

# **BYLAWS OF PATHWAY CHRISTIAN ACADEMY INCORPORATED**

## **PREAMBLE**

We, the Board of Directors, 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 system, hereby make and adopt the following Bylaws for the organization and operation of Pathway Christian Academy, Inc.

## **ARTICLE I - NAME**

The name of the school is Pathway Christian Academy Incorporated.

## **ARTICLE II - STATEMENT OF FAITH**

Each member of the Board of Directors, and each employee of the Corporation, having accepted Jesus Christ as personal Savior, shall subscribe annually in writing to the following Statement of Faith:

1. We believe the Bible to be the inspired and only authoritative Word of God.
2. We believe that there is only one God, eternally existent in three persons: Father, Son and Holy Spirit.
3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His holy resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
4. We believe that each person born into this world possesses a nature that is continually inclined to sin, but can be made a new creation in Christ by the Holy Spirit, and thereafter can continuously grow in grace.
5. We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a Godly life.
6. We believe that the Church is the living body of Christ and exists to proclaim the Gospel to all persons everywhere, and to bring believers to maturity in Christ.
7. We believe that both the saved and the lost will be resurrected; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of eternal punishment.
8. We believe that Christ shall return to judge the world and to rule in righteousness.
9. We believe in the spiritual unity of believers in Christ.

## **ARTICLE III - PHILOSOPHY OF EDUCATION**

The educational process in a Christian school is dependent on a Biblical philosophy, which provides the right worldview and essential truths for life so that children may be prepared to

assume their proper place in the home, the church, and the state. Accordingly, the philosophy of education for Pathway Christian Academy is as follows:

To provide a quality education based upon a totally biblical view of the world. Only In this context can an Individual be adequately trained and equipped for service to God. We subscribe to the idea that quality academic instruction can be provided without compromising spiritual integrity.

The administration and faculty of Pathway Christian Academy are in complete agreement with God's standard as revealed through His Word as the only legitimate pattern by which one may live a fulfilling life. God's Word is the standard against which all instruction at Pathway Christian Academy is measured. Our students learn to integrate their academic studies with the truth of God's Word. As a result, the type of training provided by Pathway Christian Academy shall be that which is needed to prepare them to live their lives with integrity.

Pathway Christian Academy's curriculum shall take into consideration the spiritual, physical and intellectual development of its students. The instructional program shall seek to teach Christian principles without ignoring secular views. The teachers and staff shall endeavor to relate to the students in a Christian loving way, and to develop an atmosphere of trust in which the spiritual development of each student can be enriched.

In seeking to establish an environment in which spiritual nurturing can occur, the School is careful not to neglect its stated mission: God created Pathway Christian Academy to unite Christians committed to educate and inspire children to fulfill their God-given purposes, with confidence and passion. The School's academic goals are met through the employment of an academically and scripturally sound curriculum taught by academically and scripturally qualified teachers in a classroom setting.

## **ARTICLE IV – BOARD OF DIRECTORS**

### Section 1 - Agreement of Board of Directors

All members of the Board of Directors shall be born-again believers and shall agree without reservation with Articles II and III of the Bylaws. Further, they shall be members in good standing of a local, evangelical church whose doctrine is in agreement with Article II of the Bylaws.

### Section 2 - General Responsibilities

Pathway Christian Academy's Board of Directors shall oversee the School's business and financial affairs. The responsibilities of the Board shall include, but not be limited to, general business operations of the School, establishing tuition and fees, setting the operating budget for the school, promoting Christian education in the community, and praying for the ministry of the School.

### Section 3 - Number of Members and Term Length

- A. The Board of Directors will consist of five to nine members. At least two-thirds of the Board will be parents of students enrolled in the School. Board members will serve a term of two or three years. The goal would be for approximately half of the board to be rotating off the board each year. Any board member is eligible to serve two terms on the board. After being off the board for one year, a previous board member is eligible to serve again.

### Section 4 – Board Member Qualifications

- A. Members of the Board of Directors shall be born-again believers and subscribe without reservation to the School's Statement of Faith and Philosophy of Education.
- B. Members of the Board of Directors shall be Christian role models in the School and community.

### Section 5 - Board Member Compensation

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 V - NEW BOARD MEMBERS**

### Section 1 – Board Members wanting to vacate

Any Board member that has a desire to vacate the Board shall notify the Board of their desire. A vacancy of the Board of Directors shall be deemed to exist in the case of resignation, death or removal from the Board when such vacancy causes the Board to deviate from article IV, section 3.A. of these bylaws. In addition, the Board of Directors may determine that a vacancy exists if an additional member is needed in order to increase the Board of Directors to an odd number or to ensure adequate representation at meetings of the Board of Directors.

### Section 2 - Resignation or Dismissal from the Board

- A. After prayerful consideration, any Board member may resign from office. He/she shall tender the resignation in a letter to the Board President. Replacement of that Board Member shall be carried out as detailed in Article IV Section 1.
- B. Any Board member may be removed from the Board of Directors 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 of Directors. Replacement of that Board Member shall be carried out as detailed in Article IV Section 1.

- C. In view 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. Dismissal from the Board shall be a matter of "last resort". Any unpleasantness surrounding such action shall be dealt with quickly and take into account the dignity and personal privacy of the individual in question.
- D. In the event a Board member who has left the Board was an officer, another member shall be designated by majority resolution of the Board to assume the responsibilities of the office now vacant.

## **ARTICLE VI - DUTIES OF THE BOARD AND VOLUNTEER MINISTRY TEAM**

### Section 1 - Duties of Board

- A. The Board of Directors shall individually and corporately pray for the administration, faculty, staff, parents, and children of the School. They will be inclined towards 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 operating budget for the school and to make sure all financial aspects of the school are addressed. In addition, the Board helps the Principal/Administrator set policy for the school. The daily administration of the school is the work of the Principal/Administrator. The Board's policies set the boundaries within which the Principal/Administrator administers the School.
- C. The Board's authority is corporate. Individual board members have no authority to act alone; only when the Board is convened in regular or special session or the individual is empowered by the Board to perform a specific task. There shall be only one line of authority, which will flow from the Board of Directors through its President to the Principal/Administrator who is charged with the responsibility for properly conveying the decisions and actions of the Board to the faculty, staff, students and parents as appropriate.
- D. The Board of Directors is responsible to procure, protect, maintain, and manage the property and equipment of the School through appointed school personnel or team chair serving on the volunteer ministry team.

- 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 may, at its discretion, arrange to have the financial statements of the School periodically audited by an independent Certified Public Accountant.
- F. The Board of Directors shall have the authority to borrow money in the name of the School, but all measures will be taken to operate with a balanced 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 School operates according to accepted legal principles which should include, but not be limited to, obtaining competent legal advice, and consideration of safety and personnel issues.
- I. A significant duty of the Board of Directors is the selection of the School's Principal/Administrator. The Principal/Administrator will implement the Board's legislated policies and directives and manage the day-to-day operation of the School. The annual evaluation of the Principal/Administrator is the responsibility of the entire Board of Directors.
- J. Upon recommendation of the Principal/Administrator and the Personnel Working Team, the faculty and staff of the School shall be appointed by the Board of Directors after careful consideration of their spiritual and academic qualifications. Such employees shall be chosen to meet the educational objectives and execute the academic programs and policies of the School.
- K. The Board of Directors shall have the authority to dismiss any personnel associated with the School who do not fulfill the requirements set forth in their employment agreement or fail to be a Christian role model.
- L. The Board of Directors shall ensure that a Faculty and Staff Handbook is developed, revised as needed, and annually made available to all employees.
- M. The Board of Directors shall approve the educational programs and standards of achievement for the School. This shall include the approval by the Board of all textbooks and courses of study recommended by the school's faculty under the leadership of the Principal/Administrator.
- N. Unless authorized in a particular instance by the Board of Directors, no officer, employee, or agent of Pathway Christian Academy shall have any authority to bind the Corporation by any contract, to pledge its assets or credit, or to render it liable pecuniary, for any amount in excess of \$500.
- O. Any Board member having an existing or potential interest in a contract or other transaction presented to the Board of Directors thereof for deliberation, authorization,

approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make full and frank disclosure of the interest to the Board prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his interest and any relevant and material facts known to him about the contract or transaction which might reasonably be construed to be adverse to the School's interests. The minutes of the meeting shall reflect the disclosures.

## Section 2 – Volunteer Ministry Team

The Volunteer Ministry Team will consist of board members and parent volunteers with a desire to serve the school and utilize their God given skills for the betterment of the school. Each board member shall serve as a chair for one of the working teams. If others volunteers are needed so that each working team has a chair to have all working teams those individuals will be identified and approached by the Principal/Administrator and asked of their willingness to serve. The working teams are described below thus the recruitment of volunteers should be focused around identifying volunteer parents with the skills to be successful on those working teams. The Principal/Administrator will serve as the Chairman of the Volunteer Ministry Team and this team shall meet as needed.

### Working Teams

- A. The Volunteer Ministry Team shall operate using a Standing Working Team and Ad Hoc Working Team system as deemed necessary by the Principal/Administrator. Each Working Team shall have the responsibility to review and make recommendations in its assigned area for consideration and action by the full Volunteer Ministry Team. All Working Teams shall respond to the requests of the Volunteer Ministry Team, when such requests are duly noted in the minutes.
- B. The Standing Working Teams of the Volunteer Ministry Team are:
  - i. Academic Affairs: The Academic Affairs Working Team assignments shall include making recommendations to the Board regarding curriculum for all grade levels; maintaining the student/parent handbooks; and developing school and class schedules.
  - ii. Facilities: The Facilities Working Team assignments shall include making recommendations to the Board regarding the condition, location, maintenance, and safety and security of all property of the School.
  - iii. Finance and Legal: The Finance and Legal Working Team assignments shall include making recommendations to the Board regarding the financial condition of the School, tuition, payroll, fund- raising and development opportunities, and compliance and legal issues.

- iv. Marketing and Communications: The Marketing and Communications Working Team assignments shall include making recommendations to the Board regarding communication to parents, students, teachers and the community as well as all forms of advertising, branding, publishing, programs and admissions efforts.
  - v. Personnel: The Personnel Working Team assignments shall include making recommendations to the Board regarding the faculty and staff of the School, including recruiting and hiring, discipline, performance evaluation, and termination; maintaining the faculty handbook; and developing the faculty and staff pay scales and benefits.
  - vi. Vision and Strategy: The Vision and Strategy Working Team assignments shall include making recommendations to the Board concerning opportunities for the advancement, improvement, and growth of the School, and developing and monitoring the strategic plan for the School.
  - vii. Accreditation: The Accreditation Working Team shall work with the staff and Principal/Administrator to identify and organize an action plan on achieving and maintaining accreditation for the school.
- C. The Volunteer Ministry Team may from time to time establish Ad Hoc Working Teams made up of volunteer ministry team members or other interested individuals to deal with specific issues in the School. Upon completion of its assigned task, such Ad Hoc Working Team shall dissolve.
- D. The chairperson of each Working Team shall establish a regular meeting at least but not limited to once a month, to carry out the tasks of the Working Team.
- E. If a Working Team becomes ineffective or non-working, and so that the best interest of the School can be served, it can be dissolved and/or its members reconstituted at the discretion of the Principal/Administrator.

## **ARTICLE VII - OFFICERS OF THE BOARD**

### Section 1 - Officers

- A. The Board of Directors shall annually elect Officers of the Board from among its members. Officers of the Board will be elected by the end of each calendar year. The duties of the Officers are as follows:
- B. President. The President shall preside at all Board of Directors meetings and perform such other duties as approved by the Board. The President shall be the Principal/Administrator's point of contact with the Board when the Board is not in session.

- C. Vice President. The Vice-President shall perform the duties of the President in the latter's absence or inability to act. When so acting, the Vice-President shall have all powers of and be subject to all the restrictions upon the President.
- D. Secretary. The Secretary shall ensure that minutes are taken for any and all Board meetings. The Secretary shall have custody of the Board records and documents and shall conduct necessary correspondence and perform other duties associated with the office. The Secretary shall ensure that an original copy of all Board minutes is maintained.
- E. Treasurer. The Treasurer shall maintain the financial records showing the financial condition of the Corporation, shall be the custodian of all monies of the Corporation, and shall perform such other duties as are necessary for the efficient and prudent management of the financial resources of the Corporation. The Treasurer shall prepare a treasurer's report to include but not limited to the cash position, A/P-including outstanding bills, A/R – including accounts in arrears, budget projections by month, and annually. The Treasurer shall directly supervise the book keeper position.

## **ARTICLE VIII - MEETINGS**

### Section 1 - Regular Meetings

- A. Regular meetings of the Board of Directors shall convene at least once each month. The time and place of the regular Board meetings shall be posted in the school office and announced by email and/or by telephone at least three days prior to the meeting.
- B. Board of Directors meetings shall not be open to school parents and other interested individuals. The Board may invite parents or other interested individuals for input regarding specific subjects and the President may grant the privilege of the floor to observers at his/her discretion.
- C. The President of the Board of Directors, in consultation with the Principal/Administrator, shall prepare an agenda for regular meetings of the Board. Such agendas shall be sent to each Director at least three days prior to the scheduled regular meeting.
- D. All business requiring board approval will be documented in the minutes of the meeting.

### Section 2 - Special meetings

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

- B. Notice of the time and place of all special meetings of the Board of Directors shall be given to all Directors by email or telephone at least 48 hours prior to the scheduled special meeting.

#### Section 4 - Presumption of Assent

Any member of the Board who is present at a meeting of the Board of Directors 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 Director 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 Director who has voted in favor of the action.

#### Section 5 - Waiver of Notice

The transactions of any meeting of the Board of Directors, however called or noticed, shall be valid if a quorum is present.

#### Section 6 - Quorum

- A. At all meetings of the Board of Directors, whether regular or special, the participation (in person and/or via voice connection) of a majority of members shall constitute a quorum for the transaction of business. Only members may vote at any meetings of the Board of Directors and proxies shall not be valid for voting.
- B. In the absence of a quorum, a minority of Directors 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

Meetings of the Board of Directors shall generally be governed by Robert's Revised Rules of Order.

#### Section 8 – Board Conduct

The board members 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.

### **ARTICLE IX - SCHOOL PRINCIPAL/ADMINISTRATOR**

#### Section 1 - Appointment

The Board of Directors shall appoint the Principal/Administrator. He/she shall be the chief executive officer of the School and shall carry out the policies established by the Board. The Principal/Administrator shall not be a voting member of the Board.

#### Section 2 - Beliefs

The Principal/Administrator shall be born-again believer and subscribe without reservation to the School's Statement of Faith and Philosophy of Education. He/she shall be a Christian role model in the School and community.

#### Section 3 - Responsibilities

The Principal/Administrator's responsibilities are to be defined in a job description approved by the Board of Directors with recommendations from the Personnel Working Team.

#### Section 4 - Tenure

The Principal/Administrator shall be appointed each year by written contract after a Board conducted evaluation of his/her spiritual and academic qualifications and job performance, with recommendations from the Personnel Working Team.

#### Section 5 - Performance Evaluation

The Board of Directors shall evaluate the Principal/Administrator annually based upon his/her job description and other factors, with recommendations from the Personnel Working Team.

### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a Director or Officer of the Corporation, except in relation to matters as to which any such Director or Officer shall be adjudged in such action, suit or proceeding to be liable to willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, or otherwise, both as to action in this official capacity and as to action in another capacity while holding office.

### **ARTICLE XI - FACULTY AND STAFF**

### Section 1 - Appointment

The faculty and staff shall be appointed by the Board of Directors upon recommendation of the Principal/Administrator and the Personnel Working Team.

### Section 2 - Beliefs

Individuals serving on the faculty and staff shall be born-again believers and subscribe without reservation to the School's Statement of Faith and Philosophy of Education. Such individuals shall be Christian role models in the School and community.

### Section 3 - Responsibilities

Faculty and staff responsibilities are to be defined in job descriptions prepared by the Principal/Administrator and the Personnel Working Team and approved by the Board of Directors.

### Section 4 - Tenure

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

### Section 5 - Contracts

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

### Section 6 - Performance Evaluation

The Principal/Administrator and the Personnel Working Team shall evaluate faculty and staff annually based upon their job descriptions and other factors and make recommendations for employment and dismissal.

### Section 7 - Handbook Concurrence

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 XII - DISPUTE RESOLUTION**

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 cost of his/her/its own arbitrator and one-half of the fees and costs of the neutral arbitrator and any other arbitration expenses.

## **ARTICLE XIII - STUDENTS**

### **Section 1 - Non-discrimination Statement**

Pathway Christian Academy 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 its educational policies, admissions policies, scholarship and loan programs, athletic or other school-administrated programs.

### **Section 2 - Parent/Teacher Fellowship**

The School shall establish a fellowship for the close association and cooperation of the parents of the students and the teachers involved in the School. The fellowship will serve to encourage parents to participate in the activities and development of the School, support teachers in the education and discipline of students, and facilitate communication between parents, teachers, and the Board of Directors.

## **ARTICLE XIV – Financial Aid**

Pathway Christian Academy strives to make Christian Education available to all families. Pathway has created a financial aid program available to all families that meet the following criteria:

- Permanent resident in the state of Virginia
- Meet financial aid guidelines based on income
- Any other criteria as defined and published by Pathway from year to year that enhances program eligibility to allow access to additional families.

#### **ARTICLE XV - AMENDMENTS OF THE BYLAWS**

The Board of Directors shall have power to alter, amend or repeal the Bylaws or adopt new Bylaws by 2/3 vote of all of the Directors.

## **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 Jesus Christ 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 members, for the School Principal/Administrator, 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 meetings and participate in duly appointed Working Teams.
6. I will faithfully attend all meetings of the Board 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 President in advance, if possible. I will follow-up with the Board Secretary and/or other board members to be informed about the proceedings of the meeting, which I missed.
7. My fellowship, speech and manner with my colleagues on the Board and with any members of the school family and all others 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, 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.
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 and have prayed over them, and I believe God would have me serve as a board member according to these standards.

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