



Code of Conduct for Board Members 董事行为守则

September 2019

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Generally, the Board of Directors shall abide by the Bylaws, financial policy and other rules and regulations of the Pittsburgh Chinese School and perform duties with reasonable care, good faith and due diligence. The Board of Directors adopt the following Code of Conduct to further guide and regulate conducts of Board members.

匹茲堡中文學校董事會成員的基本責任是遵守匹茲堡中文學校的章程、財務政策及其他規章制度，並謹慎、真誠與努力地履行董事會的職責。董事會採用下列董事行為守則以進一步指導與規範董事會成員的行為。

1. Confidentiality

Board members shall not disclose any confidential information without written authorization of the Board, and shall not intentionally make false or misleading claims about any Board members, any Board meetings or any Board decisions. Confidential information includes non-public information that is designated as confidential or should reasonably be understood as confidential. Detailed discussion at Board meetings and non-public information distributed among Board members for Board meetings are considered as confidential unless the Board decides otherwise.

1. 保密義務

董事會成員不得未經董事會書面批准對外披露任何保密信息，也不得有意散布關於董事會成員、董事會會議或董事會決議的不實或誤導的信息。保密信息包括任何指明需要保密或者應合理認為需要保密的非公開信息。除非董事會決定毋需保密，董事會會議中的討論細節和為董事會會議向董事會成員分發的非公開信息應當屬於保密信息。

2. Prevention of Conflicts of Interest

No Board member shall derive any improper personal profit or gain, directly or indirectly, by reason of his or her service as a Board member. Board members shall disclose, at the earliest opportunity, to the Board personal or professional relationships with any company or individual who has or is seeking a business relationship with the Pittsburgh Chinese School that may result in a conflict of interest. Any Board member having a conflict of interest shall not vote or influence voting to address any related matter, and he or she shall not be counted in determining the quorum for the meeting under the Bylaws.

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2. 防止利益冲突

董事会成员不应当因为其董事的身份直接或间接获得不正当的个人利益。如果董事会成员与匹兹堡中文学校有生意往来或正在寻求建立生意往来的企业或个人之间有可能造成利益冲突的私人或职业上的关系，该董事会成员应当尽早向董事会通报。存在利益冲突的董事会成员不应当在相关事务中投票或者影响投票，而且不应当被计入章程规定的开会应到人数。

3. Active Participation

A Board member is expected to make attendance at board meetings a high priority, actively participate in board meeting discussion, show respect and courteous conduct toward fellow Board members, and support decisions of the Board even when the Board member personally does not agree with the decisions. No Board member shall disrespect, abuse or insult fellow Board members in verbal, written or electronic communications.

3. 积极参与的义务

董事会成员应当优先考虑参加董事会会议，积极参与董事会会议的讨论，尊重并礼貌对待其他董事会成员，即使个人不同意也须支持董事会的决定。任何董事会成员不得口头、书面或在电子通讯中不尊重、谩骂或侮辱其他董事会成员。

4. Prohibition Against Discrimination and Harassment

All forms of discrimination and harassment are prohibited, including discrimination or harassment based on race, color, religious belief, gender, sexual orientation, nationality, age or disability. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by the Board.

4. 禁止歧视与骚扰

中文学校禁止任何形式的歧视和骚扰，包括基于种族、肤色、宗教信仰、性别、性取向、国籍、年龄或残疾等的歧视或骚扰。董事会应当及时与尽可能保密地调查任何对董事会成员的不正当行为的控诉。

5. Disciplinary Action

The Board may take the following disciplinary actions according to the circumstances if a Board member violates the Code of Conduct:

- Warning;
- Suspension from the Board; or

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- Removal from the Board.

The Board may issue a warning to a Board member for violation of the Code of Conduct by at least a majority vote of the rest of the Board members.

The Board may suspend a Board member up to one semester for violation of the Code of Conduct by at least a two-thirds (2/3) vote of the rest of the Board members.

The Board may remove a Board member for violation of the Code of Conduct by at least a three-fourths (3/4) vote of the rest of the Board members.

According to the Bylaws, a Board member shall be automatically removed from the Board after he/she has been absent from two (2) regular meetings of the Board within a semester without reasonable explanation.

5. 纪律处分

如果有董事会成员违反本行为守则，董事会有权根据具体情况采取以下纪律处分：

- 警告；
- 暂时停止董事权限；或
- 开除出董事会。

如果除违反本行为守则的董事会成员之外的其他董事会成员多数通过，董事会有权警告违反守则的董事会成员。

如果除违反本行为守则的董事会成员之外的其他董事会成员至少三分之二（2/3）多数通过，董事会有权暂时停止违反守则的董事会成员的董事权限不超过一个学期。

如果除违反本行为守则的董事会成员之外的其他董事会成员至少四分之三（3/4）多数通过，董事会有权将违反守则的董事会成员开除出董事会。

根据中文学校章程，一个学期内无故缺席两次董事会会议的董事会成员将被自动从董事会中开除。

To avoid any misunderstanding, the Bylaws of the Pittsburgh Chinese School shall prevail if there is any conflict between the Bylaws and the Code of Conduct.

为避免任何误解，如果本守则的规定与中文学校的章程有任何冲突，以中文学校的章程为准。