



**Bylaws for NORTHERN DAUPHIN COUNTY
CHRISTIAN SCHOOL ASSOCIATION, INC.**

As Amended and Restated

January 2022

Amanda M. Smith

January 24, 2022

Amanda Smith, Board Secretary

Date

ARTICLE I - NAME AND SEAL

Section 1-Name

The name of this corporation shall be "Northern Dauphin County Christian School Association, Inc."

Section 2 - Seal

The corporate seal shall have inscribed thereon the name of the corporation, "Northern Dauphin County Christian School Association, Inc.", the year of its organization, "1995", and the words "Corporate Seal, Pennsylvania".

ARTICLE II- STATEMENT OF FAITH

Section 1— Statement of Faith

- A. We believe that there is one God, eternally existent in three persons: The Father, Son, and Holy Spirit. (I Cor. 8:6)
- B. We believe that the Bible is the inspired, the only infallible authoritative Word of God as recorded in both the Old and New Testaments. (2 Tim. 3:16, 2 Peter 1:20-21, Rev. 22:18-19)
- C. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His sacrificial and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and His personal return to power and glory. (Matt. 1:18, John 3:16-17, I Peter 2:21-24)
- D. We believe in the necessity of a personal commitment to our Lord Jesus Christ for salvation of lost and sinful men. (Romans 3:21-31)
- E. We believe in the resurrection of both the saved and the lost: they that are saved unto everlasting life, and they that are lost to eternal separation from God. (Matt 25:31-46, Rev. 20:11-15)
- F. We believe in the spiritual unity of believers in our Lord Jesus Christ. (Eph. 4:13)
- G. We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life. (John 14:16-17)
- H. We believe that all human life is sacred and created by God in His image. Human life is inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. (Ps. 139)
- I. We believe that God wonderfully and immutably 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.

- J. 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, Matthew 19:). We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each, other. (I Cor. 6:18; 7:2-5; Heb. 13:4).
- K. We believe that in order to preserve the function and integrity of Northern Dauphin Christian School as the local Body of Christ, and to provide a biblical role model to the Northern Dauphin Christian School members and community, it is imperative that all persons employed by (the organization) in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matt. 5:16; Phil. 2:14-16; 1 Thess 5:22).
- L. 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.)
- M. 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 doctrines of Northern Dauphin Christian School.

ARTICLE III - NON-NEGOTIABLES

Section 1 - Core Purpose

We exist to further the Kingdom of Heaven in the world by achieving the promise of Psalm 145:4 "One generation shall praise Your works to another and shall declare Your mighty acts."

Section 2 - Mission Statement

We are a Pre K-12 school that develops disciples who are spiritually and academically prepared to impact their world for Christ.

Section 3 - Vision statement

NDCS is a community of parents and teachers which prepares graduates who:

- live in their private and public lives with the observable character of Christ,
- are prepared to discern and pursue their life's calling wherever it may lead them, and
- carry a biblical worldview through which they will impact the world into which they are sent for Christ.

ARTICLE IV - PHILOSOPHY OF EDUCATION

Northern Dauphin Christian School, remaining true to the heart and purpose of its founding families, believes that parents are to be the primary instructors of their children. God has given families the responsibility to *bring them up in the discipline and instruction of the Lord*, and God has given parents¹ the grace and wisdom for raising their own children. No school should try to replace that role, but rather be a resource and support to parents.

NDCS is a school that partners with parents in the discipling of our children, and this is reflected in everything from our policies and procedures to our curriculum. It can be seen in how parents and teachers partner together by communicating and feeding back to one another as our students' hearts and minds are cultivated in Christ. We view ourselves as stewards of parent's children while they are in our classrooms, and honor parental authority in all we do.

We believe that a Christian education should primarily focus on building the character of Christ in its students; our end product should be young men and women who live with an observable character of a disciple of Jesus Christ. Our school will have the kind of discipline which produces disciples, and our school's culture should reflect the reality that we are a *Christian* community.

We believe that Christ should be at the center of all learning. This means all classes, from Literature to Physics, will be taught within a biblical framework. The bible is the main textbook for every subject, and we believe that all knowledge points back to the God who created everything about which we learn. A biblical worldview is a critical component of our curriculum and is interwoven in our classes from elementary grades on through graduation.

We believe that a Christian education should emphasize excellence in all we do. We instruct with rigorous academic standards, believing that students can rise up to the level of whatever reasonable expectations are laid before them. Our students should be prepared in our school for whatever call of God lies ahead, and our graduates will be prepared for college and career as they grow and discern the call of God in their lives.

1. This includes guardians, stepparents, grandparents, foster parents, or whomever is serving the role of parent in a student's life.

ARTICLE V - ASSOCIATION

Section 1 - Membership

- A. The Association shall consist of Regular Members who meet all the requirements of Article V, Section 1, Paragraph C., and Associate members who meet the requirements listed under Article V Section 1 Paragraph D. All Regular and Associate Members shall have voting privileges during Association Meetings (Section 2) and Special Association Meetings (Section 3).
- B. At least one parent or legal guardian of each student is required to be a member.

- C. The requirements for Regular membership shall be as follows:
 - i. Membership shall consist of parents or legal guardians of students, employees of the school and Board of Directors members.
 - ii. Members shall submit a written testimony to be Christians in the definition that they accepted Jesus Christ as their Lord and Savior.
 - iii. Members shall be at least 18 years old.
 - iv. Members shall agree in writing with Article II, III and IV.
 - v. Members shall attend at least one meeting annually.

Members must participate regularly in Christian fellowship and worship at a Bible-believing church whose Statement of Faith does not conflict with Article II. A pastoral reference shall be used to confirm church attendance and participation.

- D. Associate members are those from the community with a sincere interest in helping further the Purpose and Vision of NDCS, who have been vetted and approved by The Board of Directors. The requirements for associate membership shall be as follows:
 - i. Associate members shall meet all requirements of Article V, Section 1, Paragraph C with the exception of sub-paragraph i.
 - ii. Associate members shall be ineligible from being chairperson of a committee but may serve as a member of any committee for which they have been approved by the head of the committee.
 - iii. Associate Members shall have full voting rights as members of the Association.
- E. The Association membership shall be comprised of a maximum of 15% associate members.
- F. All association members, including Associate Members, are required to renew their application annually before the beginning of the school year, and be reconfirmed by the Board of Directors.

Section 2 - Association Meetings

- A. At least three meetings will be held each school year.
- B. One of the meetings shall be held at the start of the school year and designated as the annual meeting.
- C. Written notice of all meetings shall be given to all members at least ten days prior to the meeting. The use of email to distribute meeting notices is acceptable.
- D. Association Meetings shall be closed meetings; only current Members and Associate Members may attend and participate.

- E. The presence of one-third of the voting membership of the Association shall constitute a quorum for the conducting of business.
- F. Association votes shall be conducted by secret ballot of the voting members present at the Association meeting.

Section 3 - Special Association Meetings

- A. Special meetings of the Association shall be called by the Head of School following a majority vote of the board of directors or upon written request of one-fourth of the Association membership including a reason for the request.
- B. The association and the board of directors shall be given a minimum of ten days written notice from the Head of School with an agenda prior to the special meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Responsibilities

- A. The board of directors shall be responsible for creating the mission and vision of the school and protecting the guiding principles and core values of the school through oversight and accountability of the Head of School and the creation of board policy.
- B. The board of directors shall be responsible for determining the Head of School's compensation, tuition rate and approving the annual budget as submitted in cooperation with the Head of School
- C. The Board of Directors shall maintain fiduciary responsibility for all financial matters, ensuring the growth and financial stability of the School, and ensuring that all accounting, bookkeeping and cash management practices will be done according to accepted accounting practices
- D. The Board of Directors is responsible for overseeing Association Membership, ensuring that all members meet the criteria outlined in Article V.
- E. In addition to the powers and authorities by these by-laws conferred upon them, the board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of or by these bylaws directed or required to be exercised or done by any other body.

Section 2 - Board Member Qualifications

- A. All board members must be voting members of the association and meet the requirements thereof listed in Article V, Section 1, Paragraph C.

- B. All board members shall be at least 25 years old.
- C. All board members shall agree in writing to the Northern Dauphin Christian School boardmember code of commitment and ethics.
- D. All board members shall agree in writing annually to the Northern Dauphin Christian Schoolboard member conflict of interest policy.
- E. A board member must not be a near relative of a board member with whom there would beoverlapping terms of service.
 - i. A near relative is defined as having a connection between persons by blood, marriage or adoption.
- F. A board member may not be an employee of the corporation with the exception of the Head of School.

Section 3 - Board Member Number, Tenure and Composition

- A. The board of directors shall consist of not less than five members and not more than nine members.
- B. Each board member shall serve on the board of directors for a term of three years, unless such service is terminated by resignation or dismissal.
- C. A board member may seek to be elected to a second, consecutive three-year term.
- D. A board member can only serve two consecutive, three-year terms. There shall be one-year minimum hiatus before an individual can be considered for election to the board of directors again.
- E. A term year is July 1 through June 30.
- F. Terms of service on the board should be staggered in such a manner that no more than one-thirdof the board of directors will complete their term of service in any given year.
- G. Each board member shall agree in writing to the board member contract document.
- H. Board members can complete a term made vacant by a resigned or removed director. The newboard member can then seek the terms defined in IV.3.D after completion of the partial term.

Section 4 - Board Member Compensation

- A. Voting board members shall receive no compensation or tangible benefit for their services.

- B. The board of directors may authorize the reimbursement of expenses incurred by any board member in the performance of official business for the corporation or the board of directors.

ARTICLE VII - NEW BOARD MEMBERS

Section 1 - Vacancies on the Board of Directors

- A. A vacancy on the board of directors shall be deemed to exist in the case of a board member's expiration of term, resignation before expiration of the term, death or incapacity, or removal from the board of directors.
- B. Vacancies in the board of directors that are a result of death, incapacity or removal and reduce the board to less than five members shall be filled by appointment of the board of directors. The appointed member shall be confirmed or rejected by the Association through Article VII, Section 3 at the next regular Association meeting.

Section 2 - Nomination of Directors

- A. Candidates for the board of directors shall be nominated by the Board Recruitment Committee consisting of board members, the board chair and the Head of School.
- B. Candidates for the board of directors shall be interviewed by the board of directors to determine interest, suitability, and eligibility.
- C. There can be no nominations for board of directors from the floor during a meeting of the Association.

Section 3 - Election of Directors

- A. The board of directors shall vote by majority to send the candidate to the Association for a confirmation vote.
- B. The candidate shall provide a written bio and testimony to provide to the Association for review prior to voting.
- C. The candidate shall be appointed to the board of directors through a majority vote of the Association.
- D. A board member desiring to serve a second, consecutive, three-year term shall be re-appointed through a majority vote of the association.

Section 4 - Resignation or Dismissal

- A. After prayerful consideration, any board member may resign from office. He or she shall tender his or resignation by letter to the board of directors.

- B. Any board member may be removed from the board of directors for:
 - i. failure to meet the qualifications set for in Article VI, Section 2
 - ii. is declared of unsound mind by an order of court
 - iii. is convicted of a felony
 - iv. fails to attend at least three consecutive board meetings
- C. Any board member may be removed from the board of directors by a two-thirds vote if the board determines the removal of the board member is in the best interest of the corporation.

ARTICLE VIII - BOARD MEETINGS

Section 1 - Regular Meetings

- A. There shall be a minimum of eleven monthly meetings per year.
- B. The chair shall compile an agenda for the monthly board meeting and distribute it to the board members two days before the meeting.
- C. Meetings of the board of directors shall follow Robert's Revised Rules of Order.
- D. One or more persons may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- E. Meetings of the Board of Directors shall be open meetings, A Closed Session meeting may also be held at the Board's discretion, following the Open Session, to discuss matters involving confidential or sensitive information.
- F. Parents, staff, or Association members may request time during a regular Board meeting to address the Board. Such requests shall be submitted to the Board Chair or the Head of School 5 days before a regular Board meeting.

Section 2 - Quorum

- A. A majority of the board of directors in office shall be necessary to constitute a quorum for the transaction of business.
- B. The actions of a majority of the directors present at a meeting which a quorum is present shall be the actions of the board of directors.

- C. The members of the board of directors present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3 - Emergency Action

- A. A decision or action may be made by the board outside of a meeting through a written majority vote. The use of email is an acceptable form of voting. The votes shall be recorded and noted on the next month's regular meeting minutes.

Section 4 - Special Meetings

- A. Special meetings of the Board of Directors may be called by the Chair, Head of School or any two (2) Directors by giving two days electronic notice of the time and place of the meeting to each of the directors.
- B. Notice of any special meeting shall state the objective of the meeting.
- C. No business shall be transacted at a special meeting except as stated in such notice.
- D. A record must be kept of all discussion and actions taken by the Board at any special meeting and the record must be made a part of the permanent records of the corporation.
- E. An electronic record vote may be conducted.
- F. The minutes of special meeting must be contained in the next monthly Board meeting for approval.

ARTICLE IX - OFFICERS OF THE BOARD OF DIRECTORS

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. Chair: The Chair shall preside at all Board of Directors meetings and perform such other duties as approved by the board of directors. The Chair shall be the Head of School's primary point of contact with the board of directors when the board of directors is not in session and shall serve as acting Head of School during transitions between Heads of School, or during a leave of absence of the Head of School should he be unable to fulfill his role due to illness or emergency. The Chair shall be an ex-officio, non-voting member of all committees.
- B. Vice-Chair: The vice-chair shall perform the duties of the chair in the latter's absence, disability, or refusal to act. When so acting, the vice-chair shall have all

powers of and be subject to all the restrictions upon the chair.

- C. Secretary: The secretary shall record the minutes of any and all meetings of the board. If the Secretary is not at a meeting, the secretary shall delegate the task of recording board of director business to another board member. The secretary shall have custody of all board of director records and shall conduct necessary correspondence on behalf of the board of directors. The secretary shall also keep an accurate record of current Association Membership, and will be responsible for ensuring proper notice and information regarding Association meetings is sent to all current members.
- D. Treasurer: The treasurer shall oversee the financial records showing the financial condition of the corporation and the custodial efforts of all monies of the corporation.

ARTICLE X - HEAD OF SCHOOL

- A. The Head of School 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 of directors.
- B. The Head of School shall be an ex-officio, non-voting member of the board of directors.
- C. The Head of School shall be a Christian in that he or shall have accepted Jesus Christ as personal Lord and savior. He or she shall agree whole heartedly with Articles II, III and IV.
- D. The Head of School's responsibilities shall be defined in a job description approved by the board of directors.
- E. The Head of School shall be appointed each year for the first three years of continued service by written contract after careful consideration of his or her spiritual and academic qualifications and Board-conducted evaluation. After three years of continued service, the board of directors may appoint the Head of School for a three-year term by written contract.
- F. The board of directors shall evaluate the Head of School annually on the basis of his or her job description and other factors related to job performance.

ARTICLE XI - COMMITTEES

Section 1 - General

- A. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more board members, and such additional persons as the board of directors may, by name, designate. Any such committee, to the extent provided in the resolution of the board of directors or in the bylaws, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following:
- i. The filling of vacancies in the board of directors.
 - ii. The adoption, amendment or repeal of the bylaws.
 - iii. The amendment or repeal of any resolution of the board of directors.
 - iv. Action on matters committed by resolution of the board of directors to another committee of the board of directors.
 - v. The execution of contracts binding the corporation.
 - vi. Authorize any non-budget expenses
- B. The board of directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee shall serve at the pleasure of the board of directors.

Section 2 - Board Recruitment Committee

- A. Members - Head of School and selected board members.
- B. Purpose -The members of the committee shall identify candidates for the board of directors to fill board vacancies by considering the person's character and competency. After selecting candidates, the committee approaches the candidate to see if they are interested in interviewing with the full board. The candidate should also commit the process to prayer to understand if they are being called to be a board member.

Section 3 - Development Committee

- A. Members- selected board members, any staff member(s) participating in development.

- B. Purpose - identify and cultivate giving partners in the school and greater community following the NDCS theology of development policy.

Section 4 - Marketing Committee

- A. Members - selected board members and any Association member volunteers.
- B. Purpose - promote and market the mission and vision of the school the greater community.

Section 5 - Safety Committee

- A. Members - selected board members and any Association member volunteers.
- B. Purpose - perform a quarterly safety walk-through to identify any potential safety hazards and confirm the condition of key safety equipment. The committee shall report any actions required to the board.

ARTICLE XII-FACULTY AND STAFF

Section 1 - Requirements of Faculty and Staff

- A. The Head of School shall be responsible for the hiring of faculty and staff.
- B. All faculty and staff shall submit a written testimony to be Christians in the definition that they have accepted Jesus Christ as their Lord and Savior.
- C. All faculty and staff shall agree in writing with Articles II, III and IV.
- D. All faculty and staff should send their children to a Christian school except by special exemption by the board of directors.
- E. All faculty and staff shall be mature persons of good report, Spirit-filled Christian character and sound judgement as described in Acts 6:3 and abide by the following guidelines:
 - i. All faculty and staff should exhibit positive Christian witness in life and vocation.
 - ii. All faculty and staff should participate regularly in Christian fellowship and worship at a Bible-believing church whose statement of faith does not conflict with Article II.
 - iii. All faculty and staff should demonstrate a strong interest in Christian education.

- iv. All faculty and staff should pray for the school, its faculty and staff, Board of Directors and students on a regular basis.
 - v. All faculty and staff should encourage parents to send their children to the school.
 - vi. All faculty and staff should support the various programs of the school.
- F. All faculty and staff shall cooperate with other faculty and staff in pursuing the mission and purpose of the school.
- G. All faculty and staff shall be required to attend all Association meetings unless prior arrangements are made with the Head of School.

ARTICLE XIV - TRANSACTION OF BUSINESS

- A. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the board of directors. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
- B. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation or any private individual. No part of the net earnings of the corporation or donations received by the corporation shall be distributed to or inure to the benefit of any director or officer of the corporation or any private individual.
- C. All checks or demands for money, notes, contracts, deeds, mortgages, obligations, documents and instruments of the corporation whether or not requiring seal shall be signed by such officer or officers as the board of directors may from time to time designate.
- D. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaigns on behalf of any candidate for political office, nor shall the corporation carry on propaganda or otherwise attempt to influence legislation.

ARTICLE XV - ANNUAL REPORT

- A. The treasurer shall present annually to the board of directors a report showing in appropriate detail the following:
- I. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - II. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - III. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - IV. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE XVII - MISCELLANEOUS

Section 1 - Books and Records

- A. The corporation shall keep correct and complete books and records of account.
- B. The board of directors shall keep minutes of the proceedings of its board of directors and committee meetings.
- C. All books and records of the corporation may be inspected by any board member for any proper purpose at any reasonable time .
- D. The records provided for herein shall be kept at either the registered office of the corporation in this commonwealth, or at its principal place of business wherever situated.

Section 2 - Liquidation of the Corporation

In the event of dissolution, winding up or liquidation the board of directors shall, after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purposes and in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify for exemption under 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or its successor acts. Any such disbursement shall, to the extent possible, be on a

pro-rata basis to those churches contributing funding to the corporation. No such disbursement shall be to any board member or other private individual.

Section 3 - Miscellaneous Provisions

- A. The fiscal year of the corporation shall begin on July 1.
- B. So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 7541 of the Nonprofit Corporation Law of 1972.
- C. The Board of Directors, by resolution, may authorize the corporation to accept subventions from the general public on terms and conditions not inconsistent with the provisions of section 7542 of the Nonprofit Corporation Law of 1972.

ARTICLE XVIII- INDEMNIFICATION

- A. Board members shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - i. The board member has breached or failed to perform the duties of a board member in good faith, in a manner the board member reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.
 - ii. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- B. Subject to the limitations hereinafter set forth, the corporation shall have the power to indemnify each director, officer, employee or agent of the corporation or of any organization that such director, officer, employee or agent is serving as a director, officer, employee or agent at the request of the corporation, and his other heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the corporation, in which said person was involved because of anything he or she may have done or omitted to do as a director, officer, employee or agent of the corporation or of any organization that the director, etc. may have served as a director, officer, employee or agent at the request of the corporation, but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made.

C. Such indemnification shall not, impair any other right any such person may have. Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the corporation, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legalcounsel in a written opinion:

- i. The director, officer, employee or agent acted or failed to act, and in either case, in good faith, and, in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful
- ii. The amount of the proposed indemnification is reasonable.
- iii. The proposed indemnification is just and proper and can be legally made by the corporation under then existing law.
- iv. The indemnification shall be made by the corporation in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

D. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance, of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.

E. The corporation shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the corporation and a person serving at the request of the corporation as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his or her status as such.

F. The invalidity of any portion of this article shall not affect the validity of the remainder hereof.

ARTICLE XX - AMENDMENTS

A. Bylaws may be adopted amended or repealed by the voting of the board of directors of at least a majority of the votes which all directors present are entitled to cast thereon at any regular or special meeting duly convened after notice to

the directors of that purpose.

- B. The provisions of Articles II, III and IV may only be amended by a vote of at least three-quarters of all directors entitled to vote, without regard to the number present at a special meeting duly convened after notice to the directors and members of that purpose.

ARTICLE XXI - REVISIONS

- A. August 2017 - Extensive revision including addition of Head of School and redefinition of Association and Board of Director officers.
- B. December 2017 - Removal of \$5 fee for voting association membership. Create term limits for directors. Change President/Vice President to Chair Vice-Chair. Add Board of Directors Special Meetings. Make Chair a non-voting, ex-officio member of committees. Change Chief Educational Officer to Chief Executive Officer under Head of School.
- C. July 2018 - Voting by closed ballot at Association meetings by members present. Closed Board meetings. Parents, staff and Association members may request time to speak at Board meetings.
- D. October 2018 - Revision to the requirements for Membership to the Association.
- E. January 2022 – Extensive revision including updated Vision, Mission, and Philosophy of Education statements. Removed repetitive articles. Clarified and empowered Associate Membership, (now to have voting privileges). Board to oversee Association Membership, Board Chair to serve as acting HoS when office is vacant,