

Chin Education Services (Amazon) Co., Ltd.
Amazon Private School
The Bylaws of Amazon Private School

Preamble

Amazon Private School is a start-up comprehensive private school, opened from June, 2015. The school aims for the development and establishment of internationally competitive academic standards in Chin State.

The School is committed to taking a leadership role in child care and education services, higher learning, community services and promoting cultural diversity. The School will respond to the needs of its parents and students with affordable, first-class childcare and education through an advanced curriculum, integrated programs and services, innovative learning approaches, local community involvement and business partnerships. The School dedicates its efforts and resources toward student success, academic and moral excellence.

All of our learning and child care services employ technology, partnerships, professional services and other activities that support and promote higher learning. Unlike our competitors, we offer the best English language education possible, advanced technology programs, and activities such as arts and crafts, music and dance, sports and games, theatre and gymnastics, all in one location.

Here are our keys to success:

- ✓ **Marketing:** differentiating Amazon's care giving and educational services from traditional child care and education offerings and interest activity programs.
- ✓ **Service quality:** care giving and educational programs provided by degreed and certified educators, child care workers, tutors and subject matter industry professionals in a technologically advanced first-class collegiate environment.
- ✓ **Reputation:** maintaining a highly regarded reputation for excellence in care giving, education and community involvement and being the employer of choice in our market for child care and educational talent.
- ✓ **Profitability:** controlling costs and managing budgets in accordance with company goals, adhering to strategic business plans for growth and expansion and reinvesting in the business and its employees.

Article I: Name

Section 1. The School

The name of the school shall be Amazon Private School hereinafter referred to as the School, which includes all campuses and all levels of schools run by Chin Education Services (Amazon) Co., Ltd. (referred to as CESAmazon) and different campuses and different levels of schools may have a distinct name of their own, e.g., Amazon Private School, New Hakha Campus, etc.

Section 2. The Bylaws

The name of this bylaws shall be the Bylaws of Amazon Private School.

Article II: Vision

Our vision is "An Educated Community for Children!"

Article III: Philosophy of Education

The education services of Amazon Private School, though the School is not a professed Christian school, is dependent on a biblical philosophy that provides the correct worldview and essential truths for life so that children may be prepared to assume their proper place in the home, the church, and the community. Accordingly, the following points summarize the Philosophy of Education for the School:

We believe that ...

- ▶ Every child is unique and yet born equal in dignity and rights, and it is essential to meet their individual needs.
- ▶ A wholesome education is achieved by modeling respect for others and celebrating our diversity.
- ▶ Every child can discover the joy of learning.
- ▶ Every child possesses boundless potentialities that can be realized through effective education.
- ▶ Children need an educated community for the full realization of their possibilities.
- ▶ Critical thinking skills are essential to meet the challenges of the modern world.
- ▶ Parents and teachers must work together as a team in the child's development.
- ▶ Amazon's students should feel a responsibility in protecting our global environment.
- ▶ Amazon should fully contribute to the community and the world we live in.

This belief will be achieved through our Values:

- A focus on the whole child.
- The rights of the child, personal responsibility, freedom of choice, interactive learning, liberal education, independent thinking, and democratic principles.
- A safe, fair, and productive learning and a nurturing, supportive environment for everyone.
- Equal treatment and respect for diversity.
- Community services.

Article IV: Mission

- Establishing an internationally competitive academic standard in Chin State.
- Providing a quality international education that will prepare students intellectually, morally, socially, emotionally and physically.
- Meeting a student's individual needs through a balanced curriculum, teaching methodologies and state-of-the-art aids and materials.
- Instilling a lifelong love of learning in our students through a positive and nurturing environment.
- Fostering creativity, critical thinking and problem solving skills through a unique blend of pedagogical approaches and cultural values.
- Developing and nurturing students who are knowledgeable, principled individuals who care for our planet and all other people.

In order to

- Enter the best universities in the world,
- Become effective communicators and team members in multilingual and cross-cultural environment,
- Understand, appreciate, and respect a variety of international cultures, and
- Become exemplary leaders in various fields.

We believe our mission will be achieved through

- An individualized student-centered curriculum and teaching methodologies,
- A dedicated, experienced and enthusiastic team of teachers and staff,
- State-of-the-art campus, facilities and learning aids.

Article V: Locations and Service Centers

It is the aim of CESAmazon to open multiple campuses in various locations for various levels of schools that the locations and the service centers will be determined by the location of the campuses and, as it is best for service quality, the executive office of the campus shall be located within and/or nearest to the campus.

Article VI: Board of School

Section 1. Members

1.1. Members of the Board of School shall be formed as necessary by shareholders.

1.2. Board members are expected to

1. Maintain a school-wide perspective on issues.
2. Regularly attend and participate in Board meetings.
3. Participate in information and training programs.
4. Act as a link between the Board and the community.
5. Encourage participation of parents and others in the school community.
6. Promote:
 - a. Respectful partnerships
 - b. Clear and honest two-way communication
 - c. Transparent processes

- d. Democratic, informed decision making
 - e. Personal and professional integrity
7. Declare any conflict of interest when it arises
 8. Observe the need to “speak as one voice” in the public arena, once a position has been reached or a decision has been made.
 9. A Board member who is approached by a parent with a concern relating to an individual is in a privileged position and must treat such discussion with discretion, protecting the confidentiality and privacy of the people involved. If the issue relates to an operational matter of the school, the parent should be encouraged to speak with the Principal or the classroom teacher. However, if the issue relates to a school policy or procedure, it should be placed on the agenda for discussion at a Board meeting, where it will be dealt with in a generic sense to protect the privacy of individuals involved.

Section 2. Powers and Responsibilities of the Board

The Board of School exists primarily to formulate policy and give direction to the School, further the school’s mission and ensure the school’s success, and shall be involved in long range issues (rather than day to day operations) and in “big picture” planning and budgeting or budget approval. The primary functions of the Board of School include:

1. Policy development and implementation
2. Developing and implementing strategic plans
3. Overseeing the School’s human resource management
4. Hiring and evaluation of the campus principal, academic staff and non-academic staff
5. Signing employment contract with the school employees and terminating employment
6. Develops or approve plans and means to secure the financial future of the school
7. Setting wages and salaries, tuition and fees
8. Overseeing financial management and accountability of the school
9. Ensuring that in broad terms the school is fulfilling its vision and mission
10. Determine the effectiveness of policy implementation through evaluation of school operations, practices and program outcomes. The achievement level of students shall be the guiding standard through which all success shall be measured.

Section 3. Officers (*Election/Term of Office/Responsibilities*)

- 3.1. The officers of the Board of School shall be a Chairperson, Vice-Chairperson, Managing Director, Secretary, and other officers the Board may deem desirable.
- 3.2. The officers of the Board of School shall be elected by shareholders by a vote of majority for (2) years term at the end of the academic year and no officers may serve for more than (2) terms in the same position with an exception to the Managing Director.
- 3.3. The Chairperson shall:
 - a. Preside at all meetings of the Board.
 - b. Sign all letters, reports and other communications of the Board.
 - c. Perform all duties incident to the office of the Chairperson.

- d. Act as the financial officer of the Board who oversees the account and financial transactions of the School.
- e. Make all committee assignments and see that the committees function properly;
- f. Plan Board meetings with the Managing Director;
- g. Have other such duties as are prescribed by the Board.

3.4. Vice Chairperson

- a. Represent the Chairperson in assigned duties.
- b. Substitute for the Chairperson in his or her absence.
- c. Perform such other duties as to be assigned by the Chairperson or the Board.

3.5. Managing Director

- a. Prepares an agenda for each meeting and publically post the agenda at the school site 72 hours in advance of each meeting of the Board.
- b. Provides all notices in accordance with these bylaws.
- c. Keeps minutes of all regular and special meetings of the Board, including attendance and summary reports.
- d. Transmits true and correct copies of the minutes of such meetings to members of the Board in time.
- e. Be custodian of the records of the Board.
- f. Keeps a register of the names, addresses and telephone numbers of each member of the Board and others with whom the Board has regular dealings, as furnished by those persons.
- g. Is responsible for keeping the Board informed of all relevant school information.
- h. Represents the Board with respect to administration and management of the Company and the School.
- i. Manage and supervise all resources of the Company and the School including human resources.
- j. Develops and submits the proposed annual budget to the Board for approval.
- k. Monitors revenue and expense through monthly statements.
- l. Performs other such duties as are assigned by the Chairperson or the Board.

3.6. Secretary

- a. Act as clerk of the Board.
- b. Perform other such duties as are assigned by the Chairperson or the Board.

Section 4. Meetings of the Board

The Board shall meet three times a year regularly in the beginning, in the middle and in the end of an academic year. Special meetings of the Board may be called by the Chairperson, the Managing Director or on an urgent request of a Board member. The notice of any emergency special meeting shall specify the nature of the emergency. The annual schedule of regular meetings shall be established in the last meeting of the Board in a year.

4.1. Place

The Board shall hold its regular meetings at a facility provided within the school or alternate meeting places may be determined by the Chairperson or by the Managing Director.

4.2. Notice

Written notice shall be given of all meetings at least (3) days and no more than (7) days in advance of the meeting. Any changes in the schedule shall be given special notice. Notice may be given personally, through phone, email or text message.

4.3. Quorum

A majority of the voting members of the Board shall be necessary to constitute a quorum for the transaction of any business.

4.4. Agendas

Agendas of the Board meetings shall be posted along with meeting notice and members may have items placed on the agendas before the meeting or on the floor in the meeting.

4.5. Conduct of meetings

Meetings of the Board shall be conducted in accordance with *Robert's Rules of Order Newly Revised (11th edition, 2011)* in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or state law, or an adaptation thereof approved by the Board.

4.7. Voting rights

Each voting member of the Board is entitled to one vote and may cast that vote on any matter submitted to a vote of the Board. Absentee ballots shall not be permitted, unless otherwise decided by the Board.

4.8. Minutes/Documents

The minutes of each Board meeting shall be recorded by the Secretary and shall include the names of the members present, a description of each motion or other proposal made, and a record of all votes. Each Board member shall receive a copy of the Minutes with the agenda for the next regular meeting, at which the Minutes shall be approved.

Minutes shall be made available to Board members both at the School office and through the Company or the School's email within 72 hours of the meeting.

Article VII: Academic Staff

The Academic Staff of the School shall include the followings and shall carry out duties as stipulated in the school's Employee Handbook, Teacher Handbook and Job Prescriptions and Descriptions for each of them.

Section 1. Campus Principals

The Campus Principal shall be responsible for all schools in the campus.

Section 2. School Vice-Principals

The School Vice-Principal may be deputized as the Vice-Principal of Pre-School, Elementary School, Middle School or High School and the Vice-Principal shall be responsible for the school where she/he is assigned.

Section 3. Main/Homeroom Teachers

Main Teachers are responsible for a particular class and act as the Homeroom Teacher of that class.

Section 4. Subject Teachers

Subject Teachers are hired and/or responsible for a particular subjects or skills.

Section 5. Teaching Assistants

Teaching Assistants are hired as a trainee and they are on a tenure track to Main Teachers. However, there is no guarantee or timeframe for promotion to Main Teachers unless qualified and approved by the Board.

Section 6. Classroom Assistants

Classroom Assistants are hired for a fixed duration of time as a temporary substitute for the approved leave or absence of the fulltime academic staff for a long time or as special needs arise.

Article VIII: Support Staff

The Support Staff are non-academic staff who run the office with maximum effort toward quality education services. They shall carry out duties as stipulated in Job Prescriptions and Job Descriptions for each of them. Support staff include the followings, but not exhaustive:

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|--------------------------|--------------------|
| 1. Office Secretary | |
| 2. Senior Accountant | 9. Receptionist |
| 3. Technician | 10. Computerist |
| 4. School Nurse | 11. Campus Police |
| 5. Librarian | 12. Driver |
| 6. Register | 13. Keeper |
| 7. School Police Officer | 14. Kitchen Worker |
| 8. Accounting Clerk | |

Article IX: Committees, Study Groups, Task Forces

The Board of School may appoint committees, study groups, or task forces for such purposes as it deems helpful/necessary in order to carry out the responsibilities of the Board enumerated in these bylaws. No such committee, study group or task force may exercise the authority of the Board.

Article X: Academic/Fiscal Year

The Academic/Fiscal year of the School shall begin on the 1st day of April and end on the last day of March in each year.

Article XI: Finance

The financial management of the school shall be as stipulated in the Financial Regulations and Standing Orders of the School.

Article XII: Amendments

An amendment of these bylaws may be made at any regular meeting of the Board of School by a vote of two-thirds of the members present. Written notice of the proposed amendment must be submitted to Board members at least (10) days prior to the meeting at which the amendment is to be considered for adoption.

Article XIII: Additional Documents

The following school documents are part of these bylaws and approved by the Board of School:

1. *Employee Handbook*
2. *Job Prescriptions and Descriptions*
3. *Teacher Handbook*
4. *Student-Parent Handbook*
5. *Students' Behavior Management System*

All employees of the School are required to abide by any policies and procedures which may be prescribed by the resolution of the Board of School from time to time.

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the School named in the title thereto and that such Bylaws were duly adopted by the Board of School on the date set forth below.

Date: March 4, 2017



Managing Director