

BYLAWS  
OF  
SOUTH BAY CHINESE CULTURE ASSOCIATION  
A California Public Benefit Corporation

ARTICLE I  
NAME

The name of this corporation shall be:

South Bay Chinese Culture Association

ARTICLE II  
OFFICES

2.1 Principal Office.

The principal office for the transaction of the business of this corporation (“principal executive office”) is located in the State of California, County of Los Angeles, as stated in the South Bay Chinese School of Language and Culture Student/Parent Handbook.

2.2 Change of Principal Office.

The Board of Directors may change the principal office from one location to another. Any change of location shall be communicated to the general membership and noted by the secretary, as required in section 2.1.

2.3 Other Offices.

The Board of Directors may at any time establish branch, subsidiary or subordinate offices at any place or places where this corporation is qualified to do business.

ARTICLE III  
NONPARTISAN ACTIVITIES

3.1. This corporation has been formed under the California Corporation Law for the purposes described herein below in Article XII, and it shall be non-profit, non-religious, and non-partisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. Further, this corporation shall not participate or intervene in any overseas Chinese political activity.

3.2. This corporation shall not engage in any activity or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV  
DEDICATION OF ASSETS

The properties and assets of this non-profit corporation are irrevocably dedicated to fulfillment of the Objects and Purposes of this corporation as set forth in Article XII hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall be used for the exclusive benefit of any private person or individual, or any member or Director or this corporation except in fulfillment of said Objects and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the non-profit provisions of the California Corporation Code then in effect.

ARTICLE V  
GENERAL MEMBERSHIP

5.1. Members.

Members of this corporation shall consist of persons complying with the requirements set forth in Section 5.2 of this Article, having properly presented themselves for membership in accordance

with the procedures determined by the Directors, and who have enrolled as members on the membership roster.

No person may hold more than one membership.

Membership in this corporation shall not vest in any member any distributions from this corporation during the existence of this corporation, but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable.

## 5.2. Requirements for Membership.

To be a member, an individual must:

- (a) Have registered and paid for any class offered by this corporation and in the event of an individual less than 18 years old, the parent or guardian who registered for such individual; or
- (b) Have paid an annual membership due in an amount prescribed by the Board of Directors; and must have otherwise fully complied with the organization's principles.

## 5.3. Removal of Members.

Membership of any member shall cease upon any of the following events:

- (a) The member's death or resignation;
- (b) The failure of the member to pay his or her dues or assessments in a timely fashion as determined by the Board of Directors; or
- (c) When the conduct of a member of this corporation is in violation of the Objects and Purposes of this corporation, or when the conduct of a member is not to the best interest of this corporation.

In the case of subdivisions(c) of this section, the member shall be notified at least 15 days prior to being removed from the membership list, of the fact that he or she will be removed as a member and the reasons therefore. If the member does not contact any of the officers within 10 days of the notice to protest the removal, the member shall be removed from the membership list. If the member timely files a protest, the member shall be given an additional 5 days to present a

written explanation/objection for presentation to the Board of Directors who shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed. A member may only be removed under subdivision(c) by a two-third-majority vote of the Board of Directors.

5.4. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this corporation may be held at any place within State of California, County of Los Angeles that has been designated by the Board of Directors ("Board") as the place of meetings.

5.5. Regular Meetings.

The regular annual meeting of the members shall be held without notice on the second Saturday of March of each year at the location specified in section 5.4. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the members shall consider reports of the affairs of this corporation, and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of this corporation to serve for the ensuing year.

5.6. Special Meetings.

Special meetings of the members may be called at any time by order of the Chairperson of the Board, or either president of the Parent Association, or the Board of Directors, or ten or more members of this Corporation.

5.7. Notice of Special Meetings.

Written notice of special meetings of members shall be given personally, by electronic mail or facsimile, or by mailing by first class, registered or certified mail, to each member, at his last known address, postage prepaid, a notice of the meeting at least ten (10) days before the time

fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of a special meeting, the general nature of the business to be transacted.

5.8. Quorum.

At all meetings of the members, whether regular, special, or adjourned, the presence in person or by proxy of one-quarter of the members shall constitute a quorum for the transaction of business.

5.9. Adjournments.

Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, those present may adjourn the meeting from day to day or from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

5.10. Waiver and Consent.

The transaction of any meeting of members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting.

Any action that may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of this corporation.

5.11. Absentee Ballots.

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. Voting members in good standing who are unable to

attend and who request the ballots may use these ballots. All absentee ballots must be received by the Secretary of this corporation prior to the meeting in order to be counted.

5.12. Voting Rights.

Only persons, whose names stand on the membership records of this corporation on the day of any meeting of members, shall be entitled to vote at such a meeting.

5.13. Proxies.

Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of this corporation.

5.14 Certificates.

This corporation shall not issue membership certificates.

5.15 Dues and Assessments.

The members of this corporation shall have no liability for other's dues or assessments.

5.16 Liabilities of Members.

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness of liability.

ARTICLE VI

HONORARY BOARD MEMBERSHIP

.  
Any person, firm, corporation or association who contributes funds or other property to this corporation or performs services for this corporation and who is not a member of this corporation, which in the sole discretion of the Board of Directors shall be an honorary board member of this corporation. An honorary board member shall have no right to vote.

ARTICLE VII  
BOARD OF DIRECTORS

7.1 Powers of Directors.

Subject to limitations of the articles of incorporation, other sections of the Bylaws, and of California law, all corporate powers of this corporation shall be exercised by or under the authority of, and the Board of Directors shall control the business and affairs of this corporation. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To select and remove all the officers, agents and employees of this corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.
- (b) To make disbursements from the funds and properties of this corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of this corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time, as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of this corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- (e) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

7.2 Number of Directors.

The Board of Directors shall consist of thirteen (13) members until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number of Directors may be changed by the vote or written assent of a majority of a quorum at a meeting of general members duly called pursuant to the Articles of Incorporation or Bylaws.

7.3. Selection and Tenure of Directors.

Four (4) Directors shall consist of two (2) Presidents of the Parent Association, the current Principal, and the immediate past Principal.

The remaining nine (9) Directors shall be elected at the annual meeting of the members. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

7.4. Term of Directors.

Each Director shall serve for three (3) years and until a successor has been elected and qualified. A Director may not serve for two consecutive terms, unless the first term was for a period of less than one and one-half years. That limitation does not apply to the current principal, the immediate past principal and two (2) Parent Association presidents.

7.5. Qualification of Directors.

A candidate for Director shall be a member of this corporation or a SBCCA teacher, and must have served at least one year in various SBCCA capacities (teacher, Parent Association Committee member or Administrative Officer).

7.6. Nominating Committee.

- (a) Committee shall consist of 3 individuals appointed by the Board.
- (b) Duty of the nominating committee shall consist of:

- (1) Compiling a list of candidates.
  - (2) Evaluating candidates' qualifications.
  - (3) Conducting interview of candidates.
  - (4) Preparing ballots
- c) The Board shall give guidelines on how to allocate the number of "at-large" seats based on the census of the general membership population.
  - d) Nomination of the Board of Directors shall be proportionate to the categories of general membership per the Board's guidelines.

#### 7.7 Vacancies.

Any Director may resign effective on giving written notice to the Chairperson of the Board, the Principal, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies of the Board because of death, resignation, removal or disqualification shall be filled by nomination and approval by majority vote of the remaining Board of Directors. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law.

Any amendment of these Bylaws to reduce the number of Directors shall not result in the removal of any Director prior to the expiration of the Director's term of office.

#### 7.8. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) The Director misses 4 or more consecutive board meetings or 6 meetings in a calendar year without cause.
- (b) A conflict of interest is found to exist between the Director and this corporation.
- (c) The Director is found to have engaged in activities that are directly contrary to the interests of this corporation.
- (d) The Director is found to be engaged in the misrepresentation of this corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (e) The Director is no longer a member.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a two-third majority vote of all the Directors.

#### 7.9. Place of Meeting.

Regular meetings or special meetings of the Board of Directors shall be held at any place, within the State of California, County of Los Angeles that has been designated from time to time by the resolution of the Board of Directors or by consent of all Directors of the board.

#### 7.10. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least once every two months during the fiscal year. The Chairperson of the Board shall give notice of the meeting to all Directors at least two weeks prior to the meeting. Meeting minutes documenting the outcome of all resolutions should be available for public review.

#### 7.11. Adoption of Resolution

During any regular or special meeting of the Board of Directors in which a quorum is present, the

Board of Directors may adopt resolutions consistent with the Article XII Objects and Purposes and in furtherance of its Section 7.1 Powers. Resolutions are to be adopted by the motion of two Directors and a majority vote of the Directors at the meeting (including proxy votes). The result of any resolution shall be recorded (whether the resolution passed or failed) in the minutes of the meeting.

#### 7.12 Resolution by Electronic Mail (e-mail)

The Board of Directors may pass a resolution for expenditures of \$250 or less using e-mail balloting if all of the following conditions are satisfied:

- (a) The expenditure must be funded (with or without penalty) prior to the next regularly scheduled Board meeting,
- (b) The Chairperson of the Board must make a motion to approve the expenditure by sending an e-mail ballot requesting authorization for the expenditure,
- (c) All Directors shall receive notice of the e-mail ballot at least 48 hours before the close of balloting for the resolution to be effective. For the purposes of this paragraph, effective notice means: (i) a Director acknowledgment of the e-mail ballot through an affirmative vote to approve or disapprove of the resolution or (ii) the Chairperson of the Board must contact any director not responding to the e-mail ballot by telephone (or in the alternative, leave a voicemail or other message with the director) informing the Director of that the e-mail ballot closing time. The Chairperson of the Board shall give at least 48-hour notice of the e-mail ballot closing time.
- (d) E-mail resolutions must be approved by a majority of the Directors. Any Director not submitting an e-mail vote shall be treated as a vote to disapprove the resolution.
- (e) The results of the e-mail resolution must be reported in the minutes of the next regularly scheduled meeting and shall be deemed approved unless challenged by any Director present. The challenging Director has the right to ask the Chairperson to produce printouts of the e-mail balloting. If the Chairperson cannot present evidence of the e-mail balloting, the e-mail vote is presumptively deemed void and the resolution must be passed by the method described in section 7.11 to be effective.

#### 7.13 Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board or by any two (2) Directors.

#### 7.14 Notice of Special Meetings

Notice of the time and place of special meetings shall be delivered either in writing, by email or orally in person or by phone to each Director at least five (5) days before the time of the holding of the meeting.

#### 7.15. Quorum.

Majority of the voting membership of the Board of Directors shall constitute a quorum for the transaction of business.

#### 7.16 Proxy

A proxy vote can be accepted after a quorum has been reached. All proxies must be written and must be delivered to any other Director to be effective.

#### 7.17 Adjournments

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### 7.18 Waiver and Consent

The transactions of any meeting of the Board of Directors, however called and noticed or whenever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors, not present in person, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

#### 7.19 Entry of Notice

Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes of the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director, as required by law and the Bylaws of this corporation.

#### 7.20 Fees and Compensation

The Director shall receive such compensation for their services as shall be determined from time to time by resolution of the Board. Any Director may serve this corporation in any other capacity as an officer, agent, and employee or otherwise and receive reasonable compensation therefore.

### ARTICLE VIII EXECUTIVE OFFICERS

#### 8.1 Officers.

The officers of this corporation shall be a Chairperson of the Board, a secretary, and a treasurer. This corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 8.3 of this article. Officers other than the treasurer need to be Directors.

#### 8.2 Election and Term of Office.

The Board of Directors shall elect all executive officers. A majority of the voting membership as described in section 5.2 shall be required for the election of all officers of this corporation. The term of office of each officer of this corporation shall be one (1) year but can be re-elected.

#### 8.3 Subordinate Officers, etc.

The Board of Directors may appoint such other officers as the business of this corporation may

require, each of the subordinate officers shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

#### 8.4 Removal and Resignation.

Any officer may be removed, either with or without cause, by majority of Directors at any regular or special meeting of the board. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect when the request is approved by a majority vote of the Board of Directors.

#### 8.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the remainder of the term.

#### 8.6 Chairperson of the Board.

The Chairperson of the Board shall direct the Board of Directors in exercising its powers and duties as prescribed by the Bylaws. He or she shall preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. He or she shall make certain this corporation does not engage in any activities or exercise any powers that are not in furtherance of the Objects and Purposes of this corporation.

#### 8.7 Secretary.

The secretary shall: (1) keep a full and complete record of the proceedings of the Board of Directors, (2) keep the seal of this corporation and affix it to such papers and instruments as may be required in the regular course of business, (3) make service of such notices as may be necessary or proper, (4) supervise the keeping of the records of this corporation, and (5) discharge such other duties of the office as prescribed by the Board of Directors. In the absence or disability of the Chairperson of the Board, he or she shall perform all the duties of the

Chairperson of the Board, and in so acting shall have all the powers of the Chairperson of the Board.

8.8. Treasurer.

The Treasurer shall receive and safely keep all funds of this corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of this corporation signed by the Chairperson of the Board and the Treasurer. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE IX  
ADMINISTRATIVE OFFICE

9.1 Definition.

The Administrative Office is an office appointed and given powers and authority, by the Board of Directors, for the management of business and administration of school affairs of this corporation. The Administrative Office shall abide the principle of this corporation being that it is a non-partisan, non-religious, non-profit corporation. It shall not engage in any business act or conduct any school affairs in any manner that are in violation of the objects and purposes of this corporation.

9.2 Obligation.

The Administrative Office shall keep the Board of Directors informed of its business conduct. The Principal at the regular meetings of the Board of Directors shall deliver such information.

9.3 Officers.

The Officers of the Administrative Office shall consist of a principal or principals, herein referred to as “Principal”, Assistant Principals, a Treasurer, and any other institution related

person the Principal deems necessary. The Principal may add administrative posts to the Administrative Office in accordance with the business needs of the school. He or she may appoint one or more administrative officers for each of the added posts. The Board of Directors as described in Sections 9.6 and 9.9 shall appoint the Principal, and approve all other administrative officers.

#### 9.4 Terms of Officers.

The term of all officers in the Administrative Office shall be one (1) year but can be re-elected or re-appointed for another term or until his or her successor is elected or appointed.

#### 9.5 Principal.

The Principal is the chief officer of the Administrative Office. He or she shall have the authority and powers as prescribed by the Bylaws to direct the Administrative Office for the management of business and administration of school affairs of this corporation. He or she shall exercise and perform such other powers and perform such duties as may be assigned by the Board of Directors.

#### 9.6 Election of Principal.

Prior to the month of June of each year, the election of the principal for the next fiscal year shall take place either in the regular meeting or in a special meeting of the Board of Directors. Nominees for the Principal shall consist of one from the current Administrative Office, one from the Mandarin Classes PA (Parent Association), one from the Cantonese Classes PA, and one from the Board. The Chairperson of the Board shall give written or verbal notice calling for nominees to the four parties four (4) weeks or earlier before the election. Each party shall make sure its nominee or nominees have agreed to their nominations. The election shall be determined by a majority vote of the members of the Board. Announcement shall be made at the annual meeting of this corporation. The official starting date of the term of the Principal is July 1.

#### 9.7 Qualification of Principal.

A candidate for principal shall be a member of the corporation or a SBCCA teacher, and must have served at least one year in various SBCCA capacities (teacher, Parent Association Committee member or Administrative Officer).

9.8 Assistant Principals.

There shall be Assistant Principals in the Administrative Office, serving the different language classes. The Assistant Principals shall assist the Principal in the management of business and the administration of school affairs of this corporation. In the absence or disability of the Principal, the Assistant Principals designated by the Principal shall perform all the duties of the Principal, and in so acting shall have all the powers of the Principal. In this role as Acting Principal, the Assistant Principal shall also have such other powers and perform such duties as may be assigned by the Board of Directors.

9.9 Appointment of –Assistant Principals.

The Principal-Elect to the Board of Directors shall nominate the Assistant Principals. If a majority of the members of the Board agree to the appointment, announcement shall be made at the annual meeting of this corporation. The official starting date of the term of the Assistant Principals is July 1.

9.10 Qualification of Assistant Principal.

A candidate for Assistant Principal shall be a member of the corporation or a SBCCA teacher, and must have served at least one year in various SBCCA capacities (teacher, Parent Association Committee member or Administrative Officer).

9.11 Other Administrative Officers.

The Principal-Elect shall appoint all other administrative officers as prescribed in Section 9.3. The duties and authority of each administrative officer shall be defined and delegated by the Principal.

9.12 Qualification of Administrative Officers.

Any member who has a desire to serve the Administrative Office for the objects and purposes of this Corporation is qualified to become an Administrative Officer. He or she may express his or her desire to the Principal-Elect.

9.13 Removal and Resignation of Administrative Officers.

The Principal may remove any administrative officer, with or without cause. Any administrative officer may resign at any time by giving a written or verbal notice to the Principal.

ARTICLE X  
MISCELLANEOUS

10.1 Checks, Drafts. Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

10.2 Contract, etc. How Executed.

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind this corporation by any contract to engagement or to pledge its credit to render it liable for any purposes or to any amount.

10.3 Representation of Shares or Other Corporations.

The Chairperson and the Secretary of this corporation are authorized to vote, represent and

exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by said officers.

ARTICLE XI  
AMENDMENT OF BYLAWS

These Bylaws except Article III and Article XII may be amended or repealed and new Bylaws adopted by the vote of at least two-thirds of the voting membership. The procedures for amendment or repeal of the Bylaws shall be as follows:

- a) A motion signed with names for amendment or repeal of the Bylaws shall be prepared in writing and submitted to the Chairperson of the Board. The appeal motion shall not contain statements or clauses contrary to the principles, objects and purposes of this corporation as stated in Article III and Article XII.
- b) A special meeting of the Board of Directors shall be called to review the motion as proposed. Notice of the meeting and a copy of the motion shall be delivered to each Director of the Board at least ten (10) days prior to the date of the meeting.
- c) Upon the approval by a two-third (2/3) majority vote of the Board of Directors, the motion, with or without revision by the Board of Directors, shall constitute an amendment to the Bylaws.

ARTICLE XII  
OBJECTS AND PURPOSES

12.1 The objects and purposes for which this corporation is formed are:

- a) To establish, maintain and conduct an educational institution where enrollment is

available and open to persons of all races and social backgrounds, especially children, that promotes understanding and appreciation of the Chinese language, both written and verbal, music, history, literature, arts, customs and culture; to educate the students in the aforementioned areas.

- b) To have and exercise all rights and powers from time to time granted to a non-profit corporation by law, provided that this corporation shall not engage in any activities that are not in furtherance of the primary purposes of this corporation.
- c) To facilitate and encourage the seeking of funds for implementing various of this corporation's programs from government or private sources, and to foster the development of any or all other programs, centers, plans, and ideas which have as their general goal the education of students in the areas stated in Section 12.1 (a).