

**CALHOUN CHRISTIAN SCHOOL  
BOARD BYLAW POLICY MANUAL**

**November 27, 2017, as amended**

**SECTION 1 - BYLAWS**

# BYLAWS OF CALHOUN CHRISTIAN SCHOOL

## PREAMBLE

We, the Board of Directors, in response to the biblical commandment for the Christian education of our children and believing that this Christian education can best be accomplished in a Christian school, hereby make and adopt the following Bylaws for the organization and operation of Calhoun Christian School.

## ARTICLE I - NAME

The name of this school is Calhoun Christian School.

## ARTICLE II - STATEMENT OF FAITH

Each member of the Board of Directors, and each employee of the Corporation, having accepted Jesus Christ as personal Savior, shall subscribe annually in writing to the following Statement of Faith:

- 1. We believe** the Bible to be inspired, the only infallible, authoritative, inerrant Word of God (2 Timothy 3:16, 2 Peter 1:21).
- 2. We believe** that there is one God, eternally existent in three persons – Father, Son, and Holy Spirit (Genesis 1:1, Matthew 28:19, John 10:30).
- 3. We believe** in the deity of Christ (John 10:33), His virgin birth (Isaiah 7:14, Matthew 1:23, Luke 1:35), His sinless life (Hebrews 4:15, 7:26), His miracles (John 2:11), His vicarious and atoning death (1 Corinthians 15:3, Ephesians 1:7, Hebrews 2:9), His resurrection (John 11:25, 1 Corinthians 15:4), His ascension to the right hand of the Father (Mark 16:19), and His personal return in power and glory (Acts 1:11, Revelation 19:11).
- 4. We believe** in the absolute necessity of regeneration by the Holy Spirit for salvation because of the exceeding sinfulness of human nature, and that people are justified on the single ground of faith in the shed blood of Christ, and that only by God's grace and through faith are we saved (John 3:16-21; John 5:24; Romans 3:23, 5:8, 9; Ephesians 2:8-10; Titus 3:5).
- 5. We believe** in the resurrection of both the saved and lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation (John 5:28, 29).
- 6. We believe** in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9; 1 Corinthians 12:12, 13; Galatians 3:26-28).

7. **We believe** in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13, 14; 1 Corinthians 3:16, 6:19, 20; Ephesians 4:30, 5:18).

### **ARTICLE III - PHILOSOPHY OF EDUCATION**

Calhoun Christian School has a God-centered philosophy based on the view that the Bible is the inspired and the only infallible Word of God, and that the Bible is our authority for faith and practice.. Since God created and sustains all things, we believe that any truth we find in nature is God's truth. The Bible tells us that sin has separated man from God, and unregenerate man cannot glorify or know God. The relationship with God can only be restored by an individual choosing God's free gift of salvation through His Son, thereby committing his or her life to the Lordship of Jesus Christ.

Each student is a spiritual, intellectual, physical, social, and emotional being. Our responsibility for each student, therefore, encompasses these inseparable areas. Therefore, the Bible and the Biblical Worldview is central to our total curriculum. We do not teach the Bible compartmentally or on the intellectual level alone.

God places the responsibility for the education of children with parents. We have formed a society of parents and teachers with the purpose to provide that Christian perspective on life and the world, from which will come a proper understanding and acceptance of one's role in life at home, at work, at play, and at worship. Such an understanding should encourage a balance personality grounded in the Christian concept of love.

Every child is a gift from God, uniquely individual and created in His image. We take every opportunity to encourage students and help them feel part of their class. Not all children learn with the same style or speed, some have special needs that make learning more difficult, and some are advanced. It is our aim to help each child overcome the obstacles that hinder their learning and provide them with the tools necessary to be successful as a student at CCS and in life.

This philosophy promotes high academic standards and helps students to achieve skills in creative and critical thinking, enabling students to pursue the postsecondary education of their choosing, whether in college, university, or vocational training. CCS looks for and uses integrated curriculum materials that best match these goals.

Because the types of activities we employ or permit in the classroom or school program will either facilitate, or militate against our basic philosophy, we seek staff with a clear Christian testimony. Our people and our programs must reflect Christ. The spiritual must permeate all areas –or else we become text book and program oriented rather than Christ centered.

This philosophy dictates that we cooperate closely with parents in every phase of the student's development, always offering assistance in understanding the purposes of the Christian school.

#### **Statement on marriage, gender, and sexuality**

As a member of the Association of Christian Schools International, Calhoun Christian School has approved and adopted the following statements:

1. We believe that God wonderfully and immutable creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen. 1:26-27). Rejection of one's biological sex is a rejection of the image of God within that person.
2. We believe that the term "marriage" has only one meaning; the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen. 2:18-25) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Cor 6:18, 7:2-5; Heb 13:4) We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage between a man and a woman.
3. We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt 13:18-20; I Cor 6:9-10)
4. We believe that in order to preserve the function and integrity of Calhoun Christian School, and to provide a biblical role model to the Calhoun Christian School students and the community, it is imperative that all persons employed by Calhoun Christian agree to and abide by this Statement on Marriage, Gender, and Sexuality.
5. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11).
6. We believe that every person must be afforded compassion, love, kindness, respect and dignity. (Mark 12:28-31; Luke 6:31) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the beliefs and policies of Calhoun Christian School.

#### **ARTICLE IV – BOARD OF DIRECTORS**

##### **Sec. 1 - Agreement of Board of Directors.**

All members of the Board of Directors shall agree without reservation with Articles II and III of the Bylaws. Further, they shall be members in good standing of a local evangelical Christian church.

##### **Sec. 2 - General Responsibilities.**

Calhoun Christian School's Board of Directors shall oversee the continuing operation of this ministry and generally oversee the school's business affairs. The responsibilities of the Board shall include, but not be limited to, making policy, , establishing tuition and fees, promoting Christian education in the community, and praying for the ministry of the school. The Board shall act as the supervisor to the Administrator, who shall have the responsibility and authority for day-to-day operations at the school.

### Sec. 3 - Board Member Number and Tenure.

- A. The number of Board members shall be at least five but not more than eleven. The number of Directors may be increased or decreased from time to time by the Board of Directors pursuant to amendment of this Bylaw.
- B. Each Board member shall serve on the Board of Directors for a term of two years, unless such service is terminated by resignation or dismissal. Any Board member may, if he or she chooses, serve a second and third successive two-year term. After three successive terms on the Board, the Board member shall step down from service for at least one full year before being eligible again for the Board.
- C. Every attempt should be made so that terms of service upon the Board should be staggered in such a manner that no more than one-third of the full Board of Directors will complete their term of service in any given year.

### Sec. 4 - Board Member Qualifications.

- A. Members of the Board of Directors shall subscribe without reservation to the Corporation's Statement of Faith and Philosophy of Education.
- B. Members of the Board of Directors shall be Christian role models in the school and community.
- C. Members of the Board of Directors shall receive no compensation for their services
- D. No full-time, salaried employee or spouse of any full-time, salaried employee shall be eligible to serve on the Board of Directors.

### Sec. 5 - Board Member Compensation.

The Board may authorize the reimbursement of expenses incurred by any Board member in the performance of official business for the school or the Board as further noted in Article XIV, Sec. 4 of the Bylaws.

### Sec. 6 – Ex-Officio Members

The Administrator and Office Manager/Finance Director shall be Ex-officio members of the Board and shall attend all meetings and otherwise provide service to the Board.

The Board may include other Ex-officio members at its pleasure. These parties may include: past Board chair or members, pastors, community members, or others as the Board sees fit to perform its duties.

All Ex-officio members of the Board shall be subject to the same qualifications and requirements of full Board members as specified by these Bylaws; shall complete an application and be accepted prior to serving; and subscribe annually to the Affirmation Statement and Leadership Commitment.

Except for the Administrator and Office Manager/Finance Director, each term of Ex-officio members shall be set by the Board, but in no case will extend beyond the standard two-year term of a full Board member.

Ex-officio members of the Board shall not vote or hold office.

## **ARTICLE V - NEW BOARD MEMBERS**

### **Sec. 1 - Vacancies on the Board of Directors.**

A vacancy on the Board of Directors shall be deemed to exist in the case of a Director's expiration of term, resignation before expiration of the term, death, or removal from the Board.

### **Sec. 2 - Nominations for the Board of Directors.**

A. Candidates for the Board of Directors shall be nominated by the Board. Parents of students or other interested individuals may recommend candidates to the Board of Directors by submitting the name to the President of the Board for consideration by the full Board.

B. Such candidates must be interviewed prior to appointment to determine interest, suitability, and eligibility. All candidates shall meet the qualifications of Board members as set forth in these Bylaws.

### **Sec. 3 - Appointment of Directors.**

Any vacancy on the Board of Directors may be filled by a majority resolution of the remaining Directors. In the instance of an unexpired term, each Director so appointed to hold the vacated position shall hold office until the expiration of that term. Otherwise the newly appointed Director shall serve a full term.

### **Sec. 4 - Resignation or Dismissal from Board of Directors.**

A. After prayerful consideration, any Board member may resign from office. He or she shall tender the resignation in a letter to the Board President.

B. Any Board member may be removed from the Board of Directors for failure to be a Christian role model, for excessive absence from regular and special meetings of the Board, or whenever such removal in the judgment of the Board would be in the best interest of the Corporation. Removal shall require a two-thirds vote of the Board of Directors.

C. In view of the serious nature of a Board member's involuntary removal from office, every effort shall be made by all parties to show Christian compassion and forbearance. Corrective measures and actions designed to promote genuine

repentance and personal restoration shall be applied. Dismissal from the Board of Directors shall be a matter of "last resort." Any unpleasantness surrounding such action shall be dealt with quickly and take into account the dignity and personal privacy of the individual in question.

- D. In the event a Board member who has left the Board of Directors was an officer, another member shall be designated by majority resolution of the Board to assume the responsibilities of the office now vacant.

## **ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS**

### **Sec. 1 - Duties of Board.**

- A. The Board of Directors helps set the spiritual tone for the school. Board members shall pray both individually and corporately for the administration, faculty, staff, parents, and children of the school. They will be inclined to prayer, ever mindful of their own dependence on God for His grace and wisdom manifest in their leadership.
- B. The primary function of the Board of Directors is to set school policy, not to administer the school. The daily administration is the work of the Administrator. The Board's policies set the boundaries within which the Administrator administers/manages the school.
- C. The Board's authority is corporate. Individual Board members have authority to act only when the Board is convened in regular or special session. There shall be only one line of authority, which will flow from the Board of Directors through its President to the Administrator, who is charged with the responsibility for properly conveying the decisions and actions of the Board to the faculty, staff, students, and parents as appropriate.
- D. The Board of Directors shall procure, protect, maintain, and manage the property and equipment of the school.
- E. The Board of Directors shall oversee the general financial operation of the school by approving annual budgets, approving new positions, devising methods of raising necessary operating funds, and determining how these funds shall be disbursed. As appropriate and required, the Board shall arrange for a certified financial audit or review and shall request the Finance Committee to retain a certified public accountant to conduct the audit or review when necessary. The Finance Committee shall review the certified financial audit or review and report to the full Board the results of the audit or review and make any recommendation to the Board. The Board shall adopt a policy requiring officers, employees, or others responsible for any aspect of the finances of the Corporation to make accurate and complete financial accounting to the Board and shall encourage the reporting to the Board of any suspected financial impropriety.

- F. The Board of Directors shall have the authority to borrow money in the name of the school, but all measures will be taken to operate with a balanced budget.
- G. The Board of Directors shall determine the fiscal year for the school.
- H. The Board of Directors shall exercise due care to determine that the school operates according to accepted legal principles which should include, but not be limited to, obtaining competent legal advice, and consideration of safety and personnel issues.
- I. A significant duty of the Board of Directors is the selection of its Administrative Officer (Administrator). The Administrator will implement the Board's legislated policies and directives and manage the day-to-day operation of the school. The annual evaluation of the Administrator is the responsibility of the entire Board of Directors.
- J. Upon recommendation of the Administrator, a faculty and staff contract template(s) shall be approved by the Board of Directors at least on an annual basis. The Administrator shall be responsible to hire, evaluate, and terminate every employee of the school.
- K. The Board of Directors shall reserve the right to dismiss any personnel associated with the school who do not fulfill the requirements set forth in these Bylaws or in their employment agreement, or who fail to be a Christian role model. This role shall be exercised only when the duty is not being (or cannot be) performed by the Administrator.
- L. The Board of Directors shall annually, or otherwise as appropriate approve a Faculty and Staff Handbook. This handbook shall be developed, revised as needed, and annually made available to all employees by the Administrator. Significant program and/or curricular changes shall be brought to the Board for communication purposes and/or approval if such changes are deemed to alter the Statement of Faith or Philosophy of Education outlined in Article 2 or Article 3 of this document or any related policies developed thereunder.
- M. The Board of Directors shall annually approve the Parent and Student Handbook. This handbook shall be developed, revised as needed, and annually made available to all families of the school by the Administrator. Significant program and/or curricular changes shall be brought to the Board for communication purposes and/or approval if such changes are deemed to alter the Statement of Faith or Philosophy of Education outlined in Article 2 or Article 3 of this document or any related policies developed thereunder.
- N. The Board of Directors shall evaluate itself annually. Each member shall also evaluate his or her willingness and ability to continue in a Board position. Individual Board members shall annually sign the **Leadership Commitment** and **Affirmation Statement**.

Sec. 2 - Committees.

- A. The Board of Directors shall operate using a Standing Committee and ad-hoc committee system. Each committee shall have the responsibility to review and make recommendations in its assigned area for consideration and action by the full Board.
- B. The Standing Committees of the Board are the following:
  - Building and Grounds
  - Development
  - Finance
- C. Each Standing Committee shall have no less than one Board member appointed by the Board President. The Board members shall chair the committee as appropriate. The Board President shall annually appoint the committee chairpersons, who in turn, shall solicit members for the committee. Each committee chair shall annually report the membership of each committee (or at other times as necessary).
- D. The Board of Directors may from time to time establish ad hoc committees made up of Board members or other interested individuals to deal with specific issues in the school. Upon completion of its assigned task, such ad hoc committee shall dissolve.

**ARTICLE VII - OFFICERS OF THE BOARD**

Sec. 1 - The Board of Directors shall annually elect Officers of the Board from among its members. The duties of the Officers shall be limited to the following:

- A. President. The President shall preside at all Board of Directors meetings and perform such other duties as approved by the Board. The President shall be the Administrator's point of contact with the Board when the Board is not in session. The President may also serve as a signatory for the organization.
- B. Vice President. The Vice President shall perform the duties of the President in the latter's absence, disability, or refusal to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.
- C. Secretary. The Secretary shall ensure that the minutes of any and all meetings of the Board are recorded. The Secretary shall ensure that the all Board records and documents are kept safely and securely and shall conduct necessary correspondence and perform other duties associated with the office. The Secretary may also serve as a signatory for the organization.
- D. Treasurer. The Treasurer shall maintain the financial records showing the financial condition of the Corporation, shall be the custodian of all monies of the Corporation, and shall perform such other duties as are customarily performed by such an officer.

## ARTICLE VIII - MEETINGS

### Sec. 1 - Regular Meetings.

- A. Regular meetings of the Board of Directors shall convene at least once a month during the school year. The time and place of the Board of Directors' regular meetings shall be posted in the school office at least one week prior to the meeting. The Board may, at its discretion, choose: not to meet in a given month or adjust the time(s) and/or place(s) of the meetings in order to facilitate an effective meeting schedule and to respond as necessary to pertinent school issues.
- B. Board of Directors' meetings shall be open to school parents and other interested individuals. The President may grant the privilege of the floor to observers at his or her discretion.
- C. The President of the Board of Directors, in consultation with the Administrator, shall prepare an agenda for regular meetings of the Board. Such agendas shall be provided to each Director prior to the scheduled regular meeting.
- D. The Board of Directors has the right to meet in executive session.
  - 1. An executive session can be called for by any Director during a portion of any meeting for the purpose of discussing personnel and other sensitive matters.
  - 2. Executive sessions shall have in attendance all Directors present at said meeting, the Administrator of the school, and any other persons who are specifically asked to attend this session by the Board President. When the executive session is for the purpose of evaluating the Administrator, the Administrator may be asked not to attend.
  - 3. No official business shall be transacted in the executive session. Rather, the time spent in executive session shall be used to discuss the sensitive matter at hand. When the Board reconvenes following an executive session, any decision shall be made and stated officially so that the Board Secretary can record such decision in the official minutes.

### Sec. 2 - Special Meetings.

- A. Special meetings of the Board of Directors may be called by the President of the Board or by a majority of the Board members.
- B. Notice of the time and place of all special meetings of the Board of Directors shall be given to each Director by telephone or e-mail at least 24 hours prior to the scheduled special meeting.

Sec. 3 - Emergency Action.

In an emergency, the President of the Board may poll the full Board to secure authorization for a given course of action.

Sec. 4 - Presumption of Assent.

Any member of the Board who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files his or her written dissent to the action taken with the Secretary prior to the next regularly scheduled meeting. The right to dissent shall not apply to a Director who has voted in favor of the action.

Sec. 5 - Waiver and Consent.

The transactions of any meeting of the Board of Directors, however called or noticed, shall be valid as though they occurred 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 signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof.

Sec. 6 - Quorum.

- A. At all meetings of the Board of Directors, whether regular or special, the presence in person or via conference call or similar "real-time" contact of a majority of members shall constitute a quorum for the transaction of business. Only members may vote at any meetings of the Board of Directors, and proxies shall not be valid for voting.
- B. In the absence of a quorum, a minority of Directors may adjourn any meeting of the Board from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A minority of Directors may not transact any business except the filling of vacancies on the Board of Directors if there are not sufficient Directors to constitute a quorum as provided in these Bylaws.

Sec. 7 - Robert's Rules of Order.

Meetings of the Board of Directors shall be governed by Robert's Revised Rules of Order.

**ARTICLE IX - SCHOOL ADMINISTRATOR**

Sec. 1 - The Administrator shall be appointed by the Board of Directors. He or she shall be the chief executive officer of the school and shall carry out the policies established by the Board. The Administrator shall be an ex-officio (nonvoting) member of the Board.

Sec. 2 - The Administrator shall be born-again believer and subscribe without reservation to the school's Statement of Faith and Philosophy of Education. He or she shall be a Christian role model in the school and community.

Sec. 3 - The Administrator's responsibilities are to be defined in a job description approved by the Board of Directors. This document may be adjusted from time to time, depending on the needs of the school, changes in the community, etc.

Sec. 4 - The Board of Directors shall evaluate the Administrator annually on the basis of his or her job description and other factors.

Sec. 5 - The Administrator shall be appointed each year by written contract after careful consideration of his or her spiritual and academic qualifications and Board-conducted evaluation.

## ARTICLE X - INDEMNIFICATION

Sec. 1 - Definitions.

For purposes of this Article:

- A. The phrase *Director or Officer* shall include a person who, while serving as a Director or an Officer of the Corporation, is or was serving at the request of the Corporation as Director, School Board member, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another foreign or domestic corporation, nonprofit organization, or other person or employee benefit plan. The phrase *Director or Officer* shall also include the estate or personal representative of a Director or Officer, unless the context requires otherwise.
- B. The term *proceeding* shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal; any appeal in such action, suit, or proceeding; and any inquiry or investigation that could lead to such action, suit, or proceeding.
- C. The term *party* includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.
- D. The term *liability* shall mean any obligation to pay a judgment, settlement, penalty, fine, or reasonable expense incurred with respect to a proceeding.
- E. The term *official capacity* shall mean the office of Director in the Corporation, and, when used with respect to a person other than a Director, shall mean the office in the Corporation held by the Officer or the employment, fiduciary, or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person or other enterprise.

## Sec. 2 - General Provisions.

The Corporation may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including attorney's fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either (a) in connection with a proceeding brought by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person's official capacity, in which the Director or Officer is ultimately adjudged liable on the basis that the Director or Officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

## Sec. 3 - Successful Defense on the Merits; Expenses.

To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred in connection with such proceeding.

## Sec. 4 - Determination of Right to Indemnification.

Any indemnification under Section 2 (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors (a) by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of the Executive Committee of the Board of Directors, provided that committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or (c) if such a quorum of the Board of Directors cannot be obtained or there is no Executive Committee, or even if such a quorum is obtained or the Executive Committee exists, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation regarding the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the

determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Sec. 5 - Other Employees and Agents.

The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Directors or Officers, by adopting a resolution by a majority of the members of the Board of Directors, specifically identifying by name or by position the employees or agents entitled to indemnification.

**ARTICLE XI - FACULTY AND STAFF**

Sec. 1 - The faculty and staff shall be hired, evaluated, and (as necessary) terminated by the Administrator.

Sec. 2 The Administrator shall ensure that all employees affirm and subscribe to the Statement of Faith, Philosophy of Education, Family Values and other applicable and appropriate statements and beliefs as published by CCS.

Sec. 3 - Faculty and staff responsibilities are to be defined in job descriptions approved by the Administrator.

Sec. 4 - The faculty shall be appointed each year by written contract after careful consideration of evaluations and spiritual and academic qualifications.

Sec. 6 - The Administrator shall evaluate faculty and staff annually on the basis of their job descriptions and other factors.

Sec. 7 - Each member of the faculty and staff shall receive a handbook of pertinent policies and shall affirm that they have received, reviewed, and agree with the handbook.

**ARTICLE XII - STUDENTS**

Sec. 1 - Nondiscrimination Statement.

Admission and advertising materials and student handbooks shall contain language reflecting the following policy:

Calhoun Christian School admits students of any race, color, or national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or other school-administrated programs.

## ARTICLE XIII - MISCELLANEOUS

### Sec. 1 - Account Books, Minutes, Etc.

The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees in the school safe. All books and records of the Corporation may be inspected by any Board member for any proper purpose at any reasonable time.

### Sec. 2 - Designated Contributions.

The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses; and such designations will be honored. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

### Sec. 3 - Conflicts of Interest.

#### A. Purpose

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

#### B. Definitions

1. Interested Person - Any director, Administrator officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

(Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists).

### C. Procedures

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest - An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - a) The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - b) After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
  - a) If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and

corrective action.

#### D. Records of Proceedings

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

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### E. Compensation

- a) A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### F. Annual Statements

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### G. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the

following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### H. Use of Outside Experts

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

#### Sec. 4 - No Private Inurement.

The Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to charitable, religious/educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any Director; provided, however, that (a) reasonable compensation may be paid to any Director while acting as an agent, a contractor, or an employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation, (b) any Director may, from time to time, be reimbursed for such Director's actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation, and (c) the Corporation may, by resolution of the Board of Directors, make distributions to persons from whom the Corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

#### Sec. 5 - References to Internal Revenue Code.

All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

#### Sec. 6 - Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**ARTICLE XIV - AMENDMENTS OF THE BYLAWS**

Sec. 1 - The Board of Directors shall have power to alter, amend, or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors. Changes to Article II and III require a three-fourths vote of the Directors.

Adopted this 27<sup>th</sup> day of November, 2017

By: Jennifer Reif Print Name: Jennifer Reif

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Secretary for: Calhoun Christian School

## **AMENDMENTS TO THE BYLAWS**

Adopted **October 13, 2008** in a regular Board meeting

### Article IV Section 3A

The maximum number of Board members increased from nine to eleven to accommodate the Crosscreek merger. Adopted October 13<sup>th</sup>, 2008 in a regular meeting of the Board of directors.

Adopted **November 24, 2014** in a regular Board meeting

### Article III

Amended the Philosophy of Education Statement based on unanimous vote.

### Article IV

Amended Section 3 to reflect change of Board member term as follows: Board members may serve a total of three (3) two-year terms. This retains the total (potential) serving time at six (6) years.

Added Section 6 to allow for ex-officio Board members. Added the school Administrator and Business Manager as ex-officio members and allow for others at the pleasure of the Board.

### Article VI

Amended Section 2 to reflect changes in committee status and organization. Standing Board committees shall be: Building and Grounds; Development; and Finance. The Board may establish other committees from time-to-time to conduct its business while the Administrator is empowered to establish committees to assist in the day-to-day operations of the school.

### Article IX and Throughout Bylaws

Amended language, changing “Principal” to “Administrator” and edits to reflect that the Administrator has all authority for day-to-day operations of the school and the Board retains authority for governance of the organization. Removed references to the “Board” as operating the school and replaced with the Administrator, including Article XII regarding Dispute Resolution for employees.

Adopted **November 27, 2017** in a regular Board meeting

Article III – Added “Statement on marriage, gender, and sexuality”.

Article IV, Sec. 2 – General Responsibilities - removed “Acting on matters of personnel including hiring and firing pursuant to other provisions of the Bylaws” since the Administrator has authority for hiring and firing except as noted within the bylaws.

Article IV, Sec. 6 – Changed Business Manager to “Office Manager/Finance Director” throughout. Added “Affirmation Statement” instead of “Faith”.

Article VI, Sec. 1, E – Added “approving new positions” to board responsibilities and “when necessary” after financial audit or review.

Article VI, Sec. 1, J – Removed “The administrator shall work with the Board in the hiring, evaluation, and management, and terminate as necessary, the Business Manager”. In the next sentence removed “other” and “except as otherwise presented in this section”. This modification reflects that the Business Manager or equivalent is an employee of the Administrator.

Article V, Sec. 1, N – Added “and Affirmation Statement” and removed “form attached hereto” to be consistent with Board Policy Manual.

Article XI, Sec. 1 – removed “except as provided in Article VI, Section 1” – this section was edited above.

Article XI, Sec. 2 – added “Family Values”. This was added in Article III in accordance with ACSI guidelines.

Article XII, Sec. 2 – this was removed as it is not applicable.

**SECTION 2 - POLICIES**

## **Mission Principles**

### **MP 1.0 Comprehensive Mission Statement**

*(Defining **what difference** this school will make **for whom** and **to what extent**)*

Calhoun Christian School exists to bring academic excellence to a growing number of Calhoun area students while upholding God's truth and high standards of health and wellness, enabling young people to positively impact our community and our world.

#### MP 1.1 Component: Academic Achievement

The first highest objective of Calhoun Christian School shall be to increase the academic achievement of every student.

##### MP 1.1a Component: Educator Quality and Effectiveness

A significant and supporting objective of Calhoun Christian School shall be to improve educator quality and effectiveness.

##### MP 1.1b Component: Access to Essential Technology

A significant and supporting objective of Calhoun Christian School shall be to provide every student access to essential current technology.

##### MP 1.1c Component: Internal resources

A significant and supporting objective of Calhoun Christian School shall be to align internal resources to improve student learning.

#### MP 1.2 Component: Spiritual Development

The second highest objective of Calhoun Christian School is to provide opportunities at every grade level for spiritual growth, Biblical knowledge, and Christian Service.

#### MP 1.3 Component: Health and Wellness

The third highest objective of Calhoun Christian School is to strive for the highest level of health and wellness for each student.

#### MP 1.4 Component: Supporting Structure and Resources

As a support to the previous objectives, the fourth highest objective of Calhoun Christian School is to align internal and external resources to provide a safe, adequate, and growing structure that will create the most efficient atmosphere for learning.

## **Boundary principles**

*(Defining **the limits of acceptable means** that the administrator is hereby authorized to use in achieving the Missions Principles)*

### **BP 1.0 Comprehensive Boundary Statement**

The administrator shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, unethical, or unbiblical.

#### BP 1.1 Component: Biblical and Moral Integrity

With regard to the teaching, leadership, and management of the school, the administrator shall not fail to uphold high standards of biblical and moral values.

#### BP 1.2 Component: Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Mission Principles, risk financial jeopardy, or fail to be derived from a multiyear plan.

#### BP 1.3 Component: Financial Condition and Activities

With respect to the actual ongoing financial conditions and activities, the administrator shall not allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Mission Principles.

#### BP 1.4 Component: Asset Protection

The administrator shall not allow the assets of the school to be unprotected, inadequately maintained, or unnecessarily risked.

#### BP 1.5 Component: Treatment of Constituents

With respect to interactions with constituents or potential constituents, the administrator shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

#### BP 1.6 Component: Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the administrator shall not cause or allow jeopardy to fiscal integrity or public image.

#### BP 1.7 Component: Treatment of Staff

With respect to the treatment of paid and volunteer staff, the administrator may not cause or allow conditions that are unsafe, unfair, undignified, or unlawful.

#### BP 1.8 Component: Communication and Support to the Board

The administrator shall not permit the board to be uninformed or unsupported in its work.

#### BP 1.9 Component: Emergency Administrator Succession

In order to protect the board from the sudden loss of administrator services, the administrator may have at least one other staff member familiar with board and administrator issues and processes.

## **Accountability principles**

*(Defining for the chairperson the standards to uphold for enforcing **the integrity and fulfillment of the board's processes**)*

### **AP 1.0 Comprehensive Accountability Statement**

The responsibility of the board before God is to see that Calhoun Christian School, through the leadership of its administrator, (1) achieves the fulfillment of its Mission Principles, and (2) avoids violation of its Boundary Principles.

#### AP 1.1 Component: Stewardship to Christ for Those He Calls Us to Serve

The board shall maintain an active connection with the "moral ownership" of the school: Christ and the people he has called this school to serve.

##### *AP 1.1.1 Detail: Community Research and Public Relations*

The board will invest significant resources each year to enhance its understanding of the educational needs of people in the community and to enhance the school's reputation of service to the community.

##### *AP 1.1.2 Detail: School Feedback and Assessment*

The school will collect input and feedback from visiting and non-returning families to better understand their needs.

##### *AP 1.1.3 Detail: Devotion to Prayer and the Word of God*

The board will continually seek the wisdom and leading of Christ as the Lord of the school. To this end, significant attention will be given to prayer and study of Scripture as a group.

#### AP 1.2 Component: Disciplining the Process of the Board

The board shall conduct itself with discipline and integrity with regard to its own process of governance.

##### *AP 1.2.1 Detail: Board Style*

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and staff roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

##### *AP 1.2.2 Detail: Board Job Description*

The essential job outputs of the board are linkage to the people served, definition of Guiding Principles, and monitoring of administrator performance. In addition to these three essentials, the board shall exercise authority granted to it in the school bylaws.

##### *AP 1.2.3 Detail: Board Member Code of Conduct*

The board commits itself and its members to the following code of conduct:  
a) Members of the board must exhibit loyalty to the interests of Christ regarding those whom he has called to serve. This loyalty supersedes

- any personal or group interest among or outside consumers of the school's services. A member must disclose any fiduciary conflict of interest and withdraw from any decision-making affected by it.
- b) Members of the board must honor the principles and decisions of the board acting as a whole. They may not foster dissent or attempt to exercise individual authority over the staff or the organization except as explicitly stated in the Guiding Principles.
  - c) Members of the board must respect confidential board issues and must avoid facilitating gossip or other "triangulation" against the practice of direct, biblical resolution.

*AP 1.2.4 Detail: Responsibility of the President for Integrity of Process*

The president enforces the integrity and fulfillment of the board's process including the monitoring of administrator performance. The president is authorized to use any reasonable interpretation of the Accountability Principles as he or she acts to ensure the integrity of the board's process.

*AP 1.2.5 Detail: Responsibility of the Administrator for Administrative Leadership*

The administrator has the responsibility, authority, and accountability to serve as the primary leader of the school at every level: student body, parents, and staff. If a question of process arises with regard to the bylaws or Guiding Principles of the school, the administrator will defer to the judgment of the board president.

*AP 1.2.6 Detail: Use of Board Committees*

Board committees will be assigned so as to reinforce the wholeness of the board's job and never to interfere with the delegation from the board to the administrator or with the work of the staff.

*AP 1.2.7 Detail: Cost of Governance*

The board will invest amply in its own governance capacity through training, outside expertise, research mechanisms, and meeting costs.

AP 1.3 Component: Monitoring the Performance of the Administrator

The board's sole official connection to the operating organization of the school, its achievement, and conduct shall be through the administrator.

*AP 1.3.1 Detail: Unity of Control*

Only decisions of the board acting as a whole are binding on the administrator.

*AP 1.3.2 Detail: Accountability of the Administrator*

The administrator's is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the administrator.

*AP 1.3.3 Detail: Delegation to the Administrator*

The board will instruct the administrator through written principles that prescribe the mission to be achieved and establish the boundaries to be

avoided, allowing the administrator to use any reasonable interpretation of these principles.

*AP 1.3.4 Detail: Performance of the Administrator*

Systematic and rigorous monitoring of administrator job performance will be solely against the only expected administrator job outputs: school accomplishment of the board's Mission Principles and school operation within the board's Boundary Principles.

*AP 1.3.5 Detail: Annual Goals of the Administrator*

The administrator will be required to write measurable goals each year that correspond to each of the board's mission principles.

*AP 1.3.6 Detail: Annual review of the Administrator*

Each year, the board shall review the results achieved by the administrator on each of the annual goals. A merit raise, cost of living raise, corrective action, or request for resignation shall be based on these results achieved within the board's Boundary Principles.