

Bylaws

Longview Christian School, Inc.

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Bylaws

Preamble

We recognize that God has called parents to train their children in both the content and application of His Word in every aspect of life and that He is actively involved in equipping parents to fulfill this responsibility. In support of this, parents may choose the Christian school as a means to train their children in both the academic and spiritual realms. The Christian school can accomplish this by setting before students the highest academic standards in an orderly environment and by providing Christ-like examples in word and deed, pointing them to God who is the source of all wisdom, knowledge and understanding. (Eph. 6:4; Deut. 6:1-9; Prov. 9:10)

Article I Language

The masculine gender used within this document shall refer to both men and women.

Article II Name

The name of this corporation shall be Longview Christian School, Inc.

Article III Foundational Principles

Section 1 School Purpose

Longview Christian School, Inc. shall establish and operate a Christian school providing students in the state of Texas with rigorous academic instruction designed to develop the skills for a lifetime of continued learning, in an orderly atmosphere structured to support the moral, social, physical, and spiritual development occurring simultaneously in the Christian home.

All instruction will be based upon a decidedly biblical world and life view and designed to equip all students spiritually, mentally, and physically for every good work to which the Lord calls them. (Eph. 2:10; Rom. 12:2)

Section 2 Educational Philosophy

The educational approach of Longview Christian School, Inc. as defined below is fundamentally different from government-operated education both in philosophy and content. Longview Christian School, Inc. recognizes that an excellent education is founded upon disciplined, eager attention to learning; that this discipline rests upon the student's moral character; and that this moral character can only be developed through a personal relationship with God through Jesus Christ. In support of parents' God-given responsibility for educating their children, Longview Christian School, Inc. seeks to:

- A. provide a clear model of Christian life through its staff and board members; (Matt. 22:37-40)
- B. encourage every student to begin and to continue to develop a relationship with God the Father through Jesus Christ; (Matt. 28:18-20)
- C. teach all subjects from a biblical worldview as parts of an integrated whole with the Scripture at the center; (II Tim. 3:6-17)
- D. Children will be taught how to learn for themselves and how to express what they have learned; how to think rather than simply what to think;
- E. provide an orderly and safe atmosphere conducive to attaining these goals.

Concerning the teaching of origins, we affirm that God created everything out of nothing and that He created it good. Christians have differed as to the age of the earth based upon the Genesis 1 account of creation. Various interpretations which affirm the inerrant character of Genesis 1 can be held by faithful Christians.

Section 3 Organizational Philosophy

The mission of this organization is academic excellence within a biblical worldview. To carry out this mission, Longview Christian School, Inc. adheres to the following Principles:

- A. commits to operating with efficiency and excellence;
- B. maintains respect for the individual and insists upon graciousness in all interactions at every level of the organization;
- C. encourages a decentralized form of administration where decisions are made and responsibility is taken for those decisions at the lowest possible level of the organization. This organizational principle of delegation is intended to reduce administrative overhead and empower the individuals involved in a particular process to have the primary input to improve it; (Ex. 18:13-27)
- D. regards parents as customers of Longview Christian School, Inc. and teachers as having board delegated authority in the classroom;
- E. encourages parents to be active supporters of the educational process;
- F. commits to resolve disputes that arise out of or relate to its organizational documents by biblically based mediation. (Matt. 18:15-20, I Cor. 6:1-8) If necessary, legally binding arbitration shall be in accordance with the Rule of Procedure or Christian Conciliation of The Institute for Christian Conciliation. These biblical methods of dispute resolution shall be the sole remedy for any controversy or claim arising out of the Articles of Incorporation or the By-Laws of Longview Christian School, Inc.

Section 4 Statement of Faith

We believe the Bible is the verbally inspired, only infallible, authoritative Word of God (II Timothy 3:16-17; II Peter 1:21).

We believe there is only one God, eternally existent in three persons God the Father, Jesus Christ the Son, and, the Holy Spirit (Genesis 1:1; Matthew 28:19; John 10:30).

We believe in the deity of our Lord Jesus Christ (John 10:33); His virgin birth (Isaiah 7:14; Luke 1:35; 2:7); His sinless life (Hebrews 4:15); His miracles (John 2:11); His shed blood (Luke 22:20); His atoning death (I Corinthians 15:3; Ephesians 1 :7; Hebrews 2:9); His bodily resurrection (I Corinthians 15:4); His ascension to the right hand of the Father (Mark 16:19); and His personal return in power and glory (Acts 1:11, Revelation 19:11)

We believe that by nature man is sinful, that salvation of the lost is possible by God's grace through faith, and that regeneration by the Holy Spirit is absolutely essential (John 3:16-19; 5:24; Romans 3:23; 5:8-9; Ephesians 2:9-10; Titus 3:5).

We believe in the Holy Spirit's present continuous ministries by indwelling the Christian, thereby enabling the living of a Godly life and manifesting the gifts of the Spirit (I Corinthians 3:16; 12:8-10); Ephesians 5:18-21).

We believe in water baptism, the baptism in the Holy Spirit, the Lord's supper, anointing with oil, divine healing, and the laying on of hands (Matthew 28:18-20; Acts 2:4; I Corinthians 11 :23-26; Exodus 15:26; II Timothy 1:6; James 5:4).

We believe in the resurrection of the dead. The saved will be raised unto eternal life (John 11:25-26); the lost will face condemnation (John 5:28-29).

We believe in the spiritual unity of all believers in our Lord Jesus Christ (Romans 8:9; I Corinthians 12:12-13; Galatians 3:26-28).

We believe that 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.

We believe that 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. (1 Cor 6:18; 7:2-5; Heb 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.

We believe that 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; 1 Cor 6:9-10.)

We believe that 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.)

We believe that 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 Longview Christian School.

Final Authority for Matters of Belief and Conduct -This statement of faith does 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 Longview Christian School's faith, doctrine, practice, policy, and discipline, our school board is the final interpretive authority on the Bible's meaning and application.

Article IV Membership

This organization shall not have members.

Article V Government

Section 1 Board of Directors

1. There shall be a President.
2. There may be a Vice President.
3. There shall be a Secretary.
4. There shall be a Treasurer.
5. Other individuals shall be added as needed

The School Administrator and Principal(s) will attend board meeting and act as advisors to the board. They do not have voting rights.

Section 2 Official Board and Voting Power

1. All members of the Board of Directors shall be born-again believers and shall agree without reservation with Article III of the Bylaws. Further, they shall be members in good standing of a local church whose doctrine is in agreement with Article III of the Bylaws.
2. Longview Christian School's Board of Directors shall oversee the continuing operation of this ministry and generally oversee the school's business affairs. The responsibilities of the Board shall include, but not be limited to, making policy, acting on matters of personnel, including hiring and firing of administrators and principals pursuant to other provisions of the Bylaws, establishing tuition and fees, promoting Christian

education in the community, and praying for the ministry of the school.

3. The number of Board members shall be at least five but not more than nine. The number of Directors may be increased or decreased from time to time by the Board of Directors pursuant to amendment of this Bylaw.
4. Each Board member shall serve on the Board of Directors for a term of three years, unless such service is terminated by resignation or dismissal. Any Board member may, if he or she chooses, serve a second successive three-year term. After a second term on the Board, the Board member shall step down from service for at least one full year before being eligible again for the Board. The Board may allow for a member to serve a third successive three-year term by motion and unanimous vote of the Board with quorum present.
5. Terms of service upon the Board should be staggered in such a manner that no more than one-third of the full Board of Directors will complete their term of service in any given year.
6. The Board of Directors shall serve without remuneration. The majority shall also not be comprised of one group whose members are related by blood, business or marriage. In the event there is a perceived or actual conflict of interest, the board as a whole can vote to require said member with the conflict to abstain from vote, or on his own free will, that member shall abstain.
7. Each member of the board shall have equal voting power among all of the other members.
8. A decision by the Board of Directors is considered valid with a simple majority, unless otherwise specified in the Bylaws.
9. All Directors present at meetings shall vote on all pending motions except in cases described in paragraph 10. Abstention does not count as a yes or a no.
10. The Board of Directors shall adopt a Conflict of Interest Policy to prevent voting by disqualified individuals, as defined in IRC Section 4958(f)(1). All members who are disqualified with respect to a decision shall recuse themselves from the vote.
11. The President shall be an ex officio member of every committee and can at his discretion be the chair of such committee at the time of its creation.

Section 3 Removal from the Board of Directors

Any Board of Directors member may be removed from office with or without cause by a two-thirds majority vote of the Board of Directors. The President may be removed by a two-thirds majority vote of the Board of Directors.

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 of Directors 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.

The following reasons are considered just cause for Board of Directors member removal that must be observed by the Board of Directors:

1. Absence at three consecutive Board of Directors meetings;
2. Violation of the mutual interest clause of Article XIII;
3. Not acting in the best interests of the organization;
4. Willful nondisclosure of a conflict of interest as interpreted by a majority vote of the Board of Directors.

Section 4 Vacancies

In the event of a Director vacancy, whether due to resignation or removal, the Board of Directors shall be given a reasonable amount of time to nominate an individual deemed qualified in accordance with these Bylaws. The nomination must be approved by a simple majority vote of the Board of Directors.

Section 5 Resignation

Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

Article VI Official Functions

Section 1 President Qualifications

The President shall have wisdom in handling the corporation’s affairs. He shall be of sound doctrine and good judgment.

Duties

The President shall be chairman of the official Board of Directors and preside over all corporation meetings.

Term of Office

The term of office of the President shall be reviewed every two years. The number of consecutive terms that he may serve is unlimited. He is subject to removal at any time in accordance with Article V.

Removal

The Board of Directors is responsible for providing spiritual covering by prayerfully giving necessary aid, instruction, guidance, protection and correction as well as counsel, wisdom and fellowship to the President (Galatians 6:1).

The Board of Directors may call a meeting into session without the presence of the President to conduct an investigation of accusations against him and make a determination as to whether the President has committed any of the following accusations which are grounds for dismissal:

- A. Adultery
- B. Embezzlement
- C. Compulsive Lying
- D. Sexual Impurity
- E. Conviction of a felony or crimes of moral turpitude
- F. The President not acting in the best interest of the school

The Board of Directors will determine if the President is guilty or innocent and whether to discipline or dismiss him from office.

Any action taken by the Board of Directors concerning the removal of the President is valid by a two-thirds majority vote.

Section 2 President Successor

The following shall serve as an order of succession:

- 1. Vice President
- 2. Secretary
- 3. Treasurer

If the retirement, passing, removal or incapacity of the President leaves the Board of Directors unbalanced or without a quorum, then the person who assumes the role of the President through this section, shall nominate prospective Board of Director members. The nominee(s) shall be confirmed by a majority vote of the remaining Board of Director members.

Section 3 Vice President Qualifications

The Vice President shall have wisdom in handling the corporation's affairs. He shall be of sound doctrine and good judgment.

Duties

He will serve as chief advisor to the President.

He shall carry out the responsibilities that the President delegates to him.

Manner of Appointment

The Vice President shall be nominated by any member of the Board of Directors and appointed by a majority vote of the Board of Directors.

Term of Office

The term of office of the Vice President shall be reviewed every year. The number of consecutive terms that he may serve is unlimited. He is subject to removal at any time in accordance with Article V.

Section 4 Secretary Qualifications

The Secretary shall be a spiritually minded person and of sound judgment. He must be administratively minded with the ability to multi-task.

Duties

By virtue of his office, the Secretary shall keep a true and accurate record of all meetings, including business meetings of the corporation. He shall perform clerical duties as related to Board of Director meetings.

Manner of Appointment

The Secretary shall be nominated by any member of the Board of Directors and appointed by a majority vote of the Board of Directors.

Term of Office

The term of office of the Secretary shall be reviewed every year. The number of consecutive terms that he may serve is unlimited. He is subject to removal at any time in accordance with Article V.

Section 5 Treasurer Qualifications

The Treasurer shall be a spiritually minded person, and of sound business judgment. He shall be experienced in business and finance with expertise that enables him to oversee the school financial reports and ask appropriate questions.

Duties

By virtue of his office, the Treasurer shall review the monthly and annual reports on the financial position of the school and shall present these reports during the official Board of Directors meetings.

Manner of Appointment

The Treasurer shall be nominated by any member of the Board of Directors and appointed by a majority vote of the Board of Directors.

Term of Office

The term of office of the Treasurer shall be reviewed every year. The number of consecutive terms that he may serve is unlimited. He is subject to removal at any time in accordance with Article V.

Section 6 Directors Qualifications

Directors shall be spiritually minded persons, and of sound business judgment.

Duties

By virtue of their office, Directors shall carry out the responsibilities that the President or Board of Directors delegate to them.

Manner of Appointment

Directors shall be nominated by any member of the Board of Directors and appointed by a majority vote of the Board of Directors.

Term of Office

The term of office of the Directors shall be reviewed every Three years. The number of consecutive terms that a Director may serve is two. After a second term on the Board, the Board member shall step down from service for at least one full year before being eligible again for the Board. Directors are subject to removal at any time in accordance with Article V.

Section 7 School Administrator Qualifications

The School Administrator shall be a spiritually minded person, of sound business judgment and have prior experience in school administration or organizational leadership.

Duties

Such duties of the School Administrator shall include, but are not limited to, hiring all faculty and staff (excluding school principals), being the spiritual leader of the school, developing informational and accrediting services of the school, dismissing staff, and overseeing all day-to-day administrative duties. School Principal hiring and dismissal shall become final only after a formal interview and the 2/3rd majority vote of the Board of Directors. The Administrator shall have such other powers and duties as the Board of Directors and these Bylaws may prescribe from time to time.

Manner of Appointment

The School Administrator shall be hired by a 2/3rd majority vote of the Board of Directors.

Term of Office

The term of office of the School Administrator shall be unlimited. They are subject to removal at any time by a two-thirds majority vote of the Board of Directors.

Article VII Staff

Staff, as used herein, means all persons under the terms of a binding employment contract and/or on the corporation payroll.

The substance of this Article shall be made a part of all contracts entered into with members of the staff.

The staff must subscribe to the foundational principles set forth in Article III of these bylaws; they must be members or regular attendees of a local church; they must be Scripturally sound in their teaching; and they must lead exemplary lives.

Each member of the staff as well as the Corporation shall abide by the terms of the contract entered into by both parties. The Board has the authority to dismiss a member of the staff if such person's instruction, administration, or personal life (or lifestyle) conflicts with the basis and purpose of the Corporation. Any dismissals shall be consistent with the procedures and policies included in the contract.

The Principal(s), as the expert(s) in all school matters, shall serve as an advisor(s) to the Board and its standing committees, excluding the Board Nominating committee.

Article VIII Students

Longview Christian School, Inc. 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 admissions policies, scholarship and loan programs, athletic or other administrated programs.

Article IX Meetings

Section 1 Corporation Meetings

The corporation year shall begin on July 1st and run through June 30th.

The President will call the official Board of Directors meeting to discuss the direction of the corporation. The President shall set dates and times for Board of Directors meetings. The Board of Directors may have invited guests present at any meeting so long as the President has approved it.

The Secretary shall keep an accurate account of the minutes that were discussed at any Board of Directors meeting. He then has to submit them at the next Board of Directors meeting for discussion by the official Board of Directors. Upon approval by the majority of the Board of Directors, the minutes shall be adopted, and all policy and procedure in them will continue to be enforced.

Section 2 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3 Meetings by Remote Communications Technology

Subject to the notice provision aforementioned in this Article, the Directors may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall

individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Article X Order

For the purpose of conducting business, the President shall, in an orderly manner, preside over all of the affairs of the corporation.

Article XI Quorum

A simple majority of the Board of Directors members (including the President or Vice President) at an official Board of Directors meeting constitutes a quorum.

Article XII Tribunal

The highest tribunal within this School shall be the Board of Directors of the Corporation. The Board of Directors shall be the express and final arbiter of polity, doctrine, school discipline, and questions of school property, and shall make the final decision with respect to any other matter which shall arise concerning the School, its internal workings, and its governance in every respect. The Board in its acts under this section, and in deciding any dispute or issue hereunder, shall use the standards of: (1)

1. The best financial and operating interests of the Corporation in light of the Holy Bible and the tenets of faith of this School; and
2. The furtherance of the religious purposes of the Corporation as they shall be apparent to the Directors according to the teachings of the Holy Bible.

Article XIII Mutual Interest

The behavior of anyone in fellowship with this school is of common interest to the Board of Directors. (Gal. 6:1) This school requires every Board of Directors member to adhere to a lifestyle that is consistent with the doctrines of this school as taught in the Holy Scriptures. Therefore, this school reserves the right to refuse service to any individual, that is not submitting their lifestyle to this Scriptural mode of conduct. This refusal would include services, benefits, and any use of school assets.

Article XIV Prohibited Activities

This school is prohibited from engaging in activities which violate its written doctrines. This school is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its written doctrines.

Article XV Administrator's Vision

To establish an efficient leadership infrastructure, the Administrator shall be responsible to articulate in clear, concise and simple language the vision of the school. The purpose of this action is to create a consistent and logical framework which empowers staff and volunteers to participate in the decision-making processes that reflect the Administrator's heart and vision for the school.

Article XVI Privacy

This school shall diligently watch to keep private all records concerning private information on individuals in connection with this school. This school must not disclose any records that may compromise information about an individual's giving and or counseling records.

Article XVII Finances

Section 1 Audit

The Board of Directors shall review the annual financial reports at the end of each fiscal year. The Board shall have the right to seek an independent audit of the financials at this time with a majority vote.

Section 2 Checks, Payments and Withdrawals

The Board of Directors of Longview Christian School, Inc. shall adopt a Corporate Expenditures Policy detailing the procedure for properly executing checks, payments and withdrawals.

Section 3 Salaries

All salaries shall be determined in the following manner:

1. All teachers shall be paid according to the teacher pay scale approved by the Board of Director. Any changes to the teacher pay scale must be approved by a majority vote of the Board of Directors.
2. Staff and childcare salaries and hourly rates shall be set by the School Administrator in collaboration with the employee's direct supervisor.
3. Principals and Administrator salaries shall be set by the Board of Directors.

Only uncompensated individuals of the Board of Directors shall vote on any recommended compensation package.

Article XVIII Property Rights

All property, real or chattel, shall be taken, held, sold, transferred or conveyed in the corporation's name.

No real or chattel property of the corporation shall be sold, leased, mortgaged, or otherwise alienated without authorization of the Board of Directors by a majority vote.

The Board of Directors of the corporation shall certify in such conveyances, leases, or mortgages by a majority vote.

Article XIX School Discipline

In any case where a dispute or question regarding polity, religious doctrine, governance of the School, or School property arises concerning any student, parent, employee, volunteer, visitor and/or other person who is associated with or associates himself with the operations and functions of the School, said dispute shall be referred to the School Administrator for review and action. Any dispute may be referred directly to the Board by the Administrator. Decisions may be appealed to the Board of Directors upon written request, in which event, the Board of Directors shall decide any such dispute or question by majority vote, whether such dispute shall be between two or more persons attending any functions and/or events held by the Corporation, between any number of such persons and any Officer or Director of the Corporation, or between any number of such persons and the Corporation.

Any person deemed by the Board of Directors of the Corporation to:

1. pose a physical or psychological threat to any person or to the Corporation;
2. be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the School; or
3. be causing, about to cause, or capable of causing disruption to the religious teachings, operations, functions or other activities of the School; shall be considered a trespasser on School property and may be ejected summarily. No Director shall incur any liability for acting in the interests of the Corporation pursuant to this Section.

The Board of Directors may take any action it shall deem necessary according to the teachings of the Holy Bible with respect to any student, parent, employee, volunteer and/or visitor, or other person who may associate himself and/or is associated with the functions and operations of the School or who may seek to avail himself or herself of the services, ministry or outreaches of the School. Such action may include, but is not limited to, suspension of the right, temporarily or permanently, to attend the events and/or activities of the School. Reasons for such action may include, but are not limited to, strife, rebellion, gossip, backbiting, and in general, other displays of pride and intractability with regard to School teaching and authority or any other conduct not in accord with the teachings of the Holy Bible. The School provides instruction in the teachings of the Holy Bible to those who wish to follow the particular doctrines espoused by this School. Persons who wish to follow other doctrines espoused by other private religious schools may do so at any time, and the Board feels that the appropriate place for such activity is at such other schools, in order to preserve the unity of this School according to the precepts of the Holy Bible.

Article XX Dissolution

In the event that the corporation ceases to exist, all assets of this school shall, at the discretion of the Board of Directors be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the school is then located, exclusively for such purposes or to such church or church, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XXI Indemnification

This school shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the school against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article XXII Other Considerations

Anything that has not been discussed in this constitution and bylaws shall be discussed and decided upon at an official Board of Directors meeting.

Article XXIII Amendments

Amendments to the Bylaws may be made by a two-thirds majority of the official Board of Directors.

These bylaws adopted on this day make null and void all prior addenda and these bylaws supersede and replace all previous bylaws voted on prior to this day.

Signed and certified, to be effective immediately.