

## **BY-LAWS OF BRIDGE TO CHINA**

### **ARTICLE I: NAME AND OFFICE**

**Section 1. Name.** The name of this organization shall be BRIDGE TO CHINA, (hereinafter referred to as the "Corporation"), a nonprofit corporation incorporated in the State of Michigan.

**Section 2: Office.** The School shall be located in the County of Berrien, and the State of Michigan.

### **ARTICLE II: PURPOSE**

**Section 1. Purpose.** The purposes of the Corporation are educational and charitable within the meaning of Sections 170(b)(1)(A)(ii) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the primary function of the establishment and operation of a school for formally teaching and promoting the Chinese language, literature, arts, culture and history.

**Section 2. Rules.** The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United

States Internal Revenue Law), and who the Board of Directors shall determine in its sole discretion.

The Corporation shall not adopt any practice, policy or procedure or take any action which would result in discrimination on the basis of disability, race, creed, color, gender, national origin, religion, ancestry, or marital status.

### **ARTICLE III: REGISTERED AGENT, OFFICE AND SEAL**

**Section 1. Registered Office and Agent.** The Corporation shall have and continuously maintain in the State of Michigan a registered office and a registered agent, and may have such other offices within or without the State of Michigan and such other registered agents as the Board of Directors may from time to time determine.

**Section 2. Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Michigan."

### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Board Composition.** The officers of the Corporation, including the Directors, shall constitute the Board of Directors. The Board of Directors shall consist of at least four (4) and no more than eight (8) directors.

**Section 2. Board's Duties and Powers.** Unless otherwise directed by the general membership, the Board shall be the policy-making body of the Corporation, and is authorized to act for and on behalf of the Corporation, to fix the time and place of meetings, and perform such other duties as are specified in these by-laws.

**Section 3. Compensation.** Directors shall not receive any salaries for their services on the board; provided, that nothing herein contained shall be construed to preclude any director serving the Corporation in any other capacity and receiving compensation therefore.

**Section 4. Regular Board Meetings.** A regular meeting of the Board of Directors shall be held at least once during each term or at least twice in the academic year.

**Section 5. Annual Board Meeting.** The annual meeting of the Board of Directors shall be held during the spring term. At the annual meeting, the Directors shall elect officers and conduct any other business of the Corporation.

**Section 6. Special Board Meetings.** Special meetings of the Board of Directors may be called by the Chairman or any two directors.

**Section 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however,

if a quorum of the Board of Directors is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws

## **ARTICLE V: OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a Chairman, a Principal, a Secretary, a Treasurer, and no more than four (4) Directors. These officers shall perform the duties prescribed by these bylaws.

**Section 2. Chairman.** The Chairman shall preside at all meetings of the Board of Directors; represent the School in public and at official functions and activities; execute the By-Laws and Board policies; and coordinate with other officers and the Board in the planning and execution of duly approved activities of the School. He or she, or any other proper officer of the Corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, 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 or by statute to some other officer or agent of the Corporation. In the absence of the Principal or in the event of his or her inability or refusal to act, the Chairman shall perform the duties of the Principal, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Principal. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 3. Principal.** The Principal shall, under the direction and supervision of the Board of Directors, act as the administrator of Bridge to China, Inc, with particular attention to curriculum development, teaching materials, faculty recruitment, hiring, termination, and management, student recruitment, and other matters relating to the academic performance. The Principal shall perform such other duties as, from time to time, may be assigned to him or her by the President or the Board of Directors. The Board of Directors shall have the sole and exclusive right to appoint and discharge the Principal, from time to time. The terms of the Principal's employment shall be determined by Board of Directors in the exercise of its sole discretion. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Principal shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman.

**Section 4. Secretary.** The secretary shall take and keep minutes and records of all general membership and Board meetings and activities, including copies of the minutes and records of committee meetings and activities wherein s/he is not the secretary thereof; shall assist the Chairman with the School correspondence; and shall coordinate and be informed of all information disseminated by the School. The Secretary shall be

custodian of the corporate records of and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under seal is duly authorized or required in accordance with the provisions of these Bylaws; keep written minutes of meetings of the Board of Directors in accordance with the requirements of applicable state and federal law, and shall otherwise maintain the minute book of the Corporation and ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and shall be responsible for recording attendance and all votes at meetings of the Board of Directors

**Section 5. Treasurer/Public Relations.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, maintain financial records; prepare mid-year, annual or special financial reports as may be required; handle financial activities of the Corporation; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

**Section 6. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting and their term of office shall begin at the close of the meeting at which they are elected.

**Section 7. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any time by the Board of Directors for the unexpired portion of the term.

**Section 8. Removal.** Any officer or agent elected or appointed by the Board of Directors, Chairman, or Principal may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE VI: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1.** Each person who at any time is, or was, a member of the Board, or Officers or agent of the Corporation may be indemnified against expenses actually and necessarily incurred by him/her in connection with the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which s/he is made a party, by reason of the fact that s/he is or was a member of the Board, or Officers or agent of the Corporation except in relation to matters as to which any such Director, Officer, or agent shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty.

## **ARTICLE VII: FINANCES**

**Section 1. Financial Records.** The Corporation shall maintain correct and complete financial records. All such records of the Corporation may be inspected by any member of the Board for any proper purpose at any reasonable time

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be from July 1 to June 30.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer.

**Section 4. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5. Fundraising and Gifts.** The Corporation, through the Board or committees organized for the purpose, may initiate and carry out activities to raise funds for the Corporation or for special purposes, in addition to the regular tuition and fees. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

## **ARTICLE VIII: COMMITTEES**

**Section 1. Committees.** The Board of Directors may establish one or more Committees consisting of persons appointed by the Board of Directors from outside the Board for the purpose of providing guidance to the Board of Directors on matters of curriculum, student affairs and other matters related to Bridge to China, Inc. If established, the Committee(s) shall meet at such times and places as may be determined by the Board of Directors, and the Chairman of the Committee(s) shall be decided by the Board of Directors. A majority of the members of the Committee(s) shall constitute a quorum for purposes of voting. Members of the Committee(s) shall not receive salaries for their services.

## **ARTICLE IX: AMENDMENTS**

**Section 1.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two days' notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

We, the undersigned, are all of the initial incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation at a meeting held on May 3, 2007.

Charlene Jiang: \_\_\_\_\_ Dated: \_\_\_\_\_

Cindy Lee: \_\_\_\_\_ Dated: \_\_\_\_\_

Yang Sun: \_\_\_\_\_ Dated: \_\_\_\_\_

Pamela Kantor: \_\_\_\_\_ Dated: \_\_\_\_\_