

## **Bylaws of Calvin Christian School Society**

### **ARTICLE I – PURPOSE**

The purpose of this organization (the “Society”) is as set forth in Article III of the Constitution. The Society also has such powers as are now or may hereafter be granted by the Minnesota Statutes, Chapter 317A or its successor.

### **ARTICLE II – OFFICES**

The Society shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office.

### **ARTICLE III – MEMBERSHIP**

Section 1. **Members:** The Society shall have such members as defined by Article IV of the Constitution.

Section 2. **Application for Membership:** Application for membership can be made at any time at the registered office.

Section 3. **Voting Rights:** Each full member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. **Termination of Membership:** The Society, by a majority vote, may approve the expulsion of membership of any member who willfully violates the Constitution or Bylaws of this Society.

Section 5. **Resignation:** Any member may resign by filing a written resignation at the administrative office.

### **ARTICLE IV – MEETINGS OF MEMBERS**

Section 1. **Member Meetings:** Regular meetings of the members shall be held as outlined in Article VII of the Constitution. Special meetings may be called at any time by the Chair of the Board of Directors or Secretary, provided such a meeting is requested in writing by at least one-fourth of the members. Such requests must state the reason(s) for calling the meeting. Notice of a special meeting must also include a statement of the reason(s) for calling such a meeting. The Board, however, may call a special meeting at any time provided the Board includes a statement of the reason(s) for calling such a meeting.

Section 2. **Voting Procedures:** All decisions shall be by oral vote. A majority of the votes cast (i.e., one-half of the votes plus one) shall determine the issue in each case, except where otherwise required by the Constitution or by Robert’s Rules of Order. Elections, however, shall be by a written ballot unless otherwise decided at the meeting. When only one nominee is proposed for an elected office, a 2/3 majority of the Society members voting shall be required

for election. When two or more candidates are nominated for a single position, a simple majority shall determine the election.

Section 3. **Notice of Meetings:** The Board of Directors shall give notice of all member meetings by mail or electronic medium at least one week prior to the meeting. When such notice has been given, those members who appear at the time and place specified shall constitute a quorum.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1. **General Powers:** The Board of Directors shall govern the school on behalf of the Society.

Section 2. **Number, Tenure and Qualifications:** The number of Directors shall be no less than six (6). The members of the Board of Directors shall be elected at the Spring Meeting of the Society for a term of three (3) years, with one-third (1/3) of the total number of Directors ordinarily elected each year. Directors shall serve for no more than two consecutive terms. Each Director shall hold office until the beginning of the next fiscal year following the election of his or her successor. The newly chosen Directors shall begin their term of office at the last regular meeting of the Board of Directors prior to the beginning of the next fiscal year following their election. Directors need not be residents of Minnesota.

Section 3. **Regular Meetings:** The Board of Directors shall hold an annual meeting each June and other regular meetings at such time and place as the Board of Directors shall determine. At each annual meeting, the Board of Directors shall elect officers, and conduct such other business as may properly come before it.

Section 4. **Special Meetings:** Special meetings may be called by the Board of Directors, provided all Board members are duly notified in writing or electronically at least three days in advance.

Section 5. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. **Manner of Acting:** The act of a majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-laws.

Section 7. **Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the Board of Directors until the next spring meeting of the Society members regardless of the length of the vacancy.

Section 8. **Compensation:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board provided that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation thereto.

**Section 9: Resignation and Removal:** Resignation from the Board must be in writing and received by the Secretary. A board member shall be removed from the board due to excess absences (more than two unexcused absences from board meetings in a year) or for other reasons by a three-fourths vote of the other directors.

**Section 10. Meeting by Means of Electronic Communication:** Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or any other any other mode of electronic communication as allowed by Minnesota Statutes, Section 317A.231, Subd. 3, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 11. Written Actions:** Any action required or permitted to be taken at a meeting of the Board of Directors or of a lawfully constituted committee thereof, may be taken by written action signed or consented to by authenticated electronic communication, by all of the directors or by all of the members of such committee, as the case may be.

## **ARTICLE VI – OFFICERS**

**Section 1. Officers:** Officers of the Board of Directors shall consist of Chair, Vice-Chair, Secretary, and Treasurer. The Board may elect a President and such other corporate officers as it deems necessary or advisable. The officers shall hold office until their successors are chosen and qualify. Any officer elected by the Board may be removed at any time by the Board.

### **Section 2. Duties of Officers of the Board:**

The Chair shall open and preside at the meetings of the Board and of the Members. The Chair has the rights delegated to him/her according to *Robert's Rules of Order*. The Vice-Chair shall perform the duties of the Chair and Secretary in their absence, and as assigned by the Chair.

The Secretary shall maintain accurate minutes of all meetings of the Board and of the Members. Additionally, the Secretary shall assure that corporate records are maintained.

The Treasurer is responsible to oversee the receipt, custody, and disbursement of the resources of the organization. He/she shall give a financial report at the regular Board meeting, and at the end of each fiscal year shall provide the members of the Society with a written financial statement.

### **Section 3. President:**

The President shall be the Chief Executive Officer of the school and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the school. He/she shall have authority, subject to such parameters as may be prescribed by the Board of Directors, to appoint such agents and employees of the school as he/she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the school, all

deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the school's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board, the President may authorize any other officer or agent of the school to sign, execute and acknowledge such documents or instruments in his place. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

The President shall be an ex officio, non-voting member of the Board and of its committees.

## **ARTICLE VII – COMMITTEES**

Section 1. **Executive Committee:** The Executive Committee shall consist of the Officers of the Board. The Committee shall have the power to act on behalf of the Board subject to the final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

Section 2. **Committees of Directors:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more board committees, each of which shall include one or more Directors and non-board members, as appointed by the Chair and approved by the Board. A majority of the non-board members of each such committee shall be members of the Society. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the governance of the school, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 3. **Chair:** The first director appointed to each committee shall be appointed chair.

Section 6. **Vacancies:** Any vacancy occurring in a committee shall be filled pursuant to Section 2 above, as applicable.

Section 7. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, provided, however, that all committee members have been duly notified of the time and place of the meeting.

Section 8. **Rules:** Each committee may adopt rules for its own government, not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII – FINANCE**

All deeds, documents, transfers, contracts, agreements and other instruments requiring execution by the Society shall be signed by the Chair and Secretary or as the Board of Directors may otherwise authorize.

Section 1. **Society Indebtedness:** No loan which encumbers real property owned by the school shall be contracted on behalf of the Society, and no evidence of such indebtedness shall be issued in its name, unless authorized by the Board of Directors.

Section 2. **Checks or Drafts:** All checks, drafts, bills of exchange or other orders for payment of money issued in the name of the Society shall be signed only by the President and/or such other person or persons he/she designates as approved by the Board of Directors, and unless so designated, no person shall have any power or authority thereby to bind the Society or to pledge its credit or to render it liable.

Section 3. **Deposits:** All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may approve. For the purpose of deposit and for the purpose of collection for the account of the Society, checks, drafts and other orders for the payments of money which are payable to the order of the Society shall be endorsed, assigned, and delivered by such person or persons and in such a manner as may from time to time be designated by the President.

Section 4. **Endowments:** The Board of Directors may establish endowment funds for such purposes as the Board of Directors may determine.

#### **ARTICLE IX – BOOKS AND RECORDS**

The Society shall keep accurate and complete books and records of the accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose with adequate notice and at a reasonable time.

#### **ARTICLE X – FISCAL YEAR**

The fiscal year of the Society shall begin on August 1 and end on July 31 each year.

#### **ARTICLE XI – MEMBERSHIP CONTRIBUTIONS AND SUPPORT**

When any member who is not a parent or guardian of a child attending the school has not contributed at least \$50 during the prior two academic years as provided in Article IV of the Constitution, his/her membership may thereupon be terminated by the Society in the manner provided in Article III of these Bylaws.

#### **ARTICLE XII – WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the Minnesota Statutes, the Constitution of the Society or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XIII – AMENDMENTS OF BYLAWS**

These Bylaws may be amended at any regular meeting of the Society by an affirmative vote of a majority of the Members present, provided that a two-week notice has been sent to the Members stating the desired change, or by an affirmative vote of two-thirds (2/3) of the members of the Board, provided that any such amendments by the Board shall be reported to the Members in writing or at a meeting of the Society.