

AMENDED AND RESTATED BYLAWS  
OF  
THE TRINITY CHRISTIAN SCHOOL NON-PROFIT CORPORATION

PREAMBLE

We, the Board of Directors and members of The Trinity Christian School Non-Profit Corporation (also referred to in these bylaws as Trinity Corp.), 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 Trinity Corp.

ARTICLE I

NAME

The name of the corporation is The Trinity Christian School Non-Profit Corporation 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 and 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. 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 Trinity Corp. is as follows:

Trinity Corp. recognizes that God, as revealed in His word, the Bible, 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 desires its students to have a Christ-centered worldview while honoring God in every endeavor.

### MISSION

Trinity Christian School seeks to glorify God through honoring Christ, inspiring excellence, and educating for life.

## ARTICLE IV

### MEMBERSHIP

#### Section 1. Membership Requirements

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

1. Those whose child or children have been approved for enrollment by a majority of the Board of Directors; and
  2. Those who have subscribed in writing to Articles II and III of these Bylaws.
- B. Employees: Those employees of this corporation who have submitted a written application for membership, which has been approved by a majority of the Board of Directors shall be a member of this corporation as long as he or she remains an employee of the corporation. Employees who are also parent members shall have the right to be voting members provided they meet all other qualifications for becoming a voting member.
- C. Alumni and Friends: Those alumni and friends 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 an annual membership fee contribution to the Trinity Corp. of at least \$50.00.
  3. Those who have subscribed in writing to Articles II and III of these Bylaws.
- D. Voting members shall be a subset of the above membership groups who have met the requirements of subsections 1, 2 and 3 as follows:
1. Been a Trinity Corp. member in good standing for 1 year and completed the membership course. Curriculum is to be developed between the TC President and the Board of Directors and administered by the TC President.

2. Established a demonstrable record of involvement in Christian education evidenced by time and/or monetary commitment.
3. Attended a majority of Trinity Corp. meetings each year.
4. Previous voting members in good standing may restore their voting membership if they return within 5 years of when they last had full voting member status.

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. Proxy votes shall not be permitted.

### Section 3. Removal

A. 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:

1. 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
2. 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
3. Upon a determination by the Board that the member has conducted himself/herself in a manner inconsistent with Scripture; (See Romans 16:17); or 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.

Section 4. The voting members shall have the right to vote on the election of the Board of Directors as set forth in Article VI, to vote on the election of the TC President, and to vote on amendments to the Bylaws as set forth in Article XVIII.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Agreement of the Board of Directors

- A. All members of the Board of Directors shall be Christian believers and shall agree without reservation with Articles II and III of these Bylaws and the TC Constitutional Document. 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

- A. The Board of Directors of Trinity Corp. shall oversee the continuing operation of this ministry and generally oversee the school's business affairs. The duties of the Board shall include, but not be limited to, making policy, acting on matters of personnel including hiring and firing, fiduciary responsibilities that include establishing the budget, tuition and fees, promoting Christian education in the community, and praying for the ministry of the school.

### Section 3. Number and Tenure

- A. The number of Board of Director members shall be seven. The number of Board members may be increased or decreased from time to time pursuant to an amendment of these Bylaws which is approved by a majority of the membership voting to approve such an amendment.
- 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. After a third successive term on the Board, the Board member shall step down from service for at least one full year before being eligible again for the Board.
- C. To the extent possible, terms of service upon the Board shall be staggered in such a manner that no more than three members of the full Board will complete their term of service in any given year.
- D. In accordance with these Bylaws, any member of the Board of Directors whose term is expired may continue to serve as a member of the Board of Directors until a qualified and elected successor has accepted the position.

### 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, the TC Constitutional Document (Position on Denominational Issues Including Doctrine and Traditions), the Vision and Mission Statements, and the Philosophy of Education.
- 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, and parent) be eligible to serve on the Board. (This applies to all contracted employees except volunteer positions.)
- 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 it is determined and decided by a majority of voting members present at a membership meeting of Trinity Corp. that unique circumstances warrant allowing more than three Board members from the same local church to serve on the Board.
- 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 that believes in the authority of the Bible.
- 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 Trinity Corp. for a minimum of two years immediately preceding an election before being eligible for nomination to serve on the Board of Directors.
- 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.

#### 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

##### Section 1. Vacancies on the Board of Directors

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

##### Section 2. Nominations for the Board of Directors

- A. The TC President shall oversee the recruitment and development of new board candidates. TCS members may submit recommendations to the TC President for

consideration. All candidates shall meet the qualifications of Board members set forth in these Bylaws.

- B. Candidates shall submit a completed application to the TC President. Qualified applicants shall then attend a meeting with the nominating committee. The TC President shall chair the nominating committee. The nominating committee shall be composed of the TC President, 2 Spiritual Advisory Board members at the discretion of the SAB Chair, 2 Board of Director members at the discretion of the Board Chair and 2 TC members selected at the discretion of the TC President. No sitting board member who is eligible for re-election may serve on the nominating committee. The purpose of the meeting shall be a combination of a group interview and board training/development session. The nominating committee shall then make recommendations to the Board.
- C. The Board of Directors shall interview those candidates recommended by the nominating committee. The board by majority vote shall then recommend nominees for consideration to the membership of the corporation at the annual meeting. At the annual spring meeting of the membership, elections shall be held for the number of vacant positions. At the annual meeting, where a quorum is present, nominees with the greatest number of votes shall be elected to the available positions. In the event of a tie, a runoff vote will be conducted at this meeting. 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.
- D. Those elected to the Board of Directors at the spring annual meeting of the membership shall assume office July 1, of that year.

### Section 3. Unexpired Terms.

- A. Any vacancy on the Board of Directors due to an unexpired term shall be filled in the same manner as expired terms of the Board of Directors. A vacancy in the Board of Directors position shall be deemed to exist in the case of expiration of the term, death or removal from the Board position. In the event of a vacancy, a special meeting of the membership will be held for the purpose of holding an election to fill the vacancy. Such special meeting shall be held within sixty (60) days of the vacancy occurring.

#### 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 light of the serious nature of a Board member's involuntary removal from office, every effort shall be made by all parties to show Christian compassion and forbearance. Corrective measures and actions designed to promote genuine repentance and personal restoration shall be applied. 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 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 an officer of the Board resigns or is dismissed, another member shall be designated by majority vote of the Board to assume the responsibilities of the office now vacant.
- E. The body of voting members of Trinity Corp. 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 Trinity Corp. members shall be necessary and presented to the Trinity Corp. President and the Board of Directors. The Trinity Corp. President shall then call a meeting for such purpose. Notice of the meeting must be in writing to all Trinity Corp. voting members. Notification shall be at least 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 Trinity Corp. President.

## 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 collectively 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. Furthermore, and unless unique circumstances exist, the Board shall not be involved in the administrative functions of the school. The daily administration is the work of the Superintendent and

principals. Moreover, the Board's policies are intended to set the boundaries within which the Superintendent 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 only be one line of authority which flows from the Board through its Chairperson to the Superintendent 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, obtaining competent legal counsel to advise the Board on matters of safety, general liability, personnel issues, and other matters not foreseen at this time.
- I. A significant duty of the Board of Directors is the selection of the School's Superintendent and principals. The Superintendent will implement the Board's legislated

policies and directives and manage the day-to-day operation of the school. The annual evaluation of the Superintendent is the responsibility of the entire Board.

- J. Upon recommendation of the Superintendent, the Board shall appoint the faculty and staff of the school 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 personnel or renew or decline to renew the contract of any personnel associated with the school who do not fulfill the requirements set forth in these Bylaws or their employment contract.
- 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 Superintendent.
- 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:

1. Academic and Outcomes - The purpose is to develop students and teachers intellectually and socially.
  2. Finance - The purpose is to be good stewards of God's money by preparing and monitoring budgets and expenditures.
  3. Advancement Committee - The purpose is to fully develop the school to accomplish its mission.
  4. Spiritual Life - 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 two Board members appointed by the Board Chairperson. The Board Chairperson shall appoint one of the Board members as chair of the committee. The Chairman of each committee may further appoint interested parents or individuals to serve on committees.
- D. The Board of Directors may from time to time establish other standing and/or 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

### TRINITY CORP PRESIDENT

#### Section 1. Nomination, Qualification, Duties, Term, Vacancy and Termination

- A. Nomination - The TC President shall be nominated by the nominating committee in the same manner and meet the same qualifications as candidates for the Board of Directors.

No sitting TC President who is eligible for re-election may serve on the nominating committee. In such a case, the Chairman of the Board shall chair the nominating committee.

- B. Qualifications - Voting members who have served a minimum of one year as a member of the Board of Directors of Trinity Corp. are eligible for election to the TC President position.
- C. Duties - Duties are to include but not be limited to: Presiding over all TC Corporation meetings; providing a clear voice to the Board of Directors on behalf of the membership; overseeing and implementing the membership course for new members of TC corporation; providing insight and lending support and guidance to the fundraising efforts of the school; and serving as a liaison between members, staff and the Board of Directors. Additionally, the TC President will be an ex-officio (non-voting) member of the Board of Directors.
- D. Term - The voting membership of Trinity Corporation shall elect the TC President for a two (2) year term. Such person shall have the ability to serve three (3) consecutive two (2) year terms if so elected by the voting membership.
- E. Vacancy - A vacancy in the TC President position shall be deemed to exist in the case of expiration of term, resignation before expiration of term, death or removal from the TC President position. In the event of a vacancy, a special meeting of the membership will be held for the purpose of holding an election to fill the vacancy. Such special meeting shall be held within sixty (60) days of the vacancy occurring. If no qualified candidate is available for presentation to the membership within this sixty (60) day period, the

Chairperson of the Board will serve as TC President until such time that a qualified candidate can be presented to the membership for election.

- F. Termination - The membership of Trinity Corporation, with the ability to vote, shall have the authority to dismiss the TC President. In order to exercise this authority, the following procedure must be followed. A petition signed by one third of the voting membership shall be compiled and presented to the Board of Directors. The Chairperson of the Board of Directors shall then call a meeting to address the petition. Notice of the meeting must be in writing to all Trinity Corporation members. Notification must be at least two weeks before the proposed meeting. A vote of two thirds of all members eligible to vote is necessary to dismiss the TC President.

## 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.
1. The officers of the Board will be elected at a regularly scheduled July meeting.
  2. Officer elections shall occur after newly elected board members have assumed their responsibilities.
  3. The election of new officers shall be the first order of business following the opening prayer.
  4. The chairperson presiding at the June meeting will continue as chairperson until the election of officers is completed.

5. The TC president and chairperson will preside over the voting process.
6. The newly elected chairperson will preside over the remainder of the meeting.

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

1. 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 Superintendent'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.
  - a. Unless unique circumstances exist, a person elected to the Board Chair position will have served as a Board member for a minimum of two years and is allowed to serve a maximum of three consecutive annual terms.
1. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the Board Chair's absence, disability, or refusal to act. When so acting, the Vice-Chairperson shall have all of the powers, duties and restrictions that inure to the Board Chair.
2. 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.

3. Treasurer. The Treasurer shall maintain the financial records of the corporation which show the financial condition of the corporation. The Treasurer shall be the custodian of all monies in the corporation and shall perform such other duties as are customarily performed by the Treasurer.

## 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 Trinity Corp. 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 Superintendent, shall prepare an agenda for regular meetings of the Board. Such 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. Any Board member can call for an executive session during a portion of any meeting for the purpose of discussing personnel and other sensitive matters.
  2. Executive sessions may have in attendance all Board members, the TC President if present at said meeting, the Superintendent 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 Superintendent, the Superintendent 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.

#### E. Remote Participation

1.A Board member may be granted permission to attend a regular or special Board meeting remotely through various means, including but not limited to, telephone, Skype, and Facetime at the discretion of the Board Chair as long as the Board member can be heard through a speaker phone by the other Board members and the audience, if any, and vice versa. Such Board member wishing to exercise this form of Board participation must obtain prior approval from the Board Chair before the scheduled Board meeting. As long as the conditions above are met, the Board member participating remotely is allowed to vote on Board business and be counted toward a quorum provided the Board member's actions occur in real time.

#### 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. Under urgent or emergency circumstances, and provided the Board is acting in the best interests of the school at the time, 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 they were made at a regular meeting held after regular call and notice as long as a quorum was established, and provided that, if either before or after the meeting, any 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, they waive any right to object and consent to the validity of the proceedings and any actions decided at said meeting.

### Section 6. Quorum

- A. At all meetings of the Board of Directors, whether regular or special, the presence 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.

#### Section 7. Robert's Rules of Order

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

### ARTICLE XI

#### MEETINGS OF THE MEMBERSHIP

##### Section 1. Regular Meetings

- A. The annual meeting of the corporation shall be conducted during the spring on such a date and time as shall be determined in consultation with the TC President and 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 and/or TC President shall be conducted as needed, and any other business necessary shall be performed.

##### Section 2. Special Meetings

- A. 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 3. Notice

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

### Section 4. Roberts Rules of Order

- A. 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.

### Section 5. Voting

- A. Proxy or absentee voting shall not be allowed.

### Section 6. Notice

- A. Trinity Corp. 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.

### Section 7. Number of Meetings

- A. There shall be a minimum of two (2) membership meetings per year.

## ARTICLE XII

### SCHOOL SUPERINTENDENT

Section 1. The Superintendent 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 Superintendent shall be an ex-officio (non-voting) member of the Board.

Section 2. The Superintendent 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 Superintendent 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 Superintendent's responsibilities are to be defined in a job description approved by the Board of Directors.

Section 5. The Board of Directors shall evaluate the Superintendent annually based upon his/her job description and other appropriate factors.

Section 6. 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 the Trinity Corp. Board of Directors, the Trinity Corp. President and the Superintendent.

### ARTICLE XIII

#### INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or threatened to be made a party to any anticipated, pending, existing or completed legal action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign

corporation, partnership, joint venture, trust, employee benefit plan or other entity. The corporation shall indemnify such persons defined above for expenses (including attorneys' fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action or proceeding if he or she:

(a) was wholly successful on the merits or otherwise in the defense of the proceeding;

(b) acted in good faith; and

(ii) reasonably believed

(A) that their conduct was in the best interests of the corporation; and

(B) that their conduct was not opposed to the best interests of the corporation; and

(C) in reference to any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent is not determinative that the director or officer failed to meet the relevant standard of conduct described above.

Unless ordered by a court, the corporation shall not indemnify a director or officer (a) in connection with a proceeding by or in the right of the corporation except for reasonable expenses incurred in connection with the proceeding if it is determined that the director or officer has not met the relevant standard of conduct described above; or (b) in connection with any proceeding with respect to conduct for which he was adjudged liable on the basis that they received a financial benefit to which they were not entitled, whether or not involving action in their official capacity.

The corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding if they deliver to the corporation:

(a) a written affirmation of their good faith belief that they have met the required standard of conduct; and

(b) delivered a written promise to repay any funds advanced if he or she is not wholly successful on the merits or in the defense of the proceeding, or if it is determined that he or she have not met the relevant standard of conduct.

Any indemnification provided for herein or authorization to advance funds shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct. Such approval for indemnification shall be made:

(a) if there are two or more disinterested directors from within the board of directors who by a majority vote of all the disinterested directors approve the indemnification; or (b) approval by a majority of the members of a committee of two or more disinterested directors appointed by a vote; or (c) by special legal counsel selected in the manner prescribed in subsection (a) above.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which any director may be entitled under any bylaw, agreement, vote of members, directors or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of their heirs, executors and administrators.

The directors of the corporation may, from time to time by resolution, provide for such additional indemnification or advancement of expenses as they deem appropriate to any person, acting for or on behalf of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification or advancement of expenses may be authorized in such resolution or resolutions to the extent the directors deem appropriate under the circumstances, but at no time may the directors of the corporation provide for additional indemnification or advancement of expenses that is contrary to the laws of the State of West Virginia.

#### ARTICLE XIV

##### FACULTY AND STAFF

Section 1. 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 2. 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 3. Faculty and staff responsibilities are to be defined in job descriptions developed by the Superintendent and approved by the Board of Directors.

Section 4. The Superintendent or his designee shall perform written evaluations of faculty and staff annually based upon their job descriptions and other appropriate factors.

Section 5. 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 matter 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. Trinity Corp. 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, or athletic or other school administered programs.

#### Section 2. Parent Service Organization

- 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

### SPIRITUAL ADVISORY BOARD

#### Section 1. Purpose

- A. The purpose of the spiritual advisory board (SAB) is to safeguard the spiritual foundation of Trinity Christian School (TCS) and Trinity Corp. (Trinity Corp.) as defined in the Trinity Corp. 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 Trinity Corp. Board of Directors, Trinity Corp. President, and TCS Superintendent.

## Section 2. Structure

- A. 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 Trinity Corp. Constitutional Document and shall annually sign a reaffirmation of their commitment to this statement. The Chairperson of the Trinity Corp. Spiritual Curriculum Committee and the Trinity Corp. President shall be ex-officio non-voting members of the SAB to facilitate communication between the Trinity Corp. Board and the SAB.

## Section 3. 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 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.

#### Section 4. 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 Trinity Corp. Constitutional Document

A. The SAB shall have the authority to veto any change in the language of the Trinity Corp. Constitutional Document. The Board of Directors must adopt all final revisions in such

language. Upon request by the Board of Directors, the SAB may participate in drafting changes in the Trinity Corp. Constitutional Document in the unusual circumstance that such changes may be considered.

#### Section 5. Internal Governance and Frequency of Meeting

- A. 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.

#### Section 6. 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 his/her 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 Trinity Corp. 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 Trinity Corp.: 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 Trinity Corp. 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 Trinity Corp. A 2/3 majority vote of all Trinity Corp. voting members on such an issue shall be binding on all parties.

#### Section 7. Amendments to this Document

- A. Any amendments 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.

### ARTICLE XVIII

#### AMENDMENT OF BYLAWS

##### Section 1. Amendments Initiated by the Board of Directors

- A. The Bylaws may be amended by a two-thirds vote of all of the members of the Board of Directors and then be presented to the Trinity Corporation membership at a membership

meeting where a quorum is present for ratification by majority of the voting membership present. Before any such request can be considered at any regular or special meeting of the membership of the corporation, the TC President or designee shall be present and two weeks prior notice shall be sent to each of the members of the corporation.

## Section 2. Amendments Initiated by the Members

- A. Voting members constituting one fourth of the total voting membership may submit a written request to the TC President or the Chairperson of the Board for change or repeal to the existing 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 Chairperson of the Board or designee shall be present and two weeks prior notice shall be sent to each of the members of the corporation. The proposed bylaw change or repeal must be approved by a two-thirds vote of the entire voting membership of the corporation. The effect of these amended Bylaws is to repeal and replace any prior Bylaws of Trinity Corp. The above bylaws shall be effective and applied prospectively as of the date of adoption by the members.

## Section 3. Conflict with Policies and Procedures

- A. In the event that a policy or procedure enacted is in conflict with the provisions contained in these Bylaws, such conflict shall be resolved in favor of the provisions of these Bylaws.

**Effective Date of Most Recent Amendment: May 31, 2016**

## Exhibit A: 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 Superintendent 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 that 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 Trinity Corp. President according to these standards.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_