



Bylaws of Dongfang Chinese Education Institute

Article I - Mission

Dongfang Chinese Education Institute (DCEI), established as a non-for-profit corporation, is an educational and community cultural organization, and registered as a non-profit organization in the State of Illinois. DCEI shall be a non-political, non-sectarian, non-religious organization, operated and managed by its members.

Dongfang Chinese Education Institute is proud to expound the philosophy of education and social betterment through our commitment to the practice of the following:

1. to provide the opportunities of acquiring Chinese language and culture knowledge to the children and adults in diverse community;
2. to promote the awareness of cultural exchange and harmony between Chinese and other cultures worldwide;
3. to develop Chinese educational and cultural programs, such as language, social, sports and other extra-curricular activities, to benefit populations of all cultures and all ages;
4. to cooperate with government and other non-government sponsored language and cultural activities and programs to promote the harmony and mutual appreciation in our multicultural society.

Article II - Organization Membership

1. Classes of memberships will be distinguished as follows:
 - 1.1. The class of organizational membership shall be automatically awarded to the activated members of Board of directors. Organizational members will have the right and duty to participate in the highest decision making of the organization which may affects the long-term objective of the total operation. Membership fees shall be waived for all organizational members.
 - 1.2. The class of honorary membership shall be awarded to those individuals who have made significant contributions to the organization, such as former presidents, former Board

directors, and other special individuals recognized by the Board. Membership fees shall be waived for all honorary members.

- 1.3. The class of teacher and staff membership shall be awarded to the teachers and staffs who participate in or are responsible for the operation of the educational programs and courses of the organization during their term of practical service, and abide by the bylaws of and regulations of this institution. Membership fees shall be waived for all teacher and staff members.
- 1.4. The class of student family membership shall automatically be given to any family with a member registered in any DCEI class or any DCEI sponsored activities, and abides by the bylaws of and regulations of this institution. Families are the basic units of student family membership in this organization.

Article III - No Discrimination

Dongfang Chinese Education Institute complies with the requirements of Title VI of the Civil Rights Act of 1964 and the Americans with Disabilities Act and the regulations adopted thereunder. No person shall, on the grounds of race, color, national origin, sexual orientation, or disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination, including harassment, under any program of The Dongfang Chinese Education Institute.

Article IV - Organization Structure

DCEI management shall consist of the Board of Directors, Administration Team, Teacher and Staff Council, and Parent and Student Council. (APPENDIX – A: DCEI Organizational Chart)

1. The Board of Directors (Board) is the highest policy making body. It is also the highest decision-making body in the organization.
2. The Administration Team, consisting of officers in the executive level and responsible for the day-to-day operation of the corporation, shall report to the Board of directors.
3. Teacher and Staff Council, consisting of representatives of teachers and staffs, shall report to the Board of directors.
4. The Parent and Student Council, consisting of representatives of parents and students and representing all students and their parents, shall report to the Board of directors.

Article V - Board of Directors

1. The Board has overall responsibility for the present and long-term well being of the organization. It shall follow its operation guidelines in conducting its activities. It is responsible for organization bylaw changes and holds the ultimate power to interpret these bylaws. It shall approve all organization policies and regulations, organization budget, tuition adjustment requests, textbooks and all other new initiatives and proposals.

2. Board directors include constant and elected directors. Additional executive and honorary directors may be further included and approved by the present Board. The registered agent and incorporators will serve on the Board as constant directors. The president of the Administration Team, the chairperson of the Teacher and Staff Council, and the chairperson of Parent and Student Council will serve on the Board as elected directors while serving in their respective offices. The executive and honorary directors will be activated as needed and approved by the Board of directors.
 - 2.1. The Board shall consist of no less than four (4) directors at the initial stage, no less than six (6) directors when the organization structure is fully activated, but no more than nine (9) directors.
 - 2.1.1. When a director is qualified for multiple seats on the Board, the director shall retain one seat in the priority of being a constant director and then an elected director (in the priority of Administration Team, Teacher and Staff Council, and then Parent and Student Council); and the vacant seats will be filled by additional representatives of their respective elected classes.
 - 2.1.2. Under extenuating circumstances, the Board may consider allowing the retiring chair to be re-nominated to serve one additional year if his/her tenure is over, in order to ensure the continuity of leadership.
 - 2.2. Election of Board directors as the Administration president and the Council chairpersons shall be open to the members of respective classes and follow their respective rules and bylaws with sufficient time for campaigning if desired.
 - 2.3. Executive and honorary directors shall be activated and approved by the majority of the Board under the circumstance it deems necessary.
 - 2.3.1. The approval and invitation process of the executive and honorary director shall be proposed and recommended by minimum of two (2) directors. The application and recommendation of the candidate shall be presented by the recommending directors to the Board before the Board meeting in a timely manner for Board's review.
 - 2.3.2. Each service term of executive and honorary directors shall be limited to no more than two (2) years determined and approved by the majority of the Board under the circumstance it deems necessary.
 - 2.3.3. Additional terms of executive and honorary directors may be renewed and granted by approval of the majority of the Board.
 - 2.3.3.1. The renewing process of the additional term of the executive and honorary directors shall be determined and approved before the end of his or her present term.
 - 2.3.3.2. The renewing approval for the additional term of executive and honorary director shall be limited to the consecutive term.

- 2.3.3.3. No renewing approval by the Board may be granted thirty (30) days prior to the end of the present term of the executive and honorary directors. No multiple terms may be granted to the respective directors simultaneously.
- 2.4. Any vacancy in the quorum of constant directors will be open to and elected from all members of all classes with significant long-term commitment, or to be appointed and approved by the majority of the Board under the circumstance it deems necessary.
- 2.5. A Board officer shall be elected by a majority vote of the Board, which takes effect immediately unless a pre-defined date is specified at the time of election. A Board director may resign in writing at least 30 days prior to the effective date.
- 2.6. A Board director may be removed from office if petitioned by more than 1/3 of the full Board of directors and is subsequently approved by no less than 2/3 of full Board of directors.
- 2.7. Each year, a maximum of two vacancies from the Board can be filled by the respective immediate runner-ups from the previous election. If more than two vacancies occur within a year, additional seats shall be filled via election the following year.
3. Board Officers:
- 3.1. Board Chairperson:
By a majority vote, Board directors shall elect the Board chairperson who shall serve for a one-year term. The chairperson shall be eligible to be re-elected for a second one-year term but shall not serve as chairperson for more than four years. The chairperson shall have at least one-year of prior experience as a Board director at the date of appointment as chairperson. The time served as Board chairperson shall be counted as part of the time served on the Board. In the event of resignation of the chairperson or death or termination for any other reason, the Board shall elect a chairperson who shall serve the rest of the term of the resigning chairperson and up to two additional one-year terms.
- 3.1.1. The Board chairperson is responsible for coordinating all Board functions and chairing Board meetings. In case of his/her absence, the chairperson shall designate one Board director, the vice-chairperson by default, to chair the meeting.
- 3.1.2. Any director may so suggest, but the chairperson shall decide whether to invite non-Board directors, who have no voting power, to attend Board meetings, if deemed necessary.
- 3.1.3. In the event that there is, at the time of any Board vote, a tie in the number of votes cast for and against a resolution, the chairperson shall have the right to cast an additional vote to break the tie. By a vote of two-thirds of the directors, the Board shall have the right to remove the chairperson from the Board in the event of any serious misconduct by the chairperson. The chairperson shall not vote on his or her own removal.

3.2. Board vice-Chairperson:

The Board vice-chairperson will be appointed in the order of the seniority of directors, or elected by a majority vote when there is a tie in their seniority.

3.2.1. The Board vice-chairperson shall, in the absence or disability of the chairperson and any executive vice-president, perform the duties and exercise the powers of the chairperson, and shall perform such other duties as the Board of directors or the chairperson may prescribe.

3.3. Board Secretary:

By a majority of a vote, Board directors shall elect the Board secretary who shall serve for a one-year term. The secretary shall be eligible to be re-elected for a second one-year term but shall not serve as secretary for more than four years. The secretary shall have at least one-year of prior experience as a Board director at the date of appointment as secretary. The time served as Board secretary shall be counted as part of the time served on the Board. In the event of resignation of the secretary or death or termination for any other reason, the Board shall elect a secretary who shall serve the rest of the term of the resigning secretary and up to two additional one-year terms.

3.3.1. The Board secretary shall keep or cause to be kept a record of all meetings of the members and the Board of directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

3.3.2. The Board secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of directors, and shall perform such other duties as may be prescribed by the Board of directors or chairperson, under whose supervision he shall be.

3.3.3. The Board secretary shall keep in safe custody the seal of the corporation and shall affix the same to any instrument requiring it.

3.4. Board Treasurer:

By a majority of a vote, Board directors shall elect the Board treasurer who shall serve for a one-year term. The treasurer shall be eligible to be re-elected for a second one-year term but shall not serve as treasurer for more than four years. The treasurer shall have at least one-year of prior experience as a Board director at the date of appointment as treasurer. The time served as Board treasurer shall be counted as part of the time served on the Board. In the event of resignation of the treasurer or death or termination for any other reason, the Board shall elect a treasurer who shall serve the rest of the term of the resigning secretary and up to two additional one-year terms.

3.4.1. The Board treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of directors and shall perform such other duties as the Board of directors may prescribe.

- 3.4.2. The Board treasurer shall disburse the funds of the corporation 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 corporation.
 - 3.4.3. If required by the Board of directors, the Board treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.
 4. Board directors are volunteers. There shall be no cash or equivalent compensation for the services rendered as Board directors. However, reimbursement of material costs incurred by Board directors while performing Board duties shall be considered.
 5. The quorum for conducting Board business shall be no less than 2/3 of the whole Board. Majority vote is defined as more than 1/2 of active Board directors.
 6. The Board shall hold no less than one meeting in every two months. Special meetings may be held if petitioned by a majority of the directors, or called by the Board chairperson. The Board chairperson shall arrange the meeting dates and the meeting agenda. Any director may submit proposals and motions before or during meeting. The Board chairperson shall arrange a time at the meetings to discuss those proposals and those motions, which are seconded by another director. The minutes of Board meetings shall be recorded, documented and saved, and a summary thereof shall be published and made available to all members of all classes.
 7. The Board is responsible for assisting and training the Councils of all classes if deems necessary.
 8. The Board shall approve and award honorary memberships by a majority vote. The honorary memberships can be for one year or for a lifetime. The Board may revoke any individual honorary membership under circumstances it deems necessary.
 9. Board membership suspension and resumption:
 - 9.1. Board membership may be suspended for the following causes:
 - 9.1.1. A Board membership shall be automatically suspended to avoid conflict of interests when a Board member is holding any DCEI Administration Office by election or in any other manners. The Board membership suspension shall automatically become effective by the date when the said member starts acting in the said Administration Office.
 - 9.1.2. A Board membership shall be suspended by the request of the Board member to the Board due to an unavoidable cause. The Board membership suspension shall become effective when accepted by the Board through a majority vote.

9.1.3. A Board membership shall be suspended when a Board member is charged by a governmental authority for violating any city, state, and federal laws which may be related and unrelated to the said member's conducts in DCEI. The Board membership suspension shall become effective when the said member is officially charged and by a majority vote of the Board.

9.2. The Board membership shall be automatically resumed when all causes of the Board membership suspension have been resolved with the following conditions.

9.2.1. The resumption of the said Board membership shall be based on the current membership status on the Board and before the end of its term.

9.2.2. The resumption of the said Board membership shall not include and not guarantee any previous Board Office held by the said Board member.

9.2.3. Upon the causes of suspension being resolved, the Board membership shall not be resumed only for the following reasons:

9.2.3.1. The said Board membership will not be resumed if the membership has expired.

9.2.3.2. The said Board membership will not be resumed if the natural body of the said Board membership is physically incapable of the acting duty.

9.2.3.3. The said Board membership will not be resumed if the suspension of the Board membership is based on any legal issue and the authorized court or courts have officially declared the conviction of the crime. Upon the declaration of the courts, the said Board membership may be revoked and terminated by a majority vote of the Board.

10. Board Meeting Location:

10.1. Meetings of members may be held either within or without this State. The meeting location will be proposed by the caller of the meeting and provided in good faith feasible to the majority of the members.

10.2. By the participation of one third (1/3) of the voting members with the provision of an alternate meeting location, the Board shall be obligated to re-announce the meeting to be held at the alternate meeting location by following the procedure required by the laws.

Article VI - Administration Team

1. The fiscal year of Dongfang Chinese Education Institute is from July 1st to June 30th of the following year.
2. DCEI shall teach Chinese and Chinese phonetic transcription Pinyin, using both simplified and traditional Chinese characters. DCEI shall develop its curriculum and programs based on the needs of its members (students and parents). The proposed curriculum and programs will be approved by the Board and filed as a part of the corporation record.

3. The Board shall work with the Administration Team through the president for implementation of any Board policies and regulations. The Board shall not interfere with the organization's normal day-to-day operations managed by the administration team.
4. Offices of Administration Team:
 - 4.1. The organization shall have a president.
 - 4.1.1. The president shall be appointed by the Board for a one-year term under circumstances it deems necessary.
 - 4.1.2. The president shall have at least one-year of prior experience serving DCEI in any capacity. The president, as the chief executive officer of the organization, is responsible for the overall normal day-to-day institution operation, management, curriculum, and finance for the entire fiscal year.
 - 4.1.3. During the fiscal year, the president may submit his/her resignation in writing at least 60 days prior to the effective date; and the president's term may be terminated if petitioned by more than 1/3 of the full Board directors and is subsequently approved by 2/3 of the full Board directors.
 - 4.1.4. The president shall follow the financial policy and the administration guidelines, and shall report to the Board regularly and seek Board approval for any new initiatives and proposals, and any changes of the existing policies and practices.
 - 4.1.5. The organization shall have an Administration Team, nominated and managed by the president, approved by the Board, serving the same one-year term, renewable annually without a term limit. The administration staff shall work effectively following the administration guidelines in their respective positions, and fully support the president.
 - 4.2. The institute shall have two vice-presidents.
 - 4.2.1. The vice-presidents will be nominated by the president and approved by a majority vote of Board for a one-year term. The nominated vice-presidents shall have at least one-year of prior experience serving DCEI in any capacity.
 - 4.2.2. The vice-presidents will assist the president in the overall institution operation and management following the administration guidelines. The vice-president of General Operation shall be mainly responsible for assisting the president in executing general operations; whereas the vice-president of Education shall be mainly responsible for assisting the president in coordinating educational operation.
 - 4.2.3. During the fiscal year of the serving term, should the president position become vacant, the vice-president of General Operation shall become the president until the appointment of the new president by the Board.
 - 4.3. The institute shall have an Accountant.

- 4.3.1. The Accountant shall be nominated by the president and approved by a majority vote of Board for a one-year term. The nominated Accountant shall have at least one-year of prior experience serving DCEI in any capacity.
 - 4.3.2. The Accountant shall assist the president in the overall institution operation and management following the administration guidelines. The Accountant shall be mainly responsible for assisting the president in operational accounting process and events, custody of the operational funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the operational administration, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the president and shall perform such other duties as the Board of directors may prescribe.
5. The president is the official spokesperson for the organization. Any use of the organization name for any activities outside of organization requires the prior permission of both the president and the Board chairperson.

Article VII - School Finance

1. The organization shall have an annual budget. The organization budget shall be proposed by the president and approved by the Board in accordance with the organization financial policy. The budget shall be itemized and submitted to the Board no later than one month prior to the beginning of the fall semester. The Board shall respond to the proposal in two weeks. Upon rejection, the president should submit a revised budget within two weeks. Upon the 2nd rejection, the Board shall propose and subsequently approve a mandatory budget.
2. The president shall operate the institute based on the Board's approved budget. The president and the organization administration are responsible for all institute financial records and keeping all the receipts for tax filing and auditing.
3. All non-budgeted discretionary expenditures shall be proposed by the Administration president and pre-approved by a vote of the Board following the organizational guideline. In case of timely decision, all urgent insignificant non-budgeted discretionary expenditures shall be pre-approved by the Board Chairperson and the Administration president following the administration guideline, and shall be reported and approved in the next Board meeting.
4. The basic compensation for both the organization administration and the teaching staff, except the compensation to the president, shall be decided and budgeted by the president following the organization financial policy. The president's compensation is to be determined by the Board and shall be included in the organization budget.
5. A summary of the institute financial report shall be made public to all members at the end of each fiscal year and the accounting book shall be made available for all members to inspect upon request in accordance with applicable laws.

Article VIII - Teacher and Staff Council

1. The institute shall have teachers and teaching assistant staff necessary to carry out the teaching activities. The teaching staff is hired by the president and by the organization administration, serving the same one-year term, renewable annually without a term limit. The teaching staff shall follow the teacher conduct guidelines.
2. The Teacher and Staff Council shall represent all teachers and staffs of the institution, currently serve and participate in educational programs and activities of the institute.
 - 2.1. The Teacher and Staff Council shall consist of a chairperson, a vice-chairperson and a number of representatives.
 - 2.2. The chairperson shall coordinate all Teacher and Staff Council activities following the Teacher and Staff Council operation guidelines. The chairperson shall serve on the Board of directors during the term of holding the office.
3. The Teacher and Staff Council shall organize and propose education programs and classes as needed or prescribed by the administration president or Board of directors, execute the practical operation to ensure and maintain the education quality complying to the organization objective and standard, and report to the Board of directors. The Teacher and Staff Council shall work closely with the Administration Team to adjust and provide satisfactory instructional service to the institute members. All proposed programs and activities shall be reviewed by the president and approved by the Board before any announcement to the public.

Article IX - Parent and Student Council

1. The institute shall have students, defined as those who pay tuition in any of the programs and activities offered by the organization.
 - 1.1. All students shall sign the liability and responsibility agreement and have it signed by their parents, or legal guardians, and shall pay tuition prior to their participation, and shall obey the organization bylaw and follow the Student Conduct Guideline and other institute regulations and procedures.
 - 1.2. While attending DCEI, the parents or legal guardians of each member family bear full responsibility for:
 - 1.2.1. All personal property and personal safety during non-class time of all members of their family.
 - 1.2.2. Any damages of private or public property caused by any member of their family.
 - 1.2.3. Any personal injuries caused by any member of their family.
 - 1.3. All member families have the responsibility to provide parent-duty service (as parents, legal guardians, or as adult students) to organization through the arrangements made by the Parent and Student Council. The parents or legal guardians of each member family are

responsible for their children's compliance with all DCEI student rules and regulations during class time.

- 1.4. DCEI admits students of any race, color, nationality or ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students at DCEI.
- 1.5. The president of the Administration Tam shall have the power to terminate any student who has violated the institute regulations. In the event of an expulsion, the student can appeal to the Board for reinstatement and shall be considered as suspended from the institute during the appeal.
2. The Parent and Student Council shall be a volunteer organization, representing all student families.
 - 2.1. The Parent and Student Council shall consist of a chairperson, a vice-chairperson and a number of representatives.
 - 2.2. The Chairman shall coordinate all Parent Council activities following the Parent and Student Council operation guidelines.
3. The Parent and Student Council shall organize and manage parent school duty assignments and their execution. The Parent and Student Council shall work closely with the Administration to adjust and provide the level of support for satisfactory operations in order to create the best possible environment for teaching and all other organization-sponsored activities to benefit the participating members.
4. The Parent and Student Council shall be responsible for all non-institute sponsored parent activities during the school time. Working closely with the president, the Parent and Student Council chairperson shall seek permission from the president before granting any school facility to such activities.

Article X - General Assembly of Parents and Students

1. The Parent and Student Council shall host the annual end of fiscal year member meeting for the class of parents and students.
 - 1.1. The Parent and Student Council shall call and host a General Assembly meeting within 60 calendar days when petitioned by at least 1/3 of members of all classes, or by a majority of the active Board of directors.
 - 1.2. The Parent and Student Council shall arrange the meeting and publish the meeting agenda and notify all members at least two weeks in advance.
2. Each member shall have one vote. A majority of the members shall constitute a quorum, including absentee votes on paper or on-line write-ins within two weeks of the General Assembly meeting.

Article XI - Conflict of Interest Policy

1. Purpose:

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions:

2.1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

2.2.1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

2.2.2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

2.3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

2.4. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures:

3.1. Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting

while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest:

- 3.3.1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 3.3.2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3.3.3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 3.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy:

- 3.4.1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 3.4.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

- 4.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- 4.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
5. Compensation:
 - 5.1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - 5.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - 5.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
 6. Annual Statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

 - 6.1. Has received a copy of the conflicts of interest policy,
 - 6.2. Has read and understands the policy,
 - 6.3. Has agreed to comply with the policy, and
 - 6.4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
 7. Periodic Reviews:
 - 7.1. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.
 - 7.2. The periodic reviews shall, at a minimum, include the following subjects:
 - 7.2.1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - 7.2.2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. Use of Outside Experts:

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XII - Indemnification

Any Board director or administration officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization/school to provide broader indemnification rights).

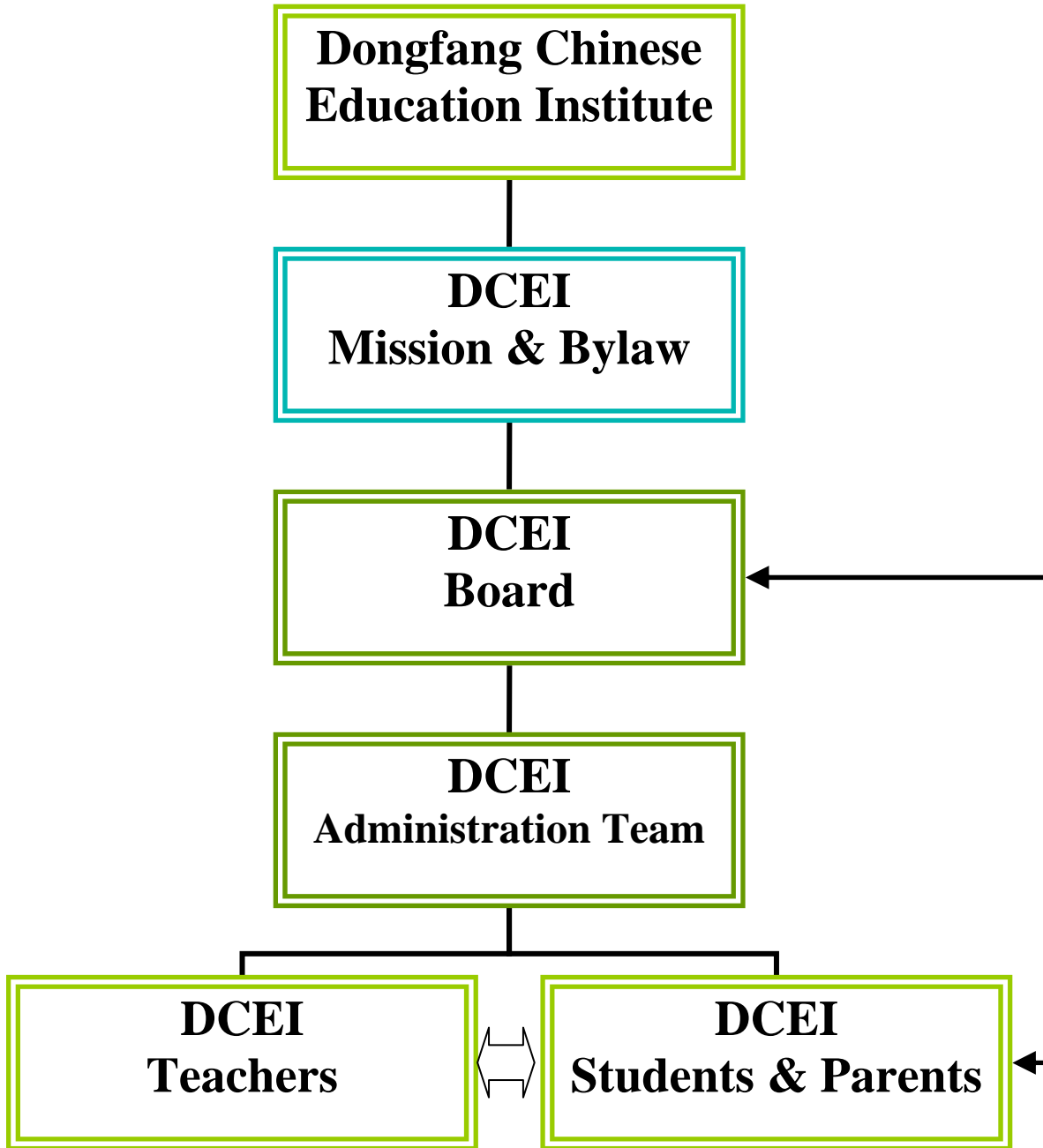
Article XIII - Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIV - Amendment

1. The Board may amend the bylaw by a majority vote at any regular or special meeting.
2. The organization bylaws in English are the ultimate legal official document, superseding its bylaw in other languages and all other DCEI regulations, guidelines, and documents. These bylaws shall be followed in accordance with state and Federal laws and regulations governing non-profit organizations in the commonwealth of Illinois.

APPENDIX – A: DCEI Organizational Chart



(End of DCEI Bylaw Content)