

## Zion Christian School Association Amended Bylaws

### Preamble

Believing that children belong not to the state, nor to the church, nor even ultimately to the family, but to God; and believing that God entrusts children to parents and gives parents the primary right and responsibility to provide God-centered Christian education for their children; and believing that often this can best be accomplished by concerted action, we hereby make and adopt the following corporate Bylaws:

### **Article I - Name and Office**

1. Name. This corporation shall be known as The Zion Christian School Association (hereinafter referred to as “this Association.”)
2. Principal Office. The principal office of the Association in the State of Michigan shall be located at 7555 Byron Center Ave., Byron Center, Kent County. The Association may have such other offices, either within or without the State of Michigan as the Board of Directors may designate or as the business of the Association may require from time to time.
3. Registered Office. The registered office of the Association may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors.

### **Article II - Purpose**

The purpose of this Association is to promote and provide, in conformity with Article III of these Bylaws, educational instruction and guidance so that the students may be equipped, for the present and the future, to take their place in the home, the church, society, and their vocation in a manner that is covenantally faithful and honoring to God. This Association does not seek financial gain or profit.

The Association is formed for educational and religious purposes within the meaning of Section 501 of the Internal Revenue Code, and more specifically, to 501(c)(3). The Association may engage in any activity with the above-stated purposes for which a non-profit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982, as amended (the “Act”). However, the Association shall not carry any other activities nor permitted to be carried by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The Association has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the Association will inure to the benefit of its officers or directors. However, the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section.

### **Article III - Basis and Principles**

1. The basis of this Association is the Scriptures of the Old and New Testaments, the infallible and inerrant Word of God. Scripture is the very Word of God written. Since God can neither lie, be mistaken, nor change, His work cannot contain error. Therefore, Scripture is

inerrant. Also since the Scripture is the Word of God, it is a unity and cannot contradict itself. The meaning of Scripture must be learned through the faithful and accurate interpretation of the text of Scripture. In the process of interpretation, the literary character of specific texts, the need to compare one text with another, the role of specific texts in the progressive unfolding of revelation, and finally the Christ-centered dimension of all Scripture are essential. A scholarly study of the Bible does not and must not undermine the plain meaning of Scripture.

The Association also is committed to interpreting Scripture in the system of doctrine set forth in the:

#### Three Forms of Unity

- Belgic Confession
- Canons of Dort
- Heidelberg Catechism

#### Westminster Standards

- Westminster Confession of Faith
- Larger Catechism
- Shorter Catechism

#### The Ecumenical Creeds

- Apostles' Creed
- Nicene Creed
- Athanasian Creed

These documents are incorporated herein by reference and stand as part of these Bylaws, as though fully set forth herein.

The biblical Reformed faith expressed in these creeds does not consist of a few peculiar “points,” but is an effort to hold the whole counsel of God (Acts 20:27) and apply it in all of life (2 Tim.3:15-17).

2. This Association is not created by civil authority, nor by ecclesiastical authority, but by parental authority.
3. This Association is committed to the following basic principles for education:
  - (a) God. The self-existent, triune God of the Bible is ultimate, the sovereign Creator, Preserver, Controller, and Authority of the universe in its totality.
  - (b) Creation (General Revelation). God directly created the universe in six days from no preexisting substance, both naturalistic and theistic evolution must be rejected. Everything besides God has been made by God always depends upon God, and thus reveals God. Therefore, facts are not neutral but are understood truly only when they are interpreted as God has created them and as He interprets them in His Word.
  - (c) Bible (Special Revelation). The Scriptures of the Old and New Testaments are the infallible, inerrant revelation of God’s interpretation of reality, by which He makes Himself clearly and fully known to His people. The Bible is the supreme authority for

every aspect of faith and life. Therefore, all spheres and domains of life - education included - must be subject to the ordinances of God, to His glory.

- (d) Man. Created in the image of God, man - male and female - is responsible to act as God's steward over the world in the office of prophet (learning and speaking God's truth), priest (consecrating himself and all things to God), and king (exercising dominion over all things in service to God). Moreover, man is to glorify God and enjoy Him forever.
- (e) Sin and the Curse. The historic fall of the first man, Adam - covenant head of the human race - led the entire human race into cosmic rebellion against God. This fall was radical and total, affecting every man in every aspect of his being. By nature, therefore, fallen man acts as a false prophet, false priest, and false king in rebellion against God. Furthermore, since man is God's steward over the creation, his fall had an impact on creation in its full extent, bringing it under God's curse and subjecting it to futility.
- (f) Christ and Redemption. The Son of God, the Second Person of the Trinity, took on Himself a human nature. As God-man, He was the Second Adam - Covenant Head of God's elect people - their perfect Representative, Prophet, Priest, and King. Through His active and passive obedience, He accomplished redemption for His people and for His creation by reconciling God and man. By His reconciling work, He redeems all covenant life, including education, from the dominion of sin. His redemption is radical and total. In union with Him, redeemed sinners are enabled to become true prophets, true priests, and true kings under God. Christ presently reigns from Heaven and is applying His finished redemptive work through His Word and Spirit. This ongoing work - the coming of His Kingdom - shall continue until His second coming in power and glory when He consummates His Kingdom, and God is all in all.
- (g) Holy Spirit. The Third Person of the Trinity, poured out by the exalted Christ at Pentecost, applies the redemptive accomplishment of Christ to God's elect people. He effectually calls them, unites them to Christ, and regenerates them, thus enabling them to know the truth of God. He continually enlightens them to the truth of God, progressively sanctifies them in the way of covenant faithfulness, and thus renews them as true prophets, priests, and kings under God.
- (h) Antithesis. The antithesis between Christianity and non-Christianity is all-inclusive, cutting across the whole spectrum of life. Presently, there are two opposing spiritual forces laying claim to the same territory, God's creation in all its aspects. Therefore, there is no "secular" realm that is neutral concerning Christianity. It is impossible to be neutral concerning the totalitarian claims of Christ. All areas of life in all their aspects belong to Him and are to be brought under His redemptive Lordship.
- (i) Covenant Family. God's covenant is not only for individual believers, but encompasses their families as well. He made His gospel promise to Abraham, the "father of believers," when He said, "In You all the nations shall be blessed," and He fulfilled that promise in sending Christ, the Redeemer of sinners, in order that "the blessing of Abraham might come" upon those nations through their believing in Christ (Gal. 3:8,9,14). This promise, symbolized and assured in baptism, is to believers in Christ and their children (Acts 2:38-39). Therefore, Christian parents are to receive their children as a trust from the Lord (Mark 9:37) and bring them up "in the training and admonition of the Lord" (Mark 10:13-14; Eph. 6:4).  
The family is ordained by God and its unity must then be maintained by biblical

principles. Biblical marriage is between a man and a woman, a husband and wife. The husband is the head of the wife in a loving way just as Christ is the head of the church (Eph 5:21-33). Therefore, it is primarily the responsibility of the father to provide spiritual leadership in the home. The wife must be respectfully submissive to her husband and support him, especially regarding the spiritual nurture of the children God may entrust to them. Since God's covenant promises extend to these children, to all who keep His covenant, they are not then neutral concerning Christ, but belong to Him and are to be led -- educated -- in the way of covenant faith and loyalty.

- (j) Schooling. The primary responsibility for education rests upon parents. They may delegate part of their authority to a tutor or a school that is able to assist them in their God-given task. The authority of the teacher is true authority, derived from the fact that he acts as representative of the parent (*in loco parentis*). Nevertheless, there should be considerable interaction between the school and the home, and parents are required to be regularly and personally involved in their child(ren)'s classroom experience.
- (k) The Student. As one created in the image of God, the student is to be treated as a whole person, with dignity and individuality, who is to be guided in the educational process toward responsible maturity in knowing and serving God.
- (l) Curriculum. Because the triune God is its Creator and Controller, the creation has both unity and diversity. There is one reality with many facets. Therefore, all subjects are interrelated. Skills and subjects are to be taught both in their diversity, as distinct skills and subjects, and in their unity, in their integral interrelationships. All curriculum must be taught from a Reformed Christian perspective to reinforce biblical principles.
- (m) World View. In the Bible, "truth" and "knowledge" are not abstracted from life but determine and shape our lives. We are to be not only "hearers of the Word," but also "doers of the Word." Therefore, the education process is not only to teach the children information and skills, but also to equip them with a Christian world and life view in order to fulfill our responsibility in God's kingdom. It is to give them opportunities and encouragement to actually use those skills to serve God and other people.

#### **Article IV - Association Membership**

1. Membership Classes. The Association shall have two classes of members: Voting members and Associate members.
2. Voting Membership. Toward the end that the character of this Association remains consistent with its original purpose and vision, voting membership requires:
  - (a) subscribe to Articles II and III of these Bylaws
  - (b) communicant membership in a church which formally embraces the system of doctrine set forth in either the Three Forms of Unity or the Westminster Standards.
  - (c) Make an annual contribution to the Association.

Voting membership includes the privilege of (a) voting at the meetings of this Association, (b) participating in this Association's activities in behalf of the school, and (c) being eligible, if otherwise qualified, for nomination for election to and service on the Board of Directors.

3. Associate Members. Associate members consist of parents who have children enrolled in

Association school and who fundamentally embrace the principles outlined in Article III of these Bylaws, but may not be able to fully subscribe to each of those provisions. For example, associate members may include parents who belong to a church that does not prescribe to each of the systems of doctrine specified under Section 1 of Article III. Although associate members do not possess the privileges of voting or serving on the Board, they are encouraged to participate in the school activities and attend Association meetings.

4. Transfer of Membership. Membership in the Association is nontransferable.

## **Article V – Association Meetings**

1. Annual Meeting. This Association shall hold at least one stated meeting each year, one to be held near the end of the school year. The Board of Directors shall set the exact time and place of the meeting. The Board shall prepare the agenda.
2. Notice. Written notice of each stated Association meeting shall be given by the Secretary of the Association to each member at least ten (10) days, and no more than sixty (60) days, prior to the meeting at the last known address of the member as it appears in the records of the Association. This notice must specify the exact time and place of the meeting and set forth the agenda of the meeting. Nothing may be transacted at a stated Association meeting except the particular business specified on the agenda, except as otherwise provided in these Bylaws.
3. Member's Proposals. Association members may present their proposals at the annual stated meeting, provided that a copy of the proposal has been filed with the Board of Directors at least 30 days prior to the stated meeting. Association members having proposals affecting the Articles of these Bylaws must present their proposals to the Board of Directors at least 90 days prior to the stated meeting. The Board shall place all such proposals on the agenda if it so chooses.
4. Annual Meeting. The annual stated meeting of this Association shall be the principal business session of the year. At this meeting, reports on the activity and progress of the school shall be rendered by the administration and the Board. The annual election of Board members shall take place, and the Board shall present a budget for the ensuing fiscal year.
5. Special Meetings. Special meetings may be called at any time by the President or Secretary of the Board, and shall be called by the President provided such a meeting is requested in writing by at least ten percent of the voting members. Such a request must state the reason(s) for calling the meeting. Written notice of each special meeting must be given to each member of the Association at least ten (10) days prior to the meeting. This notice must also include a statement of the reasons for calling such a meeting. Nothing may be transacted at a special meeting besides the particular business for which the meeting has been called.
6. Quorum. The members present and voting shall constitute a quorum.
7. Elections. All decisions and elections shall be made by written ballot or signed proxy unless otherwise decided at the meeting. A majority of the votes cast (i.e., one-half of the votes plus one) shall determine the issues in each case, except where otherwise required by these Bylaws or by Robert's Rules of Order.

8. Waiver of Notice by Members. Whenever any notice is required to be given to any member of the Association under the provisions of these Bylaws or under the provisions of the Articles of Association or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting of members, in person, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
9. List of Members. A complete list of the members, showing the address of each member, shall be prepared by the secretary. This list shall be subject to the inspection of any member. The list shall be prima facie evidence as to who are the members entitled to examine the list and to vote at the meeting. The list shall remain the property of the Association.
10. Action by Ballot. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, if the Association provides a ballot to each member entitled to vote. For purposes of this agreement, "ballot" shall have the meaning given under Section 450.2105 of the Act.

#### **Article VI - Board of Directors**

1. General Powers . The business and affairs of the Association shall be managed by its Board of Directors.
2. Number and Term. At each annual stated meeting of this Association, the Voting Members will elect individuals to serve on the Board of Directors. The Board of Directors shall be composed of not less than three (3) persons. Directors shall hold office for a term of three (3) years and on a staggered basis so that roughly the same number of directors will retire each year. A director whom the Board of Directors selects to fill a vacancy shall sit on the Board only until the next succeeding annual meeting of the Association at which meeting the Voting Members will select an individual to fill the unexpired term for which the vacancy exists. The Voting Members may either select a new successor or may ratify the election of the director whom the Board selected to fill the vacancy temporarily. A director can only hold two consecutive terms as a director.
3. Affiliations. Subject to the Board's discretion to the contrary with regard to any election of Directors, Directors must be from a supporting church (Article XIII of these Bylaws), with no more than two directors per church at one time. A majority of the directors must be from the United Reformed Church membership.
4. Qualifications. All directors must:
  - (a) be voting members of this Association at the time of their election;
  - (b) give evidence of agreement with:
    - (i) the doctrines of the infallibility and inerrancy of the Word of God,
    - (ii) the Scriptures of the Old and New Testaments,
    - (iii) the system of biblical doctrine set forth in the Ecumenical Creeds, and either

the Three Forms of Unity or the Westminster Standards. (An individual may state in writing an objection to a specific point within these doctrines, which will be reviewed by the Board for acceptance or rejection.)

- (c) hold this position in accordance with the Word of God and the principles of headship defined therein. This responsibility has been given to men by God in their duties within headship (Eph. 5:22-6:4), and in light of the creation order;
- (d) be at least 25 years of age.

5. Nominations.

- (a) Names may be solicited for the purpose of nominating individuals for election to a full three-year term on the Board of Directors at the ensuing annual stated meeting of this Association, or in the case of a vacancy. For the unexpired term for which the vacancy exists, Association members are encouraged to submit names to fill the vacancies. Supporting church councils/sessions may be contacted when possible for recommendations for the Board.
- (b) The Board will review each name submitted to determine whether the individual satisfies the qualifications for being a director (as set forth in Article VI, Section 3 of these Bylaws). Directors may supply additional names of qualified individuals. The Board shall by written ballot select at least two nominations for each vacancy and obtain the nominee's consent.

6. Resignations and Vacancies.

- (a) Any director may resign at any time by submitting his written resignation to the President or the Secretary. Such resignation shall be effective upon receipt by the President or the Secretary unless otherwise specified therein.
- (b) Should any vacancy or vacancies occur in the Board of Directors, the remaining directors, even though less than a quorum, may, by majority vote, fill the vacancy or vacancies. Each director so elected by the Board shall hold office until his successor is elected at the next annual meeting of the Association and is otherwise qualified.

7. Meetings of the Board of Directors.

- (a) The Board of Directors shall hold one stated meeting each month school is in session, at such time and place as shall be designated by the Board of Directors.
- (b) Special meetings of the Board may be called at any time by the President and shall also be called by him on the written request of any four (4) directors. Such a request must specify the reason(s) for calling the meeting. Nothing may be transacted at a special meeting except the particular business for which the meeting has been called.
- (c) Written or oral notice of each stated meeting of the Board of Directors shall be given to each director by the Secretary of this Association at least seven (7) days prior to the date of the meeting. Such notice shall specify the exact time and place of the meeting. Written or oral notice of each special meeting of the Board, specifying the reason(s) for calling the meeting, shall be given at least twenty-four (24) hours prior to the meeting. Such notice shall specify the exact time and place of the meeting.
- (d) Any director who fails to attend three (3) consecutive meetings (stated or special) of the Board of Directors without adequate written explanation of his absence from each

such meeting shall be subject to removal as a director upon the vote of the other directors. In the event of any such removal, the vacancy so created shall be filled in accordance with the provision of Article VI, Section 5 of these Bylaws.

- (e) At all meetings of the Board of Directors, a quorum for the transaction of business shall consist of four (4) directors. Unless otherwise provided in these Bylaws or the Act, an affirmative vote of not less than a majority of the total votes of all directors present and voting shall be necessary to adopt any measure. Board decisions shall require at least three (3) votes in favor. The President is permitted to vote at all times.
  - (f) Meetings of the Board of Directors may be open to Association members, except for certain confidential matters that may be taken care of in a closed session.
  - (g) Order of Procedure at all Board meetings:
    - (1) Opening Scripture and prayer
    - (2) Roll call
    - (3) Reading of minutes of previous meeting
    - (4) Reading of papers and correspondence
    - (5) Report of the administration
    - (6) Report of standing committees
    - (7) Report of special committees
    - (8) Consideration of unfinished business
    - (9) Consideration of new business
    - (10) Discussions with administration absent when warranted by the Board
    - (11) Reading of concept minutes
    - (12) Adjournment and closing prayer
8. Waiver of Notice by Directors. Whenever any notice is required to be given to any director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Association or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
9. Presence by Means of Telephone. A director shall be deemed to be present in person at a meeting of the Board of Directors if he participates in the meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
10. Action by Directors without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before or after the action, all directors or of the committee, as the case may be, shall have signed a written consent or electronic transmission. Any such written consents or electronic transmissions shall be maintained with the minutes of the proceedings of the Board or the committee. For purposes of these Bylaws, “electronic transmission” or “electronically transmitted” means any form of communication that meets all of the following: (a) does not

directly involve the physical transmission of paper; creates a record that may be retained and retrieved by the recipient; and may be directly reproduced in paper form by the recipient through an automated process.

11. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent be entered in the minutes of the meeting or unless he files his written dissent with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
12. Duties of the Board of Directors.
  - (a) The Board shall determine regulations relating in any way to the administrative and educational policies of the school. These policies shall be in harmony with these Bylaws and in accordance with the decisions of the Association.
  - (b) The Board shall select an administrative and teaching staff qualified to carry out the educational program and policies of the school.
  - (c) The Board shall devise ways and means of obtaining the necessary funds for operating the school, maintain accurate records, and determine how these funds shall be distributed.
  - (d) The Board shall appoint one of its own directors to visit each class at least twice a year to assure itself of the faithful carrying out of the school's education program and policies.
  - (e) The Board shall annually appoint at least one director to each standing committee.
  - (f) The Board shall determine the curricula and courses of study to be taught.
  - (g) The Board shall specify books and other educational materials, supplies, and equipment; and shall contract with transportation suppliers.
  - (h) The Board shall establish boundary lines defining the geographical areas to be served by directors.
  - (i) The Board shall establish policies for inter-school and intra-school functions and relationships.
  - (j) The Board shall convene an annual Association meeting in which it will propose a budget and present a slate of nominees for election. The Board may bring any building programs, constitutional changes or any other matter that the Board deems necessary for Association consideration.
13. Compensation. The directors shall serve as such without compensation.

## **Article VII - Officers of the Board and Their Duties**

1. Number and Election. At the first stated meeting of the Board of Directors each year of this Association, the Board shall elect the following four officers: President, Vice-president, Secretary, and Treasurer. The Board additionally may elect an Assistant Secretary and Assistant Treasurer.
2. Term of Office. Each officer shall be elected to, and shall hold office for, a term of one

year and shall continue until his successor shall have qualified or until his death or until he shall have been removed in the manner hereinafter provided.

3. Resignation. Any officer may resign at any time by submitting his written resignation to the President or the Secretary. Such resignation shall be effective upon receipt by the President or the Secretary unless otherwise specified therein.
4. Removal. Any officer, administrative staff, faculty or other employees, elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Association shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
5. Vacancies. Should any vacancy or vacancies occur in the officers, the Board shall fill the vacancy or vacancies for the unexpired term or terms. Each officer so elected by the Board shall hold office until his successor shall be elected by the Board and shall have qualified.
6. Compensation The officers shall serve as such without compensation.
7. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association; shall preside over meetings of the Board and the Members; and shall appoint committee chairmen. The President is an ex-officio member of all committees and shall be notified of all meetings. He may sign, with the secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or some other law to be otherwise signed or executed. In general, he shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
8. Vice-president. The Vice-president shall assist the President whenever possible in the discharge of his duties and shall perform other such duties as may from time to time be prescribed by the Board. In the event of the absence or incapacity of the President, the Vice-president shall take his place.
9. Secretary. The Secretary shall take care of the official documents of this Association, conduct all correspondence, and enter into the records of this Association the minutes of all the meetings of the Board and of this Association after they have been approved.
10. Treasurer. The Treasurer is entrusted with this Association's funds and makes all disbursements. All funds received by him shall be deposited in the name of this Association in a bank approved by the Board, and no disbursements shall be made except by check. No payment beyond budget shall be made without the approval of the Board. The Treasurer shall report regarding the finances of this Association at the monthly meeting of the Board and at the stated meeting of the organization as herein previously defined.

#### **Article VIII - Committees of the Board**

The Board may create standing and ad hoc committees from time to time and assign duties consistent with the purposes for which each committee is formed. Each committee shall have at least one director as part of it. Consistent with the Act, the Board shall not delegate any of the following matters to a committee: (a) amending the Articles of Incorporation, (b) adopting an agreement of merger or consolidation, (c) selling, leasing or exchanging all or substantially all of the corporation's assets, (d) dissolving the corporation or revoke a dissolution, (e) amending these Bylaws, or (f) filling vacancies in the Board. With or without cause, the Board may at any time disband any standing or ad hoc committee and/or remove any committee member.

### **Article IX - Finances**

The funds necessary for the operation of the Association shall be raised by means consistent with the basis and character of the Association. Funds shall be obtained primarily from the payment of tuition by the parents of the students. The budget adopted by this Association shall serve as a guide to the Finance Committee for its recommendation of the annual tuition rate per child. In the event that tuition receipts do not meet the requirements of the budget, funds shall be raised by special donations, offerings, fund drives, and contributions from organizations. No fund raising of any kind shall be undertaken without the prior approval of the Board of Directors.

The Board of Directors shall be responsible for the maintenance of accurate and detailed records and accounts of all properties held in the name of the organization and of all investments, receivables, disbursements, and other transactions. These books, accounts, and records shall be open to inspection and audit by a person or persons designated by the Board of Directors at any reasonable time, and an audit by an independent, financial consultant shall be made regularly.

### **Article X - The Staff**

1. The administrative staff and faculty shall be appointed by the Board after a careful consideration of their spiritual and academic qualifications. They shall be appointed for such terms and with such salary and other conditions (except as herein expressly provided) as the Board may determine.
2. All members of the staff must: (a) declare their unconditional agreement with Articles II and III of these Bylaws; (b) Be scripturally sound in teaching and lead an exemplary life, which shall include a commitment to sexual relations only between husbands and wives.; (c) be communicant members in good standing in their current church, which embraces the doctrines of the infallibility and inerrancy of the Word of God, the Scriptures of the Old and New Testaments, and the system of biblical doctrine set forth in the Three Forms of Unity or Westminster Standards (an individual may state in writing an objection to a specific point within these doctrines, which will be reviewed by the Board for acceptance or denial); (d) subject to the Board's discretion to the contrary, must become a member of a supporting church as defined by Article XIII of these Bylaws within six (6) months of the first day of school for that staff member; (e) must sign a form of subscription to be formulated by the Board.
3. All staff as well as the Board shall abide by the terms of the contract entered into by both parties. The Board has the authority to dismiss any member of the staff who proves to be unsuited for the work because such person's administration, instruction, or personal conduct

conflicts with the purpose, basis, or principles of this Association.

4. The school term shall be determined by the Board. Holidays and vacations shall be allowed as decided upon by the Board.
5. All those deemed to be administration by the Board of Directors shall be advisory, non-voting, directors and appropriate standing committees.
6. The substance of this Article shall be made a part of all contracts entered into with members of the staff.
7. The Board will conduct exit interviews.

#### **Article XI - Admissions**

1. Nondiscriminatory Policy. The Association shall admit students of any sex, race, color, and national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of sex, race, color, or national and ethnic origin in administration of its education policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.
2. Admissions.
  - (a) Enrollment in the Association's school shall be granted to the children of parent(s) who:
    - (i) subscribe annually in writing to Articles II and III of these Bylaws and
    - (ii) have membership in a church which formally embraces the system of doctrine set forth in either the Three Forms of Unity or the Westminster Standards.
  - (b) Enrollment in the Association's school may be granted to the children of parent(s) who do not subscribe to Articles II and III of these bylaws, subject to the following conditions. Inasmuch as the school is intended to supplement the training of a Christian home, these parents must:
    - (i) signify in writing their belief in the fundamental doctrines of historic Christianity as summarized in the following statement of faith:
      - (1) We believe that because God inspired men to write the Bible, it is therefore true and without mistakes.
      - (2) We believe that there is one God who always existed, continues to exist, and will always exist, in three persons: Father, Son and Holy Spirit.
      - (3) We believe that Jesus Christ is both fully God and fully man, that He was born of a virgin, lived a sinless life, died for our sins, arose from the dead, ascended to Heaven, and will return in power and glory.
      - (4) We believe that God created the world and man good, that man fell into sin, and that sin is so serious that we must be born again by the Holy Spirit to be saved.
      - (5) We believe that both the saved and the lost shall rise again, the saved for Heaven, the lost for Hell.

- (6) We believe in the spiritual unity of all believers in Christ.
  - (ii) be members in good standing of a church that faithfully teaches the statement of faith found in Article XI.2.(b)i) of these Bylaws. The school is working with Christian families who are presumed to be under the authority and discipline of a biblically constituted church. This enables the school to refer serious cases of sin to the discipline of the local church. An appeal for an exception may be made to the enrollment committee with approval needed by action of the Board of directors. (revised Apr. 27, 2000)
  - (iii) itemize in writing the provisions of Articles II and III of these Bylaws with which they do not agree. In their sole discretion, the administration and/or Board may deem certain of these objections to be sufficiently in conflict with core religious beliefs of the Association to deny admission to the parents' child(ren).
3. Application Process. Parents who desire to send their children to this school should fill out an application blank and have an interview with a director or the Board's designee, which will inquire into the matters mentioned above. Parents will be asked to indicate their written agreement with the above requirements annually upon registration of the children for the following school year. Final approval for admission shall be made by the Board (the interview may be waived for families from supporting churches, according to Article XIII).
  4. Parents' Obligation. Since it is important that there be harmony between the training of home, church, and school, parents should endeavor to provide a Christian home in accordance with the Christian standards laid down in God's Word.
  5. Expulsion. Parents must consent to have their children trained according to the standards of the school and recognize the right of the Board to expel any pupil who does not abide by the rules of the school or who is detrimental to the Christian character of the school.
  6. Covenantal Community Responsibility. If it is communicated to the administration that students of the school have acted in an ungodly manner, the administration will communicate such behavior to the appropriate and involved council/session. Discipline in these cases will only take place from the school if these actions go against the specific moral code of the school or Association.

## Article XII - Indemnification

1. Actions Against Directors and Officers. Subject to the other provisions of these Bylaws, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director or officer of the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
2. Actions by Association. Subject to the other provisions of these Bylaws, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, or its members, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of such circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
3. Expenses. To the extent that a person who is a director or officer of the Association or who is a director or officer of another association, partnership, joint venture, trust, or other enterprise in which he is serving at the request of the Association, has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1 and 2 of this Article XII, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
4. Good Faith. Any indemnification under sections 1 and 2 of this Article XII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he has met the applicable standard of conduct set forth in said sections 1 and 2. Such

determination shall be made in any of the following ways: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the members.

5. Prepayment. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 1 and 2 of this Article XII may be paid by the Association in advance of the final disposition of such action suit or proceeding as authorized in the manner provided in section 3 of this Article XII upon receipt of an undertaking by or on behalf of the person for whom such expenses are being paid to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association.
6. Persons Not Directors or Officers. Persons for whom indemnification is not provided in sections 1 and 2 of this Article XII but who are employees or agents of the Association or are serving at the request of the Association as employees or agents of another Association, partnership, joint venture, trust, or enterprise may be indemnified to the extent authorized at any time or from time to time by the Board of Directors or the Association subject, however, to the limitations set forth in this Article XII.
7. Persons Who Have Ceased to Hold Office. The indemnification provided in this Article XII shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.
8. Implied Contract. The assumption by a person of a term of office as a director or officer of the Association or, at the request of the Association, as a director or officer of another Association, partnership, joint venture, trust, or other enterprise shall constitute a contract, entitling such person, during such term of office, to all of the rights and privileges of indemnification afforded by this Article XII as in effect as of the date of his assumption of such term of office, but such contract shall not prevent the amendment of this Article XII in respect to any future term of office of such persons or in respect of any other person.
9. Insurance. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article XII of the Act.
10. Invalidity of Part. The invalidity or unenforceability of any provision of this Article XII shall not affect the validity or enforceability of any other provision hereof.

### **Article XIII - Supporting Church**

A supporting church shall be defined as one that:

- (a) prays for the school corporately and encourages its membership to pray for the school individually.

- (b) as an individual congregation and by denominational affiliation (if applicable) officially supports the doctrinal beliefs set forth in these Bylaws, (not just in word but in deed also).
- (c) historically supports and encourages covenantal Christian education.
- (d) supports the school financially either through offerings, direct giving, fund raisers, or on behalf of the parents. Note: The Board holds the right to evaluate any church on the above categories.

#### **Article XIV - Amendments**

These Bylaws may be amended at any regular meeting of the Voting Members of this Association providing that ten (10) days previous notice is sent to each Voting Member stating the desired change by the affirmative action of not less than a three-fourths (3/4) vote of the Voting Members of this Association present and voting at such regular meeting. The substance of Articles II, III, and XIV of these Bylaws are not subject to change. These Bylaws supersede any previous bylaws of the Association.

#### **Article XV - Dissolution**

1. Dissolution of Operations. A three-fourths (3/4) vote of the Board is required on a decision to stop operation. This action requires one month prior written notice to all members of this Association. Notice shall give the principle reason(s) for the proposed action and a complete financial report.
2. Disposal of Assets. In case of the dissolution of this Association, all assets, real and personal, belonging to this Association shall, after liquidation, be donated to such a Christian educational or charitable organization, qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, as this Association may determine.

Adopted May 24, 2018

Amended Bylaws of The Zion Christian School Association