

THE CONSTITUTION OF THE AMERICAN CHINESE SCHOOL OF GREATER DETROIT

(Established on September 25, 1976)

PREAMBLE

The American Chinese School of Greater Detroit is a non-profit educational institution dedicated to the teaching of Chinese language and culture, to interested residents in the Greater Detroit area. The School was conceived in the belief that gaining a knowledge of the Chinese language and culture by our young people, and especially by those of Chinese ancestry, shall aid them in the appreciation and enrichment of our pluralistic cultural heritage.

The School was first started in the fall of 1972 by several families in the suburbs of Detroit as a cooperative venture for their children to learn elementary Chinese. It relied on voluntary and active participation of the parents in teaching and preparation of instruction material, and on equitable sharing of the expenses and of the administrative and other duties, the last with help by the students. And the students, mostly of high school age or younger, also made valuable suggestions, directly or indirectly, regarding the teaching method and the content of the instruction material. This cooperative effort has persevered and contributed to the growth of the school. The Bylaws described below are based on the spirit and experience of this cooperative venture from which the present School has evolved.

The School shall not operate in lieu of the Compulsory School Attendance Law and shall not award credit, degree, diploma or other symbol of achievement.

THE BYLAWS OF THE AMERICAN CHINESE SCHOOL OF GREATER DETROIT

(As Amended on November 14, 1987)

The School is served by a Parents Council, a Board of Trustees and an Administrative Committee. The Board of Trustees has the main responsibility to review and determine the direction and the policy of the School. The Administrative Committee has the responsibility for the routine operation of the School. Both the Board of Trustees and the Administrative Committee are elected by the Parents Council, which has also the responsibility to amend the Bylaws as needs arise.

ARTICLE I - THE PARENTS COUNCIL

- 1.1 The parents of the students registered at the School--the latter shall be hereafter referred to as the student body--and the parents of the alumni residing in the Greater Detroit area constitute the members of the Parents Council.
- 1.2 The Parents Council shall meet twice each year, once during the fall and once during the spring session.
- 1.3 Special meetings of the Parents Council may be convened upon the request by a majority of the parents of any one class of the School.
- 1.4 The meetings of the Parents Council shall be convened by the Board of Trustees, except the first Parents Council which will be convened by an ad hoc committee.
- 1.5 The quorum for the Council's meeting shall consist of such members of the Council representing a majority of the families of the student body.
- 1.6 In the Council's business meeting each member present shall be entitled to one vote.
- 1.7 The Parents Council shall elect the Board of Trustees and the Administrative Committee as described in Articles II and III.
- 1.8 The Parents Council shall approve the School's annual budget and shall determine the number of members to serve on the Board of Trustees.
- 1.9 Each member of the Council shall take an active interest in the School and shall participate in the School's activities as often as possible.
- 1.10 The Parents Council may recall a member on the Board of Trustees or an officer on the Administrative Committee whose conduct of his(her) elected duties shall be found, by a three fourths majority vote of the Council, to be contrary to the achievement of the School's objectives.

ARTICLE II - THE BOARD OF TRUSTEES

- 2.1 The Board of Trustees shall consist of eleven members:
- Principals of the last and present school years
 - Faculty representative
 - Two elected members of the Class Representatives Council as described in Article V
 - Six members to be elected by the Parent Council
- To ensure continuity of the Board of Trustees, the Parent Council shall elect three of the six members at the Spring Meeting.
- 2.2 The parents of the student body and of the alumni, the faculty, the alumni, members of the senior class and other qualified persons nominated by at least three members of the Parents Council are eligible to serve as Trustees.
- 2.3 Each member of the Board of Trustees shall each serve a two-year term except for the member from the faculty and the two members from the Class Representatives Council, who shall serve a one-year term.
- 2.4 The Board of Trustees shall establish the following six committees: finance, recruiting of students and faculty, curriculum, fund raising, public relations, and nomination.
- 2.5 Vacancy in the membership of the Board of Trustees not due to term expiration shall be filled by a special meeting of the Board of Trustees from candidates nominated by the Nominating Committee as described in Article IV. The meeting shall be held promptly to ensure the continuity of the Board.
- 2.6 The Trustees shall keep themselves informed of the concerns of the separate groups they represent, and shall work with the Administrative Committee to alleviate such concerns.
- 2.7 The Board of Trustees shall meet at least four times each year, once before and once after each semi-annual meeting of the Parents Council.
- 2.8 The Board's meeting shall be open to all members of the Parents Council, the faculty and the student body.
- 2.9 The quorum for the Board's meeting shall consist of a two third of the Board's membership.
- 2.10 The Board shall elect to have one of its members to chair its meetings.
- 2.11 A member of the Board who shall have been absent from two successive Board meetings without prior notice shall be considered to have resigned.

ARTICLE III - THE ADMINISTRATIVE COMMITTEE

- 3.1 The Administrative Committee shall consist of following core positions: the Principal, the Vice-Principal of Treasurer, the Vice-Principal of Chinese Education, the Vice-Principal of Culture Education, the Vice-Principal of Operation Management.
- 3.2 The Principal shall be nominated by the Board of Trustees and elected at the annual spring meeting of the Parents Council, and serve a one-year term for the coming school year. The successive service years of the Principal shall not exceed three years.
- 3.3 The student body and members of the Board of Trustees (except the present principal) and members of the Class Representatives Council may not serve as officers of the Administrative Committee.
- 3.4 Vacancy in the Committee's membership due to resignation shall be filled by appointment by the Board of Trustees until the next election.
- 3.5 The Committee shall serve all the administrative and supervisory needs of the School with the participation of the faculty and the student body.
- 3.6 The Committee shall prepare the annual budget for each coming school year which shall be reviewed with the Board of Trustees for approval by the Parents Council.
- 3.7 The individual responsibilities for the four officers of the Committee shall be such that the officers serve, respectively, as the principal, the treasurer, the secretary and the staff administrator of a public school
- 3.8 The officers of the Committee shall attend the meetings of the Board of Trustees as regularly as necessary to maintain close communication and exchange of ideas to serve the school efficiently.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

- 4.1 The nominating committee shall consist of at least three members, one of them a member of the Board of Trustees.
- 4.2 Only persons as described in paragraph 2.2 of this By-laws may serve on the nominating committee, hereafter referred to as the committee.
- 4.3 At least one half of the committee's members shall be persons who are not current officers of the School.
- 4.4 The committee shall nominate candidates to serve on the Administrative Committee for the following school year.
- 4.5 The committee shall nominate candidates to fill the vacancies in the Board of Trustees not due to term expiration.

- 4.6 The committee shall present its recommendation of the candidates to the Board of Trustees at least one month before the Spring meeting of the Parents Council. Thereby the committee shall have discharged its duty and thereafter it shall become duly dissolved.
- 4.7 After the election of the Spring meeting of the Parents Council the committee shall have fulfilled its duty and its members shall become relieved unless they shall be reappointed by the Board of Trustees to serve on the committee for the nomination of the School's officers for the following year.
- 4.8 The committee shall assist, when such assistance shall have been requested, the parents of the School's class(es) to elect their representative(s) to serve on the Class Representatives Council as described in Article V.

ARTICLE V - CLASS REPRESENTATIVES COUNCIL

- 5.1 Parents of each class shall elect, in the fall session, a class representative to form the Class Representatives Council.
- 5.2 Two members of the Class Representatives Council shall be elected by the Council to serve as members of the Board of Trustees.

ARTICLE VI – AMENDMENT OF THE BYLAWS

- 6.1 The Bylaws may be amended by a two third majority vote of the parents attending the Parents Council Meeting.

ARTICLE VII – SCHOOL FACILITY FOUNDATION

The School Facility Foundation is established to raise funds for school facility acquisition and rental. This section of Bylaws described below is to define the responsibility and function of the fund raising committee and to serve as a guideline for the fund management.

- 7.1 **Committee Name.** The committee is named as the Facility Fund Raising Committee of American Chinese School of Greater Detroit, which is abbreviated as ACSGD Facility Fund Raising Committee or ACSGD_FFRC. Facility Fund Raising Committee of American Chinese School of Greater Detroit is thereafter called “the Fund Committee”.
- 7.2 **Function.** The Fund Committee shall exercise its power and authority to coordinate, plan and execute fund raising activities and to manage the fund. The Fund Committee Chairman shall report its activities and progress to the Board of Trustees of ACSGD on a regular basis.

- 7.3 Meetings. The Fund Committee shall meet at least four times each year to exchange ideas and make plans. All meetings shall be open to the members of the Board of Trustees, the Administrative Committee, and Parents of ACSGD.
- 7.4 The Fund Committee Chairman. The Fund Committee shall elect its Chairman in winter/spring semester. The Chairman shall name a secretary after the election. The Fund Committee Chairman shall chair all committee meetings and the secretary shall take meeting minutes and keep decision records.
- 7.5 Election and Term. The Board of Trustee and the current Fund Committee members elect the Chairman and new committee members together every two years. The elected Chairman shall serve a term of two years and hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation. The elected Chairman can serve for a maximum of two successive terms.
- 7.6 Quorum and Voting. A majority of the number (two thirds) of the Fund Committees fixed by these Bylaws shall constitute a quorum for the decision. The act of voting by the committee members present at a meeting at which a quorum is present shall be the act of the Fund Committees.
- 7.7 The Fund Committee Members. The Fund Committee shall consist of seven members:
- One member shall be current member of the Board of Trustees, and serve one year in the Committee.
 - One member shall currently serve at the Administrative Committee, and serve one year in the Committee.
 - Other five members including the Committee Chairman shall not simultaneously serve at either the Board of Trustees or the Administrative Committee, and must serve for at least two years.

The total number of the Fund Committee members shall be an odd number. The members shall understand the nature of the activity for fund raising and shall serve for a three-year term. Each member can serve for a maximum of two successive terms.

- 7.8 Vacancies. Any vacancy occurring in the Fund Committee, including any vacancy created by reason of an increase in headcount, may be filled by the affirmative vote of a majority of the remaining Fund Committee members and the Board of Trustees though less than a quorum of the Fund Committee members. A Fund Committee member elected to fill a vacancy shall hold office only until the next election of the Fund Committee member.
- 7.9 Absent in the Fund Committee Meeting. If a Fund Committee member is absent himself/herself in a Committee meeting without submitting a proxy with a signature and date, his/her vote shall be considered as abstain, and action on any committee matter shall be assented to the action based on the majority of the rest votes. A member of the Fund

Committee who shall have been absent from two successive meetings without prior notice shall be considered to have resigned automatically.

- 7.10 Presumption of Assent. A member who is present at a meeting of the Fund Committee at which action on any committee matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.
- 7.11 Fund Usage. The fund shall be used for **ACSGD facility acquisition only**. Any other usage of the fund shall be approved, by a majority (two thirds) of the voting power, by each of the Board of Trustee, the ACSGD Facility Fund Raising Committee, and ACSGD Administrative Committee.
- 7.12 Dissolution. The Fund Committee shall be dissolved if failure to raise enough fund to acquire a facility for ACSGD after many years of efforts. The Fund Committee, and Board of Trustees of ACSGD, by a vote of the majority of both the Fund Committee and Board of Trustees, shall elect to terminate the Fund Committee. Under Michigan Law, upon the dissolution all assets of the foundation shall be donated to another non-profit organization elected by trustees. **THE FUND SHALL NEVER BE DISTRIBUTED AMONG THE ENROLLED ACSGD FAMILIES UNDER ANY CONDITIONS.**
- 7.13 Amendment. This section of Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority (two thirds) of the voting power of the Board of Trustees making such resolution; and, thereafter, submitting the said altered, amended, repealed and new Bylaws to a specially called meeting, at which meeting all Fund Committee members, the Board of Trustees and Administrative Committee members of ACSGD entitled to vote, represented in person or by proxy, shall have approved or disapproved.