

CONSTITUTION

ARTICLE I - NAME

This Association shall be named THE CHINESE CULTURAL ASSOCIATION OF GREATER PHILADELPHIA (CCAGP), herein referred to as the Association.

ARTICLE II - PURPOSE

The Association is established in dedication to these goals:

1. To promote the understanding and appreciation of Chinese culture and heritage.
2. To provide a bi-lingual educational program for the children of Chinese-Americans; and
3. To sustain and maintain THE MAINLINE CHINESE SCHOOL.

ARTICLE III - MEMBERSHIP

1. Any individual of lawful age who supports the goals of the Association is eligible for membership regardless of sex, race or nationality;
2. Parent(s) of children who enroll in the MAINLINE CHINESE SCHOOL are automatic member(s) of the Association.

ARTICLE IV - NATURE OF ORGANIZATION

The Association is a non-profit and non-political organization under the laws of the United States of America. All assets and income of the Association shall be used in fulfillment of the goals set forth, and, in such a manner as to conform to the codes and regulations of the United States Internal Revenue Service concerning the status and function of non-profit organization.

ARTICLE V - MEMBERSHIP MEETINGS

1. The membership meeting shall be the supreme authority of the Association. The meeting shall be held annually with a date set in advance, and shall be referred to as the ANNUAL MEMBERSHIP MEETING.
2. The ANNUAL MEMBERSHIP MEETING shall discuss and resolve all policy matters and other important matters of the Association; and it shall elect directors to form the BOARD OF DIRECTORS of the Association, herein referred to as the BOARD.
3. The ANNUAL MEMBERSHIP MEETING shall appoint a Nomination Committee to submit to the BOARD candidates for the position of the principal of the MAINLINE CHINESE SCHOOL, herein referred to as the SCHOOL. The principal shall have the authority and responsibility to conduct all the business of the SCHOOL.

4. Special Membership Meeting may be called within thirty (30) days upon the request of the Board or upon the written request from at least 25% of the general membership.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall be the executive body of the Association. The Board shall have the authority and responsibility of conducting all business concerning the Association. It shall appoint, or reappoint, the principal of the school. The members of the Board shall consist of the following persons:

1. All directors elected by the ANNUAL MEMBERSHIP MEETING; and
2. The principal of the MAINLINE CHINESE SCHOOL.

ARTICLE VII - ANNUAL REPORT

The Board of Directors shall make an annual report on the state of the Association at the ANNUAL MEMBERSHIP MEETING.

ARTICLE VIII - RESOLUTIONS

All businesses of the Association shall be resolved by a simple majority vote. The adoption of the status of IMPORTANT MATTER shall be by a simple majority; the resolution on the MATTER shall be by at least two-thirds majority.

ARTICLE IX - BY-LAWS

The transaction of all businesses of the Association shall adhere to the BY-LAWS of the Association. The BY-LAWS shall not be in conflict with the CONSTITUTION of the Association. Amendments to the BY-LAWS shall be made by the Board of Directors and approved by a majority vote at the ANNUAL MEMBERSHIP MEETING.

ARTICLE X - EFFECTIVENESS

This CONSTITUTION shall become effective upon the adoption by a simple majority vote at the FOUNDING MEMBERSHIP MEETING. Amendments henceforth shall be proposed in writing by no less than 10% of the general membership, and submitted to the Board of Directors at least thirty (30) days prior to an ANNUAL MEMBERSHIP MEETING. Adoption of the Amendment(s) shall be voted by no less than 50% of the general memberships, and resolved by no less than two-thirds majority of those who participated in voting. Voting by proxy or by mail shall be permitted.

ARTICLE I - OFFICE

1. The registered office of the Association shall be at Radnor, Pennsylvania.
2. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require.

ARTICLE II - MEMBERS

1. Regular members shall be elected by a two-thirds vote of the Board of Directors and shall have the following qualification: any individual who supports the purposes and goals of the CCAGP and who is of good character and behavior. Parents of children who enroll in the Mainline Chinese School are automatic members.
2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members and the procedure and forms for making application for membership. The Board of Directors may establish from time to time such other non-voting classes of membership with such privileges and obligations as the Board deems appropriate.
3. The Board of Directors, by a two-thirds vote, may suspend or expel a member for cause after an appropriate hearing.
4. Upon written request signed by a former member, the Board may, by a two-thirds vote, reinstate such former member to membership.
5. Membership in this Association is not transferable or assignable.

ARTICLE III - MEETINGS OF MEMBERS

1. Meetings of the members shall be held at the Mainline Chinese School, or such other place or places when called by the Board of Directors.

2. The Annual Membership Meeting shall be held on the third Saturday of April of each year, or other day decided by the Board. If the annual meeting was not held within six months after the designated time, any member may call such meeting.

3. Special meetings of the members may be called at any time by a two-thirds vote of the Board, or by at least twenty-five percent (25%) of all members of the association, upon a written request to the Board. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least 10 days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 25% of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings,

although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting.

6. Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Association.

7. Every member of the Association shall be entitled to one vote. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Association. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the Association or its property, shall cease on the termination of his membership.

8. (a) Election for directors must be by ballot. Proxy votes for directors may be made by mailing a proxy ballot directly to the Secretary and received by him at least two days before the scheduled meeting. Proxy ballots giving a member the option to vote by proxy shall be provided with the Meeting Notice.

(b) Voting on issues other than the election of directors may be by ballot, mail or any reasonable means determined by the Board of Directors.

9. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE IV - DIRECTORS

1. The business and affairs of this Association shall be managed by its Board of Directors, seven (7) to nine (9) in number, who shall be natural persons of full age who need not be residents of this Commonwealth but who shall be members of this Association. All members of the Board of Directors, except the Principal of the Mainline Chinese School who is automatically a member of the Board, shall be elected by members of the Association at the annual membership meeting. The appointment and removal of the Principal of the Mainline Chinese School shall be governed by Article VII of this By-Law. All other directors of the Board shall be elected for the term of two years and until his (her) successor shall be elected and shall qualify. The terms of the elected directors shall be staggered so that approximately one-half of the directors stand for election at each annual membership meeting.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. (a) The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, as a majority of the directors may from time to time appoint, or as may be designated in the notice

calling the meeting.

(b) The Board shall hold at least four (4) regular meetings each year.

(c) A special Meeting of the Board shall be held upon the written request of any three (3) members of the Board to the Secretary.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.

5. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting of which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Association.

6. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Association. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

(a) The submission to members of any action required by statute to be submitted to the members for their approval.

(b) The filling of vacancies in the Board of Directors.

(c) The adoption, amendment or repeal of the By-Laws.

(d) The amendment or repeal of any resolution of the Board.

(e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.

7. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

8. (a) The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

(b) Elected directors may be removed from office by a two-thirds vote of the remaining Directors after written notice of the proposed removal has been given to the subject Director at least ten (10) days in advance of the proposed removal action.

9. Directors shall not be entitled to any compensation for serving in the capacity of Director.

ARTICLE V - OFFICERS

1. The executive officers of the Association shall be chosen by the Directors from among themselves, and shall be a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Association may require. The executive officers shall be natural persons of full age. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the

By-Laws and as shall from time to time be prescribed by the Board of Directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

3. The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the Association; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Association. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

5. The Secretary shall attend all sessions of the Board and all meeting of the members and act as clerk thereof, and record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President,

under whose supervision he shall be. He shall keep in safe custody the Association seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the moneys of the Association in a separate account to the credit of the Association. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

7. Officers shall not be entitled to any compensation for serving in the capacity of officers of the Association.

ARTICLE VI - VACANCIES

1. If the office of any officer, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members at the next annual organizational meeting.

ARTICLE VII - THE PRINCIPAL OF MAINLINE CHINESE SCHOOL

1. The appointment or re-appointment of the Principal of the Mainline Chinese School shall be nominated by the Board of Directors and approved by a

majority vote at the Annual Membership Meeting. The term of office of the Principal is two years and until his (her) successor shall be appointed and shall qualify.

2. A Nomination Committee shall be formed by the Board of Directors and shall consist of five members, three of whom are members of the Board and two are from the general membership of the Association. The Nomination Committee dissolves automatically upon the successful appointment or re-appointment of the Principal.

3. The removal of the Principal before his (her) term of office shall be recommended by the Board of Directors to the general membership meeting and shall be approved by a majority vote at the general membership meeting.

ARTICLE VIII - BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Association in this Commonwealth, or at its principal place of business wherever situated.

2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper

purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Association at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX - TRANSACTION OF BUSINESS

1. The Association shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted by these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. All checks or demands for money and notes of the Association shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE X - ANNUAL REPORT

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.

(e) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of members.

ARTICLE XI - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Association, or, in the case of directors, supplied by him to the Association for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a specified meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of

the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII - MISCELLANEOUS

1. Amendment of By-Laws. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after thirty (30) days advance written notice to the members of that purpose.

2. Nominating Committee. The President, subject to the approval of the Board, shall appoint annually a Nominating Committee composed of three (3) individuals, two of which shall be members of the Board, for the sole purpose of recommending candidate(s) for the office of Director to the general membership at the annual organizational meeting of the membership.

3. Financial/Fiscal Year. The Association shall operate on the basis of a financial or fiscal year beginning July 1 and ending June 30.

4. Parliamentary Rules. Robert's Rules of Order, newly revised edition, shall govern the conduct of business at all meetings in all cases in which they are applicable and not in conflict with the Articles of Incorporation and By-Laws.

5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent or representative of the Association against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of the laws of the Commonwealth of Pennsylvania and of these By-Laws.

6. Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Representative (including Director or Officer) of the Association as follows:

(a) Against expenses (including attorneys fees), actually reasonably incurred in connection therewith to the extent that the person has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue or matter therein; and

(b) Against expenses (including attorneys fees), judgments, fines, amount paid in settlement actually and reasonably incurred in connection therewith if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the Association,

and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to the best interests of the Association, and with respect to any criminal action or proceedings, had reasonable cause to believe that the person's conduct was unlawful.

7. Procedure to be Followed. Any indemnification under Paragraph (b) of Section 6 (unless ordered by a Court or made pursuant to a determination by a Court hereinafter provided) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Representative is proper in the circumstances because the Representative has met the applicable standard of conduct set forth in such Paragraph (b). Such determinations shall be made (a) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) that if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. In the absence of determination that indemnification is proper as aforesaid, the Representative may apply to a Court of Common Pleas of the County in which the registered office of the Association is located or the Court in which the action, suit, or proceeding was brought, which shall determine whether the Director or officer has met the applicable standards of conduct set forth in Paragraph (b). If the Court shall direct that the Representative has, indemnification shall be made under such Paragraph (b).

8. Payment of Expenses in Advance. Expenses incurred in defending an action, suit, or proceeding referred to in Section 7 may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors or by a Court in the manner provided in Section 8, upon the receipt of an undertaking by or on behalf of such Representative (regardless of financial responsibility) to repay such amount unless it shall ultimately be determined that the Representative is entitled to be indemnified by the Association as authorized in this Section.

9. Other Rights. The indemnification provided by these By-Laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise both as to the action in the person's official capacity and as to action in another capacity while holding such an office shall continue as to a person who has ceased to be a Representative and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, these By-Laws were approved and adopted by the membership the 19th day of April, 1984.

CHINESE CULTURAL ASSOCIATION OF GREATER PHILADELPHIA

By _____

Albert S. Wang, Secretary