

匹茲堡中文學校

PCS Educational Foundation, Inc.



BYLAWS

Amended on September 16, 2018

■ Articles I. Organization

Section I.1. Name

“The PCS Educational Foundation, Inc.”, (IRS EIN #25-1811018), is the official English name of the school (hereinafter referred to 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:

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

■ Articles II. Membership

Section II.1. Voting Members

A voting member of the PCS (hereinafter referred to as “Member”) means:

- 1) A parent or guardian of any officially registered student under the age of eighteen in the PCS; or
- 2) An adult student registered in a language class.

Section II.2. Rights of Voting Members

- 1) Each Member is entitled to one vote; and
- 2) Each Member may hold any elective office.

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■ Articles III. Board of Directors

Section III.1. Power and General Responsibilities

The Board of Directors (hereinafter referred to as “the Board”) is the management body of the PCS. The total number of the Directors shall not exceed thirteen (13) and shall not be less than three (3). In the event of the total number of the Directors becoming less than three (3), a special meeting of the Board shall be held pursuant to “Section VI.2. Special Board Meetings” to elect new Directors to the Board.

The Board has the power and responsibility to:

- 1) Appoint or dismiss the Financial Director, Treasurer, Principal, and Vice Principal of the PCS;
- 2) Ensure that the school operations conform to federal and state laws, and conform to the PCS Bylaws and policies;
- 3) Conduct evaluation of Principal, Vice Principal, Financial Director, and Treasurer;
- 4) Set the direction of the PCS’ development;
- 5) Make policies and strategic decisions;
- 6) Have general and active management of all the business, property and affairs of the PCS;
- 7) Approve major executive proposals, including budget, financial report, teachers recruiting plan, school curriculum and school operation report;
- 8) Make decisions on the compensation scales of the paid school personnel;
- 9) Monitor and support all PCS operations and finances;
- 10) Form committees for special tasks and designate a chairperson of the committee from the Directors; and
- 11) Determine fees and tuition of the PCS.

All Directors share the general responsibilities unless any conflict of interest occurs.

Section III.2. Election of Board Directors

- 1) The Board shall appoint an election committee including at least three Directors to develop a transparent election process for the Board’s approval and conduct the election.

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- 2) The Secretary shall provide a slate of candidates and ballot to families of the Members, via mail, electronic mail or other communication means approved by the Board, no later than at least ten (10) business days prior to the election.
- 3) The slate of candidates shall be elected by the Members at the General Membership Meeting no later than the last Sunday of April.
- 4) Any vote sent via mail should be received by the Secretary no later than the voting deadline announced on the ballot.
- 5) The Chairperson of the Board shall announce the results of the election at the same General Membership Meeting.
- 6) No person shall be eligible to become or remain a Director who is a close relative of an incumbent Director. In the event that two or more Directors are or become close relatives, the Board shall vote to remove all but one of such Directors. "Close relative" means spouse, de facto partner, parent, parent-in-law, daughter, son, daughter-in-law, son-in-law, brother, sister, brother-in-law, sister-in-law, grandchild, grandparent, step-parent, step-child, fiancé, fiancée, or guardian.
- 7) No person who is an employee or subordinate of an incumbent Director in another organization shall be eligible to become or remain the Financial Director or Treasurer. In the event that the Financial Director or Treasurer is or becomes an employee or subordinate of an incumbent Director in another organization, the Board shall vote to remove the Financial Director or Treasurer or to remove the incumbent Director.
- 8) Election of Chairperson and Vice Chairperson
 - a) For the school year 2018-2019, the Board shall elect a Vice Chairperson from the incumbent Directors who have at least one (1) year of service experience as a Director.
 - b) Starting from the school year 2019-2020, after the election of the Board of Directors at the General Membership Meeting, the Board of Directors shall elect a Vice Chairperson at a Board meeting, and after one (1) year of service, the Vice Chairperson shall replace the Chairperson unless the majority of the Board votes otherwise.

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Section III.3. Term

- 1) The term of office for the Directors voted by the Members shall be two (2) school years and may be renewed twice thereafter if continuously re-elected.
- 2) The term of office for the Directors appointed by the Board shall be two (2) school years and may be renewed twice thereafter if continuously re-appointed.
- 3) The two-year term of each Director of the Board shall expire by the earlier of (1) the end of two (2) weeks after the PCS commencement or (2) a transition meeting held after the election of the Board for the newly elected Directors to take over responsibilities.

Section III.4. Vacancy

- 1) 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. The Chairperson of the Board shall be notified of the election result and make announcement to all Members within two (2) weeks following the election.
- 2) 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.
- 3) In case of both the Principal and the Vice Principal taking leave, the Chairperson and the Vice Chairperson take the responsibility of the Principal and the Vice Principal, respectively, until a new Principal and a new Vice Principal are elected.

Section III.5. Resignation, Termination, and Absences

- 1) 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 Directors about the event and must respond to the resignation request in two weeks.
- 2) A Director 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 Director may be removed without cause by at least three-fourths (3/4) vote of the remaining Directors. The Secretary of the Board shall, in writing, notify that Director of his or her removal.

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■ Articles IV. Specific Responsibilities of the Board of Directors

Section IV.1. Chairperson of the Board

- 1) Oversee the PCS financial management and school operation;
- 2) Issue official letters as a duly authorized representative of the Board to other organizations;
- 3) 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;
- 4) Call and conduct Board meetings;
- 5) Make sure that all orders and resolutions of the Board of Directors and the committees thereof are carried into effect;
- 6) Supervise the disbursement of all PCS funds;
- 7) Issue appointment letters to new elected or appointed Directors;
- 8) Responsible for making the proposal to be voted on and for establishing a reasonable voting deadline;
- 9) Be responsible for planning and organizing membership meetings; and
- 10) Communicate with Vice Chairperson regularly on school matters.

Section IV.2. Vice Chairperson of the Board

- 1) In the absence or inability of the Chairperson, perform the duties of the Chairperson;
- 2) Assist the Chairperson of the Board;
- 3) Assist in fund raising activities;
- 4) In the absence or inability of the Secretary, record meeting minutes;
- 5) Conduct semester audits of the PCS' financial records;
- 6) Manage scholarships established by the Board and review and process scholarship applications with the assistance of the Director of Parent-Teacher Association; and
- 7) Review and process financial aid applications with the assistance of the Director of Parent-Teacher Association.

Section IV.3. Financial Director

- 1) Oversee financial planning of the PCS;

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- 2) Initiate fund-raising activities;
- 3) Dispense salary checks and handle account payables;
- 4) Have general supervision of the fiscal affairs of the PCS with the assistance of the Treasurer;
- 5) Formulate financial controlling policy and processes; and
- 6) Oversee financial activities and prepare financial reports requested by the Board.

Section IV.4. Treasurer

- 1) Prepare school budget with the Principals;
- 2) Assist the Financial Director in formulating financial controlling policy and processes;
- 3) Maintain the organization's financial records;
- 4) Prepare statements and reports for the Board meetings, General Membership Meetings, donors, grantors, and other stakeholders;
- 5) Reconcile the bank statements and Handle account receivables;
- 6) Monitor the Reserve funds and report to the Board before taking any financial decisions and/or actions;
- 7) Prepare income tax forms for paid personnel and prepare school tax return forms for federal and state tax purposes; and
- 8) Conduct annual audit of the PCS' financial records.

Section IV.5. Secretary

- 1) 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;
- 2) Be responsible for the care of the PCS records, stock books and stock ledgers;
- 3) Keep the PCS seal;
- 4) 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; and
- 5) See that all notices are duly given in accordance with law, the articles, and these Bylaws.

Section IV.6. Director of Parent-Teacher Association (PTA)

- 1) Plan and organize social, athletic, and cultural seminars and events for parents, where all seminars/events shall be approved by the Board;

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- 2) Coordinate with administrative officers on schedule and facilities required for such seminars and events;
- 3) Call and conduct routine PCS Member Meetings; and
- 4) Assist the Vice Chairperson to review and process scholarship applications and financial aid applications.

Section IV.7. Director of Communication

- 1) Prepare and publish news articles;
- 2) Maintain school email list;
- 3) Supervise the webmaster to maintain and update the PCS website;
- 4) Oversee materials to be sent via PCS group email list and those to be uploaded to the PCS website; and
- 5) In the absence or inability of both the Secretary and Vice Chairperson, record meeting minutes.

Section IV.8. Director of School-Wide Activities

- 1) Assist the Principal to conduct school-wide student activity events;
- 2) Organize Chinese New Year party, games, prizes, and ticket sale with the Principal and the Vice Principal;
- 3) Organize annual summer picnic, games including ticket sale and dispense of prizes; and
- 4) Assist the Principal in organizing the Commencement.

Section IV.9. Principal

- 1) Be responsible for the execution of school operation;
- 2) Be responsible for preparing and submitting annual budget of school operations by August 31 of each year for approval by the Board of Directors;
- 3) Act as the head of the PCS campus;
- 4) Be responsible for providing report to the Board if there is an inquiry from the Board;
- 5) Be responsible for hiring and terminating teachers and administrative personnel, and responsible for conducting their performance evaluation;
- 6) Report to the Board before terminating a teacher, administrative personnel, or a student;

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- 7) Be responsible for organizing commencement, nominating awards for staff, teachers, and students, and preparing diploma for the graduating students;
- 8) Be responsible for preparing and delivering reports to the parent meeting on school activities and education plans;
- 9) Be responsible for responding to the parents' inquiry and outside inquiry about PCS matters;
- 10) Based on the guideline provided by the Board, decide the extra-curricular student activities for cultural festivals and community services;
- 11) Approve matters that are accountable for the material fee account, including textbooks, fees related to the materials to be used by cultural classes; and
- 12) Communicate with the Vice Principal regularly on school matters.

Section IV.10. Vice Principal

- 1) Assist the Principal in school operation;
- 2) Assume and perform the duties of the Principal in the event of the absence or inability of the Principal;
- 3) Organize and manage cultural classes; and
- 4) Organize cultural activities approved by the Board.

■ **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

- 1) 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.
- 2) All Directors, except the Treasurer, Principal, Vice Principal, and Financial Director, shall serve on a voluntary basis and receive no compensation for time and 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.

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- 3) All receipts shall be deposited within ten (10) business days, and all expenses shall be reported and recorded in a timely fashion.

Section V.3. Budget

- 1) The Principal shall present an annual budget of school operations by August 31 of each year for approval by the Board of Directors.
- 2) 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.
- 3) No major variation or change in the budget may be permitted without approval of the Board of Directors.

Section V.4. Financial Reports

- 1) 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.
- 2) In each fiscal year, the Treasurer shall provide interim quarterly financial records to the Board of Directors.
- 3) The financial records of the PCS are public information and shall be made available to all Directors of the Board, the Members of the PCS, and the public.

■ Articles VI. Board Meetings

Section VI.1. Regular Board Meetings

- 1) 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.
- 2) Approve last meeting minutes.
- 3) 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.
- 4) The subcommittee appointed by the Board may hold subcommittee meetings to study issues required for the assigned task.
- 5) A Director who has potential conflicts of interest on matters before the Board, including compensation of paid personnel, major purchases (> \$100)..., shall not participate in discussions regarding or be allowed to vote on such matters. Said Director shall be

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excused from the meeting until all such matters have been discussed and a decision has been made.

Section VI.2. Special Board Meetings

- 1) 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 Directors of the Board.
- 2) A clear agenda of the meeting should be revealed in advance.

Section VI.3. Notice

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

- 1) At least one-half (1/2) of the Directors shall constitute a quorum.
- 2) 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.
- 3) In case there is a tie, the current Chairperson will cast a second vote.

Section VI.5. Voting by Electronic Mail

- 1) The Board of Directors shall be permitted to conduct votes via electronic mail (email) at the discretion of the Board Chairperson, unless at least one-third (1/3) of the Board Directors object to email voting on a particular issue.
- 2) Email voting shall not be used as a substitute for in-person deliberation and debate, unless approved by the Board.
- 3) At least a majority of the entire Board must vote before a vote can be considered valid.
- 4) 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.

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■ **Articles VII. PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE**

Section VII.1 Personal Liability of Directors

A Director of the PCS 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 the Director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with Section VII.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 PCS existing at the time of such repeal or modification or the adoption of such inconsistent provision.

■ **Articles VIII. Interpretation and Amendments of the Bylaws**

- 1) The Board is the sole body of the PCS with the right to interpret the Bylaws.
- 2) The Board or at least one fourth (1/4) of PCS Members of good standing may propose to amend, alter or repeal the Bylaws, and such amendments of the Bylaws may be made only upon a resolution passed at a General Membership Meeting. The Board shall communicate the proposed amendments of the Bylaws to each Member of good standing at least ten (10) business days prior to the General Membership Meeting.
- 3) In case of a conflict existing between certain articles in these Bylaws and either the Federal or State laws of the US, such articles shall be amended as soon as possible to comply with the Federal or State laws of the US.

■ **Articles IX. Membership Meetings**

The ultimate governing power of the PCS vests in all Members.

Section IX.1. General Membership Meeting

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An annual General Membership Meeting shall be held at a specific date and time set by the Board (no later than the last Sunday of April) to elect new Directors, to amend, alter or repeal the Bylaws, or to report or obtain approval of other important matters as recommended by the Board.

Section IX.2. Special Membership Meeting

A Special Membership Meeting may be called by the Board for any purpose other than the election of new Directors and the amendment of the Bylaws.

Section IX.3. Place of Membership Meetings

The Board of Directors may designate any place for any membership meeting.

Section IX.4. Notice of Meetings

- 1) Notice for the General Membership Meeting with date, time and agenda shall be given by the Board to the Members no less than ten (10) business days in advance.
- 2) Notice for the Special Membership Meeting with date, time and agenda shall be given by the Board to the Members no less than five (5) business days in advance.

Section IX.5. Quorum

One tenth (1/10) of the total number of Members constitutes a valid voting quorum.

Section IX.6. Voting at Membership Meetings

- 1) Each Member shall be entitled to one vote, and no voting by proxy is permitted unless it can be certified by a written consent.
- 2) Members can cast votes in person at membership meetings.
- 3) The Board may set up alternative means and a voting deadline for the Members who cannot attend membership meetings in person to cast votes, such as mail, electronic mail, and electronic polls. The Board shall inform the Members such alternative means no less than ten (10) business days prior to the voting deadline. Any vote cast via the alternative means shall be counted as long as such vote is received by the Secretary no later than the voting deadline.

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- 4) If a valid voting quorum is reached, a majority of the votes casted by the Members is required to pass any resolution.

Section IX.7. Membership Meetings Minutes

The Board shall record the proceedings of any membership meetings. Minutes shall be made publicly available to Members.

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Revision History of the Bylaws

- September 16, 2018 - main revisions:
 - Addition of a lower limit on the number of Directors (Section III.1)
 - Amendment to formation of the election committee (Section III.2.1)
 - Addition of conflicts of interests provisions (Section III.2.6-7)
 - Amendment to election/term of Chairperson and Vice Chairperson of the Board of Directors (Section III.2.8)
 - Amendment to term of Directors (Section III.3.3)
 - Amendment to responsibilities of Vice Chairperson (Section IV.2.5-7)
 - Amendment to responsibilities of Director of PTA (Section IV.6.4)
 - Amendment to responsibilities of Vice Principal (Section IV.10.3-4)
 - Shift of power to change the Bylaws from the Board to the General Membership Meeting (Article VIII.2)
 - Removal of “Article IX: Members of the Honorable Board of PCS”
 - Addition of terms on General Membership Meetings and Special Membership Meetings (new Article IX)