

匹茲堡中文學校

PCS Educational Foundation, Inc.



BYLAWS

Last Amended on May 11, 2008

■ Articles I. Organization

Section I.1. Name.

“The PCS Educational Foundation, Inc.”, (IRS EIN #25-1811018), is the official English name of the school (thereafter referred as “the PCS”). The direct Mandarin translation of Pittsburgh Chinese School is the Chinese name of the PCS.

Section I.2. Mission Statement.

The PCS is a non-profit, non-religious, non-political, and independently educational and cultural institution. The objectives of the PCS are to:

- Operate as a Chinese language school and to prepare multi-ethnic students to meet the challenge of globalization.
- Promote an understanding of Chinese culture and heritage in the community.
- Engage school youth in community services and achieve cultural communication and harmony.

■ Articles II. Membership and Dues

Section II.1. Voting Members

- A parent or guardian of any officially registered student in the PCS.
- A non-minor student registered in a language class.
- The qualified member shall be over eighteen (18) years of age.

Section II.2. Rights of Voting Members.

- Each member is entitled to one vote.
- Each member may hold any elective office.

■ Articles III. Board of Directors

Section III.1. Power and General Responsibilities.

The Board of Directors is the highest governing body of the PCS.

- The total number of the Directors shall not exceed thirteen (13).
- The current and the newly elected board members shall elect Vice Chairperson of the board from the newly elected board members once Vice Chairperson position becomes vacant.

- Vice Chairperson shall assume the office of Chairperson once the term of Chairperson expires or Chairperson resigns.
- Appoint and remove the members of the Honorable Board of Directors. At least three-fourth (3/4) of the votes is required for each appointment or removal decision to become valid.
- Appoint or dismiss the Financial Director, Treasurer, Principal, and Vice Principal of the PCS.
- Ensure that the school operations conform to federal and state laws, and conform to the PCS bylaws and policies.
- Conduct evaluation of Principal, Vice Principal, Financial Director, and Treasurer.
- Set the direction of the PCS' development.
- Make policies and strategic decisions.
- Have general and active management of all the business, property and affairs of the PCS.
- Approve major executive proposals, including budget, financial report, teachers recruiting plan, school curriculum and school operation report.
- Make decisions on the compensation scales of the paid school personnel.
- Monitor and support all PCS operations and finances.
- Form committees for special tasks and designate a chairperson of the committee from the Board members.
- Determine fees and tuition of the PCS.
- All board members share the general responsibilities unless any conflict of interest occurs.

Section III.2. Election of Board Members.

- An election committee, including Secretary, Director and Director-elect of Parent-Teacher Association shall develop a transparent election process for board's approval and conduct the election.
- The Secretary shall mail a slate of candidates and ballot to families with general membership no later than at least ten (10) business days prior to the election.
- The slate of candidates shall be elected by the general membership at the General Membership meeting no later than the last Sunday of April (or at least a week before the PCS commencement).
- Any vote sent via mail should be received by the Secretary no later than the voting deadline announced on the ballot.
- The Chairperson of the board shall announce the results of the election at the same General Membership meeting.

Section III.3. Term.

- The term of office for the directors voted by the general members shall be two (2) school years and may be renewed twice thereafter if continuously re-elected.
- The term of office for the directors appointed by the Board members shall be two (2) school years and may be renewed twice thereafter if continuously re-appointed.
- The two-year term of each director of the Board shall expire within two (2) weeks after the PCS commencement.
- The term of office for Chairperson shall be two (2) school years.

- The term of office for Vice Chairperson shall be two (2) school years.

Section III.4. Vacancy.

- In case of any vacancy in the Board, except for the Principal, a successor to fill the unexpired portion of the term may be elected by a majority vote of the remaining directors.
- In case of the Principal taking leave, the Vice-Principal automatically becomes the Principal, and his/her Principal term lasts until the final day of the previous Principal's term.
- In case of both Principal and vice-Principal taking sudden leave, the Chairperson and the Vice Chairperson take the responsibility of the Principal and the Vice Principal, respectively, until the new Principals are elected.
- The Chairperson of the Board shall be notified of the election result and make announcement to all members of the Board within two (2) weeks following the election.

Section III.5. Resignation, Termination, and Absences.

- Any director may resign at any time by giving a written notice to the Chairperson of the Board two weeks in advance. The Chairperson of the Board shall notify all Board members about the event, and must respond to the resignation request in two weeks.
- A member of the Board shall be automatically removed from the Board after he/she has been absent from two (2) regular meetings of the Board without reasonable explanation within a semester. A member of the Board may be removed without cause by at least three-fourths (3/4) vote of the remaining members. The Secretary of the Board shall, in writing, notify that member of his or her removal.

■ Articles IV. Specific Responsibilities of the Board of Directors.

Section IV.1. Chairperson of the Board

- Oversee the PCS financial management and school operation.
- Issue official letters as a duly authorized representative of the board to other organizations.
- Sign any contracts, leases, legal engagement letters or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws.
- Call and conduct Board meetings.
- Make sure that all orders and resolutions of the board of directors and the committees thereof are carried into effect.
- Supervise the disbursement of all PCS funds.
- Issue appointment letters to new elected or appointed board members.
- Responsible for making the proposal to be voted on and for establishing a reasonable voting deadline.
- Responsible for planning and organizing the General Membership Meeting.

Section IV.2.2. Vice Chairperson of the Board

- In the absence or disability of the Chairperson, perform the duties of the Chairperson.
- Assist the Chairperson of the Board.

- Assist in fund raising activities.
- In the absence of the Secretary, record meeting minutes.

Section IV.2.3. Financial Director

- Oversee financial planning of the PCS.
- Initiate fund raising activities.
- Dispense salary checks **and handle account payables.**
- Have general supervision of the fiscal affairs of the PCS with the assistance of the Treasurer.
- Formulate financial controlling policy and processes.
- Oversee financial activities and prepare financial reports requested by the Board.

Section IV.2.4. Treasurer

- Prepare school budget with the Principals.
- Assist the Financial Director in formulating financial controlling policy and processes.
- Maintain the organization's financial records, prepare statements and reports for the Board meetings, general membership meetings, donors, grantors, and other stakeholders.
- **Reconcile the bank statements and Handle account receivables.**
- **Monitor the Reserve funds and report to the Board before taking any financial decisions and/or actions.**
- Prepare income tax forms for paid personnel and prepare school tax return forms for federal and state tax purposes.
- Cooperate in the conduct of any annual audit of the PCS's financial records by certified public accountants duly appointed by the board.

Section IV.2.5. Secretary

- Record and keep the minutes of all meetings of the members, the board of directors, and any committees of the board of directors in one or more books kept for that purpose.
- Be responsible for the care of the PCS records, stock books and stock ledgers.
- Keep the PCS seal.
- Keep or cause to be kept a register of the address of each member, which address has been furnished to the secretary by such member.
- See that all notices are duly given in accordance with law, the articles, and these bylaws.

Section IV.2.6. Director of Parent-Teacher Association (PTA)

- Plan and organize social, athletic, and cultural seminars and events for parents.
- All seminars should be approved by the Board.
- Coordinate with administrative officers on schedule and facilities required for such seminars and events.
- Call and conduct routine PCS member meetings.

Section IV.2.7. Director of Communication

- Publish newsletters.

- Assist Principal to publish yearbook.
- Maintain school email list.
- Supervise and assist the webmaster to maintain and update the PCS website.
- Oversee materials to be sent via PCS group email list and those to be uploaded to the PCS website.
- In the absence of both the Secretary and Vice Chairperson, record meeting minutes.

Section IV.2.8. Director of School-Wide Activities

- Assist the Principal to conduct school-wide student activity events.
- Organize Chinese New year party, games, prizes, and ticket sale.
- Organize annual summer picnic, games including ticket sale and dispense of prizes.
- Assist the Principal in organizing the Commencement.

Section IV.2.9. Principal

- Responsible for the execution of school operation.
- Responsible for preparing and submitting annual budget of school operations by August 1 of each year for approval by the Board of Directors.
- Act as the head of the PCS campus.
- Responsible for providing report to the Board if there is an inquiry from the Board.
- Responsible for hiring and terminating teachers and administrative personnel, and responsible for conducting their performance evaluation.
- Shall report to the Board before terminating a teacher, an administrative personnel, or a student.
- Responsible for organizing commencement, nominating awards for staff, teachers, and students, and preparing diploma for the graduating students.
- Responsible for preparing and delivering reports to the parent meeting on school activities and education plans.
- Responsible for responding to the parents' inquiry and outside inquiry about PCS matters.
- Based on the guideline provided by the Board, decide the extra-curricular student activities for cultural festivals and community services.
- Approve matters that are accountable for the material fee account, including textbook, fees related to the materials to be used by the language and cultural classes.

Section IV.2.10. Vice Principal

- Assist the Principal in school operation.
- Responsible for writing checks for teacher's reimbursements accountable for material fees upon Principal's approval.
- Assume and perform the duties of the Principal in the event of the absence or incapacity of the Principal.

■ Articles V. School Finance.

Section V.1. The fiscal year of the PCS shall start from January 1 and end on December 31 of the year.

Section V.2. Income and Expenses.

- The PCS shall be supported by the revenue generated by the tuition payment of students, material fees, donations from individuals and organizations, grants from supportive sources, and proceeds from various fund raising.
- All Directors, except the Treasurer, Principal, Vice Principal, and Financial Director, shall serve on a voluntary basis and receive no compensation for time effort; other expense related to duties performed may be compensated. Only the Treasurer, Principal, Vice Principal, Financial Director, teachers and other administrative personnel may be compensated for their services.
- All receipts shall be deposited within ten (10) business days, and all expenses shall be reported and recorded in timely fashion.

Section V.3. Budget.

- The Principal shall present an annual budget of school operations by *August 1* of each year for approval by the Board of Directors.
- All expenditures must be within the budget. Budget reserve shall set aside upon the review of principal's budget by the Treasurer to meet unexpected fund needs.
- No major variation or change in the budget may be permitted without approval of the Board of Directors.

Section V.4. Financial Reports.

- In the first three months of each fiscal year, the Treasurer shall prepare annual financial report of previous fiscal year. Such a report shall itemize all revenue and income received and all expenditures made during the period.
- In each fiscal year, the Treasurer shall provide interim quarterly financial records to the Board of Directors.
- The financial records of the PCS are public information and shall be made available to all members of the Board, the general members of the PCS, and the public.

■ Articles VI. Meetings

Section VI.1. Regular Meetings.

- Regular meetings of the Board shall be held at least once a month for each semester at such time and place as may be determined by the Board.
- Approve last meeting minutes.
- At the end of a school year, new rules that have been voted and passed in that year should be reviewed and placed in the related Manual/Handbook.
- The subcommittee appointed by the Board may hold subcommittee meetings to study issues required for the assigned task.
- Directors who have potential conflicts of interest on matters before the Board, including compensation of paid personnel, major purchases (> \$300)..., shall not participate in discussions regarding or be allowed to vote on such matters. Said Directors shall be excused from the meeting until all such matters have been discussed and a decision has been made.

Section VI.2. Special Meetings.

- Special meetings of the Board may be held at any time and place upon the call of

Chairperson of the Board or at the request of three (3) of the members of the Board.

- A clear agenda of the meeting should be revealed in advance.

Section VI.3. Notice.

- Regular meeting notice with date and agenda shall be given by the Secretary to each director no less than five (5) business days in advance.
- Special meeting with date and agenda shall be given by the Secretary to each director no less than three (3) business days in advance.

Section VI.4. Quorum.

- At least a one-half (1/2) of the Directors shall constitute a quorum.
- If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board unless the act of a greater number is required elsewhere in these bylaws or as determined by the Board for the particular vote.
- In case there is a tie, the current Chairperson will cast a second vote.

Section VI.5. Voting by Electronic Mail.

- The Board of Directors shall be permitted to conduct votes via electronic mail (email) at the discretion of the Board Chairperson, unless at least a one-third (1/3) of the Board members object to email voting on a particular issue.
- Email voting shall not be used as a substitute for in-person deliberation and debate, unless approved by the Board.
- At least a majority of the entire Board must vote before a vote can be considered valid.
- If a vote is taken via email, the fact shall be duly noted in Board records that result from the vote, such as meeting minutes, annual reports, and policy recommendations. The email voting must be made public.

■ Articles VII. PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Section VII.1 Personal Liability of Directors.

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office *and* such breach or failure to perform constitutes self—dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit: (i) the responsibility or liability of such director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with **Section 7.1** of these bylaws shall be prospective only, and neither the repeal or modification of this bylaw nor the adoption of any provision inconsistent with this bylaw shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

■ Articles VIII. Interpretation and Amendments of the Bylaws

- The Board of Director is the sole body of the PCS with the right to interpret the bylaws.
- The bylaws may be amended, altered, or repealed, in whole or in part, or new bylaws

may be adopted by an affirmative vote of at least three-fourths (3/4) of the entire Board, provided, however, that notice of such alteration, amendment, repeal or adoption of new bylaws are contained in the notice of such meeting of the Board of Directors.

- The proposed amendments of Bylaws should be communicated to each member of good standing at least ten (10) business days prior to the meeting.
- In case of a conflict existing between these bylaws and either the Federal or State laws of the US government, the articles in conflict should comply with the Federal or State laws of the US government.
- Amendments of the Bylaws shall be announced by the Chairperson of the Board in the General Membership meeting or any special meeting called for such purpose.
- Any PCS member of good standing may propose amendments to the Bylaws with a petition signed by at least one fourth (1/4) of PCS members. Amendments of the Bylaws may be made by majority votes cast by the members in the General Membership meeting or any special meeting called for such purpose. The proposed amendments of Bylaws should be communicated to each member of good standing at least ten (10) business days prior to the meeting.

■ **Articles IX. Members of the Honorable Board of PCS**

Section IX.1. Power and General Responsibilities.

The Honorable Board is an advisory body of the PCS.

- The members shall elect among themselves the Chairperson and the Vice Chairperson of the Honorable Board every four years.
- Provide advices to the administrative operations of PCS.
- Provide advices to the fundraising activities for the Board of Directors of PCS
- Make recommendations to the school polices and strategic decisions.

Section IX.2. Election of the Honorable Board.

Each member of the Honorable Board is appointed by the Board of Directors of PCS.

Section IX.3. Term.

The term of each member shall be four (4) years and may be renewed thereafter.

Section IX.4. Resignation and Termination

- A member may resign at any time by giving a written notice to the Chairperson of the Honorable Board two weeks in advance.
- The Chairperson of the Honorable Board shall notify the Board of Directors.
- A member may be removed from the Honorable Board before his/her term expires by at least three-fourths (3/4) vote of the Board of Directors.