

BYLAWS OF TCS – TIDEWATER CHINESE SCHOOL

ARTICLE 1 PURPOSE AND GENERAL POLICY

Section 1.1 The TCS – Tidewater Chinese School (hereinafter referred to as “TCS”) is established with the purpose of teaching Chinese language and exposing the students to Chinese culture. TCS operates on the principles of integrity, mutual respect and non-discrimination, and upholds a drug-free and violence-free environment in the community.

Section 1.2 TCS shall promote, sponsor, and encourage educational programs, projects, and activities to enhance the learning of Chinese language and culture by all who will abide by the Articles of Incorporation and Bylaws of TCS.

Section 1.3 Educational programs shall include, but not be limited to, Chinese language (Traditional and/or Simplified Mandarin Chinese, as may be determined by the Board of Directors from time to time), culture classes, and any other subject areas deemed by the Board of Directors to be important to Chinese heritage.

Section 1.4 Any educational program, other than those directly related to language teaching, requires prior approval by a majority vote of a quorum of the Board of Directors.

Section 1.5 TCS shall support community activities that advocate and enhance the Chinese heritage and image. Participation by TCS in any such community activity requires prior approval by a majority vote of a quorum of the Board of Directors.

Section 1.6 TCS shall be a not-for-profit, non-partisan, and non-sectarian organization.

Section 1.7 TCS shall have no collective interest in the politics of any foreign country.

Section 1.8 TCS shall neither solicit nor receive any financial assistance from any foreign government where such assistance would require or create a return obligation on the part of TCS. However, financial assistance for teacher training without any such obligation may be accepted with prior approval by a majority vote of a quorum of the Board of Directors.

Section 1.9 Any contact by TCS with a foreign government for the purpose of soliciting teaching materials requires prior approval by a majority vote of a quorum of the Board of Directors.

ARTICLE 2 GENERAL MEMBERSHIP

Section 2.1 TCS members shall consist of Chinese-Americans and other persons who are interested in furthering the teaching of Chinese language as well as Chinese culture, regardless of color, sex, religion, national origin, or birthplace. A member must be at least

eighteen (18) years of age, subscribe to the objectives and policies stated in the Articles of Incorporation and the Bylaws of TCS, and meet at least one of the three following conditions:

- (a) A parent or a legal guardian of a student who is under the age of eighteen (18) and currently enrolled in any class at TCS.
- (b) Current teachers of any class at TCS.
- (c) Any student at least eighteen (18) years old who is currently enrolled in any class at TCS.

Section 2.2 All members shall be entitled to all privileges of TCS equally.

Section 2.3 The members shall meet, in person and/or virtually, at least once a year to elect a Board of Directors and to resolve any important issues. Each member shall have one (1) vote, which vote may be cast, at the discretion of the Board of Directors, in person, electronically, or by postal mail.

Section 2.4 Decisions of the general membership meetings are final.

ARTICLE 3 LIABILITY AND TERMINATION OF MEMBERSHIP

Section 3.1 No member shall be personally liable for any debts, liabilities, and/or other obligations of TCS.

Section 3.2 Any member may voluntarily terminate his or her membership and, if applicable, withdraw his or her student(s) at any time upon delivery of a written notice to the Registrar of TCS. No refund of tuition will be made after school has been in session for four (4) or more weeks of a semester.

Section 3.3 Any member who violates the Articles of Incorporation and/or Bylaws of TCS, may be censured by a majority vote of a quorum of the Board members and/or expelled by a vote of at least two-thirds (2/3) of a quorum of the members voting in person, electronically, or by postal mail. The said member shall have the right to appeal to the Appeals Committee (as defined herein) within two weeks after being informed of either of the foregoing actions.

ARTICLE 4 ORGANIZATION

TCS shall consist of its members, a Board of Directors (also referred to herein as the “Board”), an Administrative Office, a Parent-Teacher Association (also referred to herein as the “PTA”), and working committees, as needed.

ARTICLE 5
BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, TERMS

Section 5.1 The Board shall consist of elected directors (referred to herein as the “Directors”). Ideally, the number of Directors shall be nine (9), but the Board may consist of a fewer number of Directors, with preference being given to having an odd number of Directors so as to avoid tie votes by the Directors. Among the Directors three (3) shall be the Principal, Vice Principal, and Treasurer, five (5) are Directors without portfolio, and one (1) shall be the President of the PTA. Only one (1) member of a single family can serve on the Board at any one time.

Section 5.2 All Directors shall be elected at the Annual General Membership Meeting (hereinafter referred to as the “Annual Meeting”) by a majority vote of a quorum of the members, provided, however, that if one or more Directors resign, are removed, or otherwise become unavailable to serve between their election and the next Annual Meeting, the Board may appoint, at any time by a majority vote of a quorum of the remaining Board members, the relevant number of interim Directors to serve until the next Annual Meeting. Any such interim Directors shall be eligible to be nominated for regular election to the Board at the next Annual Meeting, and their interim terms shall not count toward the total number of years during which they may serve on the Board. (As used elsewhere in these Bylaws, the word “term” does not encompass the words “interim terms” as used in this Section 5.2 of the Bylaws.)

Section 5.3 A Chair of the Board shall be elected by a majority vote of a quorum of the members of the Board. The Chair of the Board shall not be the same person as the Principal, Vice Principal, or Treasurer.

Section 5.4 The officers of TCS will be the Principal, Vice Principal, Treasurer, and such other officers as the Board may designate by a majority vote of a quorum of the members of the Board. For example, the Board may designate one (1) of its members to take the minutes of Board meetings and may (but is not required to) give that person the title of “Board Secretary” (to distinguish that person from the TCS Secretary who serves in the Administrative Office). (For the avoidance of doubt, Directors who are not designated as officers by the Board are Board members but not officers of TCS.)

Section 5.5 One Director shall be elected by a majority vote of a quorum of the members of the Board as the President of the PTA and shall be responsible to form and administer the PTA.

Section 5.6 The Executive Committee shall consist of the Principal, Vice Principal, and Treasurer.

Section 5.7 The terms of the members of the Executive Committee shall be one (1) year. The Principal and Vice Principal may be re-elected but may not occupy the same offices for more than four (4) consecutive years. The Treasurer may be re-elected but may not occupy the same office for more than six (6) consecutive years. The terms of the Directors shall be two (2) years, and any Director may be reelected for up to three (3) consecutive terms. The term of any Director expires when the Director is no longer a member of TCS.

Section 5.8 No one can serve on the Board for more than six (6) years, whether consecutive or non-consecutive years. The total number of years served by all members of a single family cannot exceed this term.

Section 5.9 In the event that a vacancy should occur in the office of the Principal, his or her unexpired term shall be filled by the Vice Principal. In case both the Principal and the Vice Principal positions are vacant, these positions shall be filled for their unexpired terms by the vote of a majority of the remaining Directors.

Section 5.10 All terms begin on July 1 in the year of election and end on June 30 in the following year.

Section 5.11 The newly elected Board members shall take the office of oath in writing (an e-mail to the then-current Chair of the Board can suffice) with the following statement: “I, (name), do solemnly swear (or affirm) that I will faithfully perform my duties as a director of TCS – Tidewater Chinese School. I also swear (or affirm) that I will comply with the school’s articles of incorporation, bylaws, and policies. I further swear (or affirm) that I recognize the school is a non-profit organization and community asset. I will strive to put the best interests of its students first and ensure that all interested parties can learn about Chinese language and culture.”

ARTICLE 6 THE ADMINISTRATIVE OFFICE

Section 6.1 The Administrative Office, headed by the Principal, manages all aspects of the week-to-week administrative operations of TCS.

Section 6.2 The Administrative Office shall consist of the three members of the Executive Committee, a Culture/Activity Manager, a Registrar, and a Secretary. The Culture/Activity Manager, Registrar, and Secretary shall be addressed as Administrators.

Section 6.3 Assistants, one (1) each for the Vice Principal, Treasurer, Culture/Activity Manager, Registrar, and Secretary, may be appointed, as needed, by the Principal and added to the Administrative Office. The assistants shall be addressed as Assistants.

Section 6.4 The Administrators who are not members of the Executive Committee shall be appointed by the Principal and approved both by votes of at least two-thirds of the Executive Committee and a quorum of the members of the Board. No then-serving Board Member shall serve as an Assistant.

Section 6.5 Only one (1) member of a single family can serve in the Administrative Office at any one time.

Section 6.6 The Principal has the right to recommend to the Board the removal of any Administrator who is not a member of the Executive Committee or any Assistant in the Administrative Office. Upon a majority vote of a quorum of its members and whether or not it has received a removal recommendation from the Principal, the Board may remove any

Administrator who is not a member of the Executive Committee or any Assistant in the Administrative Office.

Section 6.7 There are no term limits for Administrators who are not members of the Executive Committee or for Assistant as long as they are appointed as provided herein.

ARTICLE 7 DUTIES OF BOARD MEMBERS AND ADMINISTRATIVE OFFICERS

Section 7.1 Board duties shall include ensuring compliance with the Articles of Incorporation and Bylaws and approving the annual budget, the auditing report, and the nominations or removals of teachers as well as non-elected Administrators and Assistants in the Administrative Office.

Section 7.2 The Chair of the Board shall preside at the Board meetings and coordinate the efforts among the Board, Administrative Office, and the PTA. The Chair shall be responsible for responding and resolving any members concerns brought to his or her attention. The Chair can make or transmit any public announcement of Board activities with prior approval by the Board. Only the Chair may sign contracts binding TCS.

Section 7.3 The Chair of the Board may assign those Directors without portfolio to chair standing committees for functions such as Annual Meetings, any Special Membership Meetings called at the discretion of the Board, fund-raisers, and amending the Bylaws and/or Articles of Incorporation. Only the Chair has the right to make public announcements with regard to Board activities or decisions.

Section 7.4 The Principal shall be responsible for the well-beings of TCS, represent TCS externally, have general supervision of all the activities of the school, and perform or coordinate the following functions:

- (a) Execute the Board's decisions.
- (b) Recommend, as needed, the appointment or dismissal of Administrators who are not members of the Executive Committee, Assistants, and teachers.
- (c) Suspend or dismiss students as recommended by teachers.
- (d) Propose the school calendar for Board's approval.
- (e) Secure space for classes.
- (f) Make or transmit any public announcement related to academic or administrative activities.

Section 7.5 The Vice Principal shall assist the Principal in supervising the activities of the school and shall assume the office of the Principal in his or her absence or disability. The Vice Principal shall also perform the following curriculum duties:

- (a) Conduct the periodic teachers' conferences.
- (b) Coordinate with teachers to develop curriculum programs to meet current or future needs.
- (c) Evaluate teachers and nominate candidates teacher awards.
- (d) Arrange or select substitute teachers when needed.
- (e) Recommend the appointment or dismissal of teachers.
- (f) Oversee and manage the school library, copy machine, and storage locker.

Section 7.6 The Treasurer shall be responsible for all financial matters and shall ensure proper order of the funds. He/she shall keep appropriate books, prepare a written report on finances for each Board meeting, file annual tax reports to IRS, send FICA and other forms to all teachers, and send acknowledgments to all donors. In conjunction with the Principal, he/she shall propose the annual budget for approval by the Board. All checks drawn on any bank account of TCS must be signed by the Treasurer and co-signed by the Principal. No payment incurred on behalf of TCS will be reimbursed without a receipt. The Treasurer shall work with an external auditor, appointed by the Chair of the Board and approved by a majority vote of a quorum of the Board, to audit finances annually in the spring, and promptly present a written audit report to the Board for approval.

Section 7.7 The Culture/Activity Manager shall be responsible for organizing, planning and conducting school ceremonies as well as all cultural and social activities. He/she shall also perform other duties assigned by the Principal.

Section 7.8 The Registrar shall be responsible for maintaining and keeping all student records, including:

- (a) Prepare student registration forms.
- (b) Oversee all registration activities and coordinate student registrations.
- (c) Prepare student rosters.
- (d) Maintain students' attendance and performance records.

Section 7.9 The Secretary shall keep records of all business and correspondence, keep the minutes of Administrator meetings, and forward such meeting minutes to the Board. The secretary shall draft school newsletters and provide input to web designs for approval by the Principal or, if the Principal so directs, the Vice Principal.

Section 7.10 All Directors, Administrators, and Assistants shall, under the supervision of the outgoing Chair of the Board or the Principal, transmit all documents to their respective

successors at the end of their terms. Records of the transactions, signed and dated, shall be deposited in the central office, if one exists.

Section 7.11 All Directors are required to attend, in person, at least half of the scheduled Board meetings in a school year.

Section 7.12 Any Director absent from three (3) scheduled Board meetings, or any Administrator absent from three (3) scheduled Administrative Office meetings, per academic semester without a reasonable excuse may be removed from the Board or the Administrative Office by the Chair of the Board or the Principal, respectively. In addition, by a majority vote of all Board members then serving, the Board may remove from the Board any Director, including but not limited to the Chair and the Principal, who is not faithfully fulfilling his or her duties as a Board member, provided, however, that the Chair (or the Principal, if the Chair is the object of the counseling) has counseled that Director at least four weeks prior to any such vote and thereby given the Board member an opportunity to cure the perceived failure to perform.

Section 7.13 The Board of Directors has the right to interpret the Articles of Incorporation and Bylaws. Any disagreement on the interpretation of the Articles of Incorporation and Bylaws made by the Board shall be resolved in the general membership meeting.

Section 7.14 Board members, Administrators, and the Assistants in the Administrative Office are, upon Board approval, eligible to receive any non-pay financial benefits (for example, tuition discounts) or non-financial benefits (for example, occasional meals) offered to teachers, provided, however, that no serving Board members can receive any pay for their services in any position at TCS.

ARTICLE 8

QUALIFICATIONS OF BOARD OF DIRECTOR, OFFICERS AND TEACHERS

Section 8.1 Each Director and each Administrator must be a member of TCS at the time of assuming his or her office. Ideally, each Director and each Administrator will have been a member of TCS for at least one (1) year prior to assuming office, but having been a member for that length of time is not a requirement. Only U.S. citizens, permanent U.S. residents, or other legal residents of the United States of America are eligible to hold office.

Section 8.2 In addition to the requirements of Section 8.1, the Chair shall be able to preside over the Board meetings, according to *Robert's Rule of Order, Newly Revised*, in English. The Chair shall be proficient in speaking and writing both English and Chinese.

Section 8.3 In addition to the requirements of Section 8.1, the Principal and Vice Principal shall have demonstrated administrative leadership qualities and the ability to write and make public speeches proficiently in both English and Chinese.

Section 8.4 In addition to the requirements of Section 8.1, the Treasurer shall be proficient in bookkeeping and accounting practices, and shall have a working knowledge of U.S. tax laws.

Section 8.5 School teachers shall have the ability to work legally in the United States.

Section 8.6 The appointment or dismissal of teachers shall be recommended by both the Principal and the Vice Principal. After the Board receives their recommendations, the Board shall take appropriate action by a majority vote of a quorum of the members of the Board. Because the Board members must be free to discuss teacher qualifications, performance, compensation, and other sensitive teacher-related issues, and also because the Board generally meets while teachers are meeting with their classes, teachers are not eligible to serve as Board members while serving as teachers at TCS.

ARTICLE 9 ELECTIONS

Section 9.1 Election of new TCS Directors, presided over by the sitting Chair of the Board or his or her designee, shall be held at the Annual Meeting on or about the last day of the school year.

Section 9.2 The Board shall select a Nominating Committee consisting of three Directors, with preference given to the outgoing Directors, on or before the first school day in February. The Nominating Committee shall produce a slate of candidates for the new Board according to the following schedule:

- (a) Announcement of the formation of the Nominating Committee and solicitation of nominations for Board vacancies on the first school day in March.
- (b) Nominations close on the first school day in April.
- (c) Announcement of the final slate of candidates on the first school day in May.
- (d) Candidates campaign on or about the last school day in May.

Section 9.3 Subject to Section 8.1 hereof, any TCS member shall be entitled to nominate any TCS member(s) as candidates for the Director position(s) by written submission to the Nominating Committee. Each nomination shall be supported with the signatures of two (2) TCS members and that of the nominee. The Nominating Committee has right to make its own nomination of the candidates.

Section 9.4 The Nominating Committee shall ensure that all candidates meet the qualification requirements and that the final slate of candidates includes candidates qualified to fill the positions of members of the Executive Committee or the Chair of the Board as specified in Article 8 of these Bylaws.

Section 9.5 To avoid conflicts of interest, any Nominating Committee member who is related to a candidate shall be excused from discussing or voting on such candidate.

ARTICLE 10
ADVISORS, STAFF, AND GENERAL COUNSEL

Section 10.1 To assist TCS in financial, legal, operational, or other pertinent matters, a number of advisors (hereinafter referred to as “Advisors”) and/or staff personnel (hereinafter referred to as “Staff”) may be appointed upon the recommendation by the Principal or the Chair of the Board and approval by a vote of at least two-thirds of a quorum of the members of the Board.

Section 10.2 “Advisor” is an honorary title and shall be offered for a two-year term to a member or non-member who can provide advice and/or other assistance to TCS based on his or her expertise, knowledge, or personal status. Any Advisor may be invited to attend Board or Administrative Meetings. The immediate past Principal and past Board Chair automatically become Advisors of TCS.

Section 10.3 An invitation letter or a certificate, specifying the term of appointment shall be sent to all prospective Advisors at the beginning of the school year. The appointment becomes effective once the prospective Advisor accepts orally or in writing.

Section 10.4 Upon approval by a vote of at least two-thirds (2/3) of a quorum of the members of the Board, one (1) or more Staff persons may be appointed to assist the operations of TCS. Staff shall perform assigned operational tasks required by TCS and provide reports of the tasks to the Principal and/or at the Board meetings.

Section 10.5 Staff are not required to be members of TCS but, other than persons then serving on the Board, may be members of TCS. The term and compensation, if any, for Staff shall be determined by the Board on a case-by-case basis, *i.e.*, the Board may choose how long each Staff will serve and whether to compensate any or all Staff and at what level(s).

Section 10.6 At the discretion of the Board of Directors, the Board may retain an attorney to act as the General Counsel of TCS. The General Counsel may be, but is not required to be, a member of TCS. The Board shall determine what compensation, if any, shall be paid to the General Counsel for his or her legal services, but as a general policy the Board shall always try to retain a General Counsel who agrees to provide his or her legal services on a pro bono basis.

ARTICLE 11
GOVERNMENT

Section 11.1 The Board shall establish policies for the operation of TCS in compliance with the decisions made by the general membership and in conformance with the provisions of the Articles of Incorporation and the Bylaws.

Section 11.2 The Board shall oversee the operations of TCS. For violating the Articles of Incorporation or the Bylaws of TCS, the members of TCS may remove any Director by a vote of at least two-thirds of a quorum of the members.

Section 11.3 Any complaint against any Director concerning TCS operations shall be brought to the Chair of the Board and be resolved by the Board. However, if the complaint is against the Chair of the Board, it shall be reported to the Principal and be resolved by the Board without the presence of the Chair of the Board.

Section 11.4 An Appeals Committee of five (5) non-Board Members shall be formed to hear the appeal of the expulsion of a member or any matter that cannot be resolved by the Board. In the case of an appeal only, three (3) of the five (5) members of this committee shall be recommended by the Board, and the other two (2) members shall be recommended by the individual bringing the appeal. Each side can object, but only once, to any particular member recommended by the other side in an appeal, in which case the other side shall recommend an alternate member to whom no objection shall be permitted. The chairman of the Appeals Committee shall be elected by its members.

Section 11.5 The decision of the Appeals Committee is final.

Section 11.6 The Board members should protect the financial interests of TCS and establish a Contingency Fund containing at least the amount of operating expenses incurred during TCS's most recent fiscal year. At the end of each fiscal year, to the extent, if any, that TCS has a surplus, one-third (1/3) of the surplus shall be deposited in the Contingency Fund unless two-third (2/3) of all Board members (not only a quorum) vote not to deposit one-third (1/3) of the surplus in the Contingency Fund. The Board may not use the Contingency Fund for any purpose unless two-thirds (2/3) of all Board members (not only a quorum) vote in favor of such use and the Board notifies the TCS members of such vote within three (3) days afterward.

ARTICLE 12 MEETING AND QUORUM

Section 12.1 English shall be the language of choice in all Board meetings, and all Board meeting minutes shall be written in English. Discussions can be carried out in Chinese; however, when these discussions need to be recorded in the meeting minutes, they shall be translated into English to be deemed as official.

Section 12.2 In all other TCS meetings or activities, Chinese may be used as an alternate language. Anyone who spoke or made written statements in Chinese at any meeting or activity on any important issues that require record keeping shall be required to provide his or her own English translation if requested by a non-Chinese speaking member. A TCS Director or an Administrator shall always try to make the interpretation but is not responsible for the validity of the translation.

Section 12.3 In addition to the Annual Meeting, a general membership meeting can be called either by members with signatures from at least twenty (20) percent of the general membership or by the Board with a vote of least two-thirds of a quorum of the members of the Board. All meeting announcements shall be in writing and distributed at least two (2) weeks (or in the case of merger or liquidation or otherwise as provided by the Code of Virginia, twenty-five [25] days) in advance to the members by the Board.

Section 12.4 A financial statement and a summary of significant activities of TCS shall be presented and posted by the Chair of the Board or his or her designee(s) at the Annual Meeting.

Section 12.5 Any members meeting shall have at least twenty-five (25) percent of members present to constitute a quorum.

Section 12.6 The Board shall generally hold at least one (1) Board meeting every month during the school year but at the Board's discretion may hold meetings less often (but not less than every other month) and may convene additional meetings if necessary. The Board may meet in person and/or virtually, and a majority of then-serving Directors present in person or virtually shall constitute a quorum.

Section 12.7 A vote of at least two-thirds (2/3) of a quorum of the members of the Board shall be required to pass motions related to financial matters with values over \$500, any personnel issues, and any regulations considered at a Board meeting.

Section 12.8 *Robert's Rules of Order, Newly Revised*, when not inconsistent with these Bylaws, shall govern the meetings of the members and of the Board.

ARTICLE 13 LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 13.1 To the fullest extent that the Virginia Nonstock Corporation Act, as it exists on the effective date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of Directors or Administrators of TCS in any proceeding brought by or on behalf of TCS, and provided that a Director or Administrator shall not have engaged in (i) any breach of his or her duty of loyalty to TCS, (ii) acts or omissions not in good faith or that involve willful misconduct or a knowing violation of law, or (iii) any transactions from which the Director or Administrator derived an improper or personal benefit, then such Director or Administrator shall not be liable to TCS for monetary damages.

Section 13.2 To the fullest extent permitted and in the manner prescribed by the Virginia Corporation Act and any other applicable law, TCS shall indemnify against all liability incurred in a proceeding (and advance reasonable attorneys' fees to) any Director or Administrator of TCS who is, was, or is threatened to be made a party to any such threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, arbitrative or investigative), including an action by or on behalf of TCS by reason of the fact that he/she is or was such a Director or Administrator or is or was serving at the request of TCS as Director, Administrator, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Board of Directors is empowered, by a majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or Administrator.

Section 13.3 TCS may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any

person who is or was a Director, Administrator, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether or not TCS would have power to indemnify him against such liability under the provision of this Article.

ARTICLE 14 NO CONFLICTS

Section 14.1 If, at any time, there is any inconsistency or conflict between these Bylaws and the provisions of the Code of Virginia, as the same may be amended from time to time, the contrary provisions of the Code of Virginia shall take precedence over and govern the conduct of TCS. Wherever these Bylaws do not cover a particular situation, the applicable provisions of the Code of Virginia shall apply with the same force and effect set forth herein.

Section 14.2 Any member(s) of TCS, including but not limited to Board members, who has or may have any conflict of interest, including but not limited to a financial interest, in any decision or transaction that is made or undertaken, or is proposed to be made or undertaken, by TCS shall promptly disclose to the Board such conflict of interest and all material facts related thereto. By way of example only and not by way of limitation, such a conflict of interest would be raised by any Board vote that would have the effect, directly or indirectly, of enriching a Board member or any member of his or her family at the expense of TCS. After disclosure of the actual or potential conflict of interest and all material facts, and after any discussion with the relevant TCS member(s), such member(s) shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The Board shall decide if a conflict of interest exists. The relevant TCS member(s), if serving on the Board, shall not be entitled to vote upon the matter.

ARTICLE 15 DISSOLUTION

TCS may be dissolved by two votes: (1) a vote of at least two-thirds of a quorum of the members of the Board; and (2) a vote of at least two-thirds of a quorum of the members. Upon dissolution and after provision for payment of all liabilities has been made, all properties and assets shall be donated in accordance with the Articles of Incorporation.

ARTICLE 16 AMENDMENT

Section 16.1 Proposals to amend the Articles of Incorporation or Bylaws may be made by the Board or by a petition signed by at least twenty (20) percent of members. The Board shall then send the proposal(s) to all members in writing one (1) month before the Annual Meeting. A special members meeting may be called to discuss the proposed amendment(s) before presentation at the Annual Meeting, if requested by a petition signed by at least twenty (20) percent of members.

Section 16.2 An affirmative vote of two-thirds of all valid ballots received from voting members at an Annual Meeting shall be necessary for the adoption of any amendment to the Articles of Incorporation, while a majority vote is needed for amending the Bylaws.

Section 16.3 Any amendment approved by the members at the Annual Meeting shall take effect immediately after its adoption unless otherwise indicated in the amendment.