



EST. 1974

BYLAWS
of
**FOUNDATION FOR EXCELLENCE
AT
WOODLAND CHRISTIAN SCHOOLS**

a Nonprofit Christian Corporation

PREAMBLE

We, the Board of Directors of Woodland Christian School, are mindful of the biblical call to “[t]rain a child in the way he should go, and when he is old he will not turn from it.” We strive to make Woodland Christian School a place for the Christian education of all children and believe that a Christian school provides an excellent forum for training children in the way they should go. Therefore, we adopt the following Bylaws for the organization of Foundation for Excellence at Woodland Christian Schools and operation of Woodland Christian School (hereinafter, “WCS,” “WCMS,” “WCHS,” “Preschool,” the “Corporation,” or the “School”), which are devoted exclusively to charitable, educational, and religious purposes.

ARTICLE I - NAME

The name of this Corporation is “Foundation for Excellence at Woodland Christian Schools.”

ARTICLE II - STATEMENTS OF FAITH AND LIFESTYLE

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

1. *We believe the Bible to be the inspired, infallible, authoritative, and inerrant Word of God (2 Timothy 3:16; 2 Peter 1:21).*
2. *We believe there is one God, eternally existent in three persons—Father, Son, and Holy Spirit (Genesis 1:1; Matthew 28:19; John 10:30).*
3. *We believe in the deity of Christ (John 10:33),
His virgin birth (Isaiah 7:14; Matthew 1:23; Luke 1:35),
His sinless life (Hebrews 4:15; 7:26), His miracles (John 2:11),
His vicarious and atoning death (1 Corinthians 15:3; Ephesians 1:7; Hebrews 2:9),
His Resurrection (John 11:25; 1 Corinthians 15:4),
His Ascension to the right hand of God (Mark 16:19),
His personal return in power and glory (Acts 1:11; Revelation 19:11).*
4. *We believe in the absolute necessity of regeneration by the Holy Spirit for salvation, because of the exceeding sinfulness of human nature; that men are justified only by faith in the shed blood of Christ; and that only by God's grace and through faith alone are we saved (John 3:16–19, 5:24; Romans 3:23, 5:8–9; Ephesians 2:8–10; Titus 3:5).*

5. We believe in the resurrection of both the saved and the lost; those who are saved receive eternal life and those who are lost receive eternal condemnation (John 5:28–29).
6. We believe in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9; 1 Corinthians 2:12–13; Galatians 3:26–28).
7. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13–14; 1 Corinthians 3:16, 6:19–20; Ephesians 4:30, 5:18).

Each member of the Board of Directors and each employee of the Corporation shall abide by the following **Statement of Lifestyle**:

The Bible is the ultimate and final source for determining our personal, professional, and public morality. As a follower of Christ, we each submit our will to God in accordance with the Bible.

ARTICLE III – MISSION STATEMENT

Woodland Christian School exists by God's grace and for His glory to educate and prepare students for college and Christian life. By faith in Christ, our students, parents, and staff can change the world.

ARTICLE IV - PHILOSOPHY OF EDUCATION

A Christian school is dependent on a biblical philosophy that provides the correct worldview and essential truths for life so that children may be prepared to assume their proper place in the home, the church, and the community. Accordingly, the following points summarize the Philosophy of Education for Woodland Christian School:

Education-

We will provide a safe and loving environment for students to learn. We will seek excellence in all that we do. We will work with parents to prepare and equip their student for college, the student's future vocation, and the rest of the student's life.

Service-

With Christ as our example, students will learn the power of serving others with humility. We will teach students to look not only to their own interests, but also to the interests of others.

Character-

Students and staff will strive to live like Jesus Christ and be a light at home, at school, and in the community. Whether in school or out, students and staff will be challenged to honor those in authority, be characterized by the fruit of the Spirit, behave responsibly, treat everyone respectfully, and excel in all they do, for the glory of God.

Faith-

Students will receive biblical training to help them grow in their knowledge of and faith in Jesus Christ. By God's grace, students and families will come to know Jesus Christ as their Savior and will communicate God's love to those with whom they interact.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Director Qualifications

All members of the Board of Directors shall be born-again believers, over 25 years of age, who agree wholeheartedly with Articles II, III, and IV of the Bylaws and the Statements on Biblical Authority and Marriage and Sexuality, which are contained in the WCS Employee Handbook. Further, they shall actively serve and worship in a local, evangelical church whose doctrine aligns with Article II of the Bylaws. A candidate for the Board of Directors must have been involved with the School for at least three years, preferably having served as a member of a Standing Committee. All members of the Board of Directors shall be Christian role models in the School and community and shall agree to the following scriptural principles for leadership:

- Leadership authority is given and ordained by God (Romans 13:1)
- Our speech or written word should not cause us to sin (Ecclesiastes 5:6; Proverbs 4:24)
- The tongue or pen has the power to encourage or destroy (Proverbs 18:21; Isaiah 50:4)
- Words from a wise man are gracious (Ecclesiastes 10:12; 1 Peter 3:10-11)
- We are not to be hasty in words or impulsive in thought (Psalm 19:14; 39:1; 141:3-4)
- Leaders must be servants (Luke 22:25-26, John 13:13-16)
- Leaders must have a teachable spirit (Proverbs 19:20, 27)
- Leaders must model right behavior (Titus 2:7-8)
- Leaders must evaluate themselves (2 Corinthians 13:5; Galatians 6:4)
- Leaders are responsible to correct, rebuke, and encourage with instruction, while also demonstrating great patience and kindness (2 Timothy 4:2; 1 Corinthians 13:4; Hebrews 3:13; Ephesians 4:1-3)
- Leaders regularly examine thoughts and motives (2 Corinthians 13:5)

Psalm 139:23-24)

- Leaders use authority to nurture and serve (Ephesians 4:12; Romans 13:4)

Section 2 - General Responsibilities

Woodland Christian School's Board of Directors (the "Board") shall oversee the continuing operation of WCS and oversee the School's business affairs. The responsibilities of the Board shall include, but not be limited to, creating policy; making final personnel decisions, including approving all hires or staff disciplinary measures 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. Directors will, with the guidance of the Administrator, strive to stay abreast of trends in education and pertinent research, education policy and the relevant laws, and best-practices for private Christian schools and school boards. If the WCS Administrator position is vacant, the Board will immediately appoint an interim administrator until the position is filled.

Section 3 - Director Number and Tenure

- A. The Board shall be comprised of no less than five members and no more than nine.
- B. Each Director shall serve on the Board of Directors for a term of three years, unless such service is terminated by resignation or dismissal. Any Director may serve a second, successive three-year term. After six consecutive years of service on the Board, the Director shall step down from service for one year before being eligible again for the Board. A term year is typically July 1 through June 30.
- C. Terms of service on the Board should be staggered in such a manner that no more than one-third of the Board of Directors will complete their term of service in any given year.
- D. It is recommended that no more than one-half of the Board of Directors come from any one, local church.
- E. No full-time, salaried employee or spouse of any full-time, salaried employee shall be eligible to serve on the Board of Directors. The Administrator shall serve as a non-voting member of the Board of Directors.

Section 4 - Director Compensation

Voting members of the Board of Directors shall receive no compensation or tangible benefit for their services. The Board of Directors may authorize the

reimbursement of expenses incurred by any Director in the performance of official business for the School or the Board of Directors, as further noted in Article XV, Section 4, of the Bylaws.

ARTICLE VI - NEW DIRECTORS

Section 1 - Vacancies on the Board of Directors.

A vacancy on the Board of Directors shall be deemed to exist in the case of a Director's expiration of term, resignation before expiration of the term, death or incapacity, or removal from the Board of Directors.

Section 2 - Nominations for the Board of Directors.

- A. Candidates for the Board of Directors shall be nominated by the majority of the Board of Directors or the Nominating Committee.
- B. The Nominating Committee shall interview each nominee and decide whether the nominee should be considered formally by the Board of Directors. The interview should explore the nominee's interest, suitability, and eligibility, based on the qualifications, beliefs, and responsibilities specified in Article V.

Section 3 - Appointment of Directors.

Any vacancy on the Board of Directors may be filled by a majority resolution of the remaining Directors. In the instance of an unexpired term, each Director appointed to hold the vacated position shall hold office until the expiration of that term. Alternatively, at the Board's discretion, the newly appointed board member may be asked to serve a full, three-year term, which will be deemed to have started on the preceding July 1.

Section 4 - Resignation or Dismissal from Board of Directors

- A. After prayerful consideration, any Director may resign from office. He or she shall tender his or her resignation in writing to the Board of Directors.
- B. Any Director may be removed from the Board of Directors for failure to meet the qualifications set forth in Article V; for excessive absence from regular and special meetings of the Board of Directors; or whenever such removal, in the judgment of the Board, would be in the best interest of the Corporation. Removal shall require a two-thirds vote of the Board of Directors.

In view of the serious nature of a Director'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.

- D. In the event a Director who has left the Board of Directors was an officer, another member shall be designated by majority resolution of the Board of Directors to assume the responsibilities of the office now vacant.

ARTICLE VII - DUTIES OF THE BOARD OF DIRECTORS

Section 1 - Duties of the Board of Directors.

- A. The Board of Directors will set the spiritual tone for the School. Directors 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, and seek His grace and wisdom to be manifest in their leadership.
- B. The primary function of the Board of Directors is to set School policy, while the daily administration is the responsibility of the Administrator. The Board's policies set the boundaries within which the Administrator functions. The Board of Directors will maintain authority over the overall direction of the School.
- C. The Board of Directors' authority is corporate. Individual Directors have authority to act on behalf of WCS only when the Board of Directors is convened in regular or special session. There shall be only one line of authority, which will flow from the Board of Directors, through its President, to the Administrator (or, in the event that the role of administrator is vacant, the Principals) who is (or who are) charged with communicating and executing Board action to faculty, staff, students, and parents as appropriate.
- D. The Board of Directors shall approve all contracts related to the procurement, maintenance, and overall management of the School's property and capital equipment.
- 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 shall arrange for independent financial reviews whenever those are deemed appropriate for accountability or transparency. An independent audit may be conducted at the discretion of the Board. The Finance Committee shall review the results of any review or audit and make recommendations to the Board.

- F. The Board of Directors shall have the authority to acquire and dispose of assets – real, personal, tangible, and intangible – and to borrow money in the name of the School. No financial decision should be made or action taken if it is reasonably foreseeable that the action will prevent WCS from having a balanced operating budget.
- G. The fiscal period for the School shall run from July 1 through June 30.
- H. The Board of Directors shall exercise due care to ensure that the School operates according to accepted legal principles, which should include, but not be limited to, obtaining competent legal advice and considering relevant safety and personnel issues.
- I. A significant duty of the Board of Directors is the selection of the WCS Administrative Officer (“Administrator”). The Administrator will implement the Board’s policies and directives and manage the day-to-day operation of the School. The Board shall conduct an annual evaluation of the Administrator’s performance.
- J. Upon recommendation by the Administrator, faculty and staff of the School shall be appointed by the Board of Directors after due consideration of their spiritual and academic qualifications. Employees shall be appointed only if they can be trusted to meet the spiritual and educational objectives of the School.
- K. The Board of Directors, with the knowledge of the Administrator, shall have the authority to dismiss anyone associated with the School who does not fulfill the requirements set forth in these Bylaws or in their employment agreement, or who, in the Board’s view, fails to live by biblical standards.
- L. The Board of Directors shall oversee the creation and maintenance of a Policies and Procedures Manual and a Student/Parent Manual. These manuals should be updated, reviewed, and approved by the Board annually. The manuals should also be made available to all employees and school families.
- M. The Board of Directors shall approve educational programs and standards of achievement for the School. This shall include review and approval by the Board of Directors of all textbooks and courses of study recommended

by the School's faculty under the leadership of the Administrator. The Board will consider how the educational program fits with the overall direction and principles of the School. The Board's review is not intended to be an academic review.

- N. The Board of Directors shall evaluate itself annually during the month of June. Each member shall also evaluate his or her willingness and ability to continue in a Board position. Individual Directors shall annually sign the "Leadership Commitment" form attached hereto.
- O. When approached by other parents or staff members, Directors must understand and follow the dispute resolution model found in Matthew 18. Directors must be good listeners (James 1:19) and whenever possible refer matters to the Administrator.
- P. At least twice a year, the President of the Board will select from the Board of Directors a team of two Directors to visit WCS during a regular school day. This visit shall be spent observing the School's daily functions and shall include the examination of facilities and grounds. A report of their findings shall be given to the entire Board of Directors and entered into the minutes of the next regularly scheduled meeting.

Section 2 – Advisory/Service Committees

- A. The Board of Directors shall operate using two types of committees: advisory committees and service committees. Advisory committees are formed and their members selected by the Board of Directors. They advise the Board to promote sound decision-making. Service committees are comprised of volunteers who want to serve the School with their time and talent. Committees may make recommendations to the Board via the Administrator or the Director of Operations and Development. Whenever possible, all committee meeting times and locations shall be posted in the School office at least one week prior to a meeting. The meeting location shall occur on School property, unless WCS facilities are ill-equipped to host the meeting. In such case, the meeting location will be held in a public facility within the City of Woodland.
- B. The Chairman of all committees will be appointed by the Board of Directors. The Director of Operations and Development will maintain and provide a complete list of committee members to the Board of Directors. The following committees are hereby designated Advisory Committees:

Finance:

This committee provides oversight and accountability with regard to WCS's financial accounts and budgets.

Capital Development:

This committee recommends and develops fundraising strategies for WCS. This committee also will pursue grants and other finance sources that will improve WCS.

School Board Nomination Committee:

This committee accepts and reviews School Board nominations. It ensures that candidates have met the qualifications that are set out by these Bylaws and recommends qualified candidates to the School Board of Directors.

- C. The following committees are hereby designated as Service Committees:

Facilities:

This committee inspects WCS facilities and makes recommendations regarding repairs, improvements, and future campus development.

Technical Support:

This committee oversees and makes recommendations regarding WCS's technical needs. Examples of systems covered by this committee include, but are not limited to, web site design/maintenance, software maintenance/upgrades, network design, etc.

- D. The Board of Directors and the Administrator are *ex officio* members of all committees.
- E. All committees shall keep minutes of each meeting. Meeting minutes will be provided to the Board of Directors and made available to the public within seven days of the meeting in electronic format through the School office or the website.
- F. Any issue pertaining to individual staff members or students shall not be discussed or reviewed by any committee.
- G. The Board of Directors may from time to time establish *ad hoc* committees made up of Directors or other interested individuals to deal with specific issues involving WCS. Upon completion of its assigned task, an *ad hoc* committee shall dissolve.

ARTICLE VIII - OFFICERS OF THE BOARD

The Board of Directors shall annually elect Officers of the Board from among its members. The duties of the Officers are as follows:

- A. 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 Administrator's primary point of contact with the Board when the Board of Directors 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 record the minutes of any and all meetings of the Board. If the Secretary is not at a meeting, the President or the Secretary shall delegate the task of recording Board business to another Director. The Secretary shall have custody of all Board records and shall conduct necessary correspondence on behalf of the Board.
- D. Treasurer: The Treasurer shall oversee the financial records showing the financial condition of the Corporation and act as the custodian of all monies of the Corporation, and perform such other duties as are customarily performed by such an officer.

ARTICLE IX - MEETINGS

Section 1 - Regular Meetings

- A. Regular meetings of the Board of Directors shall occur at least once each month that School is in session. Whenever possible, the time and place of the Board of Directors' regular meetings shall be posted in the WCS office and/or the WCS website at least one week prior to the meeting. The meeting shall occur on WCS property unless such facilities are ill-equipped to host the meeting. In such case, the meeting location will be held in a public facility in the City of Woodland.
- B. Board of Directors' meetings shall be open to WCS parents and other interested individuals. The President may grant the privilege of the floor to observers at his or her discretion. In such case, written notice of the subject or topic shall be given to the President one week prior to the scheduled meeting. Absent an emergency, no official action can be taken on said subject until the next official Board meeting. Any individual addressing the Board shall agree to and sign a "Code of Conduct during Board Meetings" (attached hereto).
- C. The Board of Directors has the discretion to invite individuals to participate in

regular meetings. Individuals who are invited to participate in meetings are not subject to section B, above.

- D. The President of the Board of Directors, in consultation with the other Directors, the Administrator, and/or the Director of Operations and Development, shall prepare an agenda for regular meetings of the Board. Such agendas shall be provided to each Director at least one week prior to the scheduled regular meeting whenever practicable.
- E. All reasonable efforts will be taken to keep students, parents, and staff informed as to the times and locations of Board meetings. Interested parties may contact the School office for the most up-to-date Board meeting schedule.
- F. Minutes of the publicly-held, regular meetings shall be made available to the public within seven days of Board approval of the meeting minutes. The minutes will be made public in electronic format through the School office and posted on the School website.
- G. The Board of Directors may meet in executive (or "closed") session.
 - 1. An executive session can be called for by any Director during a portion of any meeting for the purpose of discussing personnel and other sensitive matters. Whenever possible, executive session will be listed on the published agenda as "closed" and scheduled before the regular meeting.
 - 2. Executive sessions may have in attendance all Directors present at said meeting, the Administrator of the School, 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 Administrator or the Director of Operations and Development, that individual may be asked not to attend.
 - 3. During executive sessions, minutes of all official business will be taken and maintained as part of the Board's official records; however, the minutes will not be released for public viewing. If an issue or business conducted during executive session is made public, a notation shall be amended into the public minutes of the regular meeting wherein the matter was discussed. This amended notation shall only include the following: date and time of the public disclosure, names of all Directors who participated in the public disclosure, the subject matter that was disclosed, any relevant Board action taken before or after the public disclosure, and a description of how the action was made public.

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 Directors. In such cases, the course of action will be discussed and entered into the minutes of the next regular meeting. Matters of a sensitive nature may be handled as set forth in Article IX, Section 1, Part G – Executive Session.
- B. Notice of the time and place of all special meetings of the Board of Directors shall be given to each Director by telephone and/or e-mail at least 48 hours prior to the scheduled special meeting, whenever possible.

Section 3 - Emergency Action

In an emergency, the President of the Board may poll the full Board via phone or e-mail to secure authorization for a given course of action. In such cases, the course of action will be discussed and entered into the minutes of the next regular meeting. Matters of a sensitive nature may be handled as set forth in Article IX, Section 1, G – Executive Session.

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 or her dissent is entered into the minutes of the meeting or unless the Director 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 Director who has voted in favor of the action.

Section 5 - Quorum

- A. At all meetings of the Board of Directors, whether regular or special, the presence of a majority of Directors shall constitute a quorum for the transaction of business. Only members may vote at meetings of the Board of Directors, and proxy votes are not valid.
- 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. A minority of Directors may not transact any business – except the filling of vacancies on the Board of Directors – if there are not sufficient Directors to constitute a quorum as provided in these Bylaws.

Section 6 - Meetings of the Board of Directors shall be governed by Robert's Revised Rules of Order.

ARTICLE X - SCHOOL ADMINISTRATOR

Section 1 - The Administrator shall be appointed by the Board of Directors. He or she shall be the chief executive officer of the School and shall carry out the policies established by the Board.

Section 2 - The Administrator shall be a born-again believer and shall agree wholeheartedly with Articles II, III, and IV of the Bylaws and the Statements on Biblical Authority and Marriage and Sexuality, which are contained in the WCS Employee Handbook. The Administrator shall be a Christian role model in the School and community and shall meet the character qualifications as set forth in Article V.

Section 3 - The Administrator's responsibilities are to be defined in a job description approved by the Board of Directors.

Section 4 - The Administrator shall be appointed each year for the first three years of continued service by written contract after careful consideration of his or her spiritual and academic qualifications and Board-conducted evaluation. After three years of continued service, the Board of Directors may appoint the Administrator for term of up to three years, by written contract.

Section 5 - The Board of Directors shall evaluate the Administrator annually on the basis of his or her job description and other factors related to job performance.

Section 6 - The Administrator shall participate in professional development and ongoing research to stay abreast of issues related to effective school administration.

Section 7 - The Administrator, in conjunction with other School administrators, may submit an annual written evaluation of the Board of Directors and their policies. This evaluation will also include a prioritized list of suggested organizational improvements. The evaluation should be prepared for submittal to the Board for review during any regularly schedule Directors meeting. Each recommendation or suggestion should be accompanied by a recommended solution that could be acted upon. The Board of Directors will determine if, how, and/or when action is taken for each recommendation.

Section 8 - The Administrator will sign a statement of "Understanding and Agreement," agreeing to follow the guidelines set by the Policies and

Procedures Manual. This Manual can and will be updated from time to time. The Administrator will make all changes public as he or she deems appropriate.

Section 9 – The Administrator will read and understand the Student/Parent Manual. This Manual can and will be updated from time to time. The Administrator will make all changes public as he or she sees fit.

ARTICLE XI - INDEMNIFICATION

Section 1 - Definitions (For purposes of this Article)

- A. The phrase *Director or Officer* shall include a person who, while serving as a Director or an Officer of the Corporation, is or was serving at the request of the Corporation as Director, School Board member, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another foreign or domestic corporation, nonprofit organization, or other person or employee benefit plan. The phrase *Director or Officer* shall also include the estate or personal representative of a Director 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.
- D. The term *official capacity* shall mean the office of Director in the Corporation, and, when used with respect to a person other than a Director, 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.

Section 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 Director 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 Director or Officer was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person's official capacity, in which the Director or Officer is ultimately adjudged liable on the basis that the Director 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.

Section 3 - Successful Defense on the Merits; Expenses

To the extent that a Director 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, such person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred in connection with such proceeding.

Section 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 Director 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 of Directors (a) by a majority vote of a quorum of disinterested Directors 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 of Directors, provided that committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or (c) if such a quorum of the Board of Directors 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 of Directors 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.

Section 5 - Other Employees and Agents

The Corporation shall 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 with respect to Directors or Officers, by adopting a resolution by a majority of the members of the Board of Directors, specifically identifying by name or by position the employees or agents entitled to indemnification.

ARTICLE XII - FACULTY AND STAFF

Section 1 - The faculty and staff shall be appointed by the Board of Directors upon recommendation of the Administrator.

Section 2 - Individuals serving on the faculty and staff shall be born-again believers who agree wholeheartedly with Articles II, III, and IV of the Bylaws and the Statements on Biblical Authority and Marriage and Sexuality, which are contained in the WCS Employee Handbook. Such individuals shall be Christian role models in the School and community. They shall actively serve and worship in a local, evangelical church whose doctrine aligns with Article II of the Bylaws and agree to the scriptural principles for leadership set forth in Article V, Section 1.

Section 3 - Faculty and staff responsibilities are to be defined in job descriptions approved by the Board of Directors.

Section 4 - The faculty shall be appointed each year by written contract after careful consideration of evaluations and spiritual and academic qualifications.

Section 5 - Staff may be appointed by written contract at the discretion of the Board of Directors.

Section 6 - The Administrator or his/her designee shall evaluate faculty and staff annually on the basis of their job descriptions and other relevant factors.

Section 7 - Policies and Procedures Manual

All Staff shall sign a statement of "Understanding and Agreement," agreeing to follow the guidelines set by the Policies and Procedures Manual. This Manual can and will be updated from time to time. The Administrator will make all changes public as he or she deems appropriate.

Section 8 – Student/Parent Manual

All teachers and staff will read and understand the Student/Parent Manual. This Manual can and will be updated from time to time. The Administrator will make all changes public as he or she deems appropriate.

ARTICLE XIII - DISPUTE RESOLUTION

The Board of Directors shall ensure that each contract for employment at WCS 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, law of contract, and law of tort, shall be settled by biblically-based mediation."

ARTICLE XIV – STUDENTS AND PARENTS

Section 1 - Nondiscrimination Statement

Admission materials and the Student/Parent Manual shall contain language reflecting the following policy:

"Woodland Christian School admits students of any race, color, religion, or national or ethnic origin to all the rights, privileges, programs, and activities generally afforded or made available to students at the school. It does not discriminate on the basis of race, color, religion, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or other school-administrated programs."

Section 2 – Student/Parent Manual

All students and parents will sign a statement of "Understanding and Agreement" expressing that they agree to follow the guidelines set forth in the Student/Parent Manual. This Manual can and will be updated from time to time. The Administrator will make all changes public as he or she deems appropriate.

ARTICLE XV - MISCELLANEOUS

Section 1 - Account Books, Minutes, Etc.

The Board of Directors 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 Director for any proper purpose at any reasonable time.

Section 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 every reasonable effort will be made to honor such contribution designations. 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.

Section 3 - Conflicts of Interest

If any Director 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 the Director'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 the Director'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. The Board of Directors will meet with the interested Director so as to gather information and ask and answer relevant questions about the possible conflict.
- B. The interested Director shall withdraw from the meeting.
- C. Discussion of the matter outside of the presence of the interested Director shall be held by the Board of Directors.
- D. The remaining members of the Board of Directors 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 of Directors shall be required for approval of the transaction.

Section 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 as amended and restated. 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 Director 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 Director; provided, however, that (a) reasonable compensation may be paid to any Director 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 Director may, from time to time, be reimbursed for such Director'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 of Directors, 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.

Section 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.

Section 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.

ARTICLE XVI - AMENDMENTS OF THE BYLAWS

The Board of Directors shall have power to alter or amend the Bylaws by a two-thirds vote of the Directors. Repealing or adopting new Bylaws or changes to Articles II, IV, and XVI and the Statements on Biblical Authority and Marriage and Sexuality (contained in the WCS Employee Handbook) require a unanimous vote of the Board of Directors.

ARTICLE XVII – MANAGING DOCUMENTS

Section 1 – Operation Documents

Woodland Christian School operates through the use of The Holy Bible and four additional documents. These documents are listed in order of priority. If there is an apparent conflict between any of the listed documents, the higher priority document will override.

1. The Holy Bible – The New International Version (1984) is the official translation used by the School.
2. The Woodland Christian School's' Bylaws
3. The Woodland Christian School's' Policies and Procedures Manual
4. The Woodland Christian School's' Employee Handbook
5. The Woodland Christian School's' Student/Parent Manual

Section 2 – Board Approval and Review

The Bylaws and Manuals shall be reviewed annually by the Board of Directors. These documents will be made public and available for review in the School office. Electronic copies will be provided upon request. The Board of Directors shall be the final authority of the interpretation of said documents. The Bylaws and Manuals can and will be updated from time to time. The Administrator will make all changes public as he or she deems appropriate.

Leadership Commitment

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader, I wholeheartedly agree with the following statements:

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 Directors, for the School 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 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 Directors 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 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 through the bond of peace.

I have studied and prayed about these statements of commitment, and I believe God would have me serve as a Director according to these standards.

Signature _____ Date _____

Code of Conduct for Comments During Board Meetings

The Board of Directors encourages parent and teacher involvement and input. In order to maintain a fair, professional and God honoring forum for public comments during regular Board meetings, the following rules will apply:

1. Public comments may include statements or questions. At the discretion of the Chair, immediate responses may be given; otherwise, questions will be considered and answered in writing in a timely manner by the appropriate individual(s).
2. All comments will be made in a manner that glorifies God and demonstrates humility. (Phil. 2:3-4; 1 Cor. 10:13 – *“So whether you eat or drink or whatever you do, do it all for the glory of God.”*)
3. Speakers will make every effort to speak the truth in love and to verify facts before commenting; also, speakers will not knowingly make comments that are unconfirmed, factually incorrect, or based on rumor. (Eph. 4:25 – *“Therefore each of you must put off falsehood and speak truthfully to his neighbor, for we are all members of one body.”*)
4. All comments will be respectful, reflecting respect for people as bearers of the image of God and demonstrating a desire to build up rather than tear down. (Eph. 4:29 – *“Do not let any unwholesome talk come out of your mouths, but only what is helpful for building others up according to their needs, that it may benefit those who listen.”*)
5. Guests will listen and not interrupt others or speak out of order. (James 1:19 – *“My dear brothers, take note of this: Everyone should be quick to listen, slow to speak and slow to become angry.”*)
6. Speakers will be respectful of the three minutes allotted time for comments or questions.
7. Comments or questions by guests outside of the public comment period is inappropriate and will not be allowed. Those who disrupt a meeting in this way may be asked to leave and excluded from future meetings.

Acknowledging the call of Christians to treat one another with love and deference, as taught by and demonstrated by our Lord and Savior, Jesus Christ, I commit to abide by the above instructions in both attitude and action.

Signature _____ Date _____