



# **BYLAWS OF TRINITY CHRISTIAN ACADEMY**

**(Revised May 17, 2016)**

## **PREAMBLE**

Trinity Christian Academy, Incorporated is a Tennessee corporation whose charter was granted October 8, 1985, under the provisions of #48-304 of the General Corporation Act. The governing body of the corporation is its incorporators until a Board of Trustees is elected as provided for in these By-Laws.

The following By-Laws were presented to the incorporators of Trinity Christian Academy, Inc. on November 4, 1985 and adopted as and for the By-Laws of Trinity Christian Academy, Inc.

## **ARTICLE 1**

### **NAME**

The name of the Corporation is Trinity Christian Academy, Incorporated.

## ARTICLE 2

### PURPOSE

**Section 1 - Purpose in General** - The purpose is to establish, own, maintain and operate a school (or schools) for the daily instruction of children and adults in such curricular under the policies set forth by the Board of Trustees, in such grades, classes, divisions and subjects, and for such fees, tuitions, or compensation set forth under the policies of the Board of Trustees.

**Section 2 - Basis and Results** - Believing that it is the duty and privilege of Christians to provide Christian education for children, and believing that this can best be accomplished by concerted action the purpose of Trinity Christian Academy is to maintain a school for the daily instruction of children, with such instruction to be in accordance with the Foundational Statements (*Article 3*) of the school and directed toward the end that their children may occupy their places worthily in society, the church and the state, to the glory of God.

**Section 3 - Specific Purposes** - Furthermore the purpose of Trinity Christian Academy is outlined in more detail as follows:

1. To offer a strong academic Christian Education based on:
  - a. The Bible as God's inerrant, infallible Word
  - b. The fact that Jesus Christ is not only the Savior of men, but is also the Lord over every area of life, including our minds, bodies, finances, possessions, and family life.
2. To maintain a Christian education founded in the child's relationship to God as taught in the Scriptures so that a child's personality is developed by instruction in God's truth.  
**Colossians 1:15-17** – *“And He is the image of the invisible God, the firstborn of all creation. For in Him all things were created both in the heavens and on earth, visible and invisible, whether thrones or dominions or rulers or authorities – all things have been created through Him and for Him. And He is before all things, and in Him all things hold together”*.
3. To educate children so that they live a life of obedience to God, they commit their life to Jesus the Christ, as their personal Savior and Lord, they know God's Word and His creation, they love their fellow man and they are stewards in their God-given cultural task.
4. To offer Christian parents and churches a medium through which they can fulfill the responsibility they have freely taken when they dedicate, make an agreement or undertake a covenant with the Lord to rear the child by Christian principles, set a Christian example and offer Biblical education. That is, we believe that Christian education is the Christian community's responsibility and that this school will assist in providing that education.

5. To hire Christian teachers who are committed to the Foundational Statements (*Article 3*) of this school and use it in their authority in character training, discipline and instruction, and to live it as a model for children.
6. To have a curriculum based on the Bible and the truth found therein, and to use textbooks and materials in all grades wherever possible, which affirm and support the Christian commitment of the school.
7. To accept all children of any race, color, and national or ethnic origin who could thrive and grow in such a school and whose parents affirm and support the Christian commitment of the school.
8. To have a Board of Trustees with the same Christian faith, life style and affirmation, as would be required of the faculty, and who endorse both the Foundational Statements and purpose of Trinity Christian Academy.
9. To acquire by purchase, gift, or in any other lawful manner, hold and own real, personal, and mixed property as is requisite and necessary and for use in carrying out the purpose for which the corporation is formed; to acquire, own, and operate restaurants and cafeterias; to buy, sell and deal in school supplies, equipment, books, and other merchandise; to rent, own and operate school buses and other vehicle and equipment in carrying out the purposes of the corporation.
10. To sell, mortgage, pledge, or in any other lawful manner dispose of its money, chooses in action, real or personal property in the best interests of the corporation except that no properties or dividends shall be conveyed paid to the members of the corporation or any person, form, or corporation for them.
11. To select, employ, and contract with such principals, teachers, professors, instructors, and other employed as the corporation may deem necessary and advisable, and provided that no person shall have a right to be employed or retained as a principal, teacher, professor, instructor, or other employee, but any such employment or retention is solely at the will and pleasure of the By-Laws of this corporation and may be denied or terminated at the will of the corporation.
12. To accept gifts or grants of real, personal or mixed property, to have fund-raising activities, to grant scholarships, under the policies set forth by the Board of Trustees.

## ARTICLE 3

### FOUNDATIONAL STATEMENTS

Trinity Christian Academy affirms the following statements:

#### ARTICLE 3A

##### STATEMENT OF FOUNDATIONAL DOCTRINES

The basis of Trinity Christian Academy is the infallible Word of God, written, known as the Scriptures of the Old and the New Testaments and as they are interpreted in the historic, evangelical confessions of Christian faith. In accordance with these confessions, we hold unreservedly to the sovereignty of God as taught in Scripture and as specifically revealed in the Lordship of Jesus Christ, over the world and thus over every department of human activity, thereby recognizing these Scriptures as the supreme and final standard for life. Trinity Christian Academy is not a church nor is it subject to any ecclesiastical organization but works with and through such bodies to aid and benefit both this school and such church bodies it may be associated with. Therefore, the school is committed to and subscribed to the following articles of belief:

**THE BIBLE** - We believe the scriptures of the Old and New Testaments to be inspired by God, and inerrant in the original writings, and accurately maintained over the ages by God's Spirit, and that they are the only supreme and final authority for the rule of faith and life for all men.

**GOD** - We believe in only one living and true God, who externally exists in three persons; Father, Son, and Holy Spirit, having one substance, power and eternity, perfectly sovereign, holy and unchangeable and infinite in being.

**MAN** - We believe that man and the universe were created by an immediate and direct act of God. Also, that man was created in the image of God, but he chose to sin and thereby incurred, not only physical death, but also spiritual death which is eternal separation from God; and that all human beings are born with a sinful nature and become sinners in thought, word and deed. All human beings stand accountable before and to God for their sins.

**JESUS CHRIST** - We believe that Jesus Christ was begotten by the Holy Spirit, born to the Virgin Mary, and is truly God and truly man, yet one Christ, the only mediator between God and man. Also, that He was crucified on a cross, died and was buried and resurrected by God. He ascended into heaven and sits at the right hand of God the Father as our High Priest, King and Savior of His Church.

**SALVATION** - We believe that the Lord Jesus died for our sins according to the Scriptures, as a representative and substitutionary sacrifice and that all who believe in and trust in Him alone are justified on the grounds of His shed blood and perfect, righteous life. We further believe that all who receive the Lord Jesus Christ by faith, are born again by the Holy Spirit, and thereby, become children of God and are being sanctified by God.

**SECOND COMING** - We believe that our Lord and Savior Jesus Christ will personally return and set up His Kingdom wherein He will rule and reign in righteousness.

**FINAL RESURRECTION** - We believe in the bodily resurrection of the just to eternal blessedness according to the pattern of Christ's own glorious body, and the bodily resurrection of the unjust to eternal punishment.

## ARTICLE 3B

### STATEMENT ON MARRIAGE, GENDER, AND SEXUALITY

Consistent with the Bible and Trinity Christian Academy's Foundational Doctrines, we believe the following:

- *God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen. 1:26-27) Rejection of one's biological sex is a rejection of the image of God within that person.*
- *The term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen. 2:18-25) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (I Cor. 6:18;7:25; Hebrews 13:4) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.*
- *Any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt. 15:18-20; I Cor. 6:9-10)*
- *In order to preserve the function and integrity of Trinity Christian Academy as the local Body of Christ, and to provide a Biblical role model to the students and other members of the Trinity Christian Academy community as well as the community at large, it is imperative that all persons employed by Trinity Christian Academy in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matt. 5:16; Phil. 2:14-16; 1 Thess. 5:22)*

- *God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom. 10:9-10; 1 Cor. 6:9-11)*
- *Every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of Trinity Christian Academy.*
- *The Christian family was the first institution ordained by God through which future generations are raised to live Godly lives and glorify God, living lifestyles in keeping with scripture. We define God's design for the family, ideally, as a husband and wife joined together in holy marriage, partaking in God's command for procreation and having children whom they instruct in Biblical principle, participate with them in a local church and seek to model their faith in their daily lives. In today's culture, God's ideal does not change, but we recognize that there are single parents and blended families (a parent remarries someone of the opposite sex). Regardless of the reasons for current circumstances, we value the commitment to God's standard for marriage and family through our admission process, instruction on the family, and ministries of the school. We consider homosexual relationships and cohabitation to be sin and in rebellion to God's standard for the family. (Gen. 2:23-24 and Deut. 49)*

### ARTICLE 3C

#### STATEMENT ON THE SANCTITY OF HUMAN LIFE

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including preborn babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. (**Psalm 139**)

### ARTICLE 3D

#### FINAL AUTHORITY FOR MATTERS OF BELIEF AND CONDUCT

*The Foundational Statements (Article 3)* do not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Trinity Christian Academy's faith, doctrine, practice, policy, and discipline, our board of trustees is Trinity Christian Academy's final interpretive authority on the Bible's meaning and application.

## ARTICLE 4

### EDUCATIONAL STATEMENT

**Section 1 - Preface.** The presupposition upon which the educational philosophy of Trinity Christian Academy is based is that God as described by the Bible exists. Thus, we believe that there are absolutes and that these absolutes imply antithesis. Upon no other foundation can a system of logic or reason which will yield a meaning for life be built.

God's word is the measure of all things, the scale on which His people are to weigh all issues of life. He is the foundation of true education. As we see it, the purpose of education is to train the child to be a faithful servant of God, to seek to be holy as He is Holy, and to be equipped to fulfill God's cultural mandate and the Great Commission.

As Christian parents, we have the God given responsibility to educate our children. God has set the basic center of learning; the church and school are but an extension of the Christian home. Since indeed this is true, then we logically believe that Christian education should extend not only through the church but also the school.

Believing that all truth is a manifestation of God's sovereignty in creation, we desire to establish and maintain a school, which in its ultimate purpose glorifies and reveals God. Man, made in the image of God, is responsible to God in all things; therefore, his education must enable him to understand and use the created universe and to live by the precepts which God has established for Godly living. Knowing that man has chosen to glorify himself and worship his own works rather than worship and glorify God, we understand that our students have a nature which hinders them from achieving the objectives which we have named. However, knowing that the Lord, himself, has provided a way for these children to reach their full potential through His payment for sin on the cross, we realize that each child here has a unique and valuable place in the plan of God and must be highly esteemed and respected.

It is therefore important that our ministry to the student must be well-rounded; introducing him to the redeeming work of Christ, helping him to appreciate himself and his fellowman, and enabling him to take his proper position in creation as one who bears the image of God and exercises dominion over created reality.

Our basic philosophy could be succinctly stated by **Romans 11:36**, "*For of Him and through Him, and to Him are all things; to whom be glory forever.*"

**Section 2 - Education.** Therefore we believe that Christian education is necessary not only for the believing child to nurture him the hours he is away from home. Furthermore, we believe

every opportunity should be made to provide Christian teachers concerned with the spiritual growth of the child in which the Holy Spirit may work in an unbelieving or a believing child to draw him to Himself.

Education at Trinity Christian Academy will cover the four areas in a child's life based on **Luke 2:52** - *"Jesus increased in wisdom and stature, and in favor with God and man."* These four areas are academic, physical, spiritual and social.

### **Section 3 - Academic Education –**

1. Our academic objective is to provide a well rounded curriculum; one which will meet the scholastic needs of all students.
2. The key to quality academic instruction is the teaching staff. Teachers in all academic subjects should be highly qualified teachers who have a clear Christian testimony both in word and deed; and be truly concerned for the spiritual well being of the child as an individual and collectively as part of the body of Christ.
3. The size of the classroom is also important and we will strive to keep the teacher-student ratio low.
4. In addition to academic subjects, we will also offer Bible as a required course. We will also have strong emphasis on instruction in patriotism, respect for authority, and the free enterprise system.
5. Every course will be taught from the Christian perspective in order to teach the student that God plays a most important role in every area of our lives. Our instruction will be biblically directed with the intent of developing a strong Christian worldview in each student.
6. Our objectives are supported by the following listed scriptures:  
**Colossians 2:3** - *"In whom are hidden all the treasures of wisdom and knowledge."*  
**Colossians 2:8** - *"See to it that no one takes you captives through philosophy and empty deception, according to the tradition of men, according to the elementary principles of the world, rather than according to Christ."*  
**Psalms 111:10** — *"The fear of the Lord is the beginning of wisdom."*

### **Section 4 - Physical Education –**

1. We believe that the body is the temple of the Holy spirit and thus we will teach our children how to take proper care of the bodies the Lord has given them. This should involve instruction in proper eating habits, rest and exercise;
2. We want to have a strong intramural program for both boys and girls. At all levels, we will strive to reward effort and dedication to build Christian character as well as rewarding ability.
3. Corporate or individualized sports will be given according to the needs of the students.
4. Our objectives are supported by the following listed scripture:  
**I Corinthians 3:16,17** - *"Do you not know that you are a temple of God, and that the*

*spirit of God dwells in you. If any man destroys the temple of God, God will destroy him, for the temple of God is holy, and that is what you are.”*

## **Section 5 - Spiritual Education –**

1. We believe that the single most important thing a child must learn is to have the proper relationship with God. Everything we do at our school is done with this basic foundation. **Matthew 22:37** - *“You shall love the Lord your God with all your heart, and with all your soul, and with all your mind.”*
2. We believe the Bible is the inspired, infallible Word of God. We will stand firm on our Foundational Statements, (Article 3). We will not take a dogmatic stand on mode of baptism, eschatological issues or the special gifts. **II Timothy 3:16**, *“All Scripture is inspired by God and profitable for teaching, for reproof, for correction, for training in righteousness.”*
3. We believe that our children should be equipped both for spiritual battle in this world and to function in the body of Christ learning to die to self and live unto Christ. Our objectives are supported by the following scriptures: **Ephesians 4:11-16**, *“And He gave some as apostles, and some as prophets, and some as evangelists, and some as pastors and teachers, for the equipping of the saints for the work of service to the building up of the body of Christ; until we all attain to the unity of the faith, and of the knowledge of the son of God, to a mature man, to the measure of the stature which belongs to the fullness of Christ. As a result, we are no longer to be children, tossed here and there by craftiness in deceitful scheming; but speaking the truth in love, we are to grow up in all aspects into Him, who is the head even Christ, from whom the whole body, being fitted and held together by that which every joint supplies according to the proper working of each individual part, causes the growth of the body for the building up of itself in love.* **Philippians 3:8**- *“More than that, I count all things to be loss in view of the surpassing value of knowing Christ Jesus my Lord, for whom I have suffered the loss of all things, and count but rubbish in order that I may gain Christ.”* **Ephesians 6:10-18** - *“Finally, be strong in the Lord, and in the strength of His might. Out in the full armor of God, that you may be able to stand firm against the schemes of the devil. For our struggle is not against the rulers, against the powers, against the world forces of this darkness, against the spiritual forces of wickedness in the heavenly places. Therefore, take up the full armor of God, that you may be able to resist in the evil day, and having done everything to stand on the breastplate of righteousness, and having shod your feet with the preparation of the gospel of peace; in addition to all, taking up the shield of faith with which you will be able to extinguish all the flaming missiles of the evil one. And take the helmet of salvation, and the sword of the Spirit, which is the word of God. With all prayer and petition pray at all times in the spirit, and with this in view, be in the alert with all perseverance and petition for all the saints.”*
4. Although our basic function is to provide instruction in the Christian doctrine and

Christian living, we believe the most healthy spiritual growth comes from a program involving output as well as intake. Consequently, we will involve the students in some type of Christian outreach, such as personal evangelism, group evangelism, Bible studies, prayer groups, neighborhood bible clubs, summer Christian camp programs, etc. Our objectives are supported by the following listed scripture:

**Matthew 28:18-20** - *“And Jesus came up and spoke to them saying, All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them to observe all that I commanded you; and lo, I am with { always, even to the end of the age.”*

## **Section 6 - Social –**

1. The second most important thing a child must learn is his proper relationship with other people (second greatest commandment). In a world of degenerating social values where peer pressure is so strong in influence toward evil things, we feel that our school should provide an atmosphere for social development with a Christian foundation.

**Matthew 22:39** - *“The second (commandment) is like it, You shall love your neighbor as yourself.”*

**Romans 12:2** - *“And do not be conformed to this world, but be transformed by the renewing of your mind, that you may prove what the will of God is, that which is good and acceptable and perfect.”*

**Proverbs 13:20** - *“ He who walks with wise men will be wise, but the companion of fools will suffer harm”.*

Proverbs 1:10-19 - *“My son, if sinners entice you, do not consent do not walk in the way with them, keep your feet from their path”.*

**II Corinthians 6:14-18** - *“Do not be bound together with unbelievers. . .what fellowship has light with darkness.. .I will dwell in them and walk among them; and I will be their God, and they shall be my people. Therefore come out from their midst and be separate, says the Lord Almighty”*

**I Timothy 4:12** - *“ Let no one look down on your youthfulness, but rather in speech, conduct, faith and purity, show yourself an example of those who believe.”*

2. We believe the family unit ordained by God is of the utmost importance in our school. We will center as much as possible in activities that will strengthen this unit (Article 3B).

**Deuteronomy 11:18-21** - *“Therefore shall ye lay up these words in your heart and in your soul, and bind them for a sign upon your hand, that they may be frontlets between your eyes, and ye shall teach them to your children, speaking of them when thou sittest in thine house... .and they shalt write them upon the door posts at thine house and upon thy gates.”*

**Philippians 4:8** - *“Finally brethren, whatever is true, whatever is honorable, whatever is right, whatever is pure, whatever is lovely, whatever is of good report, if there is any excellence and of anything worthy of praise, let your mind dwell in these things.”*

## ARTICLE 5

### MEMBERSHIP

**Section 1 – Incorporators** - Those persons who have signed the charter of Incorporation as incorporators shall be the only members of the corporation until a Board of Trustees is elected. The incorporators shall nominate and elect the initial Board of Trustees. So that Board members may retire in proper succession, the first Board shall be elected so that near equal numbers are elected for three year, two year and one year terms.

**Section 2 – Membership** - Once the Board of Trustees is duly and legally elected in accordance with the procedures set forth in these by-laws, this corporation shall have no other members than the Trustees. An Auxiliary Society, separate from the corporation, as provided for by the by-laws of the corporation (*Article 12*), may have members, but they shall have no legal powers or influence over the operation or the affairs of the corporation or school(s).

## ARTICLE 6

### BOARD OF TRUSTEES

**Section 1 – Membership** - The Board of Trustees shall consist of not less than seven (7) nor more than twenty (20) Trustees. At all times no more than one half (1/2) of the Board shall be persons who meet the requirements for membership (*Article 6, Section 3*) and who are members of any one local church. At all times no more than one half (1/2) of the Board shall be persons who meet the requirements for membership (*Article 6, Section 3*) and who are members of various churches that are all members of the same denomination, convention, assembly or other like group.

**Section 2 – Election** - An election to fill vacancies resulting from the expiration of the terms of members of the Board of Trustees shall be held at the October meeting of the Board of Trustees or at such other times as a vacancy occurs on the Board.

A nominating committee of three (3) or more of the Board shall be appointed by the president and approved by a majority of the board at least sixty (60) days prior to the October meeting. The nominating committee shall submit at least one (1) candidate for each Board vacancy at least thirty (30) days prior to the October meeting. The Board shall consider such nominees to determine whether they meet the qualifications for trustees as set forth in the Charter of Incorporation and by-laws and the Board may name substitute nominees for any who fail to qualify. Election for new Board members must be a unanimous vote of the Board.

**Section 3 - Requirements for Membership of Trustees** - The Board of Trustees shall consist of

persons who are members of a recognized Christian, Biblical church that believes in the Triune God, Father, Son, and Holy Spirit, and Jesus Christ as the only Savior of men. Also, to be a Trustee, the person must believe in, endorse and affirm the Purpose Statement (*Article 2*), Foundational Statements (*Article 3*), and Educational Statement (*Article 4*) of Trinity Christian Academy, Inc. as contained in these by-laws and agree with the Charter and by-laws of this corporation.

**Section 4 - Terms of Membership** - The terms of membership on the Board shall be three (3) years and shall be staggered in such a way as to maintain that all Trustee positions are re-elected every three years with approximately one third (1/3) of the total Board being re-elected every year.

Trustees' membership shall be limited to two (2) consecutive three (3) year terms. Former Trustees can be eligible for two (2) additional consecutive three (3) year terms after remaining inactive from the Board for one(1) year, as long as they are elected as provided in Article 6, Section 2 hereof.

Subject to the limitations set forth in Article 6, Section 1, the number of Trustees actually comprising the Board may be determined by the Board at a regular or special meeting of the Board upon the affirmative vote of at least seventy-five (75) percent of all Trustees comprising the entire Board.

**Section 5 – Vacancies** - Vacancies shall be determined by the Board of Trustees for any reason they so determine by at least a seventy-five percent vote of all Trustees comprising the entire Board, not counting but excluding the Trustee's position under consideration as being vacant.

A Trustee may be removed from office by a vote as described in paragraph one of this Section. The reason for removal is left completely to the discretion of the board of Trustees and shall include but in no way be limited to failure to attend the required number of meetings, having moved out of the area, misconduct, resignation, death or no longer meeting the requirements for membership of Trustees as described in Article 6, Section 3 of these by-laws.

The vacancy shall be filled by having at least one name placed in nominations by any present board members and after consideration of their qualifications, as set forth in Article 6, Section 2, the election shall be by unanimous vote of the Board at a meeting at least twenty eight (28) days after the meeting where the names are placed into nomination. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Any Trustee that does not attend three (3) consecutive or one fourth (1/4) of the regular Board meetings in his term of office shall be considered to have resigned from the Board and the Board

shall proceed to fill the vacancy.

## ARTICLE 7

### DUTIES OF THE BOARD OF TRUSTEES

**Section 1 - General Powers** - The business and affairs of the corporation shall be managed under the policies set forth by the Board of Trustees.

**Section 2 - School Policies** - The Board shall determine school policies in harmony with the charter and by-laws of this corporation.

**Section 3 – Staff** - The Board shall approve a Head of School. The Head of School shall hire and oversee staff qualified to carry out the education program and policies of the school under the policies set forth by the Board of Trustees. Whenever necessary, the Head of School has the authority to dismiss any staff.

**Section 4 - Funds** The Head of School, under the policies set forth by the Board of Trustees, shall devise ways and means of obtaining the necessary funds for operating the school, maintain accurate records, and determine how these funds shall be distributed.

**Section 5 – Committees** - The Board shall appoint out of its membership such committees as it may deem necessary for the performance of its duties. Such appointment shall be made annually by the President of the Board. Additional committee members may be appointed from other interested persons who are not Trustees and shall be elected by a simple majority vote of the Trustees.

**Section 6 - Delegation of Authority** - The Trustees may delegate to one or more of its members or to any of its officers, agents or employees, or to any of its committees, such powers and duties as it may deem appropriate and proper. In the absence of such delegation, generally or specifically, no member of the Board of Trustees shall have any authority to act for the Board. Each member of the Board of Trustees shall have equal voting rights on all questions coming before the Board.

## ARTICLE 8

### MEETING OF THE BOARD OF TRUSTEES

**Section 1 - Annual Meeting** - The Board shall hold an annual meeting at such time and place as may be designated from time to time by the Trustees. At this meeting, the Head of School shall give a report on the status of the school and the transaction of such other business as may come before the meeting shall be dealt with.

**Section 2 - Stated Regular Meetings** - The Board of Trustees shall hold one stated meeting each month, at a time and place to be announced by the President, with notice thereof to be given at the preceding meeting, or at least five (5) days in advance, except in cases of emergency, in which notice may be waived by consent of all Trustees. Cancellation of a stated monthly meeting may be done if the President determines no business is to be brought before the Board and with the consent of all Trustees.

**Section 3 - Special Meetings** - Special Meetings of the members of the corporation for any purpose or purposes unless otherwise prescribed by law may be called by the President of the board of Trustees and shall be called at the written request of not less than one-fourth (1/4) of the Trustees. Such a request shall state the purpose or purposes for which such meeting is to be called. Notice of such special meetings shall be given at least five (5) days in advance of the meeting unless the majority of the Board of Trustees waives such notice.

**Section 4 - Place of Meeting** - The Trustees of the corporation may designate any place either within or without the State of Tennessee as the place of meeting for any annual or special meeting by a simple majority vote. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Tennessee but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Trustees of the corporation.

**Section 5 – Quorum** - The quorum for all meetings, annual, regular stated and special; shall be a majority of the acting Trustees; who must be present in person or represented by proxy, unless the representation of a larger number is required by law or the by-laws of the corporation in which case, the representation of the number so required shall constitute a quorum. A meeting may be adjourned despite the absence of a quorum, and notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment, is taken, and if the period of adjournment does not exceed thirty (30) days in any one adjournment. The vote of a majority of the Trustees present at the meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the charter, these by-laws, or by the laws of Tennessee.

#### **Section 6 – Organization**

- a. The President, or in his absence the Vice President, shall call meetings of the members of the corporation to order and shall act as chairman of such meetings. In the absence of both the President and Vice President, a majority of the members of the corporation present at the meeting may elect any member to act as chairman of the meeting.
- b. The Secretary of the corporation shall act as secretary at all meetings of the members of the corporation, but in the absence of the Secretary at any meeting of the members of the

corporation, the presiding officer may appoint any person to act as secretary of the meeting.

### **Section 7 - Voting by Members**

- a. Each member of the corporation shall be entitled to one vote in each matter submitted to a vote at a meeting of members of the corporation. Such vote may be cast either in person or by proxy executed and delivered as hereinafter provided.
- b. At all meetings of the members of the corporation, a member entitled to vote may vote by proxy appointed in writing by the member of the corporation. Such proxy shall be filed with the Secretary of the corporation or the chairman of the meeting before or at the time of the meeting.
- c. A Trustee shall remove himself from voting on any matter with which he has a conflict of interest.

### **Section 8 - Informal Action by Members of the Corporation**

Any action required or permitted by law, the Charter of Incorporation, or these by-laws to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees of the corporation entitled to vote with respect to the subject matter thereof.

### **Section 9 - Order of Business**

The order of business at the annual meeting and so far as practical at all other meetings of the Board of Trustees of the corporation shall, unless a majority of the Trustees of the corporation present at the meeting direct otherwise, be as follows:

- a. Prayer
- b. Roll call
- c. Reading of Minutes of previous meeting
- d. Reading of papers and correspondence
- e. Report of the Head of School
- f. Report of standing committees
- g. Report of special committees
- h. Consideration of unfinished or old business
- i. Consideration of new business (includes the election of Trustees)
- j. Adjournment and closing prayer

The business to be conducted at any meeting shall be considered in accordance with Robert's Rules of Order.

## ARTICLE 9

### OFFICERS

**Section 1 - Executive Officers** - The officers of the corporation shall consist of a President of the Board of Trustees, one or more Vice-Presidents of the Board, a Secretary of the Board and a Treasurer, who is not necessarily a Trustee.

**Section 2 - Election and Term of Office** - The Executive Officers of the corporation shall be chosen annually by the Board of Trustees at the annual meeting thereof. Each such officer shall hold office until the next succeeding annual meeting of the Board of Trustees and until his successor shall have been duly chosen and shall qualify or until his death or until he shall resign or shall have been removed from office. The Executive Officers of the corporation to be chosen after incorporation and before the first annual meeting of the Board of Trustees shall be chosen at the first meeting of the Board of Trustees. Election of all officers shall be by a simple majority vote of the entire board.

**Section 3 – Removal** - Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby.

**Section 4 – Resignations** - Any officer may resign at any time by giving written notice of such resignation to the President or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at a later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5 – Vacancies** - A vacancy in any office may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for the election of an Executive Officer (*Article 9, Section 2*).

**Section 6 - Powers and Duties of the President** - Subject to the control of the Board itself, the President shall be the chief executive officer of the corporation. He shall, when present, preside at all meetings of the Board of Trustees. He shall keep the Board of Trustees fully informed and shall freely consult with them concerning the business of the corporation in his charge. He, as well as the Secretary or Treasurer, shall have authority to sign, execute, and acknowledge all contracts, checks, deeds, mortgages, bonds, leases, or other obligations on behalf of the corporation when authorized by the Board at a regular or special meeting of the Board. He shall sign all diplomas. The President is an ex officio member of all committees and shall be notified of all meetings and be given a copy of their minutes within one week after their adjournment.

**Section 7 - Powers and Duties of the Vice President** - The Vice-President(s) shall assist the President whenever possible in the discharge of his duties. In the absence of the President, or in

the event of his death, inability or refusal to act, the Vice-President, as appointed by the Board of Trustees, shall have all the powers of and be subject to all the restrictions upon the President.

**Section 8 - Powers and Duties of the Secretary** - The Secretary shall perform the usual duties pertaining to this office. He shall keep full and complete minutes of all meetings of the Board. He shall be the custodian of all documents submitted to his care, the custodian of the seal of the corporation, and he shall be responsible for notifying all persons concerned of actions taken by the Board with respect to appointments, promotions, terms of service and any other instruments as authorized by the Board of Trustees at a regular or special meeting of the Board.

**Section 9 - Powers and Duties of the Treasurer** - The Treasurer is entrusted with the organization's funds and can make disbursements as approved by the Board. All moneys received by him shall be deposited in the name of the school in a bank approved by the Board, and no disbursements shall be made except by check. He shall keep full and accurate records and accounts showing the transactions of the corporation, its accounts, liabilities and financial condition. The Treasurer or his designee shall report regarding the finances of the organization at the monthly meeting of the Board and at the annual meeting of the Board.

## ARTICLE 10

### COMMITTEES OF THE BOARD AND THEIR DUTIES

Committees of the Board of Trustees and their specific duties are addressed in the Board Policy Manual under Policy 4.8.

There shall exist from time to time, such special committees as may be appointed by the President or as are provided for by the Board.

## ARTICLE 11

### THE STAFF

**Section 1 - The Head of School** – The Head of School shall be appointed by the Board and will administer the affairs of the school(s) under the policies set forth by the Board of Trustees. The Head of School shall make such reports on the progress of the school periodically as are required by the Board of Trustees and shall make a comprehensive report at the annual meeting of the Board of Trustees. He shall be an ex-officio member of the Board of Trustees and of its standing committees.

**Section 2 - Qualifications of the Administrators and Teachers** - The administrators and all members of the teaching staff must declare their unconditional agreement with Articles 2, 3, and 4. They must be active members in good standing of a church whose doctrine is in agreement

with these articles. They must be scripturally sound in their teaching. They must lead exemplary Christian lives. The Head of School shall determine the minimum qualifications of education required for each staff position under the policies set forth by the Board of Trustees.

**Section 3 - Line of Authority** – The Head of School shall be responsible to the Board through the President. All other employees of the corporation shall be responsible directly to the Head of School or the appropriate administrative staff member. The Head of School shall have the right to make recommendations to the Board at any time without obtaining approval from a Committee.

## ARTICLE 12

### SCHOOL-RELATED ASSOCIATIONS

**Section 1 – Association** - All parent-teacher associations shall be established for the promotion of the general interests of the school. Members of such associations shall not have any rights to take action on behalf of the corporation or vote in matters concerning the business and affairs of the corporation. The Head of School shall have final consent over any activity or fund raiser connected with the School.

**Section 2 – Membership** - All parents and friends of Trinity Christian Academy are eligible for membership in any parent-teacher association.

## ARTICLE 13

### PROPERTY AND DEBT

**Section 1 - Transfer of Real Property** - No real property owned by the corporation shall be transferred, pledge mortgaged, or hypothecated unless said action has been authorized by at least three-fourths (3/4) of the Trustees present at a duly called meeting.

**Section 2 - Secured Indebtedness** - The corporation may incur indebtedness which is secured by any of the assets of the corporation with said action first having been authorized by at least three-fourths (3/4) of the Trustees present at a duly called meeting.

**Section 3 - Unsecured Indebtedness** - The Corporation may incur unsecured indebtedness by a majority of Trustees present at a duly called meeting.

## ARTICLE 14

### ADOPTION AND AMENDMENTS

**Section 1 - Manner of Adoption** - These By-Laws shall be effective when adopted by a majority vote of the Incorporators.

**Section 2 – Amendments** - These By-Laws may be amended by the Board of Trustees subject to the following conditions:

- a. Any proposed amendment must have been presented to the Board of Trustees and read in full at a previous meeting of the Board held at least thirty (30) days prior to the meeting at which the proposed amendment is voted upon.
- b. The affirmative vote of at least two-thirds (2/3) of the total number of Trustees shall be required for the adoption of any amendment to Articles 1, 5, 6, 7, 8, 9, 10, 11, 12, and 13, or to add further Articles; but amendments to Articles 2, 3, 4, and 14 shall require the affirmative vote of all the Trustees.

## **ARTICLE 15**

### **INDEMNIFICATION**

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another non-profit corporation, and each such director, officer or employee shall be entitled without further act on his part to indemnity from the corporation against any judgments, expenses, including attorney fees, actually and necessarily incurred by him in connection with any action, suit or proceeding or any appeal therein, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such judgments or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty, or to have breached his duty to the corporation under the laws of the state in which its corporation was incorporated. The corporation may also reimburse to any director, officer or employee the reasonable amounts paid in settlement and reasonable expenses, including attorney fees, of such action, suit or proceeding, of to shall be found by a majority of the directors that it was to the interest of the corporation that such settlement by made and that such director, officer or employee was not guilty of gross negligence or willful misconduct In the performance of duty or to have breached his duty to the corporation under the laws of the state in which this corporation was incorporated. Such rights of indemnification and reimbursement shall not by deemed exclusive of any other rights to which such director, officer or employee may be entitled by law or under any by-law agreement or otherwise. The foregoing right of indemnification shall insure to the benefit of the heirs, executors or administrators of each such director, officer or employee, and shall in no event by state in which this corporation was incorporated. However, in the event that any director, officer or employee is protected by

any policy of liability insurance, the right of indemnification or subrogation shall be waived to that extent.