

BYLAWS OF
SAN DIEGO HUA XIA CHINESE SCHOOL INC.

(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

Article I. NAME AND PURPOSE

Section 1.1 Name

The name of this corporation is San Diego Hua Xia Chinese School Inc. (SDHXCS, hereinafter called the “School” and the “Corporation”). It is incorporated as a nonprofit, nonpolitical, and nonreligious organization in the State of California under the Nonprofit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.

SDHXCS is an independent organization and is not affiliated with, nor governed by, any other individual or organization.

Section 1.2 Purpose

SDHXCS is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3), Internal Revenue Code. They shall include but not limited to the following:

- (a) Teach, promote, and articulate Chinese language, literature, art, culture, and history, primarily by establishing a learning environment with a regularly scheduled curriculum and systematic instruction for interested students.
- (b) Help new Chinese immigrant families ease their transition into the US education system and immersion with the American mainstream society.
- (c) Promote understanding between Chinese and other ethnic groups.
- (d) Help consolidate the position of Chinese immigrant and increase the influence of Chinese in USA.
- (e) Prepare the next generation with skills to make greater contributions to the society.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article II. OFFICES; MEMBERSHIP

Section 2.1 Offices

Principal Executive Office. The principal executive office shall reside within the county of San Diego in the state of California.

Branches and Other Offices. Branch or subordinate offices may be established at any time by the Board.

Mailing Address. Until a permanent principal executive office is established, the Corporation's mailing address shall be:

PO Box 928338

San Diego, CA 92192-8338.

The Board of Directors is hereby granted full power and authority to change said principal executive office, other offices, and mailing address from one location to another. Any such change shall be noted as an amendment to this Section of these Bylaws.

Section 2.2 Membership

The Corporation has no members.

Article III. NONDISCRIMINATORY POLICY

Section 3.1 Admission

The School complies with all applicable laws prohibiting discrimination against any student or perspective student based on race, color, religion, sex, national origin, age, and disability with respect to student admission. Anyone who is interested in learning Chinese language, culture and arts, including any classes offered in the School, and pays the tuition, can enroll in the school, use facilities and exercise student privileges. The School reserves the right to explain and execute its admission policy within all applicable laws.

Section 3.2 Equal Employment Opportunity

The school is an equal employment opportunity employer. The school does not discriminate against any employee and perspective applicant for employment because of age, sex, color, religion, national origin, physical disability, and military status. Employment and promotional opportunities are open to qualified individuals solely on the basis of the education, training, experience, aptitudes, and abilities.

Article IV. BOARD OF DIRECTORS

Section 4.1 Role

The Board of Directors (herein called the "Board") is the governing body responsible for overall policy and direction of the Corporation. Specifically, the Board's role shall be to:

- (a) Take full charge of the development and long term planning.

- (b) Constitute and interpret the bylaws, policies, and regulations, and their enforcement.
- (c) Recruit, select, and appoint principal, and assist the principal on selection of vice principal(s).
- (d) Manage the School's finance and ensure the school's financial wellbeing.
- (e) Determine the term, salary range, and compensation of the principal, vice principal, teachers, and staff.
- (f) Conduct ongoing performance reviews of the Principals.
- (g) Appoint members for the Honorary Board of Directors.
- (h) Establish the Advisory Committee and other Committees of the Board.

The Board delegates responsibility of day-to-day operations to the staff and committees.

Section 4.2 Size

The number of the Board of Directors shall be no less than nine and no more than fifteen, including the Principal, PTA Chair, PTA Deputy Chair, and PTA Treasurer of the main campus, and the Principals from each Branch.

Section 4.3 Independence

Except for the Principals, all Directors are independent.

Section 4.4 Terms

Except for the PTA Chair, PTA Deputy Chair, and PTA Treasurer, who serve one-year terms, all other Directors shall serve two-year terms and can be re-elected to serve six consecutive terms for a total of 12 years of continued service.

Fifty percent of the initial Directors shall expire at the immediately coming annual meeting of the board. The rest of the initial Directors shall expire at the annual meeting of the board after that. Thereafter, the Directors elected at each Annual Board Meeting shall serve for a term of two years, expiring at the second Annual Board Meeting after their election.

The terms of the Chair and the Principal shall not expire at the same time.

Section 4.5 Meetings

Annual Meeting. The annual meeting of the Board of Directors shall be held during the first quarter of each year. At the annual meeting, the Directors shall fill vacancies of the Board due to term expiration, and elect officers and conduct any other business of the Corporation.

Regular Meetings. The regular meetings of the Board of Directors of the school shall be held no less than four times each year at a an agreed upon time and place.

Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or at least two members. Notices of special meetings shall be sent out by the Secretary to each board member at least one week in advance.

The Board may hold executive sessions at each of its meetings that exclude the Principal, even though she or he is a member of the Board, to support independent oversight of the School's activities.

Section 4.6 Notice

Notice of any meeting of the Board of Directors shall be given at least two days prior thereto by written notice delivered to each Director. Any such notice may be delivered personally, by mail or by electronic means.

If delivered by mail, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

If delivered by electronic means, such notice shall be deemed delivered when transmitted to the electronic address as it appears on the records of the Corporation. "Electronic address," as used in these Bylaws, shall include a facsimile telephone number, an electronic mail address, or any other indicia by means of which notices and other information may be delivered.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.7 Nomination

Before the annual meeting of each year, the Chair shall appoint a Nominating Committee to recommend nominations to fill vacancies on the Board of Directors created by the expiration of a term of office, resignation, and removal, or otherwise. The Nominating Committee shall solicit input from parents of the School in the course of conducting this task. The Chair may also appoint a Nominating Committee from time to time during the course of the year to fill vacancies created by resignation, removal, or otherwise.

The nominated candidates for Directors shall be interested in the Chinese language and culture, and shall pledge to volunteer their service toward achieving the goals and missions of the Corporation.

Section 4.8 Elections

At each annual meeting, or at any special meeting of the Board of Directors called for the purpose of filling a vacancy on the Board of Directors, the Nominating Committee shall submit to the Board of Directors proposed nominees to fill vacancies on the Board of Directors. The Board of Directors shall elect the number of Directors needed to fill the vacancies from among the nominees proposed by the Nominating Committee.

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 4.9 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 4.10 Officers and Duties

There shall be at least four officers of the Board, consisting of a Chair, a Vice-Chair, a Secretary, and a Treasurer.

The duties for the Chair, Vice-Chair, Secretary, and Treasurer are as follows:

The Chair shall convene regularly scheduled board meetings, preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer, coordinate the dissemination of the Board's decisions and policies to the Principal Executive Committee and the PTA, and shall monitor the School's overall operation.

The Vice-Chair shall chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The Board of Directors may elect or appoint such other officers, including a President, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such officers shall have the authority to perform, and shall perform, the duties prescribed, from time to time, by the Board of Directors.

Any two or more offices may be held by the same person, except that the Chair shall not be the same person as the Vice-Chair, the Secretary, the Treasurer, the current year Principals, or the PTA Chair.

The Chair shall serve two-year terms, and can be re-elected to serve two consecutive terms.

Section 4.11 Committees

Committees of the Board of Directors not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the members of the Board of Directors present at a meeting at which a quorum is

present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Board and the Chair shall appoint the members thereof. Any member thereof may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Committee Chair. The Chair of the Board shall appoint one member of each committee to be the chair of the committee.

Committee Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Committees generally meet on an as-needed basis, usually four to six times per year.

Finance and Administration Committee. This committee is responsible for approving and monitoring operating policies to advance the work of the Corporation. Its duties include approving the annual budgets, monitoring progress related to the Corporation's strategic plans, evaluating the Principals, reviewing staff organizational structures, and recommending compensation for the Principals, divisional directors, and other senior staff of the Corporation.

Investment and Audit Committee. This committee establishes policies regarding the Corporation's investment program, oversees investment performance, and retains oversight of the auditing of the Corporation's financial reports. The committee's duties include acting on specific investment recommendations from the Corporation's Chief Investment Counsel, overseeing the quality and integrity of accounting, auditing, internal controls, and financial reporting; and serving as the direct reporting body for the Corporation's independent auditors.

Committee on the Board. This committee is responsible for the identification and nomination of new members for the Board and for the annual nomination of Board officers and Committee chairs. The Committee also provides leadership to the Board in assessing its effectiveness.

Section 4.12 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.

Section 4.13 Participation by Electronic or Other Means

Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone, computer or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.14 Informal Action by Board of Directors

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 4.15 Compensation

Directors as such shall not receive any salaries for their services other than reimbursement for reasonable expenses, provided that nothing herein contained shall be construed to preclude any director serving the Corporation in any other capacity and receiving compensation therefore.

The Board may elect to compensate each director's attendance at the board meeting.

Section 4.16 Conflicts of Interest

No Director shall participate in the discussion of, or vote on, any matter or transaction concerning or with any individual, entity or matter with which such Director has, or within the preceding three year period had, any substantial ownership, employment, fiduciary contractual or creditor relationship (any such matter or transaction is hereinafter referred to as a "Conflict").

Each Director shall disclose all Conflicts to the Board of Directors prior to the discussion of the underlying matter or transaction by the Board of Directors and shall draw to the attention of the Board of Directors such Conflict at any subsequent meetings at which such matter or transaction is discussed.

The question of whether a Conflict exists shall be determined, in the absence of a concession of the Conflict by the Director in question, by the vote of a majority of disinterested Directors present at the meeting called for the purpose of discussing the transaction or matter to which the Conflict relates. Any Director who withdrew from participation in the discussion of, or the vote on, any matter that presents a Conflict shall nevertheless be counted in determining whether a quorum is present.

Section 4.17 Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board-meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

The Board of Directors has authority to terminate Chair's term or force Chair to resign with a two-thirds vote on the board meeting for causes such as when the Chair does not fulfill his/her responsibility or the occurrence of events that the Chair did seriously hurt school's future and development.

Section 4.18 Resignation, Removal, and Absences

Resignation from the board must be in writing and received by the secretary, preferably at least two months in advance.

A board member shall be considered to have voluntarily resigned and thus removed from the board due to excess absences, more than two unexcused absences from board meetings in a given fiscal year.

Any director, officer, or agent elected or appointed by the Board, may be removed 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, by a majority vote of the remaining directors, except for the case of the Chair that require two-thirds vote of the remaining directors.

Article V. SCHOOL PRINCIPAL

Section 5.1 Selection

The principal shall be selected by the Chair of Board of Directors and approved by a majority vote of the Board of Directors. Vice Principal shall be appointed by the Principal and approved by a majority vote of the Board of Directors.

Section 5.2 Role

The role of the Principal shall be to:

- (a) Follow the Board's guidance
- (b) Direct the School's routine operation
- (c) Recruit and hire teachers and other administrative staff
- (d) Ensure the quality of education
- (e) Review and approve the curriculum
- (f) Report on a regular basis to the Board on the status of school operation and submit future proposal for approval by the Board
- (g) Request approval on special events from the Board of Directors
- (h) Represent the School in the community

The role of the Vice Principal shall assist Principal on above items as delegated by the Principal.

The Principal also Recruit and select Vice Principal to be approved by the Board of Directors.

Section 5.3 Term

The Principal(s) shall serve two-year terms, and can serve a total of two consecutive terms.

Under special circumstances, the Board may elect to appoint one additional term while seeking a replacement.

Principal and Vice Principal shall be evaluated each year and elected every two years by the Board of Directors. In the absence of the Principal, the Vice Principal shall perform all the duties of the Principal with the help of the Chair of Board of Directors. The resignation of Principal or Vice Principal has to be made in writing to the Board of Directors two months in advance.

Section 5.4 Principal Executive Committee

The Principal Executive Committee, headed by the Principal, consists of Principal, Vice Principal, and other key administrative staff (such as Assistant Principals or Principal Assistants) as needed. All members of the Principal Executive Committee and teachers shall report to Principal. The Principal Executive Committee shall have regular meetings to discuss school affairs.

Article VI. PARENT TEACHER ASSOCIATION

Section 6.1 Purpose

The purpose of the Parent Teacher Association (PTA) includes, but not limited to, the convening of the annual assembly meeting of all PTA members and election of its executive committee members.

Section 6.2 PTA Membership

PTA members consist of all teachers, one representative (a parent or legal guardian) from each family of current enrolled students, and student him/herself who has reached 18 years age upon admission to the School.

Section 6.3 PTA Assembly of Members

All members should participate in Member Assembly (MA) meetings. Every member has one ballot when matters are put to vote. Members who are not able to attend MA meeting can cast absentee ballots. Valid absentee ballots must be received by the Board before voting begins.

The PTA Assembly of Members shall have the role to:

- (a) Examine the annual report of the Corporation.
- (b) Review the performance of the Board and the Principal Executive Committee during the last year.
- (c) Nominate qualified candidates for the annual election of the Board of Directors.
- (d) Elect members of the PTA executive committee for the next fiscal year.

Section 6.4 PTA Executive Committee

The executive committee of the PTA consists of a Chair, a Deputy Chair and a Treasurer. The members of the PTA Executive Committee are volunteers and receive no pay. All PTA Executive Committee members shall be elected by the annual PTA Assembly Meeting to serve a one-year term for the next fiscal year, and are eligible for re-election up to 10 consecutive one-year terms. The Chair, Deputy Chair, and Treasurer of the PTA Executive Committee shall be members of Board of Directors.

The PTA Executive committee has the following duties:

- (a) Prepare and submit a budget for PTA activities to the Board of Directors
- (b) Recruit the “room mother/father” for each class to assist instructors.
- (c) Make suggestions to the Board and the Principal Executive Committee to improve the quality of school education by carrying out surveys and meeting with representative teachers and parents.
- (d) Coordinate cultural events, fund-raising, and other school wise activities.
- (e) Schedule the safety patrol at the school.

Section 6.5 Plan and Budget

The PTA may have its own activity plan and independent budget that may be a part of the overall budget of the School.

Article VII. FINANCE AND RECORDS

Section 7.1 School Income and Expenses

School income shall come from student’s tuition, donation, and school fund-raising activities. School expense shall be the rental for classrooms and other facilities, salaries for the instructors and administration staff, activity expenses etc.

No part of the net earnings of the school shall inure to the benefit of or be distributable to its Board of Directors, Officers or other private persons except to pay compensation for providing services.

All annual surpluses shall be saved as school reserve fund.

Section 7.2 School Reserve Fund

The School Reserve Fund shall not be used for the normal operation of the School, except for special situations approved by a special meeting of the Board.

The Board may elect to establish a special Committee to govern any significant use of the School Reserve Fund.

Section 7.3 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

The Board must be notified any contract at least 72 hours prior to signing and the Secretary shall retain an exact copy of the signed contract for record keeping.

Section 7.4 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 any two such officers, or agents of the Corporation and in such manner as from time to time may be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the Chairman or a Vice President of the Corporation.

Section 7.5 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 7.6 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 7.7 Books and Record

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and its committees.

Section 7.8 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in the succeeding year.

Article VIII. WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the California State Nonprofit Public Benefit Corporation Law, or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX. INDEMNIFICATION

Section 9.1 Indemnification of Directors, Officers, etc

The Corporation shall have the power to indemnify, to the fullest extent permitted by law, 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 (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or was serving at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2 Indemnification in the Case of Derivative Actions

The Corporation shall have the power to indemnify, to the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or

misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 9.3 Indemnification against Expenses

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.4 Determination by Board of Directors

Any indemnification under Sections 1 and 2 (unless ordered by a court) of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. In making such determination, the Board of Directors shall obtain the advice and written opinion of independent legal counsel.

Section 9.5 No Waiver of Other Rights

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.6 Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article.

Article X. HONORARY BOARD OF DIRECTORS

Section 10.1 Qualification

The members of the Honorary Board of Directors shall be one of the followings: (1) leaders of other nonprofit organizations and outstanding individuals in the community who are interested in

Chinese language education and youth development, (2) past Board of Directors and principals of SDHXCS, and (3) business owners and individuals who have made significant contributions to the school.

The Honorary members of the Board of Directors shall be selected by the Board of Directors.

Section 10.2 Role

The Honorary members of the Board of Directors are only responsible to provide consultation to the Board of Directors. They are the bridges between the school and community. The Honorary Directors are volunteers. They may attend board meetings but shall not have voting rights, except co-founders who actively participate in the activities of the School, including attending no less than 75% of board meetings in the current fiscal year.

The following is a complete list of the seven co-founders of SDHXCS in alphabetical order by last name: Haoyun An, Xuan Chang, Mingdong Huang, Shiang Huang, Jianjun Li, Heyun Su, and Jie Zhang.

Section 10.3 Terms

The Honorary Directors shall be appointed by the Board of Directors each year. Absence in participation in any school activity for one full year by any Honorary Director shall be considered as automatic resignation.

Article XI. ADVISORY COMMITTEE

The Board of Directors may establish one or more Advisory 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 the Corporation. Established as such, the Advisory Committee shall meet at such times and places as may be determined by the Board of Directors, whereas the Board may designate one of its members to serve as Chair of the Advisory Committee. A majority of the members of the Advisory Committee shall constitute a quorum for purposes of voting. Members of the Advisory Committee shall not receive salaries for their services, but, by resolution of the Board of Directors, expenses of attendance may be reimbursed.

Article XII. DISSOLUTION

On discontinuance of the SDHXCS Inc. by dissolution, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, the assets of the school to be transferred to charitable, educational or other similar organization that is qualified as a charitable organization under Section 501 C (3), Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is located.

Article XIII. AMENDMENTS

Section 13.1 Amendments

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by two thirds of the Board of Directors at any duly held meetings of the Directors, provided that notice of such proposed action shall have been contained in the notice of any such meeting.

Section 13.2 Effective Date

The above Bylaws have been adopted by the Board of Directors of the SDHXCS at their Board of Directors meeting and shall be effective immediately after the meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of San Diego Hua Xia Chinese School, Inc., a California nonprofit corporation, and the above Bylaws, consisting of 15 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on July 19, 2009 at Su, Heyun's home.

Dated: July 19, 2009

Executed at SDHXCS, San Diego, California.

Chen, Xiaohong , Secretary