- (5) The Award Committee shall nominate and select distinguished individuals or organizations for awards established by the Board.
- (6) The Culture Committee shall plan and direct all cultural activities of the SCCCS.
- (7) The Education Committee shall plan and coordinate all matters related to the education programs of SCCCS. The Committee shall also assist the member schools in curriculum design and procurement of educational materials.
- (8) The Funding Committee shall be responsible for raising and securing funds for the long term objective towards the establishment of a SCCCS Fund, from which the interest shall be used to support SCCCS activities.
- (9) The Membership Committee shall keep records of all members and be responsible for recruiting and retaining members.
- (10) The Nominating Committee shall conduct business according to Article VII, Section 3 of these Bylaws.
- (11) The Recreation Committee shall be responsible for SCCCS sponsored recreation programs such as the

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annual summer camp.

**(12) Finance, Revenue and Expenditure, and Budget:**

- a) Revenue and Income include: Membership fees, activity fees, advertisement and fundraising, Interest from bank deposits, donations, contributions, and other incomes.
- b) All incomes and expenses must be substantiated with the original invoices or receipts.
- c) All expenses are subject to approval of the Board of Directors.
- d) The annual budget or supplemental budget must be based on the balance of annual income and expenses.
- e) All budgets shall be commenced only for:
  - i) 85% on teaching training & students events
  - ii) 15% on administration expense

**(13) The Board of administration (under Board of Directors) shall be responsible for the operations of the SCCCS business matters, including all events, data& equipment transitioning, maintenance and operation. The managers of the Board of administration shall be elected by the all board members and to the term of two(2) years and may be re-elected for another term and serve for no more than a total of four (4) consecutive years. A previous Director is eligible for candidacy and may be re-elected. The Board of administration is open to all Chinese schools in Southern California, unless otherwise approved by the Board of Directors.**

**ARTICLE IX - AMENDMENTS**

- (1) Any amendments to these Bylaws shall be for the betterment of the SCCCS and/or the majority of the member Chinese schools.
- (2) These Bylaws may be amended according to the following procedures.
  - (a) Proposals for amendments shall be submitted to the Board of Directors in writing no less than 21 days prior to a Board meeting by any member and seconded by one tenth of members.
  - (b) Upon a simple majority vote at the following Board meeting, the proposal for amendments shall be presented to the next General Assembly meeting.
  - (c) Upon a two-thirds majority vote in favor of the proposed amendments at the General Assembly meeting, the amendments shall be incorporated immediately.

**ARTICLE X - ADVISORY BOARD**

All living past Presidents shall be invited by the Board of Directors to serve as members of the Advisory Board.

**ARTICLE XI - INDEMNIFICATION**

- (1) The Board shall have the power to indemnify any person who was or is, involved in, or is threatened by a legal action, by reason of the fact such person works or worked for SCCCS, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such legal action, if such person acted in good faith, in a manner such person believed to be in the best interests of SCCCS and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances

## **Conflict of Interest Policy**

### **Definitions**

- (1) An "Interested Person" is any person serving as an officer (or family member) or anyone else who is in a position of control over SCCCS and its subsidiaries who has a personal interest that is in conflict with the interests of SCCCS and its subsidiaries.**
- (2) A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.**
- (3) A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to SCCCS and its subsidiaries is not a Contract or Transaction.**

### **Gifts, Gratuities and Entertainment**

- (1) Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of SCCCS and its subsidiaries.**