

AMENDED BYLAWS
OF
CHRISTIAN SCHOOLS, INC.

PREAMBLE

We, the Board of Directors and members of Christian Schools, Inc. (C.S.I.), 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 Christian Schools, Inc.

ARTICLE I

NAME

The name of the corporation is Christian Schools, Inc., doing business as Trinity Christian School.

ARTICLE II

STATEMENT OF FAITH

(Based on the Nicene Creed – which predates any major Church splits)

- 1) We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is seen and unseen.
- 2) We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one being with the Father. Through Him all things were made. For us and for our salvation He came down from heaven; by the power of the Holy Spirit He became incarnate from the Virgin Mary, and was made man. For our sake He was crucified under Pontius Pilate; He suffered death and was buried. On the third day He rose again in accordance with the Scriptures; He ascended into heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end.
- 3) We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son, He is worshipped and glorified. He has spoken through the Prophets.
- 4) We believe all Scripture is able to instruct us for salvation through faith in Jesus Christ. Scripture is inspired by God and is useful for teaching, for reproof, for

correction, and for training in righteousness so that everyone who belongs to God may be proficient, equipped for every good work. (II Timothy 3:15,16) Therefore we believe in the Bible as the sole rule and guide for Christian faith and practice and for spiritual matters within the school.

- 5) We believe in one holy and universal church comprised of those who have placed their faith in Christ.
- 6) We believe in the Gospel of salvation by faith in Jesus Christ alone.¹

As a corporation, we do not endorse specific beliefs with regard to potentially divisive issues including but not limited to: modes of baptism, spiritual gifts, eternal security, and end time events surrounding the Lord's return.

ARTICLE III

PHILOSOPHY OF EDUCATION

The educational process in a Christian school is dependent on a Biblical philosophy which provides the right world view and essential truths for life so that children may be prepared to assume their proper place in the home, the church and society. Accordingly, the philosophy of education for Christian Schools Inc., is as follows:

Christian Schools, Inc., recognizes that God is the absolute authority and basis for all truth. In total dependency on Him, and desiring to work in partnership with the local church and the Christian community, Trinity Christian School seeks to assist Christian families in their Biblical responsibility to train their children to become Christ-like, and to fulfill God's purpose for their lives in the home, church and society.

VISION

Trinity Christian School is an inter-denominational institution committed to providing a life changing education resulting in a Christ-centered world view... "so they may have life and have it more abundantly." (John 10:10)

MISSION

Trinity Christian School's mission is to help accomplish God's purpose in the lives of students, teachers, staff, and parents as disciples of Jesus Christ, resulting in a positive influence on our community, our nation, and the world.

ARTICLE IV

¹ Statement of Faith amended by Board vote, Sept 2, 2008

MEMBERSHIP

Section 1. The membership of the corporation shall be comprised of the individuals who meet the following requirements:

A. Parent or parents of a child or children attending Trinity Christian School who meet all of the following requirements:

1. Those who have submitted a written application for membership which has been approved by a majority of the Board of Directors;
2. Those that have paid an annual membership fee to the C.S.I. as established annually by the Board of Directors;
3. Those who have subscribed in writing to Articles II and III of these Bylaws.

B. Employees: Those employees of this corporation who have submitted an annual written application for membership, which has been approved by a majority of the Board of Directors, and who have paid an annual membership fee to the C.S.I., shall be member of this corporation as long as he or she remains an employee of the corporation. Employee members may not be voting members.²

C. Other persons who meet all of the following requirements:

1. Those individuals, who at the time of a given membership meeting, are 18 years of age or older, who have submitted a written application for membership which has been approved by the Board of Directors;
2. Those individuals who have paid annual membership fee contribution to the C. S. I. of at least \$50.00 as established annually by the Board of Directors;
3. Those who have subscribed in writing to Articles II and III of these Bylaws.

² "Employee members may not be voting members." added by unanimous board vote on March 6, 2007

D: Voting members shall be a subset of the above membership groups who have:

1. Been a C.S.I. member in good standing for 2 consecutive years.
2. Established demonstrable record of involvement in Christian education evidenced by time and/or monetary commitment.
3. Completed required training for this class of membership as determined by the Board of Directors.
4. Attended a majority of C.S.I. meetings during each year of C.S.I. membership.
5. Made an earnest effort to fulfill their C.S.I. pledge annually.
6. Submitted application for this class of membership, which has approval of a majority of the Board of Directors (interview may be necessary).

Section 2. Each voting member present at a meeting shall be entitled to one vote on each matter submitted to a vote at that meeting.

Section 3. Any person may be removed as a member in this corporation at any time by the affirmative majority vote of the then existing Board of Directors for any of the following reasons:

A. Upon a determination by the Board that a member has conducted himself/herself in a manner that is inconsistent with Articles II and III of these Bylaws; or

B. Upon a determination by the Board that the person's membership in this corporation is deemed to be detrimental to the welfare of this corporation; or

C. Upon a determination by the Board that the member has conducted himself/herself in a manner inconsistent with Scripture; (See Romans 16:17); or

D. Upon a determination by the Board that the member has not attended at least one of two required meetings of the membership for a given school calendar year.

In view of the serious nature of an individual's involuntary removal from membership, 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. The Board of Directors shall notify any such member in writing of the specific concerns, and proposed corrective measures and actions, and provide such a member a reasonable time period to reply to the same. Dismissal from the membership 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.

If membership is terminated by the Board for any of the above stated reasons, the membership fee paid by said member is non-refundable.

ARTICLE V

BOARD OF DIRECTORS

Section 1. - Agreement of the Board of Directors

All members of the Board of Directors shall be Christian believers and shall agree without reservation with Articles II and III of these Bylaws. Further, they shall be regular attendees in good standing of local Christian churches, whose doctrine is consistent with Article II of the Bylaws.

Section 2. - General Responsibilities

The Board of Directors of Christian Schools Inc. 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, acting on matters of personnel including hiring and firing, fiduciary responsibility including establishing the budget, tuition and fees, promoting Christian education in the community, and praying for the ministry of the school.³

Section 3. - Number and Tenure

A. The number of Board of Director members shall be nine. The number of members may be increased or decreased from time to time by the Board of Directors pursuant to an amendment of this Bylaw.

B. Each Board of Directors member shall serve on the Board for a term of three years, unless such service is terminated by resignation, death, or dismissal. Any Board member is eligible to be considered for a second and third successive three year term.

³ Sentence amended by Board Vote February 20, 2008.

After a third successive term on the Board, the Board member shall step down from service for a least one full year before being eligible again for the Board.

C. Terms of service upon the Board shall be staggered in such a manner that no more than one-third of the full Board will complete their term of service in any given year.

D. Any member of the Board of Directors, whose term is expired, shall continue to serve as a member of the Board of Directors until their successors are both qualified and elected, and have accepted the position, in accordance with the terms and conditions of these Bylaws.

Section 4. - Board Member Qualifications

A. Members of the Board of Directors shall be Christian believers and subscribe without reservation to the corporation's Statement of Faith, Trinity Christian School Position on Denominational Issues Including Doctrine and Traditions, Vision and Mission Statements, and Philosophy of Education.⁴

B. Members of the Board of Directors shall be Christian role models in the school and community.

C. No full-time or part-time employee shall be eligible to serve on the Board of Directors, nor shall any member of their immediate family or household (i.e., husband, wife, son, daughter, parent) be eligible to serve on the Board. (This applies to all contracted employees except volunteer coaches.)⁵

D. No full-time or part-time salaried pastors, ministers or church leaders shall be eligible to serve on the Board of Directors.

E. No more than three members of the Board of Directors shall be members or regular attendees of the same local church, unless highly unusual circumstances exist, as determined by the majority of voting members present at a meeting of the C.S.I. (which would necessitate a higher number of Board members from the same local church.) in which circumstance exceptions may be made for a higher number from the same local church.

F. Board members shall be mature Christians who are daily growing in their personal relationship with Christ.

G. Board members shall be involved in the ministry of a local Christ-centered church which believes in the authority of the Bible.

⁴ Sentence amended by Board Vote February 20, 2008.

⁵ Sentence amended by Board Vote February 20, 2008.

H. Board members shall have a Christ-centered focus with the desire to bring honor and glory to Christ through all that is said and done.

I. Board members shall be godly role models in the performance of their Board duties and decisions.

J. Board members shall view their service on the Board of Directors as a ministry and a calling from God.

K. Board members shall believe in the power of prayer and shall be exemplary in their commitment to pray for the school, leadership, faculty, staff, and students.

L. Board members shall acknowledge the Lordship and sovereignty of Christ.

M. Board members shall realize that nothing can be accomplished apart from the work of the Holy Spirit.

N. Board members shall balance their work with their spiritual lives and home responsibilities and have the same expectations for the staff.

O. Board members shall be voting members in good standing of C.S.I. for a minimum of two years before being eligible for nomination to serve on the Board of Directors. For a transitional period of one year from April 7, 2009, minimum requirement of board member eligibility would be voting member status (without a minimum of two year voting member status).⁶

P. No sibling, spouse, child or parent of an existing board member may serve on the board while the immediate relative is a board member.⁷

Section 5. - Board Member Compensation

A. Members of the Board of Directors shall receive no compensation for their services. 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.

ARTICLE VI

NEW BOARD MEMBERS

⁶ Sentence added by Board vote April 7, 2009

⁷ Sentence added by Board vote February 20, 2008.

Section 1. - Vacancies on the Board of Directors

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

Section 2. - Nominations for the Board of Directors

A. Candidates for the Board of Directors must be voting members of C.S.I. and may be nominated by the voting members of C.S.I. Parents of students or other interested individuals may also recommend candidates to the Nominating Committee by submitting the name to the Chairperson of the Board of Directors who must submit the names to the Nominating Committee for consideration.

B. Such candidates must submit and complete a membership application for the Board of Directors, and be interviewed by the Nominating Committee. All candidates shall meet the qualifications of Board members as set forth in these Bylaws.

C. The Nominating Committee, appointed by the Chairperson of the Board of Directors with the advice and consent of the Board, shall present nominees for the Board to the full Board for consideration. The nominating committee shall be made up of two voting members of C.S.I., the Chairperson of the Board, and two Board members. The Chairperson shall choose the Chairman of the nominating committee from the Board members who are on the committee. In the event that the Chairperson of the Board is running for re-election, the Vice-Chairperson of the Board shall chair this committee. No board members who are running for re-election shall serve on the Nominating Committee.⁸

D. The Board of Directors shall interview those candidates who are recommended by the Nominating Committee and then by a majority vote of the existing Board, shall recommend such nominees for consideration to the membership of the corporation at the annual meeting. At the annual meeting of the membership, elections shall be held for the number of vacant positions. Nominees with the greatest number of votes shall be elected to the available positions. Each voting member present shall cast a ballot voting for the number of candidates needed to fill the available positions. There will be no nominations from the floor.⁹

Section 3. - Appointment of Board Members to Fulfill Unexpired Terms.

A. Any vacancy on the Board of Directors due to an unexpired term may be filled by a majority vote of the remaining Board members on nominees recommended by the

⁸ The last two sentences in the section amended by CSI Board of Directors, June 1, 2010.

⁹ Final sentence in this section amended by CSI Board of Directors October 2nd, 2006.

nominating committee. In such an instance, the Board member so appointed shall hold that office until the unexpired term has been served.

Section 4. - Resignation or Dismissal from the Board

A. After prayerful consideration, any Board member may resign from office by tendering the resignation in a letter to the Board Chairperson.

B. Any Board member may be removed from the Board 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 school. Removal shall require a two-thirds vote of the Board.

C. In view of the serious nature of a Board of Directors 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. The Board of Directors shall notify any such member in writing of the specific concerns, and proposed corrective measures and actions, and provide such a member a reasonable time period to reply to the same. Dismissal from the Board 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 of Director member who has left the Board was an officer, another member shall be designated by majority vote of the Board to assume the responsibilities of the office now vacant.

E. Those elected to the Board of Directors at the March annual meeting of the membership shall assume office at the regular board meeting conducted in the month of June of that year.

F. The body of voting members of CSI shall have the authority to dismiss the Board of Directors. In order to exercise this authority, the following procedure must be followed. A petition signed by one third of voting CSI members shall be necessary and presented to the CSI President and the Board of Directors. The CSI President shall then call a meeting for such purpose. Notice of the meeting must be in writing by certified letter to all CSI voting members. Non-voting members shall also be notified. Notification shall be two weeks before the proposed meeting. A vote of two thirds of all voting members is necessary to dismiss the board and to begin a nomination and election process. Such process as defined in the bylaws will be supervised by the CSI President.¹⁰

¹⁰ Amendment approved by CSI Board on May 6, 2008

ARTICLE VII

DUTIES OF THE BOARD OF DIRECTORS

Section 1. - Duties of the Board

A. The Board of Directors shall help set the spiritual tone for the school. Board members shall individually and corporately pray for the administration, faculty, staff, parents, and children of the school. They will be inclined to prayer, ever mindful of their own dependence upon 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 administrative principal¹¹ and principals. The Board's policies set the boundaries within which the administrative principal and principals administer the school.

C. The Board of Director'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 through its Chairperson to the Administrative principal, who is charged with the responsibility of 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, devising methods of raising necessary operating funds, and determining how these funds shall be disbursed. The Board shall arrange for a certified financial audit on an annual basis.

F. The Board of Directors shall have the authority to borrow money in the name of the corporation. All measures will be taken to operate with a balanced annual 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 corporation operates according to accepted legal principles which should include, but not be limited to, the obtaining of competent legal counsel to advise the Board on matters of safety, general liability, and personnel issues.

¹¹ "Superintendent" replaced with "administrative principal" throughout the entire Bylaws by Board vote February 20, 2008.

I. A significant duty of the Board of Directors is the selection of the School's Administrative principal and principals. The Administrative principal will implement the Board's legislated policies and directives and manage the day to day operation of the school. The annual evaluation of the Administrative principal is the responsibility of the entire Board.

J. Upon recommendation of the Administrative principal, the faculty and staff of the school shall be appointed by the Board after careful consideration of their spiritual and academic qualifications. Such employees shall be chosen to meet the educational objectives and to execute the academic programs and policies of the school.

K. The Board of Directors shall have the authority to dismiss and/or not renew the contract of any personnel associated with the school who do not fulfill the requirements set forth in these Bylaws, their employment agreement, or fail to be a Christian role model.

L. The Board of Directors shall ensure that a Faculty and Staff Handbook is developed, revised as needed, and annually distributed to all employees.

M. The Board of Directors shall approve the educational programs and standards of achievement for the school. This shall include the review and approval by the Board of all textbooks and courses of study recommended by the school's faculty under the leadership of the Administrative principal.

N. The Board of Directors shall evaluate itself annually. Each member shall also evaluate his/her willingness and ability to continue in a Board position. Individual Board members shall annually sign the Leadership Commitment form attached hereto.

Section 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:

A. Academic

The purpose is to develop students and teachers spiritually, intellectually and socially.

B. Finance

The purpose is to be good stewards of God's money by preparing and monitoring budgets and expenditures.

C. Development

The purpose is to fully develop the facilities and properties of TCS to enable each student to better understand why God created them.

D. Extracurricular

The purpose is to establish and promote well rounded and meaningful extra-curricular activities including athletics and social activities so that each student might best develop their God given talents.

E. Management, Administration Policy and Planning

The purpose is to help define the purpose, guard the vision, clarify the mission, identify the goals, sharpen the strategies, facilitate management and plan for the future.

F. Communication

The mission of this committee is¹² be to oversee and direct principles and methods of communication between the school and families, staff and our local community. The goal is timely, efficient, and clear understanding of the mission, goals, agenda and activities of the school among these groups.

G. Parent Relations

The mission of this committee will be to coordinate and encourage parental involvement and partnership in the mission and vision of the school. This will include but not be limited to supervising the Parent Service Fellowship.

H. Construction/Building Maintenance

The mission of this committee is to evaluate, oversee and facilitate all construction projects for the TCS campus.

I. Spiritual Curriculum

The purpose is to provide an environment and opportunities that would awaken, nurture, and encourage students in pursuit of a life conformed to His (Christ's) image.

C. Each standing committee shall have at least one Board member appointed by the Board Chairperson. The Board Chairperson shall appoint one of the Board members as chair of the committee with the exception of the MAPP Committee which will be chaired by the CSI President, when available.¹³ The Chairman of each committee may further appoint interested parents or individuals to serve on committees.

¹² Tense changed per Board vote February 20, 2008.

¹³ “with the exception of the MAPP Committee which will be chaired by the CSI President, when available” added April 7, 2009

- 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 VIII
OFFICER OF THE CORPORATION

Section 1. Officers

A. C.S.I. President. At the annual meeting of the membership, the voting membership of C.S.I. shall elect the President of C.S.I. for a single¹⁴ term of 3 years. Candidates for this position must meet the criteria included above for Board Membership and have served a minimum of one full three-year Board term¹⁵ and be nominated by the Nominating Committee in the same manner as candidates for the Board of Directors. The President shall sign the Leadership commitment. The duties of the President shall be limited to the following: The President shall preside over all meetings of C.S.I., including the annual meeting at which time the election of Board of Directors shall be done and any other business as defined in these bylaws. In the absence of the President, the Chairperson of the Board of Directors shall preside over the C.S.I. meeting. The President shall supervise the C.S.I. pledge program and membership criteria with the assistance of administrative staff. The President reports this information to the Board of Directors. The President shall be an ex-officio (non-voting) member of the Board of Directors. The CSI President shall recruit, train and recommend leaders within CSI. The CSI President shall have the responsibility of chairing the MAPP committee and shall serve as an ex-officio member of the Spiritual Advisory Board.¹⁶

ARTICLE IX
OFFICERS OF THE BOARD

Section 1. Officers

A. The Board of Directors shall annually elect officers of the Board from among its members. Officer elections shall occur after newly elected board members have assumed their responsibilities.

The duties of the officers shall be limited to the following:

¹⁴ “single” added April 7, 2009

¹⁵ “and have served a minimum of one full three-year Board term” added April 7, 2009

¹⁶ “The CSI President shall recruit, train and recommend leaders within CSI. The CSI President shall have the responsibility of chairing the MAPP committee and shall serve as an ex-officio member of the Spiritual Advisory Board.” Added April 7, 2009

B. Chairperson. The Chairperson shall preside at all Board of Director meetings and perform such other duties as approved by the Board. The Chairperson shall be the Administrative principal's point of contact with the Board when the Board is not in session. The Chairperson shall have general charge, supervision and control of the business affairs of the corporation, subject, however, to the control of the Board of Directors.

C. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the latter's absence, disability, or refusal to act. When so acting, the Vice-Chairperson shall have all powers of and be subject to all the restrictions upon the Chairperson.

D. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of membership, and shall record all votes and keep minutes of all such proceedings. The Secretary shall give or cause to be given notice of all meetings of the membership and of the Board of Directors. The Secretary shall keep in safe custody the seal of this corporation, if any, at the corporation's registered office, and when authorized by the Board of Directors, shall affix the same to any instrument requiring such. The Secretary shall have custody of the Board records and documents and perform all other duties associated with the office.

E. Treasurer. The Treasurer shall maintain the financial records showing the financial condition of the corporation, shall be the custodian of all monies in the corporation, and shall perform such other duties as are customarily performed by such an officer.¹⁷

ARTICLE X

MEETINGS OF THE BOARD OF DIRECTORS

Section 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 regular meeting shall be posted in the school offices at least one week prior to the meetings.

B. Board of Directors meetings shall be open to school parents and all C.S.I. members. The Chairperson may grant the privilege of the floor to observers at his/her discretion.

C. The Chairperson of the Board of Directors, in consultation with the Administrative principal, shall prepare an agenda for regular meetings of the Board. Such

¹⁷ School changed to corporation by Board vote February 20, 2008.

agendas shall be delivered to each director at least 72 hours 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 Board member during a portion of any meeting for the purpose of discussing personnel and other sensitive matters.
2. Executive sessions shall have in attendance all Board members present at said meeting, the Administrative principal of the school and any other persons who are specifically asked to attend this session by the Board Chairperson. When the executive session is for the purpose of evaluating the Administrative principal, the Administrative principal 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.

Section 2. - Special Meetings

A. Special meetings of the Board of Directors may be called by the Chairperson of the Board or by a majority of the Board members.

B. Notice of the time, place, and purpose of all special meetings of the Board of Directors shall be communicated to each Board member 24 hours prior to the scheduled special meeting.

Section 3. - Emergency Action

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

Section 4. - Presumption of Assent

A. Any member of the Board of Directors who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless the Board member files his/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 Board member who has voted in favor of the action.

Section 5. - Waiver and Consent

A. The transactions of any meeting of the Board of Directors, however called or noticed, shall be valid as though had at a meeting duly held after regular call and notice, if quorum is present, and if either before or after the meeting, each of the Board members not present sign a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof.

Section 6. - Quorum

A. At all meetings of the Board of Directors, whether regular or special, the presence in person of a majority of Board members shall constitute a quorum for the transaction of business. Only Board members may vote at any meetings of the Board and proxies shall not be valid for voting.

B. In the absence of a quorum, a minority of the Board of Director members 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.

C. If there are not sufficient Board of Directors members to constitute a quorum as provided in this Bylaw, a majority of current Board members may qualify or approve new Board members.

Section 7. - Robert's Rules of Order

- A. Meetings of the Board of Directors shall be governed by Robert's Revised Rules of Order, as periodically updated.
- B. Proxy or absentee voting shall not be allowed at regular Board meetings.

ARTICLE XI

MEETINGS OF THE MEMBERSHIP

Section 1. The annual meeting of the corporation shall be conducted during the month of March on such a date and time as shall be determined by the Board of Directors. At the annual meeting the Board through its officers shall report to the membership. The budget for the next fiscal year shall be presented, election of members to the Board of Directors shall be conducted as needed and as required, and any other business necessary shall be performed.

Section 3. Special meetings may be called at any time by a majority vote of the Board of Directors or by the Chairperson at the written request of one-fourth of the voting membership. Such call shall state the reasons for calling the meeting.

Section 4. Notice of the annual or special meetings called by the membership shall be mailed to each member at least one week prior to the meeting. At any meeting, one-tenth of the voting membership shall constitute a quorum.

Section 5. Any procedures not covered by the applicable provisions of the Articles of Incorporation of this corporation or these Bylaws, shall be governed by Robert's Rule of Order as amended from time to time.¹⁸

Section 6. Proxy or absentee voting shall not be allowed.

Section 7. CSI President may call for a special meeting as needed and give notice of two weeks unless important and unusual circumstances require a more prompt decision.¹⁹

ARTICLE XII

SCHOOL ADMINISTRATOR

Section 1. The Administrative principal shall be appointed by the Board of Directors. He/she shall be the chief executive officer of the School and shall carry out the policies established by the Board. The Administrative principal shall be an ex-officio (non-voting) member of the Board.

Section 2. The Administrative principal shall be a mature Christian believer and subscribe without reservation to Articles II and III of these Bylaws. He/she shall be a Christian role model in the school and community.

Section 3. The Administrative principal shall be a regular attendee in good standing of a local Christian church whose doctrine is in agreement with Article II of the Bylaws.

Section 4. The Administrative principal's responsibilities are to be defined in a job description approved by the Board of Directors.

Section 5. The Administrative principal shall be appointed each year by written contract after careful consideration of his/her spiritual and academic qualifications and the Board conducted evaluation.

¹⁸ Amendment to this section approved by CSI Board of Directors October 2nd, 2006.

¹⁹ Amendment to this section approved by CSI Board of Directors January 26th, 2010.

Section 6. The Board of Directors shall evaluate the Administrative principal annually based upon his/her job description and other appropriate factors.

ARTICLE XII

It is the intent of the corporation to continue to utilize a spiritual advisory board to provide spiritual guidance regarding the maintenance of the mission, vision and Statement of Faith of the school and the corporation. They will provide oversight of the spiritual qualifications of C.S.I. Board of Directors, C.S.I. President and Administrative principal.

ARTICLE XIII

INDEMNIFICATION

The school shall indemnify each member of the Board of Directors and officer who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (other than an action by or in the right of the corporation) by reason of his/her being or having been a Board member or officer of the school, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit, or proceeding if he/she acted in good faith and in the manner he/she reasonable believed to be in or not opposed to the best interests of the school, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The school shall indemnify each Board of Director member and officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the school to procure judgment in its favor by reason of his/her being or having been a Board member or officer of the school, against expenses, (including attorneys fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonable believed to be in a manner in or not opposed to the best interests of the school except that no indemnification shall be made in respect to any claim, issue, or matter as to which the Board member or officer shall have been adjudged to be liable for the negligence or misconduct in the performance of his/her duty to the school unless and only to the extent determined by a court as provided by law.

In the event of the disposition of any action, suit, or proceeding in which no determination regarding good faith, reasonable belief, negligence, or misconduct as applicable, has been made, such indemnity shall be conditioned upon prior determination of the Board member or officer acted in good faith and with reasonable belief and without negligence or misconduct, as applicable, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Board members who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or,

even if attainable if a quorum of disinterested Board members so direct. Board members eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any Board member or officer.

Expenses incurred in defending any proceeding may be paid by the school in advance of final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the Board member or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.

Every reference herein to Board member or officer shall include every Board member or officer or former Board member or officer of the school as a Board member or officer in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such Board member or officer.

The school may further indemnify each Board member and officer in any other manner permitted by law.

ARTICLE XIV

FACULTY AND STAFF

Section 1. - The faculty and staff shall be appointed by the Board of Directors upon recommendation of the Administrative principal.

Section 2. - Individuals serving on the faculty and staff shall be Christian believers and subscribe without reservation to Articles II and III of these Bylaws. Such individuals shall be Christian role models in the school and community.

Section 3. - Individuals serving on the faculty and staff shall be attendees in good standing of local, Christian churches whose doctrine is in agreement with Article II of the Bylaws.

Section 4. - Faculty and staff responsibilities are to be defined in job descriptions approved by the Board of Directors.

Section 5. - The faculty shall be appointed each year by written contract after careful consideration of spiritual and academic qualifications and evaluations.

Section 6. - Staff may be appointed by written contract at the discretion of the Board of Directors.

Section 7. - The Administrative principal or his designee shall perform written evaluations of faculty and staff annually based upon their job descriptions and other appropriate factors.

Section 8. - Each member of the faculty and staff shall receive a handbook of pertinent policies and procedures for the school and shall certify annually in writing that he/she has received and reviewed the handbook.

ARTICLE XV

DISPUTE RESOLUTION

Section 1. - The Board of Directors shall ensure that each contract for employment shall contain language for dispute resolution as follows:

The parties to this agreement are Christians and believe that the Bible commands them to make every effort to live at peace and to resolve disputes with each other in private or within the Christian community in conformity with the Biblical injunctions of I Corinthians 6:1-8; Matthew 5:23 -24, and Matthew 18:15-20. Therefore, the parties agree that any claim or dispute arising out of, or related to, this agreement or to any aspect of the employment relationship, including any claim or statutory claims, shall be settled by Biblically-based mediation.

If resolution of the dispute and reconciliation do not result from such efforts, the manner shall then be submitted to a panel of three arbitrators for binding arbitration. The selection of the arbitrators and the arbitration process shall be conducted in accordance with the Rules of procedure for Christian Conciliation of the Institute for Christian Conciliation as printed in the Christian Conciliation Handbook. [(406) 256-1583].

The parties agree that these methods shall be the sole remedy for any controversy or claim arising out of the employment relationship of this agreement and expressly waive their right to file a lawsuit against one another in any civil court for such disputes, except to enforce a legally binding arbitration decision.

Each party, regardless of the outcome of the matter, agrees to bear the fees and costs of his/her/its own arbitrator and one-half of the fees and costs of the neutral arbitrator and any other arbitration expenses.

ARTICLE XVI

STUDENTS

Section 1. - Non-discrimination Statement

A. Christian School Inc., admits students of any race, color, 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, national or ethnic origin in the administration of educational policies, admissions policies, scholarship and loan programs, athletic or other school administered programs.

Section 2. - Parent Service Fellowship

A. The school may establish a fellowship for the close association and cooperation of the parents of the students and the teachers involved in the school.

ARTICLE XVII

AMENDMENTS OF BYLAWS

Section 1. - The Bylaws may be amended by a two-thirds vote of all of the members of the Board of Directors; provided, however, all such amendments shall be subject to the powers of the membership of this corporation to change or repeal such amendments.

Section 2. - Voting members constituting one fourth of the total voting membership may submit a written request for change or repeal of Board of Directors' amendments to bylaws. This request shall state the specific language and the reason and intent for such change or repeal. Before any such request can be considered at any regular or special meeting of the membership of the corporation, the full Board of Directors shall be present and two weeks prior written notice shall be sent to each of the members of the corporation. The proposed bylaw change or repeal must be approved by a majority vote of the entire voting membership of the corporation.²⁰ The membership shall have no right to change or repeal the original bylaws adopted by the Board of Directors on July 25, 2006 in any other way.²¹ The effect of these amended Bylaws is to repeal and replace any prior Bylaws of C.S.I. The above bylaws shall be effective and applied prospectively as of the date of Board of Directors adoption with the exception of Article V, Section 4, Paragraph O regarding Board member qualifications which shall become effective for the 2008 election year.

AMENDMENT TO THE BYLAWS

²⁰ Per unanimous vote of the board "two thirds majority" was changed to majority on September 19, 2006

²¹ Per unanimous vote of the board "in any other way" was added for clarification September 12, 2006

AMENDMENT ONE²²

SPIRITUAL ADVISORY BOARD

I. Purpose

The purpose of the spiritual advisory board (SAB) is to safeguard the spiritual foundation of Trinity Christian School (TCS) and Christian Schools, Inc. (CSI) as defined in the CSI Constitutional Document. The SAB shall be responsible for providing spiritual guidance regarding the maintenance of the mission, vision, and Statement of Faith of the school and/or corporation, as well as by providing advice on the spiritual qualifications of the CSI Board of Directors, CSI President, and TCS administrative principal.

II. Structure

The SAB shall be comprised of five to seven (5-7) pastors. These pastors shall adhere to orthodox Christian faith and rely solely on the Bible as their rule and guide for the spiritual oversight of the school. Each pastor shall subscribe to the doctrinal tenets outlined in the CSI Constitutional Document and shall annually sign a reaffirmation of their commitment to this statement. The Chairperson of the CSI Spiritual Curriculum Committee and the CSI President shall be an ex-officio non-voting members of the SAB to facilitate communication between the CSI Board and the SAB.

III. Elections, Term of Office, and Dismissal from Service

- A. Elections: The Board of Directors is responsible for nominating pastor candidates to serve on the SAB. Upon being nominated, a candidate shall be interviewed by both the Board of Directors and the SAB. SAB may waive their interview at the discretion of the SAB Chairperson if the pastor is well known by the SAB members and approved by a majority vote of the SAB. Upon approval of a candidate by a majority vote of the SAB, the Board of Directors shall by majority vote appoint the pastor to office. The Board of Directors shall be empowered to fill any unexpired term by appointing a pastor who is acceptable to a majority of the SAB members.
- B. Term of Office: The term of office for an SAB member shall be not more than three (3) years. A pastor who has served three (3) years may be appointed again for a total of three (3) terms. After a third consecutive term the pastor shall step down from service for a least one (1) year before being eligible to serve again.
- C. Dismissal from Service: Upon recommendation by a 2/3 majority vote of the SAB members, the Board of Directors shall have the authority to dismiss a

²² Per unanimous vote of the board after agreement with the Spiritual Advisory Board July 1, 2009

member of the SAB by 2/3 majority vote of the Board of Directors. Alternately the Board of Directors shall have the authority, by unanimous vote, to dismiss an SAB member in unusual circumstances after consultation with the SAB.

IV. Scope of Authority

- A. Advisors to the Board of Directors: The SAB will act in an advisory capacity on all spiritual issues pertaining to the school. Regarding such issues, the SAB can make recommendations to the Board of Directors, upon which the Board of Directors is required to consider and/or take action.
- B. Mediators on Spiritual Issues: The SAB may meet with students, parents, faculty, staff, members of the Board of Directors, or other involved parties but only in regards to matters of spiritual concern to the school. Such meetings shall occur only after the parties have attempted to resolve such spiritual concerns in accordance with Matthew 18. The SAB shall direct all recommendations pertaining to such matters to the Board of Directors. No such meeting shall occur without prior notification and approval of the Board of Directors. Such approval shall only be denied in very unusual circumstances as determined by 2/3 of the Board of Directors after consultation with the SAB.
- C. Advisors Regarding CSI Constitutional Document: The SAB shall have the authority to veto any change in the language of the CSI Constitutional Document. All final revisions in such language must be adopted by the Board of Directors. Upon request by the Board of Directors, the SAB may participate in drafting changes in the CSI Constitutional Document in the unusual circumstance that such changes may be considered.

V. Internal Governance and Frequency of Meeting

Annually, the SAB shall elect a chairperson and secretary. The SAB will determine the frequency of its meetings, but the minimum expectation is three (3) meetings per year.

VI. Relationship to Governance of the School

- A. Selection of the Primary Governing Officers: The SAB shall interview any candidate whom the Board of Directors intends to hire as the primary governing officer of the school (i.e. superintendent, principal, headmaster, etc.) for the purpose of evaluating the candidate's spiritual qualifications for office. No person may be elected or appointed as a primary governing officer without first receiving the approval of a majority of the SAB members.
- B. Selection or Dismissal of Members of the Board of Directors: The SAB shall review the application of anyone who is a candidate for election, re-election, or appointment to the Board of Directors in order to evaluate their spiritual qualifications. Where necessary or appropriate, the SAB shall interview the candidate, consult with the candidate's pastor, or take other reasonable steps to confirm the spiritual qualifications of the candidate. No person may be elected,

re-elected, or appointed to the Board of Directors without the approval of a majority of the SAB members. Upon request by the Board of Directors or as a result of a 2/3 majority vote of all CSI voting members, the SAB shall advise on whether a member of the Board of Directors should be removed on the grounds of spiritual disqualification. Such advice shall be forwarded to the Board of Directors to consider dismissal as per Bylaws Article VI section 4.

- C. Participation in Meetings of the Board of Directors: Any pastor serving on the SAB may attend the Board of Directors meetings as an interested observer. Upon the request of a majority of the SAB members, the chairperson of the Board of Directors shall provide an opportunity in the agenda for said pastor(s) to speak to matters of concern to the SAB.
- D. Appeal to CSI: With regard to any matter of spiritual concern to the school, the SAB shall first seek resolution of the matter with the Board of Directors. If a satisfactory resolution cannot be reached, the matter may be referred to the CSI membership upon a unanimous vote by the SAB membership. Pursuant to such a unanimous vote, the Board of Directors shall call for a meeting of CSI. A 2/3 majority vote of all CSI voting members on such an issue shall be binding on all parties.

VII. Amendments to this Document

This amendment to the bylaws regarding the Spiritual Advisory Board may be amended by the unanimous vote of the Board of Directors with the approval of a 2/3 majority of the SAB members. In addition, the SAB may submit proposed amendments to the Board of Directors for consideration.

LEADERSHIP COMMITMENT

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader:

1. I will seek to maintain a close, intimate walk with the Lord by regularly spending time alone with Him; in His Word and in prayer.
2. I will be a diligent student of God's Word.
3. I will endeavor to walk continually in step with the Holy Spirit.
4. I will pray for those who serve with me as Board of Director members, for the school Administrative principal and Principals, for the faculty and staff of the school, for the students of the school, and for this ministry's testimony in the community.
5. I will be diligent in preparation for all Board of Director meetings and participate in duly appointed committees.
6. I will faithfully attend all meetings of the Board of Directors unless I am hindered from doing so by compelling reasons such as illness or necessary travel. When I am unable to attend, I will notify the Board Chairperson in advance, if possible. I will follow-up with the Board Secretary and/or other Board members to be informed about the proceedings of the meeting which I missed.
7. My fellowship, speech and manner with my colleagues on the Board of Directors and with any members of the school family will be characterized by love, grace and humility. With the help of the Holy Spirit, I will refrain from expressing demeaning attitudes through criticism and complaint.
8. While respecting divergent views and convictions expressed by my colleagues on the Board of Directors, I will express my views and differences of opinion constructively and with grace. Once the Board has discussed and voted on an issue and regardless of my personal vote on that issue, I will publicly support the Board's action. I agree to use my best judgment to appropriately protect the confidentiality of discussions that occur during Board meetings.
9. I will be an encourager, acting with integrity and discretion and endeavor to maintain the unity of the Spirit in the bond of peace.

I have studied these statements of commitment, the mission and vision of the corporation and the Statement of Faith and have prayed over them and agree. I believe God would have me serve as a Board of Directors member or C.S.I. President according to these standards.

Date: _____

Signature: _____