

BYLAWS OF
Granville Christian Academy, Inc.

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, hereby make and adopt the following Bylaws for the organization and operation of Granville Christian Academy, Inc., an Ohio non-profit corporation (“Corporation”).

ARTICLE I - NAME

The name of the school operated by the Corporation shall be Granville Christian Academy. (“GCA”).

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 to and sign the following Statement of Faith:

1. Preamble

A. In essential beliefs – we have unity

“There is one Body and one Spirit...one Lord, one faith one baptism, one God and Father of all...” Ephesians 4:4-6

B. In non-essential beliefs – we have liberty

“Accept him whose faith is weak, without passing judgment on disputable matters. Who are you to judge someone else’s servant? To his own master he stands or falls...So then, each of us will give an account of himself to God. So whatever you believe about these things keep between yourself and God...” Romans 14:1, 4, 12, 22

C. In all our beliefs – we show love.

“If I have the gift of prophecy and can fathom all mysteries and all knowledge, and I have faith that can move mountains, but have not love, I am nothing.” I Corinthians 13:2

2. Essential Beliefs

A. About God:

We believe that God exists eternally and that He manifests Himself in three persons...God the Father, God the Son, and God the Holy Spirit. (Matthew 28:19; I Peter 2:2; 2 Corinthians 13:14; Psalm 90:2; Genesis 1:1, 26, 27, 3:22)

B. About Jesus Christ (Son of God):

We believe that Jesus Christ was born of a virgin, was crucified, buried, and rose bodily from the grave and will come again to this world to reign in righteousness. (Luke 1:30-35; John 14:6; I Thessalonians 4:16-17)

C. About the Holy Spirit:

We believe that a person is baptized by the Holy Spirit into the Body of Christ at the time of conversion; this baptism results in a believer being filled and supernaturally empowered for service through spiritual gifts. (I Corinthians 12:13; Romans 8:9-17; John 16:7-13; Ephesians 5:18; Galatians 5:25; John 14:16-17)

D. About the Bible:

We believe that the Bible is our supreme authority, and it is sufficient as our only rule of faith and practice. The Bible is God’s Word to us. It was written by human authors under the supernatural guidance of the Holy Spirit and it is truth without any mixture of error. (I Timothy 3:16; Hebrews 4:12; Revelation 22:19; Proverbs 30:5; Psalm 119:105, 160; 2 Peter 1:20-21)

E. About Salvation:

We believe that forgiveness of sin, salvation, and new life is made possible by the death of Jesus Christ on the cross. This salvation is by grace, through faith, and by the appropriation of the shed blood of Jesus Christ. (Romans 6:23; Ephesians 2:8-9; John 14:6; John 1:12; Titus 3:5; Galatians 3:26; Romans 5:2)

F. About Eternity:

We believe there shall be a resurrection of the saved to eternal life and a resurrection of the unsaved to eternal punishment in hell. Because God gives us eternal life through Jesus Christ, the true believer is secure in that salvation for eternity. (John 3:16; John 5:11-13; John 10:29; Romans 6:23)

ARTICLE III - PHILOSOPHY AND VISION OF EDUCATION

The educational process in a Christian school is dependent on a biblical world view and the vision of “Building Generations for Jesus Christ,” which provides the foundation and essential truths for life so that children may be prepared to assume their proper place in the home, the church, the community, and the state. Accordingly, the following is the philosophy of education for GCA:

1. MISSION STATEMENT

The mission of Granville Christian Academy is to create a Christ-centered nurturing environment with biblically based academic excellence and character development, empowering students for life-long service.

2. VISION STATEMENT

The vision of Granville Christian Academy is to build generations for Jesus Christ.

3. SCHOOL IDENTITY

Granville Christian Academy has a rich history as a discipleship school, where students are encouraged to grow in their faith through learning, obeying, loving and applying the Scriptures. All school staff and leaders are charged to use their gifts and live out their faith in front of their students and to mentor them as Jesus commanded. Teachers are committed to developing ongoing relationships with the students with the motivation to honor Christ. Students are encouraged to be Faithful, Teachable, and Available. The goal is to move students on a clear path of spiritual growth so they may develop into mature spiritual leaders.

Evangelism will always be a part of our efforts to reach students who have not committed to a personal relationship with Jesus Christ. However, the primary goal of the school is to disciple the students in their journey towards maturity as a whole person – spiritually, academically, and emotionally/socially.

4. **EXPECTED STUDENT OUTCOMES**

Granville Christian Academy graduates are characterized by the following:

- 1) Students understand and have committed to a personal relationship with Jesus Christ and independently and actively attend a biblically based church. They know, understand, and apply God’s word in daily life and are empowered by the Holy Spirit to pursue a life of faith. Students are prepared to defend their faith through apologetic skills and utilize biblical values to impact social and civic activities through intellectual inquiry and honest exchange of ideas.
- 2) Students are proficient in the core academic disciplines – mathematics, language arts, science, social studies, arts, reading, writing, speaking, listening, critical thinking, and financial management.
- 3) Students have the skills and ability to question, solve problems, and make good decisions. They show emotional and social maturity in relationships and make wise life-defining choices.

The Corporation understands that education is a lifelong experience, and therefore teaches students to recognize that their education requires initiative and informed decision-making, which becomes primarily their responsibility. The Corporation feels that informed decision-making comes from the values set forth by godly adult guidance. In conjunction with this is the necessity of a supportive school environment, characterized by mutual respect among administration, staff, students and families. The philosophy and size of GCA allow for flexibility in addressing individual student needs and interests. Students come to know one another and become known by the adults who work with them.

The Corporation communicates its philosophy through the curriculum GCA teaches, the services GCA provides, the adult role models GCA offers, the guidelines and expectations GCA maintains, and the activities GCA sponsors.

ARTICLE IV – RESERVED

ARTICLE V - BOARD OF DIRECTORS

1. Agreement of Board of Directors.

All members of the Board of Directors (“Board”) shall be born-again believers and shall agree without reservation with Articles II and III of these Bylaws. The terms “Director” and “Board member” shall be used interchangeably hereunder.

2. General Responsibilities.

The Board shall oversee the continuing operation of GCA and oversee its 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 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. Board Member Number and Tenure.

- A. The number of Board members shall be at least seven (7) but not more than twelve (12). The Board shall, at all times, include the Senior Pastor and two (2) Elders of the Spring Hills Baptist Church (“Church”). The appointment of the Elders who will serve on the Board shall be determined by the Council of Elders of the Church and will be a rotating position of at least 1 year and up to 3 years.
- B. Excepting for the Senior Pastor of the Church, who shall be a continuing member of the Board, and the (2) rotating Elder positions, each Board member shall serve on the Board for a term of three (3) years, unless such service is terminated by resignation or dismissal, or unless such member is appointed to complete an unexpired term due to a vacancy. Any Board member may, if he or she chooses, be considered for a second successive term. After a second term on the Board, the Board member shall step down from service for at least one (1) full year before being eligible again for the Board. A Board member who is willing to serve a consecutive term must be approved by the Corporation Nominating Committee for re-election.
- C. Terms of service upon the Board should be staggered in such a manner that approximately one-third (1/3) of the full Board will complete their term of service in any given year.

4. Board Member Qualifications.

- A. Members of the Board shall be born-again believers and subscribe without reservation to the Corporation’s Statement of Faith and Philosophy of Education.
- B. Members of the Board shall be Christian role models in the school and community.
- C. During the first two (2) years after the incorporation of the Corporation, all Board Members must be members of the Church. The following, however, shall be ineligible for rotating Board membership positions: employees and immediate family members of employees of GCA, and employees and immediate family members of employees of the Church. If an immediate family member of the Permanent Board Position is a GCA employee, the Permanent Board Member will be excused from discussions and voting on any matters which pertain to the related employee’s employment, performance, reviews, and compensation.
- D. At no time shall the entire Board be constituted solely of members of the Council of Elders of the Church. In the event that through resignation, vacation or similar event, the Board is constituted solely by members of the Council of Elders of the Church, the Corporation Nominating Committee shall immediately nominate (and present for vote) one or more candidates for the vacated Board position who shall not be members of the Council of Elders of the Church.

5. Board Member Compensation.

Members of the Board shall receive no compensation for their services but shall be eligible for volunteer service hours. 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 as further noted in Article XV, Sec. 4 of these Bylaws.

ARTICLE VI - NEW BOARD MEMBERS

1. Vacancies on the Board of Directors.

A vacancy on the Board shall be deemed to exist in the case of a Director’s expiration of

term, resignation before expiration of the term, death, or removal from the Board.

2. Nominations for the Board of Directors.

- A. A nominating committee comprised of members of the Board (“Corporation Nominating Committee”) shall be appointed by the Board, at its sole and absolute discretion, to nominate qualified Board members, consistent with the requirements of these Bylaws. Nominations by the Corporation Nominating Committee to fill vacant or open positions of the Board shall be made to the remaining Board members for their vote and consideration at annual or special meetings of the Board.
- B. Candidates for the Board of Directors shall be nominated to the Board by the Corporation Nominating Committee and elected by the Board membership at its designated business meeting. Each elected Board member shall begin serving on the next July 1, unless the Members decide on a different date.
- C. Such candidates must be interviewed by the Corporation Nominating Committee prior to nomination to determine interest, suitability, and eligibility. All candidates shall meet the qualifications of Board members as set forth in these Bylaws.

3. Appointment of Directors.

Any vacancy on the Board, other than one caused by the expiration of the term, may be filled by the Corporation Nominating Committee. In the instance of such an appointment to fill a vacancy for an unexpired term, each Board member so appointed to hold the vacated position shall hold office until the expiration of that term, at which time the Board member may be nominated and elected for a full term under Article VI, Section 2(B), if otherwise qualified. Any partial term served hereunder shall be treated the same as a full term for purposes of Article V, Section 3(B).

4. Resignation or Dismissal from Board of Directors.

- A. After prayerful consideration, any Board member may resign from office. He or she shall tender the resignation in a letter to the Board President. If the President is resigning, he or she shall tender resignation in a letter to the Vice-President.
- B. Any Board member may be removed from the Board for failure to be a Christian role model, for 3 consecutive or 5 total absences from regular and special meetings of the Board, for violation of the leadership commitment agreement, for violation of the email policy of forwarding or having non-board members access email, or whenever such removal in the judgment of the Board would be in the best interest of GCA. Removal shall require a supermajority vote of the Board (not including the Board member whose removal is being considered).
- 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 VII - DUTIES OF THE BOARD OF DIRECTORS

1. Duties of Board.

- A. The Board members shall help set the spiritual tone for GCA. Board members shall pray both individually and corporately for the administration, faculty, staff, parents, and children of the school. They will be inclined to prayer, ever mindful of their own dependence on God for His grace and wisdom manifest in their leadership.
- B. The primary function of the Board is to set GCA policy, not to administer the school. The Board is responsible for the vision and direction of GCA. The daily administration is the work of the GCA Superintendent and Principals. The Board's policies set the boundaries within which the GCA Superintendent and Principals administer GCA.
- C. The Board's authority is corporate. Individual Board members have authority to act only when the Board is convened in regular or special session. There shall be only one line of authority, which will flow from the Board through its President to the GCA Superintendent, 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 shall oversee the procurement, protection, maintenance, and management of the property and equipment of GCA.
- E. The Board shall oversee the general financial operation of GCA by approving annual budgets, devising methods of raising necessary operating funds, determining how these funds shall be disbursed, and setting tuition rates. The Board shall arrange for a certified financial audit every three years and an internal audit every year and shall appoint an Audit Committee, to retain an independent certified public accountant to conduct the audit. The Audit Committee shall review the certified financial audit and report to the full Board the results of the audit and make any recommendation to the Board as necessary in light of the audit. The Board shall adopt a policy requiring officers, employees, or others responsible for any aspect of the finances of GCA to make accurate and complete financial accounting to the Board and shall encourage the reporting to the Board of any suspected financial impropriety.
- F. Upon the approval of not less than a supermajority of the Board, the Board shall have the authority to borrow money in the name of GCA. All measures will be taken to operate with a balanced budget.
- G. The Board shall determine the fiscal year for GCA.
- H. The Board shall exercise due care to determine that GCA 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 is the selection of its Administrative Officers (GCA Superintendent and Principals). The GCA Superintendent and Principals will implement the Board's legislated policies and directives and manage the day-to-day operation of GCA. The annual evaluation of the GCA Superintendent is the responsibility of the entire Board.
- J. Upon recommendation of the GCA Superintendent and Principals, the faculty and staff of GCA shall be appointed by the Board 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 GCA.
- K. The Board shall reserve the right to dismiss any personnel associated with the school who do not fulfill the requirements set forth in these Bylaws or in their employment agreement, or who fail to be a Christian role model.

- L. The Board shall ensure that a Faculty and Staff Handbook is developed, revised as needed, and annually made available to all GCA employees.
- M. The Board or its appointed Educational Committee shall approve the educational programs and standards of achievement for GCA. This shall include the review and approval by the Board or its appointed Educational Committee of all textbooks and courses of study recommended by the school's faculty under the leadership of the GCA Superintendent and Principals.
- N. The Board shall evaluate itself annually. The review shall be conducted by the Board President and the Vice President. The annual review shall include an evaluation of policies, procedures, and personnel files. Each member shall also evaluate his or her willingness and ability to continue in a Board position. Individual Board members shall annually sign the Leadership Commitment form attached hereto.
- O. Any other responsibilities and functions set forth in these Bylaws.

2. Committees.

- A. The Board shall operate using a Standing Committee and ad hoc committee system. Each committee shall have the responsibility to review and make recommendations in its assigned area for consideration and action by the full Board.
- B. The Standing Committees of the Board shall be determined at the discretion of the Board pursuant to and as identified by written resolution(s) of the Board.
- C. Each Standing Committee shall have no fewer than two (2) Board members appointed by the Board President. One of the Board members shall chair the committee. The President may appoint interested parents or individuals to serve on the committees. The President may also terminate the memberships of committees or appoint successors in the President's discretion.
- D. The Board may, by majority vote, from time to time establish ad hoc committees made up of Board members or other interested individuals to deal with specific issues in the school. Upon completion of its assigned task, such ad hoc committee shall dissolve.
- E. The President, Vice President, Secretary of the Board and the Senior Pastor of the Church shall constitute the Executive Committee of the Board.

ARTICLE VIII - OFFICERS OF THE BOARD

- 1. The Board shall annually elect Officers of the Board from among its members. The Officers and their duties shall be limited to the following:
 - A. President. The President shall preside at all Board meetings and perform such other duties as approved by the Board. The President shall be the principal point of contact with the Board when the Board is not in session.
 - B. Vice President. The Vice President shall perform the duties of the President in the latter's absence, disability, or refusal to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.
 - C. Secretary. The Secretary shall cause to be recorded the minutes of any and all meetings of the Board. The Secretary shall have custody of the Board records and documents and shall conduct necessary correspondence and perform other duties associated with the office.
 - D. Treasurer. The Treasurer shall review the monthly and year-end financial statements and give a monthly report to the Board. The Treasurer shall be a part of GCA financial audits and shall serve on all financial committees of the Board.

2. Any Officer elected or appointed to office may be removed by a super-majority vote not including the individual under consideration, and a successor may be appointed, by the Board whenever in its judgment the best interests of the Corporation will be so served.

ARTICLE IX - MEETINGS

1. Regular Meetings.

- A. Regular meetings of the Board shall convene at least once a month during the school year. The time and place of the Board's regular meetings shall be posted in the GCA office at least one week prior to the meeting.
- B. Each monthly Board meeting shall include an open and a closed session. Open sessions shall be open to school parents and other interested individuals. Closed sessions shall be limited to the discussion of personnel and other sensitive matters, and only Board members and invited parties may attend closed sessions. The regular monthly meeting shall consist of both the open and the closed session.
- C. The President of the Board, in consultation with the GCA Superintendent, shall prepare an agenda for regular meetings of the Board. Such agendas shall be mailed or emailed to each Board member at least one week prior to the scheduled regular meeting.
- D. The Board has the right to meet in executive session.
 - i. An executive session can be called for by any Board member during a portion of any meeting for the purpose of discussing personnel and other sensitive matters.
 - ii. Executive sessions shall have in attendance all Board members present at said meeting, the GCA Superintendent, and any other persons who are specifically asked to attend this session by the Board President. When the executive session is for the purpose of evaluating the GCA Superintendent, the GCA Superintendent may be asked not to attend.
 - iii. No official business shall be transacted in the executive session. Rather, the time spent in executive session shall be used to discuss the sensitive matter at hand. When the Board reconvenes following an executive session, any decision shall be made and stated officially so that the Board Secretary can record such decision in the official minutes.

2. Special Meetings.

- A. Special meetings of the Board 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 shall be given to each Board member by telephone or email at least 48 hours prior to the scheduled special meeting.

3. Emergency Action.

In an emergency, the President of the Board may poll the full Board to secure authorization for a given course of action. Notice of the poll result and any action to be taken shall be provided to the Board members by email.

4. Presumption of Assent.

Any member of the Board who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Board member files his or her written dissent to the action taken with the Secretary prior to the next regularly scheduled meeting. The right to dissent shall not apply to a Board member who has voted in favor of the action.

5. Waiver and Consent.

The transactions of any meeting of the Board, however called or noticed, shall be valid as though they occurred at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Board members not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof.

6. Quorum.

A. At all meetings of the Board, whether regular or special, the presence in person of a majority of voting Board members shall constitute a quorum for the transaction of business. Only Board members may vote at any meetings of the Board, and proxies shall not be valid for voting.

B. In the absence of a quorum, a minority of voting Board members may adjourn any meeting of the Board from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A minority of Board members may not transact any business except the filling of vacancies on the Board if there are not sufficient Board members to constitute a quorum as provided in these Bylaws.

7. Robert's Rules of Order.

Meetings of the Board shall be governed by Robert's Rules of Order Newly Revised (Tenth Edition).

8. Action by Consent.

Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Board members in office, and filed with the Secretary of the Corporation. Any transmission by authorized communications equipment that contains an affirmative vote or approval of a member is a signed writing for purposes of giving written consent without a meeting. The date on which that transmission is sent is the date on which the writing is signed.

9. Supermajority Votes.

In the event that any action required or permitted by the Board shall require a supermajority vote, the term "supermajority" shall mean three-quarters (3/4) of the vote of all applicable Board members entitled to vote on such action.

ARTICLE X - GCA SUPERINTENDENT

1. The GCA Superintendent shall be appointed by the Board. He or she shall be the chief executive officer of GCA and shall carry out the policies established by the Board. The GCA Superintendent shall be an ex-officio (nonvoting) member of the Board. The GCA Superintendent shall report to and be accountable to the Board in matters of vision, direction, policy, educational standards and curriculum.
2. The GCA Superintendent shall be born-again believer and subscribe without reservation to the school's Statement of Faith and Philosophy of Education. He or she shall be a Christian role model in the school and community.
3. The GCA Superintendent's responsibilities are to be defined in a job description approved by the Board.
4. The GCA Superintendent shall be appointed each year by written contract after careful consideration of his or her spiritual and academic qualifications and Board-conducted evaluation.
5. The Board shall evaluate the GCA Superintendent annually on the basis of his or her job description and other factors.

ARTICLE XI - INDEMNIFICATION

1. Definitions.

For purposes of this Article:

- A. The phrase *Director, Board member or Officer* shall include a person who is or was serving at the request of the Corporation as a Director, Board member or Officer of the Board as of the relevant time period or date. The phrase *Director, Board member or Officer* shall also include the estate or personal representative of a Director, Board member or Officer, unless the context requires otherwise.
- B. The term *proceeding* shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal; any appeal in such action, suit, or proceeding; and any inquiry or investigation that could lead to such action, suit, or proceeding.
- C. The term *party* includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.
- D. The term *liability* shall mean any obligation to pay a judgment, settlement, penalty, fine, or reasonable expense incurred with respect to a proceeding.
- E. The term *official capacity* shall mean the office of Board member in the Corporation, and, when used with respect to a person other than a Board member, shall mean the office in the Corporation held by the Officer or the employment, fiduciary, or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person or other enterprise.

2. General Provisions.

The Corporation may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Board member or Officer of the Corporation, against expenses (including attorney's fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either (a) in connection with a proceeding brought by or in the right of the Corporation in which the Board member or Officer was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Board member or Officer, whether or not involving action in that person's official capacity, in which the Board member or Officer is ultimately adjudged liable on the basis that the Board member or Officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

3. Successful Defense on the Merits; Expenses.

To the extent that a Board member or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party by reason of the fact that such person is or was a Board member or Officer of the Corporation, such person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred in connection with such proceeding.

4. Determination of Right to Indemnification.

Any indemnification under Section 2 (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Board member or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board (a) by a majority vote of a quorum of disinterested Board members who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of the Executive Committee of the Board, provided that committee shall consist of two or more Board members who are not parties to the proceeding (Board members who are parties to the proceeding may participate in the designation of Board members to serve on such committee), or (c) if such a quorum of the Board cannot be obtained or there is no Executive Committee, or even if such a quorum is obtained or the Executive Committee exists, but such quorum or committee so directs, then by independent legal counsel selected by the Board in accordance with the preceding procedures. Authorization of indemnification and evaluation regarding the reasonableness of expenses shall be made in the same manner as the determination that indemnification is

permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

5. Other Employees and Agents.

The Corporation may indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 or Section 3 with respect to Board members or Officers, by adopting a resolution by a majority of the members of the Board, specifically identifying by name or by position the employees or agents entitled to indemnification.

ARTICLE XII - FACULTY AND STAFF

1. The faculty and staff shall be appointed by the Board upon recommendation of the GCA Superintendent and Principals.
2. Individuals serving on the faculty and staff shall be born-again believers and subscribe without reservation to the Corporation's Statement of Faith and Philosophy of Education. Such individuals shall be Christian role models in the school and community.
3. Faculty and staff responsibilities are to be defined in job descriptions approved by the Board.
4. The faculty shall be appointed each year by written contract after careful consideration of evaluations and spiritual and academic qualifications.
5. Staff may be appointed by written contract at the discretion of the Board.
6. The GCA Superintendent and Principals shall evaluate faculty and staff annually on the basis of their job descriptions and other factors. The GCA Superintendent shall evaluate the Principals annually on the basis of their job descriptions and other factors.
7. 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 or she has received and reviewed the handbook.

ARTICLE XIII - DISPUTE RESOLUTION

1. The Board 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 one another in private or within the Christian community in conformity with the biblical injunctions of 1 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 any aspect of the employment relationship, including claims under federal, state, and local statutory or common law, the law of contract, and law of tort, shall be settled by biblically based mediation.

If resolution of the dispute and reconciliation do not result from mediation, the matter shall then be submitted to an independent and objective arbitrator for binding arbitration. The parties agree that the mediation and arbitration process will be conducted in accordance with the “Rules of Procedure for Christian Conciliation” (“Rules”) contained in the Peacemaker Ministries booklet *Guidelines for Christian Conciliation*. Consistent with these “Rules,” each party to the agreement shall agree to the selection of the arbitrator. The parties agree that if there is an impasse in the selection of the arbitrator, the Institute for Christian Conciliation division of Peacemaker Ministries in Billings, Montana, (406-256-1583), shall be asked to provide the name of a qualified person who will serve in that capacity. Consistent with the “Rules,” the arbitrator shall issue a written opinion within a reasonable time.

The parties to this contract agree that these methods shall be the *sole remedy* for any controversy or claim arising out of the employment relationship or this agreement, and they *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. The parties to this agreement have had an opportunity to consult legal counsel before signing this agreement. The parties agree that the Corporation shall be responsible for the costs of the arbitrator.

2. The Board shall ensure that all employment handbooks contain the above dispute resolution language, that all employees are advised of the above dispute resolution process, and that this process shall apply to all employment, including non-contract or at-will employment.

ARTICLE XIV - STUDENTS

1. Nondiscrimination Statement.

Admission and advertising materials and student handbooks shall contain language reflecting the following policy:

Granville Christian Academy admits students of any race, color, or national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. Granville Christian Academy does not discriminate in its selection of students and employees on the basis of race, color, gender (biological sex of man or woman as defined in Genesis 1:26-27) or ethnic origin. All students and employees of all race, color, gender, or ethnic origin are entitled to all rights, privileges, programs, and activities provided by the school.

2. Parent/Teacher Fellowship.

GCA may establish a fellowship for the close association and cooperation of the parents of the students and the teachers involved in the school.

ARTICLE XV - MISCELLANEOUS

1. Account Books, Minutes, Etc.

The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees. All books and records of

the Corporation may be inspected by any Board member for any proper purpose at any reasonable time.

2. Designated Contributions.

The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses; and such designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to, and control of, such contributions, as well as full discretion regarding the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

3. Conflicts of Interest.

If any person who is a Board member or an officer of the Corporation is aware that the Corporation may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of such person's family, or any entity in which he or she has any legal, equitable, or fiduciary interest or position, including, without limitation, as director, officer, shareholder, partner, beneficiary, or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

- A. Discussion of the matter, with the interested Board member or Officer, shall be held by the Board with such person present to provide information and answer any questions.
- B. The interested Board member or Officer shall withdraw from the meeting.
- C. Discussion of the matter outside of the presence of the interested Board member or Officer shall be held by the Board.
- D. The remaining members of the Board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.
- E. A majority vote of the Board shall be required for approval of the transaction.

4. No Private Inurement.

The Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to charitable, religious/educational purposes and shall not inure to the benefit of any private individual. No Board member or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit

of any Board member; provided, however, that (a) reasonable compensation may be paid to any Board member while acting as an agent, a contractor, or an employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation, (b) any Board member may, from time to time, be reimbursed for such Board member's actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation, and (c) the Corporation may, by resolution of the Board, make distributions to persons from whom the Corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

5. References to Internal Revenue Code.

All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws ("Code").

6. Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

7. Savings Clause.

To the extent that any provision of these Bylaws would detrimentally impact the tax-exempt status of the Corporation, such provision shall be null and void, but only to the extent necessary for these Bylaws to cause the Corporation to comply with the tax-exempt requirements of the Code or otherwise under Federal, State or local laws.

ARTICLE XVI - AMENDMENTS OF THE ARTICLES OF INCORPORATION OR BYLAWS

Except as provided herein, by a supermajority vote, the Board may alter, amend, or repeal the Articles of Incorporation or Bylaws or to adopt new Bylaws. Notwithstanding anything to the contrary contained herein, including the preceding sentence, no alteration, amendment or repeal of the Articles of Incorporation or Bylaws or the adoption of new Bylaws, which purport to remove or cause the removal of the Senior Pastor and/or the Elders of the Church from the Board, shall be valid without the unanimous vote of the entire Board (to include the affirmative vote of the Senior Pastor and the Elders of the Church).

Leadership Commitment

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader,

1. I will seek to maintain a close, intimate walk with the Lord by regularly spending time alone with Him, in His Word and in prayer.
2. I will be a diligent student of God's Word.
3. I will endeavor to walk continuously in step with the Holy Spirit.
4. I will pray for those who serve with me as Board members, for the GCA Superintendent and Principals, for the faculty and staff of the school, for the students of the school, and for this ministry's testimony in the community.
5. I will be diligent in preparation for all Board meetings and participate in duly appointed committees.
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 that I missed.
7. My fellowship, speech, and manner with my colleagues on the Board and with any members of the school and church family will be characterized by love, grace, and humility. With the help of the Holy Spirit, I will refrain from expressing demeaning attitudes through criticism and complaint.
8. While respecting divergent views and convictions expressed by my colleagues on the Board, 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 will 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 _____