



Bylaws for Charlotte Christian School

Amended & Restated
as of May 19, 2014

7301 Sardis Road
Charlotte, NC 28270

(704) 366-5657

(704) 366-5678 (fax)

www.charlottechristian.com

MISSION STATEMENT

Charlotte Christian School is a Christ-centered, college preparatory school, equipping and developing students to effectively integrate Biblical truth and learning into their daily lives and to impact the culture for Christ.



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Amended and Restated Bylaws of Charlotte Christian School

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THIS ORGANIZATION IS INCORPORATED AS CHARLOTTE CHRISTIAN SCHOOL.

ARTICLE I OFFICES

Section 1. Principal Office.

The principal office of the corporation shall be located at 7301 Sardis Road, Charlotte, Mecklenburg County, North Carolina.

Section 2. Registered Office.

The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina.

Section 3. Other Offices.

The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board may designate or as the affairs of the corporation may require from time to time.

ARTICLE II MISSION STATEMENT

Charlotte Christian School is a Christ-centered, college preparatory school, equipping and developing students to effectively integrate Biblical Truth and learning into their daily lives and to impact the culture for Christ.

ARTICLE III DOCTRINAL STATEMENT

The Scriptures of the Old and New Testament are verbally inspired by God and are of supreme and final authority in faith, life, and standards of education. I Corinthians 2:12; 10:10; II Timothy 3:16, 17; II Peter 1:21.

- There is one God, the Creator of heaven and earth; God eternally exists in three Persons ... Father, Son and Holy Spirit. Genesis 1:1, Matthew 28:19-20; Mark 12:29; John 1:1, 14; 10:30; Acts 5:3, 4; II Corinthians 13:14.
- Jesus Christ, the only begotten Son of God, is the Eternal Word manifested in flesh; He was conceived by the Holy Spirit, and born to the Virgin Mary; He is true God and true man. Isaiah 7:14; 9:6; John 1:1, 2, 14, 18; 3:16; Luke 1:30-35; Philippians 2:5-8.

- Christ died for our sins and all who confess Him as Lord and Savior become children of God. John 1:29; Romans 3:25-26, II Corinthians 5:14 Hebrews 10:5-19; I Peter 2:24; 3:18; I John 1:7.
- Christ rose from the dead; He lives on high as Head of the Church, and shall return to earth to judge the world and reign over all. Luke 24:36-43; John 20:20; Acts 2:32; I Corinthians 15:23, 42-45.
- The Holy Spirit is the Third Person of the God-Head; He convicts men of sin, and regenerates believers unto a holy life; He is the Teacher of the Word of God; He is the Light of our minds, our affections, and our morals. John 16:7-11; 3:6, 14, 17.
- Man was originally created in the image and likeness of God, man fell through disobedience and, as a consequence, lost his spiritual life, becoming dead in sins, and he became subject to the power of the devil. This spiritual death has been transmitted to the entire human race so that every man needs regeneration of soul, body, and mind. The renewed man in Christ is enabled to worship and serve God to enjoy Him forever. Genesis 1:26; 2:17; 6:5; Psalms 14:1-3; 51:5; Jeremiah 17:9; John 3:6; 5-30; John 6:53; Romans 3:10-19; 8:6, 7; Ephesians 2:1-3, I Timothy 5:6; I John 3:5, 3:8.

ARTICLE IV PERSONAL LIFESTYLE STATEMENT

A Christ-honoring lifestyle bearing the fruit of the Holy Spirit will be the standard for the faculty, staff, and Board of Charlotte Christian School. The faculty, staff and Board members will embrace a lifestyle that avoids the use of illicit drugs, pornographic material, use of vulgar and profane language, the habitual and indiscriminate use of alcohol and tobacco, or any activity that would be a stumbling block. Galatians 5:18-25, Romans 14:13, I Corinthians 8:9-13, 10:31-32.

“Don’t you know that you yourselves are God’s temple and that God’s Spirit lives in you? If anyone destroys God’s temple, God will destroy him; for God’s temple is sacred and you are that temple.” I Corinthians 3:16-17.

In addition, the Charlotte Christian School community shall:

- Practice Biblical principles of conflict resolution.
Matthew 18:15-17; Galatians 5; Ephesians 4:29-32; Colossians 3:12, 14, 16
“Remind the people to be subject to rules and authorities, to be obedient, to be ready to do whatever is good, to slander no one, to be peaceable and considerate, and to show true humility toward all men.” Titus 3:1, 2
“Be completely humble and gentle; be patient bearing with one another in love. Make every effort to keep unity of the Spirit through the bond of peace.” Ephesians 4:2-3
- Follow the Biblical standards for sexual behavior. Immorality, promiscuity and homosexuality violate the occupational requirement of being a Christ-like role model.
I Corinthians 6:12-20; Ephesians 4:1-22, 5:3-5; I Timothy 4:12; II Timothy 12:19-22
“Do you not know that the wicked will not inherit the kingdom of God? Do not be deceived. Neither the sexually immoral nor idolaters nor adulterers nor male prostitutes nor homosexual offenders nor thieves nor the greedy nor drunkards nor slandered nor swindlers will inherit the kingdom of God. And that is what some of you were. But you were washed, you were sanctified, you were justified in the name of the Lord Jesus Christ and by the Spirit of our God.” I Corinthians 6:9-11

- Demonstrate obedience to the laws of government, evidence of one's belief that God has ordained the authority of those in leadership over us.

"Everyone must submit himself to the governing authorities, for there is no authority except that which God has established. The authorities that exist have been established by God. Consequently, he who rebels against the authority is rebelling against what God has instituted, and those who do so will bring judgment on themselves." Romans 13:1-2

- Exercise responsibility and authority diligently and in humility as servant, sacrificial, accountable leaders. Genuinely care for and encourage those for whom we are responsible, with Christ as our model.

"The kings of the Gentiles lord it over them; and those who exercise authority over them call themselves benefactors. But you are not to be like that. Instead the greatest among you should be like the youngest, and the one who rules like the one who serves." Luke 22:25-26

- Agree to be known by our love.

If I have all faith, so as to remove mountains, but do not have love, I am nothing. And if I give all my possessions to feed the poor, and if I deliver my body to be burned, but do not have love, it profits me nothing. Love is patient, love is kind, and is not jealous; love does not brag and is not arrogant, it does not act unbecomingly; it does not seek its own, is not provoked, does not take into account a wrong suffered, does not rejoice in unrighteousness, but rejoices with the truth; bears all things, endures all things, Love never fails" 1 Corinthians 13:2-8a

**ARTICLE V
STATEMENT OF GUIDING PRINCIPLES FOR THE BOARD OF TRUSTEES**

The quality of Board members is of great importance to the School since the Board establishes the policies and authorizes the administration to implement them through daily operation of the School.

A prospective board member may have many gifts to bring to the Board, but if that person is not qualified spiritually according to Biblical standards such as 1 Timothy 3, Titus 2, or Proverbs 31, that person must never be approved as a Board member, for that would decrease the collective spiritual discernment of the Board. The consequences of that would be serious. Board members and their spouses shall be required annually to execute a statement setting forth the responsibilities and expectations of a Trustee of Charlotte Christian School.

Board members must be spiritually qualified and have a clear and open testimony of faith in Jesus Christ. They must be committed to the doctrine, philosophy, and objectives of the School, have their own eligible children in the School, and be willing to contribute energy and time to the work of the Board. It may be appropriate in certain situations for a Board member to have a child enrolled in another school when there are special needs that cannot be adequately addressed by Charlotte Christian School. Such situations will be reviewed by the Trustee Committee, the Board Chair and the Head of School. Except as set forth above, if a Charlotte Christian School student child of a Board member, without special needs, leaves Charlotte Christian School for discipline deficiencies or other reasons, the Board member may be removed as set forth in the Bylaws. In the event a child of a Board member without special needs is not enrolled at the School or leaves the School for discipline deficiencies or other reasons, the Board Member may be removed from the Board as set forth in these Bylaws.

**ARTICLE VI
BOARD OF TRUSTEES**

Section 1. General Powers.

- (a) The members of the corporation shall be the members of its Board of Trustees. The business and affairs of the corporation shall be managed by its Board of Trustees (which may be referred to as the “Board” or the “Trustees”) or by such committees as the Board may establish pursuant to these Bylaws. All final corporate authority is vested in and issued from the Board.
- (b) The Board shall grant and confer such diplomas or certificates or other honors on behalf of Charlotte Christian School as are usually granted by any school of pre-collegiate grade in the United States.
- (c) The Board, through the Chair, shall appoint the members of Standing and Special Committees and such subcommittees of the Board as appropriate.
- (d) The Board may also recognize distinguished service on the Board and to Charlotte Christian School through appointment of non-voting “Trustees Emeriti” for deserving individuals.

Section 2. Number, Terms, Qualifications, and Election.

- (a) The number of Trustees constituting the Board shall be at least 10 and no more than 19. The Trustees shall serve for terms of three years. In the event of death, resignation, retirement, removal or disqualification of a Trustee, and if necessary to maintain the required minimum number of Trustees, the Board shall initiate a special election as soon as practical. The timing of the process shall be directed by the Chair of the Board. Any Trustee so elected shall be elected to serve only until the expiration of the term of his or her predecessor. Trustees need not be North Carolina residents.
- (b) A Trustee is eligible for re-election for successive terms, except that the Board will have no more than one-third of the currently serving Board members serving beyond two successive terms.
- (c) Each Trustee shall hold office until the annual meeting in May of the year that falls at the end of his or her term or until a successor is elected and qualifies.
- (d) Fifty percent annual attendance at regular Board meetings and standing committees on which the Board member serves shall be required for re-nomination. However, the Trustee Committee may waive this requirement based on extenuating circumstances.
- (e) The Trustee Committee shall prepare and present a candidate or slate of candidates to the Board as shall be required to fill vacancies on the Board. The Trustee Committee should have knowledge of all candidates as to (i) their lifestyle, which shall be in harmony with the Doctrinal Statement and Lifestyle Statement, (ii) their personal testimony regarding events leading to their salvation, spiritual growth, and the fruits of their Christian work, and (iii) their role in a local Christian assembly.
- (f) At a duly convened meeting of the Board, a vote by oral or written ballot shall be taken on each nominee. The affirmative vote of two-thirds of the Trustees present at the meeting, with a quorum present, shall be required for election.
- (g) The Board may award Trustee Emeritus status from time to time, upon any currently serving or former Trustee, such Trustee having served one or more full terms. Trustee Emeritus status shall be awarded for distinguished service by such Trustee and shall serve as a non-voting Trustee.

Section 3. Termination of Board Membership.

A Trustee's term may be terminated by any of the following:

- (a) At the discretion of the Board, by a two-thirds majority vote of the entire Board (excluding the Trustee about whom such a vote is taken) at a meeting at which a quorum is present; or
- (b) Upon a finding by the Board that the Trustee has had three consecutive excused absences or two consecutive unexcused absences from regularly scheduled meetings, by a two-thirds majority vote of the entire Board (excluding the Trustee about whom the vote is taken) at a meeting at which a quorum is present.

**ARTICLE VII
MEETINGS OF THE BOARD**

Section 1. Regular Meetings.

Regular meetings of the Board shall be held in accordance with an annual calendar established by the Chair at the Annual Meeting, and shall be convened by the Chair or other officer of the Board designated by the Chair. In addition, the Chair shall provide the time and place, for the holding of additional regular meetings.

Section 2. Annual Meeting.

The regular meeting scheduled in May of each year shall be considered the Annual Meeting for purposes of election of Officers and Trustees.

Section 3. Special Meetings.

Special meetings of the Board may be called as follows:

- (a) The Chair may call a special meeting.
- (b) One-third of the currently serving Trustees may call a special meeting.
- (c) The purpose or purposes of a special meeting shall be set forth in the notice.
- (d) Such a meeting may be held either within or without the State of North Carolina, as fixed by the person calling the meeting.

Section 4. Quorum.

Two-thirds of the Trustees of the Board shall constitute a quorum.

Section 5. Notice of Meetings.

- (a) Except as provided below, notice of the time and place of each monthly and annual meeting shall be sent at least seven (7) days before the meeting in writing by mail or electronic communication to each Trustee at his or her last known residence, business address or e-mail address. The distribution of the annual calendar shall constitute written notice of the monthly and annual meetings. The person(s) calling a special meeting of the Board shall, at least seven (7) days before the meeting, give notice of such special meeting to each Trustee by telephone, electronic communication or mail; and said notice shall specify the purpose for which the meeting is called.

- (b) If the notice requirements as set forth above are impracticable, such notice as is practicable shall be given and, if a quorum of the Board attends without objection, such notice shall be adequate.

Section 6. Waiver of Notice.

Any Trustee not in attendance at a meeting may waive notice of such meeting by a waiver in writing. The attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Manner of Acting.

Except as otherwise required by these Bylaws or the Articles of Incorporation, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Presumption of Assent.

A Trustee who is present at the meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file his or written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation within twenty-four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 9. Informal Action by Trustees.

The Board or members of a committee of the Board may act without a meeting by a written consent signed by all the Trustees or, if applicable, members of a committee. Such consent shall be filed with the minutes of the Board or committee.

Section 10. Attendance by Telephone.

Trustees or members of a committee may participate in a meeting of the Board or Board committee by telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in the meeting shall be deemed presence in person at such meeting.

Section 11. Minutes.

The Board shall keep minutes of its proceedings.

**ARTICLE VIII
COMMITTEES**

Section 1. Creation and Powers of Standing Committees.

The Board shall designate Standing Committees to act under such authority as may be specifically granted by the Board. The Board Chair, in consultation with the Trustee Committee, shall assign each Trustee to serve on one or more Committees.

The following Standing Committees are hereby designated by the Board:

- (a) Finance Committee: In consultation with the Head of School and/or his or her designee, the Finance Committee shall oversee the financial operation of the School to assure that the fiscal objectives of the Board are achieved. The Committee shall recommend to the Board for its approval the annual budget and an annual recommendation for the appointment of an independent auditor.
- (b) Development Committee: In consultation with the Head of School and/or his or her designee, the Development Committee shall develop effective, God-honoring, institution-advancing activities that strategically enhance gift support, communications, and image development. It shall also assist in broadening the financial base of the School through the development of foundation and other donor support outside the School.
- (c) Strategic Planning Committee: In consultation with the Head of School and/or his or her designee, the Strategic Planning Committee shall identify critical strategic issues and strategic opportunities which may impact the School and shall make recommendations consistent with the mission, vision and strategic initiatives of the School. It shall develop a long-range strategic plan with measurable goals, and targets and shall work in conjunction with the Head of School to evaluate effectiveness of the strategic plan on an ongoing basis.
- (d) Trustee Committee:
 - (i) The Trustee Committee shall consist of at least four Trustees. It shall develop and maintain a list of Board candidates and shall coordinate and conduct the Trustee nomination and election process. The Committee shall be sensitive to the Board's desire to embrace the diversity of the school community in its membership.
 - (ii) Consistent with the expiration of terms of officers of the Board, the Trustee Committee shall prepare a slate of officers for the Board and conduct the election of officers of the Board by oral or written ballot at the Annual Meeting or at such other meeting as determined by the Trustee Committee.
 - (iii) The Trustee Committee shall coordinate the preparation and review of an Annual Board Performance Survey and present relevant summary data to the Board at the Annual Meeting, or as soon as practical thereafter. The Trustee Committee shall also be responsible for annual new member orientation as well as ongoing Board development.
 - (iv) Prior to the Board's Annual Meeting and consistent with the expiration of terms of currently serving Committee Chairs, the Trustee Committee shall solicit recommendations from the Board Chair and the Head of School and, thereafter, prepare a slate of recommended Committee Chairs to be approved by the Board at the Annual Meeting. Each Standing and Special Committee shall be chaired by a Trustee. Upon ratification by the Board, the Committee Chairs may appoint a Vice Chair for their respective Committees. Vice-Chairs are not required to be Trustees.
- (e) Head of School Evaluation Committee: The Head of School Evaluation Committee shall consist of the Chair of the Board, the Vice-Chair of the Board and two Trustees named by the Board Chair. This Committee shall meet at least annually to evaluate the Head of School's performance and determine the Head of School's base compensation. By the end of the school year, the Head of School Evaluation Committee will complete a written performance assessment of the Head of School and will determine any variable compensation award. The Committee will share a performance assessment regarding the Head of School with the full Board at the next regular Board meeting.

- (f) Facilities Committee: In consultation with the Head of School and/or his or her designee, the Facilities Committee shall make recommendations to the Board regarding the need to acquire and/or use additional land and improvements, the design and construction of buildings and facilities, and the improvement of the grounds and facilities. The Facilities Committee shall also review school policies for the maintenance of buildings and grounds.

Non-Board members may be appointed to Standing or Special Committees by Committee Chairs with the approval of the Board Chair. Notwithstanding the foregoing, only Trustees may serve on the Trustee Committee.

Standing and Special Committee Chairs may serve for two (2) year terms not to exceed two consecutive terms (i.e. four (4) years).

On an annual basis, each Committee Chair must submit a summary of the roles and responsibilities of the Committee for Board approval. This summary is commonly referred to as a Committee's "charter." The charter should be presented to the Board for approval at the first or second Board meeting of the fiscal year.

Section 2. Executive Committee.

The Executive Committee shall consist of the elected officers of the Board, and is hereby authorized to meet at any time between regular meetings to act in emergencies on behalf of the Board (but only to the extent necessary to deal with such emergencies), or to otherwise exercise authority as specifically delegated by the Board.

Meetings of the Executive Committee may be called by the Chair or by a majority of the members of the Executive Committee by giving twenty-four (24) hours' notice.

A majority of the Executive Committee members shall constitute a quorum.

Section 3. Special Committees.

The Board Chair, with approval of the Board, may establish Special Committees from time-to-time as required by circumstances. Special Committees must be chaired by a Trustee. All Special Committees automatically go out of existence at the completion of the fiscal year unless otherwise determined by the Board Chair.

Section 4. Minutes.

All Standing and Special Committees appointed by the Board shall keep minutes of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation, and shall report the same to the Board at its next meeting.

Section 5. Removal.

Any committee or any member thereof may be discharged or removed by action of a majority of the Board present at a meeting at which a quorum is present.

Section 6. Ultimate Responsibility of Board of Trustees.

The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of any responsibility or liability imposed upon it by law.

Section 7. Vacancy.

Any vacancy occurring in a committee shall be filled in the discretion of the Board Chair.

**ARTICLE IX
OFFICERS**

Section 1. Officers of the Corporation.

In addition to the Chair of the Board and the Chair-Elect of the Board, the officers of the corporation shall consist of a Chaplain, a Secretary and a Treasurer and such Assistant Secretaries, Assistant Treasurers, and other officers as the Board may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term.

The officers of the corporation shall be members of the Board and shall be elected by majority vote by written ballot at the Annual Meeting of the Board. Nominations will be made at the prior meeting by the Trustee Committee. Each officer may hold office for a term of two (2) years and may then be re-nominated by the Trustee Committee for approval by the Board for subsequent terms. In any case, the maximum term of service by any officer shall be two (2) consecutive terms.

Section 3. Agents.

The Board may appoint and employ such agents, employees or representatives on such terms as in the judgment of the Board shall be necessary or advisable.

Section 4. Removal.

Any officer or agent elected or appointed by the Board may be removed by the Board by majority vote at a special meeting noticed for said purpose.

Section 5. Bond.

The Board may by resolution require any officer, agent or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board.

**ARTICLE X
OFFICERS OF THE SCHOOL**

Section 1. Head of School.

A Head of School shall be appointed or removed by a two-thirds vote of the entire Board at a special meeting noticed for said purpose. The Head of School shall act as chief executive officer of the School and perform such other duties as may be assigned to him or her from time to time by the Board.

ARTICLE XI
POWERS AND DUTIES OF OFFICERS, AGENTS, SCHOOL EMPLOYEES, AND ORGANIZATIONS

Section 1. Chair of the Board.

The Chair of the Board shall preside over all meetings of the Board and Executive Committee at which he or she is present and shall be an ex officio member of all committees except the Trustee Committee. He or she shall have authority to execute all deeds, contracts, agreements, transfers and such other instruments as may be lawfully executed on behalf of the corporation. While functioning as Chair of the Board, he or she shall not serve as a chair of a committee with the exception of the Head of School Evaluation Committee.

Section 2. Chair-Elect of the Board.

The Chair-Elect of the Board shall, in the event of the absence, disability or death of the Chair, have all the powers and perform all the duties of that office until the vacancy is filled. Absent extraordinary circumstances, as determined by the Trustee Committee, the Chair-Elect shall be the sole nominee to be elected as a Chair of the Board at the expiration of the current Board Chair's service.

Section 3. Chaplain.

The Chaplain shall facilitate regular times of prayer where the Board corporately expresses praise, gratitude and petitions to God on behalf of the Board and the School.

Section 4. Secretary.

The Secretary shall:

- (a) keep the minutes of the meetings of the Board and of the Executive Committee;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
- (d) sign such instruments as may require his or her signature; and
- (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Chair, the Board, or the Executive Committee.

Section 5. Treasurer.

The Treasurer shall recommend financial policy to the Board, shall chair the Finance Committee, and shall provide input to the Head of School regarding the performance of the Chief Financial Officer in the performance of his or her duties.

Section 6. Assistant Secretaries and Treasurers.

The Assistant Secretaries and Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair, the Board, or the Executive Committee.

Section 7. Head of School.

The Head of School shall operate the School, with authority delegated by the Board. He or she shall:

- (a) have general supervision over the academic and administrative operations of the school; may direct and prescribe the course of study and discipline to be observed therein; may serve as an ex officio member of all Board committees and organization boards; and oversee the employment and discharge of personnel, both academic and administrative, and prescribe their duties, compensation and term of office;
- (b) in consultation with the Finance Committee, prepare and submit to the Board annually, and in no event later than the Annual Meeting, a proposed budget for the operation of the school for the next succeeding fiscal year and supervise the financial operation of the School within the limits of the approved budget and capital expense policy outlined in Board policy; and
- (c) report on the condition of the School to the Board from time to time as requested by the Board Chair.

Section 8. Organizations.

All organizations representing Charlotte Christian School must have approval of the Head of School or designee.

**ARTICLE XII
COMPENSATION**

Section 1. Trustees and Committee Members.

Trustees and members of any committee shall serve in such capacities without compensation. A Trustee or committee member may be reimbursed for his or her travel, out-of-pocket and other expenses incurred in service to the School.

Section 2. Officers and Other Employees.

Reasonable compensation may be paid or services rendered to or for the corporation provided that such persons are not compensated for services performed in their capacity as Trustees of the corporation or in their capacity as members of any committee.

**ARTICLE XIII
FINANCIAL ACCOMMODATIONS TO OFFICERS AND EMPLOYEES**

No loan, guaranty or other form of security shall be made or provided by the corporation to or for the benefit of any officer or employee except by a majority vote of the full Board.

ARTICLE XIV CONFLICTS OF INTEREST

Any member of the Board shall disclose to the Board any relationship, which he or she may have with any person, corporation or other entity with whom the corporation proposes to enter into any contract or other transaction, which will or may result in financial gain or advantage to such Board member by reason of such relationship. If the Board member shall fail to make this disclosure before the corporation enters into such contract of transaction, the Board may remove such Trustee by majority vote of the Trustees present at a meeting at which a quorum is present. Furthermore, the Conflict of Interest Policy, as approved by the Board, shall be incorporated herein by reference, in its entirety. Board members may be required to annually complete a Conflicts of Interest disclosure form.

ARTICLE XV LIABILITY AND INDEMNIFICATION

Section 1. Liability.

No Trustee shall be answerable for any act, receipt, neglect or default of any other trustee; and no Trustee shall be liable, individually or collectively, for any error of judgment, or for any act done or step taken or omitted under the advise of counsel.

Section 2. Right to Indemnification.

Each person who is or was a Trustee or officer of the corporation, or is or was serving at the request of the corporation as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation as a matter of contract right to the maximum extent permitted under North Carolina law against any and all claims and liabilities to which he or she has or shall become subject by reason of any action alleged by reason of his or her being or having been such Trustee or officer, and the corporation shall reimburse each such person or shall advance such person sums as hereinafter provided, for all expenses, including reasonable attorneys' fees, actually incurred by him or her to the maximum extent permitted under North Carolina law in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability in which it is adjudged that he or she acted in bad faith or was guilty or liable by reason of his or her own willful misconduct in the performance of duty.

Section 3. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

Section 4. Non-Exclusivity of Rights.

The right of indemnification hereinabove provided shall inure to the benefit of the legal representative of any such person and shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Trustee, officer, employee or agent may otherwise be entitled under any bylaw, agreement, vote of the Board or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

Section 5. Advances.

Expenses incurred by a Trustee, officer, employee or agent in defending civil or criminal action of any type may be paid in advance of the final disposition of such action by the corporation as authorized by the Board only upon receipt of an undertaking in writing by or on behalf of such Trustee, officer, employee or agent that he or she will promptly repay such amount unless it shall be ultimately determined that he or she is entitled to such indemnification by the bylaws or otherwise by applicable law.

**ARTICLE XVI
CONTRACTS, LOAN AND DEPOSITS**

Section 1. Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board or the Executive Committee.

Section 4. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board may select. The Chair, Treasurer, or any other officer authorized by the Board may deposit, cause to be deposited, or cause to be held for the benefit of the corporation, any such funds. "Funds" shall include, but not be limited to, donations of cash, stocks, bonds, or any other financial instruments.

**ARTICLE XVII
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account. All books and records may be inspected by any Trustee, or the agent or attorney thereof, for any proper purpose at any reasonable time. Such records may be kept on, or be in the form of, any information storage device, provided that such records may be converted into clearly legible forms within a reasonable time. The corporation shall convert such records upon reasonable request of any person entitled to inspect them.

**ARTICLE XVIII
GENERAL PROVISIONS**

Section 1. Non-Profit.

The corporation is an educational corporation not operated and not to be operated for profit. It is organized exclusively for educational purposes, and its property is to be used exclusively for carrying out such purposes. No officer, member or employee of this corporation shall receive or may be lawfully entitled to receive any pecuniary profit from the operations of this corporation, except reasonable compensation for services as permitted hereunder.

Section 2. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of July in each year and shall end on the last day of June in each year.

Section 3. Amendments and Dissolution.

Any amendment to the Articles of Incorporation or these Bylaws, or any motion for dissolution shall be considered when presented to the Board in writing at a regular or special meeting. If the Board votes in favor of amendment, it shall be submitted for consideration at the next regular or special meeting. If the amendment is approved at this second meeting, it shall become effective. A two-thirds vote at each meeting at which a quorum is present shall be required for approval.

In the event of dissolution, the Board shall convey the residual assets of the corporation to such other educational or charitable organization or organizations as the Board shall direct by majority vote of the Trustees present at a meeting at which a quorum is present.