



# **Bylaws**

(series 200)

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**B Y L A W S  
OF  
ADA CHRISTIAN SCHOOL SOCIETY**

**ARTICLE I**

**Purpose, Powers and Basis**

**Section 1      Office**

The principal office of the Society shall be located in the village of Ada, Kent County, Michigan

**Section 2      Purpose**

The purpose or purposes for which the Society is formed are as follows: To acquire, establish, maintain and operate Christian Schools furnishing primary and/or secondary education; to grant diplomas to its students who merit the same; to determine and establish curricula in which instructions shall be based upon the infallible Word of God as interpreted by the Reformed faith with courses of study as may be approved as specified from to time by the Board of Trustees; to determine the qualifications of and to hire faculty and administrative staffs; to select, acquire and furnish text books, educational materials, supplies and equipment; to plan and provide for the expansion of Christian education in the schools which it controls, and to acquire by purchase, gift or otherwise, such real and personal property as may be necessary or advisable to promote and carry out the objects of this corporation.

**Section 3      Powers**

The corporation may exercise generally any power that is consistent with the purposes described above and that a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

**Section 4      Basis**

The supreme standard of the Ada Christian School Society shall be the Scriptures of the Old and New Testament, herein confessed to be the infallible Word of God, as interpreted in the historic Reformed confessions: The Belgic Confession, Heidelberg Catechism and Canons of Dort. Acknowledging that these Scriptures, in instructing us of God, ourselves and God's creation, contain basic principles authoritative and relevant for education, we hold that:

- A. The authority and responsibility for educating children resides in parents or guardians of the children, and not in the state or the church. Parents, however, may delegate their authority to those who can competently carry out this God-given parental right.
- B. The primary aim of Christian parents in securing the education of their children

should be to give them a Christian education--that is, an education whose goal is to equip the children for living the Christian life as members of the Christian community in contemporary society.

- C. Christian parents, when delegating the authority for educating their children, should delegate it to those institutions that seek to provide a Christian education for the students.
- D. The responsibility for maintaining such institutions rests on the entire Christian community.
- E. The Christ proclaimed in the infallible Scriptures is the Redeemer and Renewer of our entire life; thus, also of our teaching and learning. Consequently, in a school that seeks to provide a Christian education, it is not sufficient that the teachings of Christianity be a separate subject in the curriculum, but the Word of God must be an all-pervading force in the educational program.

## **ARTICLE II**

### **Membership**

#### **Section 1      Classes of Members**

The Society is a nonstock Michigan nonprofit corporation organized on a membership basis; the corporation shall have one class of members.

#### **Section 2      Qualification for Membership**

Members must subscribe to the purposes and basis of this corporation and must possess the following qualifications:

- A. Subscribe to the "Statement of Beliefs of Ada Christian School," which is consistent with the Basis as set forth in Section 4, Article I, *Purpose, Powers and Basis*, as annually confirmed with each student enrollment application; and
- B. Be 18 years of age or older and regularly attend a Christian church; and either:
- C. Be the parent or legal guardian, who presently has enrolled one or more children in Ada Christian School; and have no amount outstanding of unpaid and past due tuition or fees owing to Ada Christian School, except as may be evidenced by a duly signed, board-approved form of promissory note providing for the amount's payment in full; or
- D. Be currently employed by the Society in a faculty or full-time staff position at Ada Christian School.

#### **Section 3      Termination of Membership**

An individual's membership shall be terminated:

- A. upon that individual's death,
- B. upon written resignation delivered to the corporation's secretary,
- C. upon mental incapacity as determined either by certification of a physician who has examined the member or by judicial determination,
- D. upon termination of a faculty or full-time staff member's employment; or
- E. at the end of the fiscal year, if at such date the member is no longer qualified

under Section 2, Qualification for Membership, of this Article as determined in the discretion the Board of Trustees (the “Board”).

#### **Section 4      Membership Nontransferable**

Membership in the corporation is nontransferable.

#### **Section 5      Membership List**

The corporation shall maintain a list of those persons who are qualified members of the corporation.

### **ARTICLE III**

#### **Members’ Meetings**

##### **Section 1      Times and Places of Meetings**

Meetings of the members will be held at such place within Kent County, Michigan and at such time as the Board determines. If no designation is made, the place of meeting shall be the registered office of the corporation in Kent County, Michigan.

##### **Section 2      Annual Meeting**

A regular annual meeting of the members shall be held each year during March or April. The purposes of the annual meeting shall be for:

- A. election of trustees,
- B. approval of tuition, fees and a tentative annual operating budget for the next school year, and
- C. such other business as may be specified in the meeting notice. After commencement of the next school year, the Board may adjust the member-approved tentative annual operating budget based upon actual enrollment in Ada Christian School, except that such an adjustment shall not increase the Board’s borrowing authority under Article X, Section 5, of these Bylaws.

##### **Section 3      Special Meeting**

A majority of the Board or the president may call a special meeting of members at any time for any purpose or purposes specified in the meeting notice.

##### **Section 4      Notice of Meeting**

Written notice of the time, place and purposes of the annual or a special meeting of members shall be given in person, by mail, or by email to each member. The purposes of the meeting and its agenda shall be stated in the meeting notice. Ten or more members may request, and the Board may include, any matter germane to the corporate governance of the corporation on the meeting’s agenda; provided that the request is received by the secretary at least 90 days prior to the date of the meeting. The notice shall be sent not less than 10 or more than 60 days before the date of the meeting. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her current address as it appears on the

corporation's records, postage prepaid. The meeting notice may be emailed to members who have provided their email address for purposes of school-related communications; however, if the email is undeliverable, a different permitted method of notification must be used. Mailings and emails to the same household may be combined.

## **Section 5      Waivers**

A member may waive, in writing, any right to notice before or after a meeting. A member's attendance at a meeting will result in both of the following:

- A.      Waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B.      Waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

## **Section 6      Quorum**

Ten percent of the total number of members entitled to vote at a meeting, whether or not represented at the meeting in person or by proxy, constitute a quorum. The requirement may be met by members attending the meeting in person or represented at the meeting by proxy. The members present, in person or by proxy, at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present, the members present may, by majority vote of those present, adjourn the meeting from time to time without further notice until a quorum is present.

## **Section 7      Voting Rights**

Each member present, in person or by proxy, at a members' meeting is entitled to one vote on any matter properly presented to the members, except that a member entitled to vote at an election of trustees may vote for as many persons as there are trustees to be elected. A member may not, however, assign more than one vote to the same candidate.

## **Section 8      Vote Required**

Members shall elect trustees by a plurality of votes cast. In the event that a tie needs to be broken to arrive at the required number of trustees to be elected, those candidates receiving the same number of votes shall be isolated and a drawing by lot shall be conducted to reach the required number of trustees to be elected. All other actions taken by members' vote shall be authorized by a majority of votes cast, except as otherwise required by these Bylaws. Trustees shall be elected by printed ballot, and each such ballot must allow write-in candidates.

## **Section 9      Proxy**

To be qualified, a proxy must be in writing, signed by the member, and presented to the secretary prior to the commencement of the meeting in which the proxy is to be used. A proxy is not valid after 11 months from the date of its execution.



## **Section 10      Record Date for Annual Meeting**

The record date for an annual meeting of members shall be 60 days prior to the board-designated meeting date. As of that date, the secretary shall update the list of all then qualified members described in Section 5, *Membership List*, Article II, *Membership*, and such members shall be entitled to notice of the annual meeting and may vote at the annual meeting.

## **Section 11      Record Date for Other than Annual Meeting**

- A. For other than the annual meeting, the Board may fix, in advance, a record date for the purposes of determining members qualified and entitled to:
  - a. notice of a meeting;
  - b. vote at a meeting; and
  - c. express consent or dissent for any proposal considered without a meeting.
- B. The record date shall not be more than 60 or less than 10 days before the date of the meeting, nor more than 60 days before any other action. If the Board does not fix a record date, the record date for purposes of determining members entitled to notice of or to vote at a meeting is the close of business on the day next preceding the day notice is given or, if no notice is given, the day next preceding the day of the meeting. If not fixed by the Board, the record date for any other purpose is the close of business on the day on which the Board adopts the resolution relating to that purpose. The secretary shall update the list of all then qualified members as of the record date.

## **Section 12      Conduct of Meetings**

The Board's chair, if one is elected, or the president or the president's designee shall preside at all meetings of the members. The meeting shall be conducted for the purpose or purposes stated in the meeting notice in accordance with Robert's Rules of Order as most recently published.

# **ARTICLE IV**

## **Board of Trustees**

### **Section 1      Powers**

The Board shall manage the corporation's business and may exercise all the corporation's powers, except those powers that are reserved to the members by law, the corporation's Articles of Incorporation, or these Bylaws. Without limiting the generality of the foregoing, the Board shall have the educational and financial authority set forth in these Bylaws.

### **Section 2      Educational Authority**

Subject to Article I, *Purpose, Powers and Basis*, the Board shall have general and plenary authority, power and responsibility with respect to enrollment and the educational policies in its school(s), including without limitation, the following:

- A. Determine and establish the curricula and courses of study to be taught in its school(s);
- B. Establish grades and departments in its school(s);

- C. Hire and contract with a principal, an assistant principal, a director of advancement, an athletic director, media center director, other administrative officers and staff, full-time and part-time faculty, media center staff, instructional aids, other professional staff, and other employees; assign such persons to specific duties in its school(s); acting as a whole (and not as an individual trustee) review the contents of confidential personnel files but only during and pertinent to a duly convened board meeting, and subject to the limitations of applicable law; and impose conditions, discipline, discharge, or not renew the contract of any employee in accordance with applicable law; under Article VII, *Officers and Staff*, Section 8, *Principal*, the Board has delegated to the principal the authority to hire, contract, impose conditions, discipline, discharge, or not renew the contract of any employee other than an assistant principal, a director of advancement, full-time or part-time faculty, and media center director, which are reserved to the Board.
- D. Specify, purchase and furnish books and other educational materials, supplies, equipment, and other personal or real property;
- E. Specify or contract with supplier of buses for transportation of students;
- F. Establish boundary lines defining the geographical areas to be served by each school building;
- G. Establish policies for interschool functions and relationships;
- H. Develop, establish and carry into effect plans for the development of Christian education in those areas which are or may be served by the corporation;
- I. Make rules and regulation relating in any way to enrollment and the administrative and educational policies and procedures to be followed in its school(s); and
- J. Remove a student at any time for a violation of law, school policy, safety, or other reasonable cause taking into consideration applicable laws and the best interests of the Ada Christian School community.

### **Section 3      Financial Authority**

The corporation is to be financed by the receipts from tuition, dues, fees, and assessments, as well as contributions from the Ada Christian School Education Foundation, various individuals, churches and other organizations and other gifts. The Board shall have the right to raise funds for the purposes of the corporation, including:

- A. The power to collect from its members such amounts as may be authorized by the members to carry out the duties and responsibilities of the corporation;
- B. The power to initiate and conduct fundraising campaigns;
- C. The power to solicit and collect funds directly from individuals and others (who may or may not be members of this corporation) in its discretion, for operating expenses, for the construction and acquisition of facilities of other capital improvements, or for debt retirement;
- D. The power to borrow and pledge assets to secure repayment of that borrowing;
- E. The power to set and collect tuition and other attendance or participation fees for students.
- F. The power to decline to enroll a student for whom applicable tuition, dues, fees, and assessments have not been paid as and when due or in accordance with a board-approved form of agreement or promissory note.

## Section 4 Election and Term of Office

The corporation shall have 12 trustees. The trustees shall serve staggered terms. ~~Four~~ Except as otherwise provided under this Article, including Section 7, *Vacancies*, the members shall elect four trustees ~~shall be elected~~ at each annual members' meeting, ~~except as provided in Section 7, *Vacancies*, of this Article, to a term commencing~~. Subject to the exceptions specified in this Section 4, a trustee's term will begin during the transitional June board meeting following his or her election and ~~terminating~~ terminate during the transitional June board meeting following the third succeeding members' annual meeting (the "One Three Year Term"). The transitional June board meeting includes both outgoing and incoming board members and its agenda is split into two segments as reflected in the minutes. The exceptions to the One Three Year Term limitation are (a) when a trustee fills a vacancy as provided under Section 7, *Vacancies*, of this Article and (b) when the Extenuating Circumstances Exception applies. The Extenuating Circumstances Exception allows the Board to determine that a trustee should serve a second term following the One Three Year Term due to the unique circumstances and/or needs of the corporation that are then-applicable. The Extenuating Circumstances Exception is subject to each of the following:

- A. The Executive Committee must nominate the trustee to serve a second term based upon its determination of unique circumstances and/or needs of the corporation that are then-applicable.
- B. The members must elect the trustee at the subsequent annual members' meeting.
- C. The trustee so elected may only serve four of the six years on the Executive Committee.
- D. A trustee who fills a vacancy is not eligible to serve a second full three-year term based on the Extenuating Circumstances Exception.
- E. The second three year term ~~will term~~ will begin during the transitional June board meeting following his or her second election and terminate during the transitional June board meeting following the third succeeding members' annual meeting.
- F. A trustee may not serve more than two full consecutive terms.

## Section 5 Qualification and Nomination of Trustees

- A. Prior to each annual meeting, the Board will select a minimum of two nominees to serve in place of each trustee whose term expires at the upcoming annual meeting, including any vacancies to be elected under Section 7, *Vacancies*, of this Article.
- ~~B. A trustee may not serve two full consecutive terms (but not counting any partial terms served to fill a vacancy).~~
- B. ~~C.~~ The Board will solicit from the membership the names of prospective nominees. A member may submit his or her own name or the names other members. The Board will inventory the personal skills, expertise, experience, and background of continuing trustees in order to identify and prioritize those personal attributes that would be desirable to add to the Board through the nomination process. The Board will review the names of all prospective nominees and make reasonable inquiries to assess their respective qualifications and backgrounds, taking into consideration the qualifications prescribed by this section.
- C. ~~D.~~ Each nominee will be asked to provide a personal description of his or her background, qualifications, and statement of faith, which will be provided to members with the notice of meeting for the election of trustees.

- D. ~~E.~~ Each nominee and trustee must be a member in good standing and during the trustee's term must continue to meet the following additional qualifications:
- a. Subscribe and adhere to the Statement of Beliefs of Ada Christian School;
  - b. Subscribe and adhere to the Basis of Christian Education as expressed in Section 4, Basis, of Article I, Purpose, Powers and Basis;
  - c. Enroll in Ada Christian School all of their children who are in Kindergarten through 8th grade, subject to board-approved exceptions predicated on a child's extraordinary personal circumstances (such as special physical or medical needs);
  - d. Subscribe to the mission of ACS and to its operation in the Reformed tradition of Christian schools;
  - e. Fully carry out their commitment to Ada Christian School in supporting the staff and programs, and meeting its financial obligations; ~~and~~
  - f. Regularly attend and be a member in good standing of a Protestant Christian church that supports the mission of Ada Christian School, confirmed by a pastoral letter at the time of nomination; ~~and~~
  - g. Be employed outside of Ada Christian School and not married to a faculty or staff member of Ada Christian School; and
  - h. Not serve concurrently on the board of directors of the Ada Christian School Education Foundation.

## **Section 6      Resignation and Removal**

A trustee may resign by written notice to the corporation's secretary. The members may remove a trustee, with or without cause, at a duly convened annual or special meeting upon the same vote required for election. The Board may remove a trustee for cause by the affirmative vote of three-fourths of the trustees then in office (excluding the trustee to be removed).

## **Section 7      Vacancies**

The remaining trustees by majority vote, even if less than a quorum, may appoint an individual to fill the vacancy on the Board in accordance with the procedures established in the foregoing Sections for an interim term continuing only until the next annual meeting, at which time the remaining term of the vacancy, if any, will be filled by the members' election. The board-appointed interim trustee may stand for election by members without the necessity of a second nominee.

## **Section 8      New Trustees**

The corporation's secretary shall provide each new trustee with current copies of the Articles of Incorporation, these Bylaws, policies and procedures, and other pertinent information regarding Ada Christian School and the operation of the corporation.

## **Section 9      Compensation**

Trustees shall not receive any salaries for their service, but the Board may reimburse trustees for expenses incurred in the performance of their duties. Nothing herein contained shall preclude any trustee from serving the corporation in any other capacity and receiving compensation as a

contractor therefor, provided that the trustee fully discloses the contracting relationship, does not participate in any related vote and Ada Christian School obtains other competitive quotes/bids for the contracting services.

## **ARTICLE V**

### **Trustees' Meetings**

#### **Section 1 Regular Meetings**

Board meetings shall be held at times and places the Board specifies at the annual members' meeting or the first meeting of the trustees thereafter, and a minimum of six board meetings shall be held in each school fiscal year. No additional notice of such meetings to the trustees is necessary. A board meeting may be held at a different time and place with the consent of a majority of the trustees upon written notice to all trustees who did not consent.

#### **Section 2 Special Meeting**

The president or any 3 trustees may call a special meeting of the Board at any time to be held at a time and place within Kent County, Michigan.

#### **Section 3 Notice of a Special Meeting**

Notice of a special meeting stating the time and place of a special meeting must be given to each trustee by one of the following methods:

- A. Mailing a written notice of such meeting to such address as the trustee designates from time to time or, in the absence of designation, to the last known address of the trustee at least 2 days before the date set for such meeting;
- B. Personally delivering a written notice of such meeting to the trustee at least 2 days in advance of such meeting;
- C. Orally notifying the trustee of such meeting at least 2 days in advance, either personally or by telephone; or
- D. Transmitting notice of such meeting to the trustee at least 2 days in advance by:
  - a. Fax to the trustee's last known office or home or to such other location as the trustee designates from time to time, or
  - b. Email message to the trustee's last known email address or to such other email address as the trustee designates from time to time, except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

#### **Section 4 Waiver of Notice**

A trustee's attendance at a meeting waives notice to the trustee of the meeting, except where the trustee attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. A trustee may waive, in writing, any right to notice before or after a meeting.

#### **Section 5 Quorum**

A majority of the trustees constitutes a quorum for the transaction of business, but if less than a

majority of trustees is present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice until a quorum is present. The act of a majority of those trustees present at any meeting at which there is a quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these Bylaws.

## **Section 6      Voting Rights**

Each trustee present, in person or electronically, at a board meeting is entitled to one vote. Trustees may not vote by proxy or email, except as provided in Article IV, Section 7 of these Bylaws.

## **Section 7      Action by Written Consent**

Action required or permitted to be taken under authorization voted at a board meeting may be taken without a meeting if, before or after the action, all trustees then in office consent to the action in writing (in the event of a personal conflict of interest, a trustee may consent to the Board's taking an action but abstain from voting to approve the action itself) and the trustees are given a minimum of 24 hours to respond. In each instance where an action by written consent is requested, an appropriate time period shall be given so that an issue is not held open indefinitely. The written consents may be obtained by one or more email messages. The consent has the same effect as a vote of the Board for all purposes. The written consents shall be filed with the Board's minutes.

## **Section 8      Electronic Participation in Meeting**

A trustee or member of a committee may participate in a meeting through a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall be announced and reflected in the minutes of the meeting, and constitutes presence in person at the meeting.

## **Section 9      Conduct of Meetings**

The president or the president's designee shall preside at all meetings of the trustees. The meeting shall be conducted in accordance with Robert's Rules of Order as most recently published.

## **Section 10      Meeting Agendas; Executive Sessions**

The Board's regular meeting agenda will include an opportunity for members, administrators, and staff to speak, typically 30 minutes at the beginning of each meeting. The balance of the meeting will be held in executive session at which only trustees and, by invitation, specified administrators, staff, and/or members may be asked to attend and others will be asked to leave. Special meetings of the Board may be held entirely in executive session. Executive sessions may cover, for example, confidential personal matters involving a member of the Ada Christian School community; hiring, terminating, or other personnel matters; compensation, benefits, and other human resource matters; and other matters for which confidentiality is required or appropriate in the Board's discretion. The Board will publish a summary of its meetings to members, excluding any confidential matters covered during an executive session.

## **Section 11      Confidentiality**

In order to facilitate full, frank, and open discussion and decision-making among trustees and members at board meetings and standing committee meetings, the statements made by trustees and members and individual votes cast during these meetings shall be treated confidentially. All executive sessions of any board meeting shall be treated confidentially. All documents marked “confidential” shall be treated confidentially and trustees are encouraged to return those documents to the secretary after the meeting. The Board’s spokesperson for all confidential matters will be the president or the president’s designee. All trustees and standing committee members shall sign a confidentiality agreement at the beginning of his or her term and at the beginning of every calendar school year.

## **ARTICLE VI**

### **Standing Committees**

Standing committees of the Board include the Executive Committee, Education Committee, Finance Committee, Development Committee, Long Range Planning Committee, Operations Committee, and Promotions Committee, each as described in this Article and as supplemented by board-adopted policies.

The Board may create additional committees having such composition, authority, purpose, and duration as may be specified in the board resolution constituting the committee. Unless comprised entirely of trustees, such as the Executive Committee, all committees shall serve solely in an advisory capacity to the Board and may not exercise any of the powers or authority of the Board.

Every standing committee shall be chaired by a trustee. Standing committees shall be comprised of trustees and, except for the Executive Committee, may include faculty, staff, members of the Society and nonmembers having special experience or expertise beneficial to Ada Christian School (such as pastors, college professors, or technology experts) who support its mission and subscribe to the Statement of Beliefs of Ada Christian School,” consistent with the Basis as set forth in Section 4, Article I, Purpose, Powers and Basis.

Trustees may concurrently serve on more than one committee. Committee chairs will recruit and recommend proposed committee members for the Board’s approval each school year. The term of appointment to a committee shall be one year ending on the date of the annual members meeting.

An individual may serve on the same committee for up to three consecutive one-year terms and, following an interval of at least one year, may serve subsequent terms on the same committee. Any committee chair or committee member may be removed by the Board with or without cause.

#### **Section 1      Executive Committee**

The Executive Committee possesses and may exercise the full powers and authority of the Board set forth in these Bylaws between board meetings, except as specifically reserved to the members or the Board in Section 528 of the Michigan Nonprofit Corporation Act, the corporation’s Articles of Incorporation, and these Bylaws.

The following powers are reserved to the Board: hiring or terminating the principal, an assistant principal, a director of advancement, full-time or part-time faculty, and media center director;

provided that the Executive Committee may perform various tasks relating to these reserved matters and all confidential employment-related matters such as conducting inquiries, investigations, and developing recommendations for the Board's consideration with respect to disciplinary actions or the termination of any of the corporation's employees.

The Executive Committee shall be comprised of four trustees, including the president, vice-president, treasurer, and secretary. The principal, the assistant principal and the director of advancement shall serve as non-voting members of the Executive Committee. The president shall serve as this committee's chair.

Minutes of this committee's meetings shall be kept and distributed to the Board, portions of which may be marked and treated as confidential.

## **Section 2      Education Committee**

The Education Committee is responsible for:

- A. assessing, developing, recommending, monitoring, and updating board-adopted policies and procedures pertaining to students, faculty, education-related media, curriculum, music, and related resources of Ada Christian School;
- B. assessing class time, class size, and student activities and related resources;
- C. faculty assessments and development;
- D. screening, interviewing, and recommending for board approval all candidates for fulltime and part-time faculty, and media center director; and
- E. consulting with the principal about hiring or terminating instructional aids, media-related staff, and education-related staff other than faculty. This committee may also consider concerns of faculty or parents pertaining to faculty, student or other academic matters and, if board action is required, make related recommendations for the Board's consideration. Parental concerns should be raised first with the affected faculty and then principal, before the concerns are brought before the Education Committee.

This committee shall be comprised of a trustee chair, a member of the Executive Committee, one or more additional trustees, the principal, the assistant principal, two full-time faculty members, and additional individuals recommended by the committee chair.

Minutes of this committee's meetings shall be kept and distributed to the Board.

## **Section 3      Finance Committee**

The Finance Committee is responsible for:

- A. developing and monitoring the corporation's annual operating budget;
- B. reviewing and presenting monthly financial statements to the Board;
- C. assessing proposed expenditures that are outside of the annual operating budget;
- D. monitoring banking relationships and cash management strategies;
- E. periodically assessing and, as appropriate, recommending adjustments to the compensation and benefits provided to the corporation's employees;
- F. facilitating communications with the corporation's accounting staff and the Board;



- G. facilitating communications with the corporation's independent accountants; and
- H. consulting with the principal about the principal's hiring or terminating office and accounting staff.

The Board may assign other responsibilities to this committee from time to time.

This committee shall be comprised of the treasurer, as chair, one or more additional trustees, the principal, the director of advancement, the business office manager, and additional individuals recommended by the committee chair. One trustee shall serve on both the Finance and Operations Committees.

Minutes of this committee's meetings shall be kept and distributed to the Board.

#### **Section 4      Development Committee**

The Development Committee is responsible for:

- A. the corporation's financial development programs, including annual and special fundraising campaigns,
- B. coordination of fundraising activities with the Ada Christian School Education Foundation.

The Board may assign other responsibilities to this committee from time to time.

This committee shall be comprised of a trustee chair, a member of the Executive Committee, one or more additional trustees, the principal or assistant principal, the director of advancement, and additional individuals recommended by the committee chair.

Minutes of this committee's meetings shall be kept and distributed to the Board.

#### **Section 5      Long Range Planning Committee**

The Long Range Planning Committee is responsible for assisting the Board and other committees in developing and monitoring short-term and long-term goals that further the mission and vision statements of Ada Christian School.

The Board may assign other responsibilities to this committee from time to time.

This committee shall be comprised of the vice president as chair, one or more additional trustees, the principal or assistant principal, the director of advancement and additional individuals recommended by the committee chair.

Minutes of this committee's meetings shall be kept and distributed to the Board.

#### **Section 6      Operations Committee**

The Operations Committee is responsible for:

- A. assessing, monitoring, and overseeing the building, grounds, operations, equipment, utilities, custodial services, transportation services, and related resources of Ada Christian School;

- B. safety-, security-, and insurance-related matters;
- C. assessing, monitoring and recommending any major repairs and replacements pertaining to the building, grounds, furniture, and equipment; and
- D. the corporation's buses, transportation services, scheduling, bus stops, and bus safety.

This committee shall be comprised of a trustee chair, one or more additional trustees, the principal or assistant principal, facilities manager, and additional individuals recommended by the committee chair. One trustee from this committee shall serve as a liaison to the Technology Committee and one trustee shall serve on both the Operations and Finance Committees.

Minutes of this committee's meetings shall be kept and distributed to the Board.

## **Section 7 Promotions Committee**

The Promotions Committee is responsible for supporting Ada Christian School under the direction of the director of advancement. The responsibilities may include the following:

- A. promoting and marketing Ada Christian School;
- B. recruiting, assimilating, and fostering retention of families and students;
- C. planning and hosting related campaigns, programs, and events; and
- D. building relationships within the Ada Christian School community through events and communications.

The Board may assign other responsibilities to this committee from time to time.

This committee shall be comprised of a trustee chair, one or more additional trustees, the principal or assistant principal, the director of advancement, and additional individuals recommended by the committee chair.

Minutes of this committee's meetings shall be kept and distributed to the Board.

## **Section 8 Technology Committee**

The Technology Committee is a separately organized group of members. It has no board-delegated authority. It appoints its own leadership and committee members. The Board will appoint a liaison from the Operations Committee to this committee.

Minutes of this committee's meetings shall be kept and distributed to the Board.

## **Section 9 Middle School Support Committee**

The Middle School Support Committee is a separately organized group of members that oversees and assists in planning middle school events and activities. It has no board-delegated authority. It appoints its own leadership and committee members. The Board will appoint a liaison to this committee.

Minutes of this committee's meetings shall be kept and distributed to the Board.

## **Section 10 Parent-Teacher Organization**

The Parent-Teacher Organization (“PTO”) is a separately organized group of members. It has no board-delegated authority and operates under the discretion of the board. It appoints its own leadership and committee members. The Board will appoint a liaison to the PTO, and the PTO shall report to the director of advancement. The purpose of the PTO is to enhance the education and enrich the environment of students and staff of Ada Christian School.

Minutes of this committee’s meetings shall be kept and distributed to the Board.

## **Section 11     Advisory Committees**

The Board may appoint one or more other committees to consist of individuals who are not trustees, including faculty, staff, members, or others, provided, however, that at least one trustee must be appointed to each committee. Any such committee shall serve solely in an advisory capacity to the Board and may not exercise any of the powers and authority of the Board.

## **Section 12     Ada Christian School Education Foundation**

The Ada Christian School Education Foundation (“ACSEF”) is a separate legal entity having its own board of trustees and corporate governance. The Foundation’s purpose is to engage exclusively in activities to receive, hold, invest, and administer property and to make expenditures from income or principal to or for the benefit of the Ada Christian School Society. The Board will appoint a trustee from the Development Committee as a liaison to the ACSEF.

# **ARTICLE VII**

## **Officers and Staff**

### **Section 1     Appointment**

The Board, at its first meeting following the annual members’ meeting, shall appoint a president, vice-president, secretary and treasurer and, if not the president, may also elect from their number a Board chair. The Board chair may have such responsibilities as the Board may delegate. The Board may also appoint other vice-presidents and officers or agents that it deems necessary. All officers must be a trustee. The Board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, except for the offices of president and vice-president and the offices of president and secretary. An officer may not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

### **Section 2     Term, Removal and Vacancies**

An officer shall hold office for the term the Board specifies upon appointment and until a successor is elected or appointed and qualified, or until the officer’s death, resignation or removal. The Board may remove an officer with or without cause, by the affirmative vote of three-fourths of the trustees then in office (excluding the officer to be removed). An officer may resign by written notice to the secretary. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice. The Board shall appoint an individual board member to fill a vacancy in the office of president, vice-president, secretary, or treasurer and may appoint an individual to fill a vacancy in any other office.

### **Section 3      President**

Unless a Board Chair is appointed, the president presides at all trustees' meetings and members' meetings, and is the primary spokesperson for the Board and Ada Christian School. The president performs the duties described in these Bylaws and oversees the implementation of resolutions adopted by the Board. The president performs other duties assigned by the Board. The president, together with the secretary or any other officer, is authorized to sign on the corporation's behalf those deeds, bonds, mortgages, contracts and other instruments as may be authorized by the Board or these Bylaws.

### **Section 4      Vice-President**

The vice-president performs the duties and exercises the authority of the president during the president's absence or disability. The vice-president performs other duties assigned by the president or the Board.

### **Section 5      Secretary**

The secretary records and maintains, or oversees recording and maintaining, minutes of all meetings of the Board, board committees, and members. The secretary oversees sending all notices required by law, these Bylaws, or resolution of the Board. The secretary performs other duties assigned by the president or the Board.

### **Section 6      Treasurer**

Except as otherwise prescribed by the Board, the treasurer oversees the custody of the corporate funds and securities, oversees the financial accounting for the corporation, including a full and accurate account of all receipts, disbursements and other financial transactions of the corporation, and depositing all funds to the credit of the corporation in such depositories as the Board designates. The treasurer performs other duties assigned by the president or the Board.

### **Section 7      Other Officers**

The Board may appoint other officers and assistant officers to perform duties and exercise authority assigned by the president or the Board.

### **Section 8      Principal**

The Board shall employ a principal who is the corporation's chief executive officer. The principal reports to the Board; all other employees report to the principal. The responsibilities of the principal will include, without limitation, the following:

- A.     Assisting the Board and the Education Committee in screening and selecting full-time and part-time faculty and the media center director;
- B.     Monitoring and evaluating the performance of faculty, instructional, and other professionally licensed staff; record and maintain the performance evaluations in confidential personnel files;
- C.     Hiring, evaluating, disciplining, and terminating any employee other than the assistant principal, director of advancement, full-time or part-time faculty, and media center director, which are reserved to the Board; provided that the principal shall first consult with the following standing committees with respect to the

specified types of employees:

- a. The Education Committee with respect to instructional aids, media-related staff, and education-related staff other than faculty;
- b. The Finance Committee with respect to office and accounting staff; and
- c. The Operations Committee with respect to custodial, transportation, and similar operating staff;
- D. Assisting the Education Committee in establishing curriculum, courses of study, textbooks, and other instructional materials;
- E. Implementing all board-approved policies and procedures; and
- F. Performing duties customary to the office of a principal, including those that may be specified in a board-approved job description or policy; and other duties assigned by the Board.

## **Section 9 Bonds**

The Board may require any officer or agent to file with the corporation a satisfactory fidelity bond, the premiums for which shall be paid by the corporation.

## **ARTICLE VIII**

### **Transactions with Interested Trustees and Officers**

## **Section 1 Policy**

The trustees shall adopt, maintain and administer a conflict of interest policy.

## **ARTICLE IX**

### **Liability/Indemnification**

## **Section 1 Protection from Corporate Obligations.**

No Trustee, officer, employee or agent is personally liable for obligations of the corporation, except as applicable law requires otherwise.

## **Section 2 Volunteer Protection from Personal Actions.**

To the extent the Articles of Incorporation describe it, volunteer Trustees, officers, and other volunteers are protected against personal liability for actions taken on the corporation's behalf

## **Section 3 Indemnification.**

To the fullest extent permitted by law, the corporation must indemnify all Trustees and officers and may indemnify employees and other agents. The board may advance expenses, and take all other appropriate actions to exercise these powers.

## **Section 4 Insurance**

The corporation shall purchase and maintain insurance on behalf of any person who is or was a trustee or officer against any liability incurred in such capacity, and may purchase insurance on

behalf of any employee, non-trustee volunteer or agent of this corporation or who is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

## **ARTICLE X**

### **General Provisions**

#### **Section 1      Contracts**

The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

#### **Section 2      Checks**

All corporation checks or demands for money and notes shall be signed by such persons as the Board designates. In the absence of board direction, such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

#### **Section 3      Gifts**

The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

#### **Section 4      Fiscal Year**

The corporation's fiscal year ends on June 30.

#### **Section 5      Borrowing**

The Board shall have full power and authority to borrow money from financial institutions or individuals up to an amount not exceeding one-fifth of the annual operating budget of the corporation whenever in the discretion of the Board the exercise of said power is required in the general interests of the corporation. Authorization to borrow more than one-fifth of the annual operating budget shall be obtained from the membership. The Board may borrow again under the membership authority it previously obtained as the authorized loans are repaid. The Board may authorize the proper officers of the corporation to make, execute and deliver in the name and behalf of the corporation such notes, or other evidence of indebtedness as the Board shall deem proper. The Board shall have full power to mortgage the property of the corporation, or any part thereof, as security for such indebtedness and no action on the part of the membership shall be requisite to the validity of any such note, evidence of indebtedness or mortgage.

## **ARTICLE XI**

### **Dedication of Assets**

#### **Section 1      Use of Funds**

The corporation's funds and property shall be used exclusively for the corporation's purposes

described in the Articles of Incorporation. No part of the income or assets of the corporation shall inure to the private benefit of any individual, member or trustee.

## **Section 2      Dissolution and Liquidation**

If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the corporation's assets and accumulated income shall be distributed to such other organizations that then operate or intend to operate a primary or secondary school that offer instruction based on the Word of God as interpreted by the Reformed Faith or to such Christian Reformed Churches as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

## **ARTICLE XII**

### **Amendments**

The Board or the members may amend or repeal these Bylaws by the affirmative vote of a majority of the members present and voting, in person or by proxy, at an annual or special meeting of the members or trustees then serving; provided, however, that (i) Article I, Purpose, Powers and Basis, may only be altered or amended by the affirmative vote of three-fourths of the existing members; and (ii) the trustees shall not make or alter this Article or any provision fixing their number, qualification, classification or term of office.

